SIEMENS

**Date: 23 May, 2024**

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

**Scrip code: 500550**

**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the proposed Scheme of Arrangement between Siemens Limited ("Company" or "Demerged Company") and Siemens Energy India Limited ("Resulting Company") and their respective shareholders and creditors ("Scheme")**

Dear Sir/ Madam,

The financial details and capital evolution of the transferee/resulting and transferor/demerged companies for the previous 3 years as per the audited statement of accounts.

**Name of the Company: Siemens Limited**

**(Rs. in million)**

| Transferor Company | Six Months ended 31 March 2024 | Year Ended 30 September 2023 | Year Ended 30 September 2022 | Year Ended 30 September 2021 |
|---|---|---|---|---|
| | Limited Review | Audited | Audited | Audited |
| Equity Paid up Capital | 712 | 712 | 712 | 712 |
| Reserves and surplus | 138,372 | 129,533 | 115,247 | 102,725 |
| Carry forward losses | - | - | - | - |
| Net Worth (Note 1) | 139,441 | 129,718 | 115,284 | 102,847 |
| Miscellaneous Expenditure | - | - | - | - |
| Secured Loans | - | - | - | 25 |
| Unsecured Loans | - | - | - | - |
| Fixed Assets | 10,448 | 10,359 | 10,732 | 11,425 |
| Income from Operations | 97,496 | 179,651 | 148,315 | 125,224 |

**Siemens Limited**
Management: Sunil Mathur
**CIN: L28920MH1957PLC010839**

Birla Aurora, Level 21, Plot No. 1080,
Dr. Annie Besant Road, Worli,
Mumbai – 400030
India

Tel.: +91 22 6251 7000
Website: www.siemens.co.in
E-mail- Corporate-Secretariat.in@siemens.com

Registered Office: Birla Aurora, Level 21, Plot No. 1080, Dr. Annie Besant Road, Worli, Mumbai – 400030. Telephone +91 22 6251 7000. Fax +91 22 24362403.
Sales Offices: Ahmedabad, Bengaluru, Bhopal, Bhubaneswar, Chandigarh, Chennai, Coimbatore, Gurgaon, Hyderabad, Jaipur, Jamshedpur, Kolkata, Lucknow, Kochi, Mumbai, Nagpur, Navi Mumbai, New Delhi, Puducherry, Pune, Vadodara, Visakhapatnam.

SIEMENS

| | | | | |
|---|---|---|---|---|
| Total Income | 103,659 | 185,138 | 151,476 | 127,413 |
| Total Expenditure | 85,809 | 159,687 | 134,674 | 113,358 |
| Profit before Tax | 17,850 | 25,451 | 16,802 | 14,055 |
| Profit after Tax | 13,598 | 19,113 | 12,497 | 10,440 |
| Cash profit (Note 2) | 4,853 | 21,003 | 14,288 | 12,704 |
| EPS | 38.2 | 53.67 | 35.09 | 29.32 |
| Book value | 390.55 | 365.73 | 325.62 | 290.46 |

**Note 1:** Net Worth is computed as per sec 2(57) of the provisions of Companies Act, 2013
**Note 2:** Cash profit has been derived by adding depreciation and deferred tax to profit after tax.

For **Siemens Limited**

Ketan Nandkishor Thaker

Digitally signed by Ketan Nandkishor Thaker
Date: 2024.05.23 20:10:54 +05'30'

**Ketan Thaker**
**Company Secretary**

**Siemens Limited**
Management: Sunil Mathur
**CIN: L28920MH1957PLC010839**

Birla Aurora, Level 21, Plot No. 1080,
Dr. Annie Besant Road, Worli,
Mumbai – 400030
India

Tel.: +91 22 6251 7000
Website: www.siemens.co.in
E-mail- Corporate-Secretariat.in@siemens.com

Registered Office: Birla Aurora, Level 21, Plot No. 1080, Dr. Annie Besant Road, Worli, Mumbai – 400030. Telephone +91 22 6251 7000. Fax +91 22 24362403.
Sales Offices: Ahmedabad, Bengaluru, Bhopal, Bhubaneswar, Chandigarh, Chennai, Coimbatore, Gurgaon, Hyderabad, Jaipur, Jamshedpur, Kolkata, Lucknow, Kochi, Mumbai, Nagpur, Navi Mumbai, New Delhi, Puducherry, Pune, Vadodara, Visakhapatnam.

SIEMENS

**The Consolidated audited financial details of the Transferor Company, i.e. Siemens Limited are as below:**

**(Rs. in million)**

| Transferor Company | Six Months ended 31 March 2024 | Year Ended 30 September 2023 | Year Ended 30 September 2022 | Year Ended 30 September 2021 |
|---|---|---|---|---|
| | Limited Review | Audited | Audited | Audited |
| Equity Paid up Capital | 712 | 712 | 712 | 712 |
| Reserves and surplus | 138,453 | 130,159 | 115,390 | 102,763 |
| Carry forward losses | - | - | - | - |
| Net Worth (Note 1) | 139,522 | 130,344 | 115,427 | 102,885 |
| Miscellaneous Expenditure | - | - | - | - |
| Secured Loans | - | - | - | - |
| Unsecured Loans | - | - | - | - |
| Fixed Assets | 30,593 | 30,899 | 31,600 | 32,985 |
| Income from Operations | 105,751 | 195,538 | 161,378 | 131,985 |
| Total Income | 110,602 | 200,500 | 164,456 | 134,249 |
| Total Expenditure | 92,940 | 174,102 | 147,339 | 120,322 |
| Profit before Tax | 17,663 | 26,397 | 17,117 | 13,927 |
| Profit after Tax | 13,086 | 19,619 | 12,619 | 10,298 |
| Cash profit (Note 2) | 14,683 | 22,269 | 15,404 | 13,085 |
| EPS | 36.76 | 55 | 35 | 29 |
| Book value | 390.78 | 367.49 | 326.02 | 290.56 |

**Note 1:** Net Worth is computed as per sec 2(57) of the provisions of Companies Act, 2013
**Note 2:** Cash profit has been derived by adding depreciation and deferred tax to profit after tax.

For **Siemens Limited**

Ketan Nandkishor Thaker

Digitally signed by Ketan Nandkishor Thaker
Date: 2024.05.23 20:29:55 +05'30'

**Ketan Thaker**
**Company Secretary**

**Siemens Limited**
Management: Sunil Mathur
**CIN: L28920MH1957PLC010839**

Birla Aurora, Level 21, Plot No. 1080, Dr. Annie Besant Road, Worli, Mumbai – 400030 India

Tel.: +91 22 6251 7000
Website: www.siemens.co.in
E-mail- Corporate-Secretariat.in@siemens.com

Registered Office: Birla Aurora, Level 21, Plot No. 1080, Dr. Annie Besant Road, Worli, Mumbai – 400030. Telephone +91 22 6251 7000. Fax +91 22 24362403.
Sales Offices: Ahmedabad, Bengaluru, Bhopal, Bhubaneswar, Chandigarh, Chennai, Coimbatore, Gurgaon, Hyderabad, Jaipur, Jamshedpur, Kolkata, Lucknow, Kochi, Mumbai, Nagpur, Navi Mumbai, New Delhi, Puducherry, Pune, Vadodara, Visakhapatnam.

SIEMENS

**Date: 23 May, 2024**

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

**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the proposed Scheme of Arrangement between Siemens Limited ("Demerged Company") and Siemens Energy India Limited ("Company" or "Resulting Company") and their respective shareholders and creditors ("Scheme")**

The financial details and capital evolution of the transferee/resulting and transferor/demerged companies for the previous 3 years as per the audited statement of accounts.

**Name of the Company: Siemens Energy India Limited**

**The standalone audited financial details of the Transferee Company, i.e. Siemens Energy India Limited are as below:**

**(Rs. in million)**

| Transferee Company* | 07 Feb 2024 - 31 March 2024 | Year Ended 30 September 2023 | Year Ended 30 September 2022 | Year Ended 30 September 2021 |
|---|---|---|---|---|
| | Limited Review | | | |
| Equity Paid up Capital | 0.10 | NA | NA | NA |
| Reserves and surplus | (0.54) | NA | NA | NA |
| Carry forward losses | - | NA | NA | NA |
| Net Worth | (0.44) | NA | NA | NA |
| Miscellaneous Expenditure | - | NA | NA | NA |
| Secured Loans | - | NA | NA | NA |
| Unsecured Loans | - | NA | NA | NA |
| Fixed Assets | - | NA | NA | NA |
| Income from Operations | - | NA | NA | NA |
| Total Income | - | NA | NA | NA |
| Total Expenditure | 0.54 | NA | NA | NA |
| Profit before Tax | (0.54) | NA | NA | NA |

**Siemens Energy India Limited**

Birla Aurora, Level 21,
Plot No. 1080, Dr. Annie Besant
Road, Worli, Mumbai - 400030
India

Tel.: +91 22 6251 7000

Registered Office: Birla Aurora, Level 21, Plot No. 1080, Dr. Annie Besant Road, Worli, Mumbai – 400030; Corporate Identity Number: U28110MH2024PLC418770
Tel.: +91 22 6251 7000; E-Mail: Corporate-Secretariat.in@siemens.com

SIEMENS

| | | | | |
|---|---|---|---|---|
| Profit after Tax | (0.54) | NA | NA | NA |
| Cash profit | (0.54) | NA | NA | NA |
| EPS | (10.86) | NA | NA | NA |
| Book value | (0.00) | NA | NA | NA |

**Note**: Cash profit has been derived by adding depreciation and deferred tax to profit after tax

* Transferee Company was incorporated on 7 February, 2024 and accordingly audited financials of past 3 financial years are not available in case of transferee company. It does not have any subsidiaries therefore details of Consolidated financials will not be applicable.

For **Siemens Energy India Limited**

HARISH SHEKAR

Digitally signed by HARISH SHEKAR
Date: 2024.05.23 20:16:00 +05'30'

**Harish Shekar**

Director
DIN: 10497617

Combining the
real and digital worlds

# Annual Report
2023

SIEMENS

# Financial Highlights

(₹ in millions)

| | 2022-23 | 2021-22 | 2020-21 | 2019-20 | 2018-19 |
|---|---|---|---|---|---|
| **Orders received*** | 463,829 | 198,509 | 146,615 | 113,853 | 132,377 |
| **Income, Profit and Dividend*** | | | | | |
| Revenue from operations | 179,651 | 152,558 | 131,045 | 105,407 | 136,838 |
| Profit Before depreciation, interest expense and tax | 27,889 | 19,404 | 17,156 | 13,198 | 18,703 |
| Depreciation | 2,235 | 2,119 | 2,282 | 2,709 | 2,173 |
| Interest expense | 203 | 341 | 196 | 296 | 114 |
| Profit before tax (excluding gain on sale of business) | 25,451 | 16,944 | 14,678 | 10,193 | 16,416 |
| Gain on sale of Business | - | 3,559 | 487 | - | - |
| Profit Before Tax (PBT) | 25,451 | 20,503 | 15,165 | 10,193 | 16,416 |
| Tax | 6,338 | 5,195 | 4,135 | 2,628 | 5,547 |
| Profit After Tax (PAT) | 19,113 | 15,308 | 11,030 | 7,565 | 10,869 |
| Dividend - % | 500% | 500% | 400% | 350% | 350% |
| Dividend - ₹ Per Share | 10 | 10 | 8 | 7 | 7 |
| **Share Capital, Assets and Book Value** | | | | | |
| Equity share capital | 712 | 712 | 712 | 712 | 712 |
| Other Equity | 129,533 | 115,247 | 102,725 | 94,028 | 89,724 |
| Net Worth (Equity) | 130,245 | 115,959 | 103,437 | 94,740 | 90,436 |
| Loans | - | - | 25 | - | - |
| Total Capital Employed | 130,245 | 115,959 | 103,462 | 94,740 | 90,436 |
| Capital Represented by: | | | | | |
| Property, plant and equipment, Capital work-in-progress, Other intangible assets, Investment property and Right-of-Use assets | 10,359 | 10,732 | 11,425 | 12,531 | 12,487 |
| Investments & Goodwill | 22,533 | 22,201 | 22,120 | 550 | 550 |
| Net Current Assets & Other Assets | 97,353 | 83,025 | 69,892 | 81,659 | 77,399 |
| Net Assets | 130,245 | 115,959 | 103,437 | 94,740 | 90,436 |
| Book Value - ₹ | 365.73 | 325.62 | 290.46 | 266.03 | 253.95 |
| **Returns*** | | | | | |
| On Revenue from operations [PBT (excluding gain on sale of business)] - % | 14.17 | 11.11 | 10.92 | 9.67 | 12.00 |
| On Capital Employed (PBT) - % | 19.54 | 17.68 | 14.66 | 10.76 | 18.15 |
| On Shareholders Fund (PAT) - % | 14.67 | 13.20 | 10.66 | 7.99 | 12.02 |
| Per Share (PAT) - ₹ | 53.67 | 42.98 | 30.97 | 21.24 | 30.52 |

* Includes total operations of the Company

# Contents


| | |
|---|---|
| Board of Directors | 2 |
| Chairman's Statement | 5 |
| Notice | 10 |
| Directors' Report | 24 |
| Annexure I - Form AOC – 1 | 31 |
| Annexure II - Conservation of Energy, etc. | 32 |
| Annexure III - Management's Discussion & Analysis | 36 |
| Annexure IV - Corporate Governance Report | 42 |
| Annexure V - General Shareholder Information | 59 |
| Annexure VI - Corporate Social Responsibility Report | 66 |
| Annexure VII - Statement of Disclosure of Remuneration | 90 |
| Annexure VIII - Form AOC – 2 | 91 |
| Annexure IX - Particulars of Loans, Guarantees or Investments | 92 |
| Annexure X - Secretarial Audit Report | 93 |
| Business Responsibility & Sustainability Report - Abstract | 96 |
| Independent Auditor's Report - Standalone Financial Statements | 102 |
| Standalone Financial Statements | 114 |
| Independent Auditor's Report - Consolidated Financial Statements | 184 |
| Consolidated Financial Statements | 194 |
| Green Initiative | 266 |

# Board of Directors

**Deepak S. Parekh**
Chairman

**Mehernosh B. Kapadia**
Independent Director
(Upto 1st May 2023)

**Sindhu Gangadharan**
Independent Director

**Shyamak R. Tata**
Independent Director
(From 30th January 2023)

**Anami N Roy**
Independent Director
(From 1st May 2023)

**Johannes Apitzsch**
Director
(Upto 31st December 2022)

**Tim Holt**
Director

**Matthias Rebellius**
Special Director (Nominee of Siemens Aktiengesellschaft, Germany)

**Willem Rudolf Basson**
Director
(Upto 30th April 2023)

**Dr. Juergen Wagner**
Director
(From 1st May 2023)

**Sunil Mathur**
Managing Director and
Chief Executive Officer

**Dr. Daniel Spindler**
Executive Director and
Chief Financial Officer

# Heads of Business

**Guilherme Mendonca**
Energy

**Suprakash Chaudhuri**
Digital Industries

**Robert HK Demann**
Smart Infrastructure

**Gunjan Vakharia**
Mobility

# Committees of Directors

(as on 30th September 2023)

**Audit Committee**

Mr. Shyamak R. Tata - Chairman

Mr. Anami Roy

Dr. Juergen Wagner

**Risk Management Committee**

Mr. Deepak S. Parekh - Chairman

Mr. Shyamak R. Tata

Mr. Matthias Rebellius

Mr. Tim Holt

Dr. Juergen Wagner

**Nomination and Remuneration Committee**

Mr. Shyamak R. Tata - Chairman

Mr. Matthias Rebellius

Mr. Anami Roy

**Stakeholders Relationship Committee**

Mr. Shyamak R. Tata - Chairman

Mr. Sunil Mathur

Dr. Daniel Spindler

**Corporate Social Responsibility Committee**

Mr. Deepak S. Parekh - Chairman

Ms. Sindhu Gangadharan

Dr. Juergen Wagner

Mr. Sunil Mathur

Dr. Daniel Spindler

**Share Transfer Committee**

Mr. Sunil Mathur - Chairman

Dr. Daniel Spindler

| Company Secretary |
| --- |
| **Mr. Ketan Thaker** |

| Registered and Corporate Office: | Registrar and Share Transfer Agent: |
| --- | --- |
| Siemens Limited<br>Birla Aurora, Level 21, Plot No. 1080,<br>Dr. Annie Besant Road, Worli, Mumbai 400 030<br>Phone: +91 22 6251 7000 Fax: +91 22 2436 2403<br>CIN: L28920MH1957PLC010839<br>Website: www.siemens.co.in | TSR Consultants Private Limited<br>Phone: +91 22 81081 18484; Fax: +91 22 6656 8494<br>Email: csg-unit@tcplindia.co.in;<br>Website: www.tcplindia.co.in |

| Investor Relations Team: |
| --- |
| Contact Person: Mr. Raj Shah |
| E-mail: Corporate-Secretariat.in@siemens.com Phone: +91 22 6251 7000 Fax: +91 22 2436 2403 |

| Details of 66th Annual General Meeting | | |
| --- | --- | --- |
| **Day and Date** | : | Tuesday, 13th February 2024 |
| **Time** | : | 3.00 p.m. |

# Chairman's Statement

Dear Shareholders,

The global economy continued to face headwinds in financial year 2023 due to geo-political tensions, high inflation and tighter monetary policies by most central banks around the world. The prognosis of a looming recession setting in during the financial year 2023 did not materialize, though uncertainties related to economic recovery and slowing growth rates across the major economies lingered.

On the other hand, India's economy remained resilient. While it is not immune to the global environment, India is in the spotlight due to its strong domestic consumption-driven economy. The capital expenditure cycle, both public and private, grew stronger, with the engineering and manufacturing sector being a key beneficiary during the financial year 2023. The energy and infrastructure sectors have been the driving force behind the increase in the order book for Corporate India.

In this backdrop, all the businesses of the Company did commendably well, as is evident in the Company's strong performance in Revenues, New Orders and Net Profit. This was representative of the continued growth in capital expenditure and digital spending by both public as well as private sectors.

**Financial Performance – Highlights**

For the financial year 2023, the Company received New Orders valued at ₹ 463,829 million, a 138.8 percent increase over ₹ 194,221 million in the financial year 2022. The Order Backlog as of September 30, 2023 stood at ₹ 455,227 million. Sales (excluding other operating revenues) were up by 21.3 percent to ₹ 177,007 million, compared to ₹ 145,881 million in the previous financial year.

Profits from Operations stood at ₹ 20,167 million compared to ₹ 13,974 million in the previous financial year, an increase of 44.3 percent over the previous financial year. The Company's Profit before Tax stood at ₹ 25,451 million compared to ₹ 16,802 million in the previous financial year, an increase of 51.5 percent. The Profit after Tax for the financial year was ₹ 19,113 million, an increase by 52.9 percent compared to ₹ 12,497 million in the previous financial year. The Board of Directors of the Company has recommended a dividend of ₹ 10/- per equity share of the face value of ₹ 2/- each for the financial year ended September 30, 2023. The above financial performance is for continuing operations.

**Business Performance – Highlights**

Among the key highlights during the financial year 2023, the Company received an order worth approximately ₹ 260 billion to supply 1,200 locomotives of 9000 horsepower (HP) for Indian Railways. This is the single largest order in the history of the Company. The locomotives would be delivered over an eleven-year period, and the contract includes 35 years of full service maintenance. This is an outstanding achievement!

The Company is also supplying steel tank traction transformers for the 1,200 locomotives as part of the above-mentioned order. These steel tank transformers are competitive and more efficient when compared to the aluminum option. It won several big orders for supplying large power transformers to India's largest electric power transmission utility as part of the customer's efforts for integrating renewable energy.

In a step to address the fast-growing demand for electric vehicle (EV) charging infrastructure in India, the Company acquired the EV division of Mumbai-based Mass-Tech Controls Private Limited. The division is engaged in design, engineering and manufacturing of a wide range of alternate current chargers, and 30 to 300kW capacity direct current chargers for various end applications for EVs. The addition of products will complete the Company's portfolio of e-mobility solutions. It will also address the needs of the Indian market, which has unique requirements such as lower power rating and parallel charging.

Earlier in the financial year 2023, the Company launched its first industry-ready 5G routers. The applications on industrial 5G offer long-term benefits to a wide range of customer segments that depend on a strong communication backbone. These include intralogistics, autonomous machines, industrial edge, remote diagnostics, augmented reality, assisted work, wireless backhaul, edge computing and mobile equipment. The availability of 5G is a milestone on the path to Industry 4.0, in which smart factories become more flexible and productive thanks to end-to-end digitalization and the Internet of Things.

**Digital transformation**

The Company achieved a significant milestone for the Siemens Xcelerator platform with the inclusion of 100 India-relevant digital use and reference cases across multiple industries such as Food & Beverage, Data Centers, Commercial Buildings, Power Utilities and others. Siemens Xcelerator is an open and evolving digital business platform that comprises a comprehensive, curated portfolio that includes digital and Internet of Things (IoT)-enabled offerings (software, hardware and digital services) from Siemens, and certified third parties.

# Chairman's Statement

Part of the Siemens Xcelerator portfolio is Industrial Operations X, an open and interoperable portfolio for automating and operating industrial production and Building X, a scalable digital building platform to digitalize, manage and optimize building operations.

This milestone is evidence of the progress that the Company has made over the past year with Siemens Xcelerator and a powerful ecosystem, which enables it to support the increasing demand for digitalization and decarbonization solutions in India.

**Sustainability**

The Company's sustainability goals are defined under the holistic DEGREE framework (Decarbonization, Ethics, Governance, Resource Efficiency, Equity, Employability). The Company ensures and prioritizes sustainability in its own operation and has adopted a 'value chain approach' – supporting both its suppliers as well as customers on their sustainability journey.

Continuous efforts are being made to decarbonize the operations of the Company in the areas of space optimization, energy efficiency, resilience and green electricity. The Company has installed advanced HVAC chiller system technology as well as energy-efficient equipment and solutions for thermal storage and day light harvesting. Green electricity is generated through roof top solar panels in the factory premises and also through a power purchase agreement. In addition, it has initiated a program for decarbonization of the supply chain. It involves assessment of emissions, decarbonization solutions and carbon reduction targets.

G-AVATAR, the Global Data Monitoring & Remote Analysis Center for Building Related Data located in the Company's Kalwa factory complex, is a showcase of digitalization for energy management and carbon reporting. It monitors over 14,000 data points from 1,300 locations across 90 countries.

The Company empowers its customers to accelerate their sustainability goals along three impact areas: decarbonization and energy efficiency, resource efficiency and circularity, people centricity and societal impact.

Further details on ESG disclosure of the Company can be found in the Business Responsibility and Sustainability Report.

**Business Responsibility**

The Company considers it as its economic, environmental and social responsibility to foster sustainable local development and add value to the local economy in which it operates. Its CSR projects are long-term in nature and designed to create sustainable value to society.

Through various initiatives, the Company supports over 83,000 students and trainees every year across their entire learning cycle of Science, Technology, Engineering and Mathematics (STEM) education.

The Company's Dual VET (Vocational Education and Training) program has seen remarkable success. Over 53,000 trainees benefit every year through the program, which is currently implemented at over 350 government Industrial Training Institutes (ITIs) across 17 states. As part of the program, thousands of micro, small and medium enterprises (MSMEs) provide in-plant training to the ITI trainees. The Dual VET program is being implemented in collaboration with Deutsche Gesellschaft für Internationale Zusammenarbeit GmbH (GIZ), Ministry of Skill Development and Entrepreneurship, Government of India and Tata STRIVE.

During the financial year 2023, Siemens Scholarship Program completed 10 years since it was launched in 2013 with 20 students. It has since expanded to 1,335 meritorious and deserving students from 125 government engineering colleges across 27 states in India. The program enables access to quality education to economically disadvantaged communities based on the German model of Dual Education and ensures equal opportunity for girls.

Another key initiative is Project Jigyaasa aimed at promoting curiosity-based learning and encouraging students to take up Science, Technology, Engineering and Mathematics (STEM) careers. It promotes STEM education through science fairs where school teams build innovative projects that address real-life problems. Project Jigyaasa is currently being implemented in 13 locations across seven states in India.

Under social and environment focus areas, Project Asha continued to work towards enhancing living conditions for over 600,000 people in over 100 villages in Palghar and Aurangabad. It follows an integrated development model and leverages simple, inclusive technology. The Company also provided humanitarian assistance to communities affected by the floods in Delhi.

These are a few highlights – you will find more details in the CSR Report later in the Annual Report as well as in the Business Responsibility and Sustainability Report.

**People Excellence**

The Company values, encourages and practices a sharing culture. It is thanks to this culture of empowerment and collaboration between teams and people that the Company has performed well yet again. A strong growth mindset, a feeling of belonging and trust are key to building long-lasting partnerships within the organization as well as with customer and partners. During

the financial year 2023, the Company implemented measures to strengthen its internal practices and the overall culture for employees while enhancing its employee value proposition.

The Company recognizes that up-skilling, re-skilling and cross-skilling of its people is crucial for its continued success. In financial year 2023, it focused on capability building in technical skills, leadership readiness as well as upskilling of people engaged in manufacturing, sales, and engineering to build a flexible and competitive workforce. It also recruited experts in engineering, sales, and digital domains in line with business requirements.

Several learning and development initiatives were launched, covering leadership capability, sustainability and Siemens Xcelerator. One such program is Lead, Empower, Accelerate, Practice (LEAP), which is an action-oriented learning program to build leadership capabilities aligned to the Company's strategic priorities. The Company recorded over 227,000 cumulative hours of learning during the financial year 2023.

**Outlook**

The geo-political tensions continued to escalate around the world in financial year 2023. The US economy did witness improvement as seen in the better-than-expected GDP growth in the latter part of the financial year. However, the economies of Europe and China remained subdued and are expected to experience slower growth. Elections are also scheduled in many democratic nations across the world in financial year 2024.

In spite of these challenges and risks, the global economic growth expectations can be viewed with cautious optimism – with a growth rate of 2.7 percent in financial year 2024 compared to 3 percent in financial year 2023. There is little probability of global recession as many feared in the beginning of the financial year and the focus will be on growth, inflation and monetary policy. The trend in commodity prices also needs to be watched in the next financial year. This is especially true for 'green metals' such as copper, nickel, zinc and cobalt that are key raw materials for clean energy applications.

India has been largely immune from the economic turmoil. In spite of global economic risks, India will be the fastest growing economy for the next few years and a preferred emerging market for investments. India has gained a strong presence in various global diplomatic and trade forums. It has made progress towards achieving its goal to be a global manufacturing hub. As global supply chains seek to diversify, India stands to gain as a stable destination for manufacturing and business.

The General Elections in 2024 may cause a momentary pause in tendering for large projects but will not disrupt the long-term growth trajectory, which is intact due to our nation's political stability and consistency in policy measures. The GDP growth rate is also expected to pick up momentum, moving from the current 6.4 percent to above 7 percent in the next 3-4 years.

Siemens Limited is best placed to support India in its growth story. Whether in Energy, Infrastructure, Manufacturing or Mobility, Siemens Limited is well positioned to provide technologies and solutions that can address India's requirements. In tune with the increased capital expenditure seen across sectors, the Company too announced capital expenditure of ₹ 416 crore to expand its manufacturing capacity and strengthen the product portfolio. The investment is toward capacity expansions of Power Transformers used in the Power Transmission business and of Vacuum Interrupters for Medium Voltage Switchgear used in the Power Distribution sector. The expansion in capacities of both these products will enable the Company to meet the growing demand both in India and globally.

I am certain that the Company – with its strong corporate governance, technology, products and people – will march forward in its successful, sustainable and profitable growth journey.

In conclusion, I would like to wish good health and safety and sincerely thank our customers, the board, the management, unions and most importantly, the dedicated employees for their consistent support and commitment to Siemens Limited.

**Deepak S. Parekh**

Chairman

Mumbai, Tuesday, 28th November 2023

SIEMENS

Do you believe in **technology with purpose?**

Discover impactful careers at
**siemens.co.in/careers**

SIEMENS

# Rethink Technology

Discover impactful careers at
**siemens.co.in/careers**

# Siemens Limited

**CIN: L28920MH1957PLC010839**

**Registered Office:** Birla Aurora, Level 21, Plot No. 1080, Dr. Annie Besant Road, Worli, Mumbai – 400030

**Phone:** +91 22 6251 7000; **Fax:** +91 22 2436 2403; **Website:** www.siemens.co.in

**E-mail:** Corporate-Secretariat.in@siemens.com


# Notice

NOTICE is hereby given that the 66th Annual General Meeting of the Members of Siemens Limited will be held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), on **Tuesday, 13th February 2024**, at **3.00 p.m. (IST)** to transact the following business:

**ORDINARY BUSINESS**:

**1.** To receive, consider and adopt:

(a) the Audited Financial Statements of the Company for the Financial Year ended 30th September 2023, together with the Reports of the Directors and the Auditors thereon; and

(b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 30th September 2023 and the Report of the Auditors thereon.

**2.** To declare a dividend on Equity Shares for the Financial Year 2022-23.

**3.** To resolve not to fill the vacancy caused by the retirement of Dr. Daniel Spindler (DIN: 08533833), who retires by rotation at this meeting, but does not seek re-appointment.

**4.** To consider and if though fit, to pass the following Resolution **as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactments thereof for the time being in force), Price Waterhouse Chartered Accountants LLP, Chartered Accountants, (Firm Registration No. 012754N / N500016) be and are hereby appointed as Statutory Auditors of the Company, in place of retiring auditors B S R & CO LLP, Chartered Accountants, for a period of 5 (five) years, to hold office as such from the conclusion of this Meeting until the conclusion of the 71st Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including a Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

**SPECIAL BUSINESS:**

To consider and if thought fit, to pass the following Resolutions:

**5. Appointment of Mr. Wolfgang Wrumnig (DIN: 10409511) as a Director of the Company**

**As an Ordinary Resolution:**

"**RESOLVED THAT** pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and any other applicable rules made under the Act, applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Wolfgang Wrumnig (DIN: 10409511), in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing the candidature of Mr. Wrumnig for the office of Director of the Company, be and is hereby appointed as a Director of the Company with effect from 14th February 2024, liable to retire by rotation."

**6. Appointment of Mr. Wolfgang Wrumnig (DIN: 10409511) as Executive Director and Chief Financial Officer of the Company**

**As an Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V to the Act and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, the recommendation of the Nomination and Remuneration Committee ("NRC"), the approval of Board of Directors of the Company ("Board") and subject to the approval of Central Government and such other approvals / permissions, if and as may be required, consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Wolfgang Wrumnig (DIN: 10409511) as Executive Director and Chief Financial Officer of the Company with effect from 1st March 2024 to 28th February 2029 on the terms and conditions including those relating to remuneration as set out in the Statement setting out the material facts annexed to this Notice for Item Nos. 5 and 6.

**RESOLVED FURTHER THAT** the Board / NRC be and is hereby authorised to alter and vary the terms and conditions of the said appointment including authority from time to time to determine the amount of salary and performance linked incentive as also the type and amount of perquisites, other benefits and allowances payable to Mr. Wrumnig in such manner as may be agreed to between the Board / NRC and Mr. Wrumnig, subject to the limits prescribed under Section 197 and Schedule V to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be necessary, expedient or desirable in regard to the said appointment and to settle any question, or doubt that may arise in relation thereto, as it may in its sole and absolute discretion deem fit, to give effect to this resolution."

**7. Payment of remuneration to Messrs R. Nanabhoy & Co., Cost Accountants (Firm Registration No. 000010), the Cost Auditors of the Company for FY 2023-24**

**As an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Messrs R. Nanabhoy & Co., Cost Accountants (Firm Registration No. 000010), appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending 30th September 2024, be paid a remuneration of ₹ 2,205,000/- (Rupees Two Million Two Hundred and Five Thousand only) per annum plus applicable tax and out of pocket expenses that may be incurred during the course of audit.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized 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 of Directors

For **Siemens Limited**

**Ketan Thaker**
Company Secretary
ACS: 16250

**Registered Office:** Birla Aurora, Level 21, Plot No. 1080, Dr. Annie Besant Road, Worli, Mumbai – 400030

**Corporate Identity Number:** L28920MH1957PLC010839

**Tel.:** +91 22 6251 7000; **Fax:** +91 22 2436 2403

**E-mail / Contact:** Corporate-Secretariat.in@siemens.com / www.siemens.co.in/contact

**Website:** www.siemens.co.in

Mumbai, Thursday, 30th November 2023

**Notes:**

a) The Ministry of Corporate Affairs, Government of India ("MCA") has permitted conducting Annual General Meeting through video conferencing ("VC") or other audio-visual means ("OAVM"). In this regard, MCA issued Circular No. 14/2020 dated 8th April 2020, Circular No. 17/2020 dated 13th April 2020, Circular No. 20/2020 dated 5th May 2020, Circular No. 21/2021 dated 14th December 2021, Circular No. 2/2022 dated 5th May 2022, Circular No. 10/2022 dated 28th December 2022 and Circular No. 09/2023 dated 25th September 2023 ("MCA Circulars"), prescribing the procedure and manner of conducting the Annual General Meeting through VC / OAVM. In compliance with the applicable provisions of the Companies Act, 2013 ("Act") read with MCA Circulars, the 66th Annual General Meeting ("AGM" or "Meeting") of the Members of the Company will be held through VC / OAVM. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020; Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022; Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023; and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October 2023 ("SEBI Circulars") has provided certain relaxations from compliance with certain provisions of the

# Notice

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In compliance with the applicable provisions of the Act, MCA Circulars and SEBI Circulars / Listing Regulations, the AGM of the Members will be held through VC / OAVM. Hence, Members can attend and participate in the AGM through VC / OAVM only. The venue of the Meeting shall be deemed to be the Registered Office of the Company.

b) In line with the MCA Circulars and SEBI Circulars this Notice along with the Annual Report for FY 2022-23 is being sent by electronic mode only to those Members whose e-mail addresses are registered with the Company / their Depositary Participants ("DPs"), unless any Member has requested for a physical copy of the same.

c) A Member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company. Since this AGM is being held through VC / OAVM, in terms of the MCA Circulars and SEBI Circulars, the facility for appointment of proxies by the Members will not be available for this AGM.

d) Institutional / Corporate Members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The letter of appointment of representative(s) of the President of India or the Governor of a State; or the authorisation in respect of representative(s) of the Corporations shall be received by the Scrutinizer / Company on or before close of remote e-voting. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to siemens.scrutinizer@gmail.com with a copy marked to evoting@nsdl.com or can also be uploaded by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login on https://www.evoting.nsdl.com.

e) The statement setting out the material facts pursuant to Section 102 of the Act concerning the Special Business in the Notice is annexed hereto and forms part of this Notice. The relevant details as required under Regulation 36(3) and (5) of the Listing Regulations and Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India as approved by the Central Government, of Mr. Wolfgang Wrumnig (refer Item Nos. 5 and 6 of this Notice) and appointment of Statutory Auditors (refer Item No. 4 of this Notice) is also annexed to this Notice.

f) The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, 31st January, 2024** to **Tuesday, 13th February 2024** (both days inclusive).

**Dividend payment and Tax on Dividend:**

g) The dividend, as recommended by the Board of Directors, if declared at the 66th AGM, will be paid from **Friday, 16th February 2024**, to those Members who hold shares in physical form and whose name appears on the Company's Register of Members as holders of Equity Shares on **Tuesday, 30th January 2024** and in respect of shares held in electronic form, to the Beneficial Owners of the shares as at the close of business hours on **Tuesday, 30th January 2024** as per details to be furnished by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL").

h) Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Members and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates as per Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, Permanent Account Number ("PAN"), Category as per the IT Act with their DPs for shares held in electronic form and in case shares are held in physical form, with the Company by sending relevant documents by **Thursday, 25th January 2024**. For the detailed process, please visit the following weblink:

https://assets.new.siemens.com/siemens/assets/api/uuid:434a049f-94a3-40c4-b018-a2f86ca6a405/siemens-tds-communication-to-shareholders.pdf.

i) **Unclaimed / Unpaid Dividend:**

Pursuant to the provisions of Section 124 of the Act, the dividend which remains unclaimed / unpaid for a period of seven years from the date of transfer to the unpaid dividend account of the Company is required to be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. During FY 2023, the unclaimed dividend for Financial Year 2014-15 was transferred to IEPF. The unclaimed dividend for the Financial Year 2015-16 and all subsequent years must be claimed as early as possible failing which it would be transferred to IEPF as per the (tentative) dates mentioned hereinbelow:

| Financial Year | Tentative date for transfer to IEPF | Financial Year | Tentative date for transfer to IEPF |
|---|---|---|---|
| **2015-16** | | **2019-2020** | |
| Final Dividend | 16th March 2024 | Dividend | 19th March 2028 |
| **2016-17** | | **2020-21** | |
| Dividend | 7th March 2025 | Dividend | 10th March 2029 |
| **2017-18** | | **2021-22** | |
| Dividend | 10th March 2026 | Dividend | 16th March 2030 |
| **2018-19** | | | |
| Dividend | 17th March 2027 | | |

Members are requested to contact TSR Consultants Private Limited ("TCPL"), the Registrar and Share Transfer Agent of the Company for claiming the dividend for the aforesaid years.

The details of the unclaimed dividends are available on the Company's website at www.siemens.co.in and IEPF authority's website at www.iepf.gov.in.

Further, pursuant to the provisions of Section 124 of the Act, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the IEPF authority.

The Members / claimants whose shares, unclaimed dividend, sale proceeds of fractional shares etc. have been transferred to the IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in) along with requisite fee as decided by the Authority from time to time. The procedure to claim refund under IEPF Rules and other IEPF related information is also available on the website of the Company at https://new.siemens.com/in/en/company/investor-relations.html. Post making the online application the Member / claimant shall send the duly signed Form IEPF 5 along with the requisite documents to the Company at its Registered Office for verification of the claim and payment / transfer of shares by IEPF Authority. All corporate benefits on such shares viz. bonus shares, split of shares etc. including dividend shall be credited to the account of the IEPF Authority. The voting rights on such shares shall remain frozen until the rightful owner claims the shares.

It is in the Members interest to claim any un-encashed dividends and for future, opt for payment through Electronic remittance by registering bank details by following the process as elucidated under point k) below.

j) **SEBI has mandated that certain service requests including transmission or transposition of securities held in physical form shall be processed by issuing securities in dematerialised form only and physical share certificates shall not be issued by the Company to the Securities holder/claimant. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise shares held by them in physical form, for ease in portfolio management.**

k) SEBI has mandated the updation of PAN, contact, Bank account, specimen signature and nomination details against folio / demat account.

Members are requested to submit PAN, contact, Bank account, nomination details and specimen signature (as applicable) to their DP in case of holding in dematerialised form or to TCPL [through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available at https://new.siemens.com/in/en/company/investor-relations/investor-services.html in case of holdings in physical form.

l) As per the provisions of the Act and applicable SEBI Circular, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with TCPL or make changes to their nomination details through Form SH-14 and Form ISR-3. In respect of shares held in dematerialised form, the nomination form may be filed with the respective DP. For relevant details / forms, please visit the following - https://new.siemens.com/in/en/company/investor-relations/investor-services.html.

m) Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their DP only.

n) Members holding shares in physical form are requested to intimate such changes to TCPL [through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable)].

o) Members holding shares in more than one folio in the same name(s) are requested to send the details of their folios alongwith the share certificates so as to enable the Company to consolidate their holdings into one folio.

# Notice

p) **Green Initiative**

**The Members can receive various notices and documents through electronic mode by registering their e-mail addresses with the Company. Members who have not yet registered their e-mail address with the Company can register the same by submitting duly filled-in 'E-Communication Registration Form' enclosed at the end of Annual Report 2023 (also available on our website www.siemens.co.in), with TCPL / Investor Relations team of the Company. The Members holding shares in electronic form are requested to register their e-mail addresses with their DP only.**

**Even after registering for E-communication, the Members can receive such communication in physical form, upon request.**

In accordance with the provisions of Section 101 of the Act read with Rule 18 of the Companies (Management and Administration) Rules, 2014, MCA Circulars and SEBI Circulars, the copy of Annual Report of the Company for the Financial Year 2022-23 and this Notice inter-alia indicating the process and manner of remote e-voting are being sent by e-mail, unless any Member has requested for a physical copy of the same, to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Company by the Depositories.

q) Members holding shares in physical form are requested to follow the process as elucidated under point k) above for registration of e-mail address for obtaining Annual Report and updation of bank account mandate for receipt of dividend. Members holding shares in dematerialized form are advised to contact their DP and update their details.

r) The statutory documents and relevant documents referred to in this Notice of AGM and statement setting out material facts, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM, i.e. 13th February 2024. Members seeking to inspect such documents can send an e-mail to Corporate-Secretariat.in@siemens.com.

s) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

t) The remote e-voting period commences on **Friday, 9th February 2024 (9.00 a.m. IST)** and ends on **Monday, 12th February 2024 (5.00 p.m. IST)** (both days inclusive). During this period, Members holding shares, as on the Cut-off date i.e. **Tuesday, 6th February 2024**, may cast their vote electronically. Once the vote on a resolution is cast by the Member, he / she / it shall not be allowed to change it subsequently.

u) Instructions for attending the AGM through VC / OAVM and remote e-Voting (before and during the AGM) are given below:

**A. Instructions for attending the AGM through VC / OAVM**

i. The Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned below for "Access to NSDL e-Voting system". The link for VC / OAVM will be available in "Shareholder / Member login" where the EVEN (E-voting Event Number) of the Company will be displayed. After successful login, the Members will be able to see the link of ("VC / OAVM") placed under the tab "Join Meeting" against the name of the Company. On clicking this link, the Members will be able to attend the AGM. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID / Password may retrieve the same by following the remote e-Voting instructions mentioned below to avoid last minute rush.

ii. Members may join the Meeting through Laptops, Smartphones and Tablets. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Smartphones or Tablets or through Laptops 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 glitches.

iii. Members desirous of getting any information about the financial statements or any other matter in relation to the 66th AGM, are requested to write to the Company seven days in advance of the AGM i.e. by 5.00 pm (IST) on Tuesday, 6th February, 2024, at Corporate-Secretariat.in@siemens.com from their registered e-mail address, mentioning their name, DP ID and Client ID number / folio number and mobile number.

iv. Members who would like to express their views / ask questions as a speaker at the Meeting are requested to pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID / folio number and mobile number at Corporate-Secretariat.in@siemens.com seven days in advance of the AGM i.e. by

5.00 pm (IST) on Tuesday, 6th February 2024. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. Members intending to speak at the AGM would require microphone and speakers / headphone. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

v. Facility of joining the AGM through VC / OAVM will be available for Members on first come first served basis as per MCA Circulars. The Members can join the AGM in the VC / OAVM mode 30 minutes before the scheduled start time of the AGM and will remain open throughout the AGM by following the procedure mentioned in the Notice of AGM.

vi. Members who need technical assistance before or during the AGM to access and participate in the Meeting may contact NSDL on 022 - 4886 7000 and 022 - 2499 7000 or contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com.

**B. Instructions for Remote e-Voting before / during the AGM**

In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and Secretarial Standards for General Meetings, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by NSDL, on all resolutions set forth in this Notice.

**The instructions for remote e-Voting before the AGM are as under:**

**Step 1: Access to NSDL e-Voting system at https://www.evoting.nsdl.com/**

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

**(a) Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode**

In terms of SEBI circular dated 9th December 2020 on "e-Voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Members are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

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

| Type of Members | Login Method |
|---|---|
| Individual Members holding securities in demat mode with NSDL. | **Users registered for NSDL IDeAS facility:**<br>1. 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.<br>2. You will be prompted 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.<br>3. 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.<br>**Users not registered for IDeAS e-Services:**<br>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 |

# Notice

| | |
|---|---|
| | E-voting website of NSDL<br>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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.<br>2. 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.<br>3. 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.<br>4. Members can also download NSDL Mobile App "NSDL SPEED-e" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on:<br>iOS Google Play Store |
| Individual Members holding securities in demat mode with CDSL | **Existing users who have opted for Easi / Easiest**<br>1. 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 is www.cdslindia.com and click on New System Myeasi<br>2. After successful login of Easi/Easiest the user will be 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.<br>**User not registered for Easi / Easiest**<br>Option to register is available at www.cdslindia.com.<br>**Visit the e-Voting website of CDSL**<br>1. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat account.<br>2. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress. |
| Individual Members (holding securities in demat mode) login through their depository participants | 1. Members can also login using the login credentials of their demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility.<br>2. Once logged in, you will be able to see e-Voting option.<br>3. Click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.<br>4. 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 Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

| Login type | Helpdesk details |
|---|---|
| Individual Members holding securities in demat mode with NSDL | Members can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000 |
| Individual Members holding securities in demat mode with CDSL | Members can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

**(b) Login Method for e-Voting and joining virtual meeting for Members other than Individual Members holding securities in demat mode and Members 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 and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at https://eservices.nsdl.com/ with your existing IDeAS login. Once you log-in to NSDL e-services 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<br>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<br>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<br>For example if folio number is 001*** and EVEN is 127471 then user ID is 127471001*** |

5. Password details for Members other than Individual Members 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 evoting@nsdl.com. Open the e-mail and open the attachment i.e. a .pdf file.
      (ii) 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'.

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.com mentioning your demat account number / folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP 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 on NSDL e-voting system?**

1. After successful login at Step 1, you will be able to see "EVEN" of all the companies 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 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.

   The instructions for e-Voting during the AGM are as under:
   i. The procedure for e-Voting during the AGM is the same as per the instructions mentioned above for remote e-Voting since the Meeting is being held through VC / OAVM.
   ii. The e-Voting window shall be activated upon instructions of the Chairman during the AGM proceedings.
   iii. Only those Members, who will be present in the AGM through VC / OAVM and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote on such resolutions through e-Voting system during the AGM.

**General Guidelines for Members:**

1. 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.
2. In case of any difficulty or queries pertaining to remote e-Voting (before the AGM and during the AGM), you may refer to the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available in the download of www.evoting.nsdl.com or call on toll free nos.: 022 - 4886 7000 and 022 - 2499 7000 or contact Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited at evoting@nsdl.com.

**Other Instructions:**

(i) The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

(ii) The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on **Tuesday, 6th February 2024 ("Cut-off date")**.

(iii) Any person holding shares in physical form and non-individual Members, who becomes Member of the Company after despatch of the Notice of the AGM and holding shares as of the Cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.com or the Company at Corporate-Secretariat.in@siemens.com or to TCPL at csg-unit@tcplindia.co.in. 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. 022 - 4886 7000 and 022 - 2499 7000. In case of individual Members holding securities in demat mode becomes a Member of the Company after despatch of the Notice of the AGM and holding shares as of the Cut-off date may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

(iv) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off date can (i) join the AGM; and (ii) shall be entitled to avail the facility of remote e-voting, as well as voting at the AGM, by following the procedure mentioned in this Notice.

(v) Mr. P. N. Parikh (FCS 327 CP 1228) or failing him Ms. Jigyasa N. Ved (FCS 6488 CP 6018) or failing her Mr. Mitesh Dhabliwala (FCS 8331 CP 9511) of Messrs Parikh Parekh & Associates, Practising Company Secretaries, have been appointed as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.

(vi) The Scrutinizer shall, after the conclusion of voting at the AGM, unblock and count the votes cast during the AGM and votes cast through remote e-voting and shall make, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

(vii) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.siemens.co.in and on the website of NSDL www.evoting.nsdl.com. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

# Notice

**STATEMENT SETTING OUT MATERIAL FACTS UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

Explanation to business mentioned under Item No. 3 has been provided on a voluntary basis.

**Item No. 3**

In terms of Section 152 of the Companies Act 2013 and the Articles of Association of the Company, Dr. Daniel Spindler (DIN: 08533833), Director retires by rotation at the 66th Annual General Meeting. Dr. Spindler has informed that he does not seek re-appointment as Director, with a view to pursue opportunities in Siemens AG.

Dr. Spindler has been on the Board of the Company since September 2019.

The Board proposes that the vacancy caused by his retirement be not filled up.

The Board recommends Ordinary Resolution as set out at Item No. 3 of this Notice for approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives except Dr. Spindler and his relatives, are interested, financially or otherwise, in the Resolution set out at Item No. 3 of this Notice.

**Item No. 4**

B S R & CO LLP ('B S R'), Chartered Accountants, (Firm Registration No. 101248W/W-100022), were appointed as the Statutory Auditors of the Company at the 61st Annual General Meeting ('AGM') of the Company held on 6th February 2019 for a term of 5 years till the conclusion of the 66th AGM. Accordingly, B S R will complete its term as Statutory Auditors of the Company on conclusion of the forthcoming 66th AGM.

Pursuant to provisions of Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014 ('Rules'), the Board of Directors of the Company, on recommedation of the Audit Committee, have recommended appointment of Price Waterhouse Chartered Accountants LLP, Chartered Accountants, (Firm Registration No. 012754N / N500016) ('PW') as the Statutory Auditors of the Company, in place of retiring Auditors B S R, for a term of 5 (five) years to hold office from the conclusion of this 66th AGM until the conclusion of the 71st AGM of the Company at a remuneration as may be agreed upon by the Board of Directors and the Auditors. The said recommendation is on the basis, inter alia, taking into consideration the qualifications and experience which commensurates with the size and requirements of the Company.

PW was registered [as Price Waterhouse (then a partnership firm)] with The Institute of Chartered Accountants of India ('ICAI') on 1st April 1991. The firm was converted into Limited Liability Partnership (LLP) on 25th July 2014. PW is a member entity of Price Waterhouse & Affiliates which consists of 11 separate, distinct and independent member firms registered with ICAI. The registered address of PW is at New Delhi and has presence in major cities in India.

PW has consented to act as Statutory Auditors and have confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. PW has also confirmed, that it is not disqualified to be appointed as Statutory Auditors in terms of the provisions of Sections 139(1), 141(2) and 141(3) of the Act and the Rules and that PW holds a valid certificate issued by the Peer Review Board of ICAI.

The proposed fees (for statutory audit under the Act, limited review as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and tax audit as per the Income Tax Act) to be paid to PW for the financial year 2023-24 is ₹ 31.50 million (plus applicable taxes, out of pocket expenses and fees for other certifications as may be required). There is no material change in the remuneration proposed to be paid to PW for the financial year 2023-24 from that paid to B S R, the retiring Auditors.

The remuneration to be paid to PW for the remaining term i.e. FY 2024-25 to FY 2027-28 (till conclusion of 71st AGM) shall be mutually agreed upon by the Board of Directors and the Auditors based on recommendations of the Audit Committee of the Company.

The Board recommends the Ordinary Resolution as set out at item no. 4 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested (financially or otherwise) in the Resolution set out at Item No. 4 of this Notice.

**Item Nos. 5 and 6**

(a) The Board of Directors ("Board"), on the recommendation of the Nomination and Remuneration Committee ("NRC"), proposes the appointment of Mr. Wolfgang Wrumnig (DIN: 10409511) as a Director (Non-executive Non-independent) of the Company with effect from 14th February 2024. The Company has received a notice pursuant to Section 160(1) of the Companies Act, 2013 ("the Act") from a Member signifying the intention to propose the appointment of Mr. Wrumnig as a Director of the Company.

(b) The Board based on the recommendations of the NRC and the Audit Committee, considering Mr. Wolfgang Wrumnig's rich and varied experience which will benefit the Company, approved the appointment and terms and conditions including remuneration of Mr. Wrumnig as Executive Director and Chief Financial Officer ("ED & CFO") of the Company for a period

of 5 (five) years with effect from 1st March 2024 to 28th February 2029 pursuant to the provisions of the Act and Rules framed thereunder, subject to approval of Members of the Company and Central Government, and such other approvals / permissions, if and as may be required in this regard.

Mr. Wrumnig, 58 years, has done his studies in Applied Business Administration at the University of Klagenfurt, Austria and is a Master of Social Sciences and Economics. Mr. Wrumnig is the Chief Financial Officer ("CFO") of Siemens Aktiengesellschaft Österreich, Austria since October 2016. In his professional career in Siemens since 1990, Mr. Wrumnig has held various senior positions like CFO of Diagnostics Division of Siemens Healthcare Diagnostics, USA; CFO Business Unit Health Services Siemens Medical Solutions, USA; VP Finance Program and System Development Siemens Aktiengesellschaft Österreich; CFO Siemens s.r.o., Slovakia; CFO Siemens Telefongyár Kft., Hungary, etc.

Further details of Mr. Wrumnig pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard - 2 on General Meetings is provided in the Annexure to this Notice.

Terms and conditions of appointment including those relating to remuneration:

(i) Salary package

The Salary package of Mr. Wrumnig shall be in the range of ₹ 2,250,000/- (Rupees Two million Two hundred and fifty thousand) per month to ₹ 5,000,000/- (Rupees Five million) per month. Salary package includes Basic Salary and Allowances.

(ii) Perquisites / Benefits

In addition to the above-mentioned Salary package, Mr. Wrumnig shall also be entitled to perquisites / benefits like Rent-free furnished / semi furnished accommodation or House Rent Allowance equivalent to 50% of Basic Salary in case he makes his own arrangement or Stay in a hotel for self in case no accommodation is provided by the Company and such other housing related benefits, the expenditure incurred by the Company on accommodation, gas, electricity, water and furnishing, if provided, shall be valued as per prevailing Income Tax ('IT') Rules, from time to time; Medical reimbursement for self and spouse (including domiciliary medical expenses) at actuals; Leave, Home Leave, Long Service Award; Club Fees (one club – excluding life membership fee); Company maintained two cars with single driver (fuel expenses, repairs and maintenance, insurance on both the cars will be reimbursed at actuals); Communication facilities (personal long distance calls will be borne by him); Business class travel, Meal coupons as per IT Rules, Retirement/Pension as per home country rules and such other Perquisites / Benefits as per Company rules and as may be approved by the Board and / or NRC from time to time.

The perquisites and allowances shall be valued as per the IT Rules, wherever applicable. In the absence of any such Rules, they shall be evaluated at actual cost.

(iii) Other benefits

Other benefits to Mr. Wrumnig include Life Insurance and personal accident insurance coverage as per Rules of the Company, Global health insurance coverage, participation in the equity based compensation programs of Siemens AG, Germany / Siemens Limited, as applicable from time to time, reimbursement of expenses incurred on arrival and returning to home country after completion of tenure and such other benefits as may be approved by the Board of Directors / NRC from time to time. Mr. Wrumnig is also entitled for certain delegation related benefits such as travel with family at the start and end of delegation, relocation service, settling-in related expenses, home search, temporary accommodation, shipment of household goods, furniture allowance, tax support, support for settling-in for spouse, repatriation related expenses and such other delegation related benefits as per Company rules and as may be approved by the Board and / or NRC from time to time.

(iv) Performance Linked Incentive

Mr. Wrumnig shall also be entitled to remuneration by way of Performance Linked Incentive (PLI) based on the specific goals mutually set and approved by the Board of Directors / NRC, from time to time, provided there is flooring of 0% or a capping of 200% of the target PLI if the total achievement value lies beyond the values of 0% or 200%. This is subject to guidelines of Siemens AG, Germany / Siemens Limited, as applicable from time to time.

(v) Severance fees

In case of termination of employment by the Company before end of his term as ED and CFO, excluding the following circumstances: (a) resignation; (b) vacation of office under the provisions of Section 167 of the Act read with Rules framed thereunder; (c) winding up of the Company due to his negligence or default; (d) guilty of fraud or breach of trust

or gross negligence in or gross mismanagement of the conduct of the Company or its subsidiary / holding company; (e) instigated or taken part directly or indirectly in bringing about the termination of his office; (f) in case of amalgamation or reconstruction of the Company with any other body corporate and he is getting appointed as an Officer of such reconstructed company resulting from the amalgamation; (g) Any other clauses as may be prescribed by the Act and the Rules framed thereunder from time to time, Mr. Wrumnig will be eligible for severance fees as may be decided by the Board of Directors of the Company from time to time, which in no circumstances will exceed the permissible amount as per the applicable provisions of the Act read with Rules framed thereunder as also upon receipt of applicable requisite approvals, if any.

(vi) Minimum Remuneration

Notwithstanding anything hereinabove, where in any financial year during the currency of tenure as ED and CFO, the Company has no profits or its profits are inadequate, the Company will pay the Basic salary, Allowances, Perquisites / Benefits, PLI, benefits under the Equity Based compensation programs of Siemens AG / Siemens Limited and Severance fees as Minimum Remuneration to him subject to applicable norms provided under the Act.

(vii) No Sitting Fee shall be paid to him for attending the Meetings of the Board of Directors or any Committee thereof.

Pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Act read with Schedule V to the Act and the Rules made there under and Regulation 17 (1C) of the Listing Regulations, the approval of Members is sought on the resolution set out at Item No. 6 of this Notice.

In accordance with the said resolution, within the aforesaid limits, the amount of Salary package, perquisites and allowances, benefits and PLI payable to Mr. Wrumnig (including the types and amount of each type of perquisites, other benefits and allowances) will be decided by the Board of Directors or NRC, at such time or times, as it may deem fit, in its sole and absolute discretion.

The Board is confident that his rich and varied experience will benefit the Company and recommends the Ordinary Resolutions as set out at Item nos. 5 and 6 of the Notice for approval of the Members.

Mr. Wrumnig has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any such authority and is not disqualified from being appointed as a Director in terms of Section 164 of the Act and Rules framed thereunder.

None of the Directors or Key Managerial Personnel or their relatives except Mr. Wrumnig and his relatives, are interested, financially or otherwise, in the Resolutions set out at Item Nos. 5 and 6 of this Notice.

**Item No. 7**

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of Messrs R. Nanabhoy & Co., Cost Accountants (Firm Registration No. 000010), as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 30th September 2024.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company. Accordingly, consent of the Members is sought by way of an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration amounting to ₹ 2,205,000/- (Rupees Two Million Two Hundred and Five Thousand only) per annum plus applicable tax and out of pocket expenses that may be incurred by the Cost Auditors for the Financial Year ending 30th September 2024.

The Board accordingly recommends the Ordinary Resolution as set out at Item No. 7 of this Notice for approval of the Members.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution at Item No. 7 of this Notice.

By Order of the Board of Directors

For **Siemens Limited**
**Ketan Thaker**
Company Secretary
ACS: 16250

**Registered Office:** Birla Aurora, Level 21, Plot No. 1080, Dr. Annie Besant Road, Worli, Mumbai – 400030
**Corporate Identity Number:** L28920MH1957PLC010839
**Tel.:** +91 22 6251 7000; **Fax:** +91 22 2436 2403
**E-mail / Contact:** Corporate-Secretariat.in@siemens.com / www.siemens.co.in/contact
**Website:** www.siemens.co.in

Mumbai, Thursday, 30th November 2023

**Profile of Director being appointed**

(as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard - 2 on General Meetings)

| | |
|---|---|
| **Name of the Director** | Mr. Wolfgang Wrumnig |
| **Director Identification Number** | 10409511 |
| **Date of birth** | 30th January 1965 |
| **Date of appointment** | 14th February 2024 |
| **Qualification** | Studies in Applied Business Administration at the University of Klagenfurt, Austria.<br>Academic degree: Master of Social Sciences and Economics. |
| **Expertise in specific functional areas** | Leadership and General Management; Strategic and Business Planning; Accounting and Finance; Compliance and Risk Management. |
| **Experience** | Mr. Wrumnig is the Chief Financial Officer (CFO) of Siemens Aktiengesellschaft Österreich, Austria since October 2016. In his professional career in Siemens since 1990, Mr. Wrumnig has held various senior positions like CFO of Diagnostics Division of Siemens Healthcare Diagnostics, USA; CFO Business Unit Health Services Siemens Medical Solutions, USA; VP Finance Program and System Development Siemens Aktiengesellschaft Österreich; CFO Siemens s.r.o., Slovakia; CFO Siemens Telefongyár Kft., Hungary, etc. |
| **Directorships held in other companies in India** | None |
| **Chairmanship / Membership of Committees held in other companies in India** | Not applicable |
| **Relationship with other Directors and Key Managerial Personnel** | None |
| **Number of Equity shares held in the Company, including shareholding as a beneficial owner** | Nil |
| **Number of Board Meetings attended during last financial year 2022-23** | Not applicable |
| **Terms and conditions of appointment** | - Non-executive Non-independent Director, from 14th February 2024.<br>- Executive Director and Chief Financial Officer, from 1st March 2024 to 28th February 2029 (KMP) – Refer to the statement setting out material facts under Section 102 of the Companies Act, 2013, forming part of this AGM Notice, for terms and conditions of appointment and remuneration.<br>- Liable to retire by rotation. |
| **Details of remuneration sought to be paid** | Details provided under Item No. 6 in the statement setting out material facts under Section 102 of the Companies Act, 2013, forming part of this AGM Notice. |
| **Remuneration last drawn by the Director** | Nil |
| **Relationships between directors inter-se** | None |
| **Names of listed entities from which Director has resigned in the past three years** | None |

# Directors' Report

Dear Members,

The Directors have pleasure in presenting the 66th Annual Report of your Company and the Audited Financial Statements for the financial year ended 30th September 2023.

**1. Financial Performance***

**(₹ in millions)**

| | Standalone | |
|---|---|---|
| | **2022-23** | **2021-22** |
| Turnover | 179,651 | 152,558 |
| Less: Expenses | 159,484 | 138,435 |
| Profit from operations before other income and finance costs | 20,167 | 14,123 |
| Add: Other Income | 5,487 | 3,161 |
| Less: Finance costs | 203 | 341 |
| Add: Gain from sale of discontinued operations | - | 3,559 |
| Profit before tax | 25,451 | 20,502 |
| Less: Tax | 6,338 | 5,194 |
| Profit for the year | 19,113 | 15,308 |
| Other Comprehensive income / (loss) | (1,118) | (22) |
| Balance in the Statement of Profit and Loss brought forward | 81,489 | 69,052 |
| Amount available for appropriation | 99,484 | 84,338 |
| Appropriations: | | |
| Dividend on equity shares | 3,561 | 2,849 |
| Balance in the Statement of Profit and Loss carried forward | 95,923 | 81,489 |

*Total operations of the Company

**2. State of the Company's affairs**

**i. Operations**

The Turnover of the Company was ₹ 179,651 million for the year ended 30th September 2023 as compared to ₹ 152,558 million in the previous year. The Company's Profit from Operations for the year ended 30th September 2023 was ₹ 20,167 million as compared to ₹ 14,123 million in the previous year. The Profit after Tax for the year ended 30th September 2023 was ₹ 19,113 million as compared to ₹ 15,308 million during 30th September 2022.

For FY 2023, the Company received new orders valued at ₹ 463,829 million (133.7% increase) over ₹ 198,509 million in FY 2022. During FY 2023, the Company received an order for 1,200 locomotives of 9,000 horsepower (HP) from Indian Railways, marking the single largest order in the history of Siemens Limited. The contract has a total value of approximately ₹ 260 billion, excluding taxes and price variation.

The above data is considering total operations of the Company.

**ii. Acquisition of Electric Vehicle division of Mass-Tech Controls Private Limited**

In a step to address the fast-growing demand for electric vehicle (EV) charging infrastructure in India, the Company, on 1st July 2023, acquired the EV division of Mumbai-based Mass-Tech Controls Private Limited. The division is engaged in design, engineering and manufacturing of a wide range of AC chargers, and 30 to 300kW capacity DC chargers for various end applications for EVs. The purchase consideration was ₹ 380 million on a cash free and debt free basis and subject to other adjustments that are mutually agreed between the parties to the transaction.

**3. Dividend**

The Board of Directors has recommended a dividend of ₹ 10 per equity share having face value of ₹ 2 each for FY 2022-23. In the previous year, the Company paid a Dividend of ₹ 10 per equity share having face value of ₹ 2 each.

Pursuant to the requirements of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR'), the Dividend Distribution Policy of the Company is available on the Company's website at https://new.siemens.com/in/en/company/investor-relations.html

**4. Share Capital**

During the year under review, there was no change in share capital of the Company.

**5. (i) Subsidiary companies**

Siemens Rail Automation Private Limited ('SRAPL'), a wholly-owned subsidiary of the Company, is engaged in the business of manufacture, supply, design, installation and commissioning of railway signaling equipment consisting of trackside and on board equipment.

C&S Electric Limited (C&S) is a subsidiary of the Company wherein the Company holds 99.22% equity stake of C&S. C&S is engaged in the business of manufacturing and distribution of low-voltage products and systems business (such as switchboards, power distribution products, control products, protection relays), measurement devices, busduct and busbar trunking.

SRAPL and C&S are non-material and unlisted subsidiaries of the Company pursuant to LODR. The Company has not made any equity investment in SRAPL and C&S during FY 2022-23.

A summary of performance of aforesaid subsidiaries is provided below:

The turnover of SRAPL for FY 2022-23 stood at ₹ 2,107 million (1.08% of consolidated turnover of the Company) as compared to ₹ 1,604 million in the previous year and its Profit from Operations for the year ended 30th September 2023 was ₹ 633 million as compared to ₹ 504 million in the previous year.

SRAPL has reported Profit after Tax for the year ended 30th September 2023 of ₹ 584 million as compared to ₹ 434 million during FY 2021-22. The Board of Directors of SRAPL has recommended a dividend of ₹ 8,995 per equity share having face value of ₹ 10 each, for the financial year ended 30th September 2023. In previous year, SRAPL paid final dividend of ₹ 10,020 per equity share having face value of ₹ 10 each and interim dividend of ₹ 4,075 per equity share having face value of ₹ 10 each.

The turnover of C&S for FY 2022-23 stood at ₹ 15,036 million (7.69% of consolidated turnover of the Company) as compared ₹ 12,198 million for the year ended 30th September 2022 and its Profit from Operations for the year ended 30th September, 2023 was ₹ 1,544 million as compared to ₹ 179 million for the previous year.

C&S has reported Profit after Tax for the year ended 30th September 2023 of ₹ 1,218 million as compared to ₹ 163 million during its previous financial year. The Board of Directors of C&S has recommended final dividend of ₹ 20 per equity share having face value of ₹ 10 each. In previous year, C&S paid dividend of ₹ 3 per equity shares having face value of ₹ 10 each.

**(ii) Associate Company**

Sunsole Renewables Private Limited ('Sunsole'), Associate company of the Company, is engaged in the construction, operation and maintenance of a solar power plant to supply, on a captive basis, the power generated from the said solar power plant to the Company. A summary of its performance is as under.

The turnover of Sunsole for the year ended 30th September 2023 was ₹ 24 million (0.01% of consolidated turnover of the Company) as compared ₹ 3 million for the period from 28th February 2022 to 30th September 2022 and its Loss for the year ended 30th September 2023 was ₹ 5 million as compared to ₹ 0.88 million for the period from 28th February 2022 to 30th September 2022.

**(iii)** The Company does not have any joint venture during the year.

The Company has obtained a certificate from the Statutory Auditor certifying that the Company is in compliance with the Foreign Exchange Management Act, 1999 and the Rules & Regulations framed thereunder with respect to downstream investment.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 ("the Act"), a statement containing salient features of Financial Statements of SRAPL, C&S and Sunsole in the prescribed Form AOC-1 is provided in **Annexure I** forming part of this Report. The Financial Statements of subsidiaries are available on the Company's website at https://new.siemens.com/in/en/company/investor-relations/financials-of-our-subsidiaries.html and the same are also available for inspection as per the details mentioned in the Notice of 66th AGM. Your Company will also make available these documents upon request by any Member of the Company interested in obtaining the same.

**Consolidated Financial Statements**

The Annual Audited Consolidated Financial Statements together with the Report of Auditors' thereon forms part of this Annual Report.

**6. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo**

Information pursuant to Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is provided in **Annexure II** forming part of this Report.

# Directors' Report

**7. Corporate Governance**

A detailed review of the operations, performance and future outlook of the Company and its businesses is given in the Management Discussion and Analysis, which forms part of this Report as **Annexure III**.

Pursuant to the requirements of LODR, a detailed report on Corporate Governance along with the Auditor's Certificate thereon forms part of this Report as **Annexure IV**.

General Shareholder Information forms part of this Report as **Annexure V**.

**8. Directors and Key Managerial Personnel**

Following are the changes in composition of the Board of Directors and Key Managerial Personnel of the Company during FY 2022-23:

- Mr. Deepak S. Parekh, Chairman (DIN: 00009078) completed his second term as an Independent Director of the Company on 29th January 2023. Considering his expertise, contributions and rich and varied experience, he has been appointed as Director (Non-executive Non-independent, liable to retire by rotation) of the Company with effect from 30th January 2023.
- Mr. Shyamak R. Tata (DIN: 07297729) was appointed as an Independent Director of the Company for a term of five years, with effect from 30th January 2023.
- Mr. Anami Roy (DIN: 01361110) was appointed as an Independent Director of the Company for a term of five years, with effect from 1st May 2023.
- Dr. Juergen Wagner (DIN: 10101116) was appointed as a Director (Non-executive Non-independent Director) of the Company with effect from 1st May 2023.

The Members of the Company have approved aforementioned appointments of Mr. Parekh, Mr. Tata. Mr. Roy and Dr. Wagner by way of postal ballot.

- Mr. Mehernosh B. Kapadia (DIN: 00046612) ceased to be Independent Director of the Company with effect from 2nd May 2023, upon completion of his term.
- Mr. Johannes Apitzsch (DIN: 05259354) resigned as Director of the Company with effect from 1st January 2023, due to his other commitments.
- Mr. Willem Rudolf Basson (DIN: 09081871) resigned as a Director of the Company with effect from 1st May 2023 due to his other commitments.

The Board places on record its appreciation for the valuable contributions made by Mr. Kapadia, Mr. Apitzsch and Mr. Basson during their respective tenure as a Director of the Company.

- Mr. Sunil Mathur (DIN:02261944) was re-appointed as the Managing Director ('MD') and Chief Executive Officer ('CEO') of the Company for a further period of five years with effect from 1st January 2024.
- Dr. Daniel Spindler (DIN: 08533833) was re-appointed as the Executive Director ('ED') and Chief Financial Officer ('CFO') of the Company for a further period of one year with effect from 1st August 2023.

The Members of the Company have approved aforementioned re-appointments of Mr. Mathur and Dr. Spindler by way of postal ballot during FY 2023.

Dr. Spindler, to pursue career opportunities in Siemens AG:

- does not seek re-appointment as a Director of the Company at 66th AGM upon retirement by rotation and would cease to be a Director as well as Executive Director of the Company on conclusion of ensuing 66th AGM.
- has resigned as CFO of the Company with effect from close of business hours on 29th February 2024.

Based on recommendation of the Nomination and Remuneration Committee and the Audit Committee of the Company, the Board has approved and recommended appointment of Mr. Wolfgang Wrumnig as under:

- as Director (Non-executive Non-independent) of the Company with effect from 14th February 2024 or on allotment of Director Identification Number (by the Ministry of Corporate Affairs, Government of India), whichever is later; and
- as Executive Director ('ED') and Chief Financial Officer ('CFO') ('Key Managerial Personnel) of the Company for a period of 5 (five) years, from 1st March 2024 to 28th February 2029.

The terms and conditions of the appointment including remuneration of Mr. Wrumnig as ED and CFO are subject to the approval of the Members of the Company at ensuing 66th AGM and other statutory / regulatory approvals, as may be required in this regard. The resolutions for appointment of Mr. Wrumnig along with his brief profile forms part of the Notice of 66th AGM and the same are recommended for Member's approval.

The Independent Directors of the Company viz. Mr. Shyamak R. Tata, Mr. Anami Roy and Ms. Sindhu Gangadharan (DIN: 08572868) have furnished declarations to the Company under Section 149(7) of the Act, confirming that they meet the criteria prescribed for Independent Directors under Section 149(6) of the Act as well as under LODR and that their names have been included in the data bank of Independent Directors as prescribed under the Act.

The Board of Directors is of the opinion that Independent Directors possess necessary expertise, integrity and experience.

Mr. Sunil Mathur, MD and CEO, Dr. Daniel Spindler, ED and CFO and Mr. Ketan Thaker, Company Secretary (ACS No.: 16250) are the Key Managerial Personnel of the Company as on the date of this Report.

**9. Board Meetings**

During FY 2022-23, five meetings of the Board of Directors were held. The details of the attendance of Directors at the Board Meetings are mentioned in the report on Corporate Governance annexed hereto.

**10. Annual evaluation of Board, its Committees and individual Directors**

The details of the Annual evaluation of Board, its Committees and individual Directors are mentioned in the report on the Corporate Governance forming part of this Report.

**11. Audit Committee**

The Company has an Audit Committee pursuant to the requirements of the Act read with the rules framed thereunder and LODR. The details relating to the same are given in the report on Corporate Governance forming part of this Report. During FY 2022-23, the recommendations of Audit Committee were duly accepted by the Board.

**12. Corporate Social Responsibility**

As a technology company, Siemens is driven by the aspiration to address the world's most profound challenges by leveraging the convergence of digitalization and sustainability. We take the lead and transform the everyday for billions of people by creating technology with purpose, that provide answers for a better future and creates value for all our stakeholders. The Company considers it as its economic, environmental and social responsibility to foster sustainable local development as well as add value to the local economy in which it operates.

At Siemens Limited, our commitment is to improve quality of life and create lasting value for the society. Based on the UN Sustainable Development Goals and our core competencies, the Company has defined 3 strategic focus areas for its Corporate Social Responsibility ("CSR"): Education, Social and Environment. Our CSR activities are long-term projects that are designed to create sustainable value to society by focusing on strengthening the skilling ecosystem, promotion of innovations that sustain the environment and enhance living conditions.

In accordance with the provisions of Section 135 of the Act and Rules framed thereunder, the Company has a CSR Committee comprising Mr. Deepak S. Parekh (Chairman) (DIN: 00009078), Ms. Sindhu Gangadharan, Independent Director (DIN: 08572868), Dr. Juergen Wagner (DIN:10101116), Mr. Sunil Mathur (DIN: 02261944) and Dr. Daniel Spindler (DIN: 08533833). The changes in composition of CSR Committee are mentioned in the CSR Report for FY 2022-23. The Committee reviews and monitors the CSR projects and expenditure undertaken by the Company on a regular basis.

The Company implements the CSR projects directly as well as through implementing partners. The details of such initiatives, CSR spend etc., have been provided as **Annexure VI** to this Report, as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014.

**13. Remuneration Policy**

On recommendation of NRC, the Company has formulated, amongst others, a policy on Directors' appointment as well as Remuneration Policy for Directors, Key Managerial Personnel, Senior Management and other employees. The details of the Remuneration policy are mentioned in the report on the Corporate Governance and the same is also placed on the Company's website at https://new.siemens.com/in/en/company/investor-relations.html

A Statement of Disclosure of Remuneration pursuant to Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided as **Annexure VII** forming part of this Report.

# Directors' Report

**14. Vigil Mechanism**

As per the provisions of Section 177(9) of the Act and Regulation 22 of LODR, the Company is required to establish a Vigil Mechanism for Directors and employees to report genuine concerns. The Company has a Policy for Prevention, Detection and Investigation of Frauds and Protection of Whistleblowers ("the Whistleblower Policy") in place and the details of the Whistleblower Policy are provided in the Report on Corporate Governance forming part of this Report. The Company has disclosed information about the establishment of the Whistleblower Policy on its website https://new.siemens.com/in/en/company/investor-relations/business-ethics.html

**15. Risk Management Policy**

Siemens Enterprise Risk Management (ERM) is a company-wide framework of methods and processes used to identify, assess, monitor and mitigate risks and seize opportunities related to achievement of Siemens business objectives. The Siemens ERM approach is based on the globally accepted "The Committee of Sponsoring Organizations of the Treadway Commission" ("COSO") framework i.e. "ERM – Integrated Framework". The COSO framework provides a generic concept which has been customized to reflect Company's requirements.

Major risks identified by the Business Divisions and Corporate Departments are systematically addressed through mitigating actions on a continuing basis. The Company has a Risk Management Committee in accordance with the requirements of LODR to, inter alia, monitor the risks and their mitigating actions. The Board of Directors of the Company also reviews the Risk Assessment and Mitigation Report annually.

Details in respect of adequacy of internal financial controls with reference to the Financial Statements are given in the Management's Discussion and Analysis, which forms part of this Report.

**16. Directors' Responsibility Statement**

Pursuant to the provisions of Section 134(3)(c) read with Section 134(5) of the Act, the Directors confirm that, to the best of their knowledge and belief:

a) that in the preparation of the Annual Financial Statements for the year ended 30th September 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

b) that such accounting policies 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 30th September 2023 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 Act 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 are in place and that such internal financial controls were adequate and were operating effectively;

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

**17. Annual Return**

In accordance with the provisions of Section 92(3) of the Act, Annual Return of the Company is hosted on website of the Company at https://new.siemens.com/in/en/company/investor-relations/annual-reports.html

**18. Particulars of contracts or arrangements with Related Parties**

The particulars of contracts or arrangements with Related Parties referred to in Section 188(1) of the Act, in the prescribed Form AOC - 2, forms part of this report as Annexure VIII.

**19. Particulars of Loans, Guarantees or Investments**

A statement providing particulars of loans, guarantees or investments under Section 186 of the Act is provided as Annexure IX forming part of this Report.

**20. Business Responsibility and Sustainability Report**

In compliance with Regulation 34(2)(f) of LODR read with the SEBI Circular No. SEBI/HO/CFD/CMD-2/P/CIR/2021/562 dated 10th May 2021, the Company has included Business Responsibility and Sustainability Report (BRSR) as a part of the Annual Report, describing initiatives taken by the Company from an environmental, social and governance perspective.

As a Green Initiative, the BRSR for FY 2022-23 has been hosted on the Company's website, which can be accessed at https://new.siemens.com/in/en/company/investor-relations/annual-reports.html

Any Member interested in obtaining a copy of BRSR may write to the Company Secretary.

**21. Fixed Deposits**

The Company has not accepted any fixed deposits and, as such, no amount of principal or interest was outstanding as of the Balance Sheet date.

**22. Amount, if any, proposed to transfer to reserves**

The Company has not made transfer to reserves during FY 2022-23.

**23. Employees**

The Board of Directors places on record its deep appreciation for the contribution made by the employees of the Company at all levels.

The information about employees' particulars as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in the Annexure forming part of the Report. In terms of Section 136 of the Act, the Report and Financial Statements are being sent to the Members and others entitled thereto, excluding aforesaid Annexure. The said information is available for inspection by the Members as per the details mentioned in the Notice of 66th AGM. Any Member interested in obtaining a copy of the same may write to the Company Secretary.

**24. Policy on Prevention of Sexual Harassment at Workplace**

The Company has a Policy on Prevention of Sexual Harassment at Workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder and Internal Complaints Committee has also been set up to redress complaints received regarding sexual harassment. During FY 2022-23, one complaint with allegations of sexual harassment was received by the Company and the same was investigated and resolved.

**25. Auditors**

i) Pursuant to provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, B S R & Co. LLP, Chartered Accountants (Firm Registration No.101248W/W-100022) ('BSR') were appointed as Statutory Auditors of the Company for a term of five years, to hold office from the conclusion of 61st Annual General Meeting ('AGM') held on 6th February 2019, until the conclusion of 66th AGM.

Accordingly, BSR ceases to be the Statutory Auditors of the Company on the conclusion of forthcoming 66th AGM of the Company to be held on13th February 2024.

Pursuant to provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the Audit Committee and the Board of Directors of the Company have recommended appointment of Price Waterhouse Chartered Accountants LLP, Chartered Accountants, (Firm Registration No. 012754N / N500016) ('PW') as the Statutory Auditors of the Company for a term of 5 (five) years to hold office from the conclusion of forthcoming 66th AGM until the conclusion of the 71st AGM of the Company, in place of retiring Statutory Auditors namely BSR, at a remuneration as may be agreed upon by the Board of Directors and the Auditors, subject to the approval of the Members of the Company.

A resolution seeking PW's appointment as Statutory Auditors of the Company forms part of the Notice of 66th AGM and the same is recommended for Member's approval.

The Auditors Report dated 28th November 2023 issued by BSR for FY 2022-23 does not contain any qualification, reservation, adverse remark or disclaimer.

ii) Pursuant to provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and pursuant to requirement of LODR, the Secretarial Audit Report for FY 2022-23 issued by Secretarial Auditor i.e. Messrs. Parikh Parekh & Associates ('PPA'), Practicing Company Secretaries (Unique Code No. P1987MH01000) is provided as Annexure X to this Report. The Secretarial Audit Report for FY 2022-23 does not contain any qualification, reservation, adverse remark or disclaimer.

The remark of, BSR in its aforementioned report under para 2A(b) under 'Other Legal and Regulatory requirements' section and that of PPA in its Secretarial Audit Report ('MR-3') for the year ended 30th September 2023, has been dealt under Note 62 to the Standalone Financial Statements of the Company for the year ended 30th September 2023.

iii) The Board of Directors, on recommendation of the Audit Committee, has re-appointed Messrs. R. Nanabhoy & Co., Cost Accountants (Firm Registration No. 000010), as Cost Auditors of the Company, for the Financial Year ending 30th September 2024, at a remuneration as mentioned in the Notice of 66th AGM and same is recommended **for** your consideration and ratification.

The Company had filed the Cost Audit Report for FY 2021-22 on 8th March 2023, which is within the time limit prescribed under the Companies (Cost Records and Audit) Rules, 2014.

As per requirements of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to maintain cost records and accordingly, such accounts and records has been maintained in respect of the applicable products for the year ended 30th September 2023.

iv) There have been no instances of fraud reported by abovementioned Auditors under Section 143(12) of the Act and Rules framed thereunder either to the Company or to the Central Government during FY 2022-23.

**26. Compliance with Secretarial Standards**

During FY 2022-23, the Company has complied with all applicable Secretarial Standards issued by The Institute of Company Secretaries of India and adopted under the Act.

**27. Proceeding under Insolvency and Bankruptcy Code, 2016**

The Company has not filed any application or no proceeding is pending against the Company under the Insolvency and Bankruptcy Code, 2016, during FY 2022-23.

**28. Details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the banks or financial institutions along with the reasons thereof**

The Company has not made any one-time settlement with the banks or financial institutions, therefore, the same is not applicable.

**29. Material changes and commitment, if any, affecting financial position of the Company from financial year end and till the date of this Report**

There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year to which the Financial Statements relate and the date of this Report.

**30. Significant and Material orders passed by the Regulators or Courts**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and operations of the Company in future.

**31. Acknowledgements**

The Board of Directors takes this opportunity to thank Siemens AG - parent company, customers, members, suppliers, bankers, business partners / associates and Central and State Governments for their consistent support and co-operation to the Company.

On behalf of the Board of Directors
For **Siemens Limited**

**Deepak S. Parekh**
Chairman
DIN: 00009078

Mumbai, Tuesday, 28th November 2023

# Form No. AOC-1

[Pursuant to first proviso to sub-section (3) of Section 129 of the Act read with Rule 5 of Companies (Accounts) Rules, 2014 (as amended)]

**Statement containing salient features of the financial statement of subsidiaries / associate companies / joint ventures:**

**Part "A": Subsidiaries** (**Amount ₹ in millions**)

| Name of the subsidiary | Siemens Rail Automation Private Limited | C&S Electric Limited |
|---|---|---|
| The date since when subsidiary was acquired | 1st October 2014 | 1st March 2021 |
| Reporting period for the subsidiary concerned, if different from the holding company's reporting period | 1st October 2022 to 30th September 2023 (Same as that of Holding Company) | |
| Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries | Not Applicable | |
| Share capital | 0.65 | 442.68 |
| Reserves and Surplus | 816.15 | 5,002.22 |
| Total assets | 3,641.36 | 9,431.55 |
| Total Liabilities | 2,824.56 | 3,986.65 |
| Investments | - | - |
| Turnover | 2,106.58 | 15,036.32 |
| Profit before taxation | 784.10 | 1,631.02 |
| Provision for taxation | 199.77 | 413.04 |
| Profit after taxation | 584.32 | 1,217.98 |
| Proposed Dividend | 583.76 | 885.36 |
| % of shareholding | 100 | 99.22 |

**Part "B": Associates and Joint Ventures:** (**Amount ₹ in millions**)

| Name of the Associate | Sunsole Renewables Private Limited |
|---|---|
| Latest audited balance sheet date of Associate | 30th September 2023 |
| Date on which Associate was acquired | 28th February 2022 |
| Number of Shares of the Associate held at the year end (30th September 2023) | 176,300 |
| Amount of investment | 14.10 |
| Extend of holding | 26% |
| Description of how there is significant influence | By virtue of shareholding |
| Networth attributable to shareholding as per latest audited Balance Sheet | 12.08 |
| Loss for the financial year ended 30th September 2023 | 4.94 |
| Loss considered in consolidated Financial Statement of Siemens Limited for financial year 2022-23 i.e. 1st October 2022 to 30th September 2023 | 1.83 |

**For and on behalf of the Board of Directors of Siemens Limited**

**Deepak S. Parekh**
Chairman
DIN:00009078

**Sunil Mathur**
Managing Director
and Chief Executive Officer
DIN: 02261944

**Daniel Spindler**
Executive Director
and Chief Financial Officer
DIN: 08533833

**Shyamak R. Tata**
Independent Director and
Chairman of Audit Committee
DIN: 07297729

**Ketan Thaker**
Company Secretary
ACS: 16250

Mumbai

Tuesday, 28th November 2023

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

(Pursuant to provisions of Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014)

## A. Conservation of Energy

### I. Steps taken or impact on conservation of energy:

The Company saved 767 MWh of electricity consumption by implementing the following measures in FY 2022-23 saving 545 tons of $CO_2$ equivalent:

i. Implementation of lighting timers for administration office. This initiative helped to save 10 MWh in Smart Infrastructure (SI) Energy Automation Goa Factory.

ii. In transformer Factory at Kalwa, active part assembly are sent to oven process in multiple number instead of single part, which resulted in reduction of oven cycles and contributed in electricity savings of 59 MWh.

iii. Installation of energy efficient High Volume Low Speed (HVLS) fans in factory and office to replace all old fans and office resulted in saving of 52 MWh in Switchboard factory Kalwa and Gas Insulated Switchgear (GIS) Factory at Goa.

iv. Modification in Vacuum Process Impregnation (VPI) instead of dipping of whole stator housing of 6 FRA motor in resin, the resin is poured on stator windings. This change resulted in reduction of machine run time by 30 minutes and contributed to 18 KWh per job electricity savings and ultimately resulted in 7 MWh electricity savings for the year in the Mobility business's Nashik Factory.

v. Consumption optimization in air handling unit for cooling system resulted electricity savings of 126 MWh in SI Aurangabad Factory.

vi. Installation of HVLS fan in production hall to optimize Heating Ventilation and Air Conditioning (HVAC) equipment load with Building Management Solutions (BMS) control software and achieved electricity savings of 121 MWh in SI Medium Voltage GIS Factory at Goa.

vii. Replacement of 130 TR Chiller with new energy efficient chiller and by creating partition in the shop floor to reduce the HVAC area and optimizing the chiller load, resulted in electricity savings of 21 MWh in SI Vacuum Interrupter Factory at Goa.

viii. Hanger modification in surface treatment plant to accommodate more components on the hanger to dip in the tank thereby improving production efficiency, this resulted in energy savings of 85 MWh in SI Vacuum Interrupter Factory at Goa.

ix. Elimination of 1x prebrazing cycle in Vacuum Furnace operation by modification of Batch Carrier to accommodate more prebrazing components in same cycle resulted in energy savings of 45 MWh at SI Vacuum Interrupter Factory at Goa.

x. Replacement of fixed speed split Air Conditioners (AC) with 5-star inverter split AC resulted in electricity savings of 1.8 MWh in Siemens Energy Factory at Aurangabad.

xi. Installed energy efficient air blower in exhaust system resulted in electricity savings of 103 MWh at SI Energy Automation Factory at Goa.

xii. Implementing conveyor interlocking with press machine operation through machine controller which resulted in electricity savings of 2.5 MWh at SI Electrical Products (EP) Factory at Kalwa.

xiii. Hydraulic operated injection molding machine was replaced with 50T Electric Injection Molding machine resulted in electricity savings of 20 MWh at SI EP Factory at Kalwa.

xiv. Replaced pneumatic screwdriver with electrical screwdrivers which have less power consumption compared to pneumatic process, resulted in electricity savings of 2 MWh at SI EP Factory at Kalwa.

xv. Replaced Gear fans with HVLS fans resulted in electricity savings of 15 MWh.

xvi. Adiabatic Mist cooling installed phase II wherein through misting nozzles, ultra-fine water droplets are created which quickly absorb the surrounding energy and evaporate, thereby cooling the air which reduces AC power consumption resulted in electricity savings of 95 MWh at SI EP Factory Kalwa.

xvii. At the SI Factory at Puducherry, 13 occupation sensors installed at shop floors, conference rooms and rest rooms for optimizing usage of lights when motion is detected thereby saving 2.5 MWh of electricity.

In addition to energy saving initiatives, the Company has also undertaken the following environment protection measures during the year:

i. 56,000 liters of scrap transformer oil was recovered and reclaimed at transformer factory and re-used for manufacturing process avoiding fresh oil purchase which resulted in environmental impact by reduction of 141 tons $CO_2$ equivalent.

ii. While filling GIS panel with SF6 gas, some SF6 gas was getting emitted into air. A recovery system has been installed to capture this SF6 emission and utilize in production process, resulting in saving of 140 tons $CO_2$ equivalent at SI Medium Voltage Factory Goa.

iii. In the Mobility Factory at Nashik, while doing Vacuum Process Impregnation (VPI) activity of 6FRA motor, the process was modified from dipping whole stater housing in resin to pouring resin over stater housing which has reduced resin wastage, summing to 1,600 Kg of Silicon resin annually. Additionally, due to the process modification contributing to 2,800 liters of stator washing thinner savings during the year.

iv. Low Density Polyethylene (LDPE) plastic bags were used for packaging of GIS products for moisture prevention over Aluminium foil cover. The LDPE bag packaging has been eliminated by improvement in sealing process of packaging resulting in reduction of 15 MT of LDPE at Siemens Energy Factory at Aurangabad

v. Plastic bags consumption reduced by implementing reusable packaging bag for V2 Pole and LT chamber in Switchboard factory at Kalwa saving 1 ton of plastic.

**II. Steps taken by the Company for utilizing alternate sources of energy:**

Installation of roof top solar photovoltaic power generation plants at Aurangabad and Kalwa factories and at Gurgaon office, has generated ~3,826 MWh of renewable energy which has resulted in saving of ~2,716 tons of $CO_2$ equivalent.

The Company has purchased renewable energy of ~13,500 MWh i.e. ~9,500 tons of $CO_2$ equivalent across factories.

The Company has purchased renewable energy of ~1,196 MWh i.e. ~849 tons of $CO_2$ equivalent procured from offsite solar plant.

**III. Capital investment on energy conservation equipment:**

The Company made capital investments amounting to ₹ 18.7 million on energy conservation equipment in FY 2022-23.

**B. Technology Absorption**

**I. Efforts made towards technology absorption:**

i. Localization of rotary handle operating mechanism for Molded Case Circuit Breakers (MCCBs).

ii. Procurement of all electric Injection Molding machine technology.

iii. Procured and installed Forced Aerosol Method (FAM) equipment for testing of Smoke detectors as per new standards of Underwriters Laboratory (7th edition).

iv. Procured and installed wave soldering machine for Restriction of Hazardous Substances (RoHS) compliant products.

v. Procured REALWEAR Gadget for virtual audits / walkthrough.

vi. Procured Infrared Light Emitting Diode (IR LED) forming machine and Video Measuring System for inspection of IR LED forming dimension.

vii. Customization of existing test set up for testing Traction converter, Auxillary converter for trainset and 9000hp locomotive project.

viii. Develop test set up for gearbox.

ix. Localization of gearbox and traction motor components.

x. Localization of power modules for Trainset and 9000hp locomotive project.

xi. Axle Counters: In-Circuit test (ICT) and functional fixtures developed locally for new generation axle counters. ~ 45% local content as of 30th September 2023.

xii. Train control management system (TCMS) solution development for Vande Bharat Express.

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

(Pursuant to provisions of Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014)

xiii. New locomotive platform development for Indian market.

xiv. Localization of End of Train and Head of Train Device components. ~ 70% local content as of 30th September 2023.

xv. Localization of Steam turbine and Generator spares. Generator rotor manufacturing.

xvi. Artificial Intelligence chatbot-based tool and 24x7 customer assistance tool (CVA) during warranty phase for customer

xvii. Digitalization of Job cards & production booking in Quinta tool for Productivity improvement with digital data of machine.

xviii. Implementation of a Computer Numerical Control (CNC) Machine Monitoring System to get digital data for machine utilization, downtime analysis and machine status to improve productivity of CNC machines.

xix. Automated Vertical storage system for assembly and maintenance items.

xx. Implementation of new probing system in all Vertical Milling Center (VMC) of blade shop for automatic tool length compensation during operation.

xxi. Interactive automated dashboards for purchase requisition and document release tracking.

xxii. Process automation using Robotic Desktop Automation (RDA).

xxiii. QR & GPS based technology in Warehouse Management System.

xxiv. SF6 free e-drive tester to reduce EHS risk.

**II. Benefits derived as a result of the above efforts:**

- Cost reduction by product localization.
- Improvement in quality of parts and reduced cost.
- Savings in cost and power consumption.
- Carbon footprint reduction.
- Reduction in hydrofluorocarbon process loss and carbon di-oxide emissions.
- Productivity improvements and compliance to environmental protection requirements.
- Ease of handling and clarity in audits and virtual inspections/walkthroughs.
- Improved accuracy in measurements.
- Improved Local competency.
- Product development (Localization) leading to increased competitiveness.

**III. Imported Technology:**

| Details of Technology imported | Year of Import | Whether the technology has been fully absorbed | If not fully absorbed areas where this has not taken place, reasons thereof |
|---|---|---|---|
| Reverse Engineering, data creation and refinement, 3D printing of prototype components | 2023 | Yes | Not applicable |
| All Electric Injection molding technology | 2023 | Yes | Not applicable |
| Trainset: Auxillary Converter, Traction Converter, Traction Motor, GearBox | 2023 | No | In process |
| WAG10 9000HP: Traction Converter, Drive Unit | 2023 | No | In process |
| Train control management system | 2022 | No | In process |
| End of Train and Head of Train Device | 2020 | No | In process |
| Point Machine S700 K and External Lock device | 2020 | No | In process |
| Axle counters for Rail automation | 2020 | No | In process |

**IV. Expenditure incurred on Research and Development:** ₹ 487.88 million

**C. Foreign exchange earnings and outgo**

Foreign exchange earnings and outgo during Financial Year 2022-23:

**(₹ in millions)**

| | |
|---|---|
| Foreign Exchange earned in terms of actual inflows | 28,420.43 |
| Foreign Exchange outgo in terms of actual outflows | 56,910.03 |

On Behalf of the Board of Directors

For **Siemens Limited**

**Deepak S. Parekh**

Chairman

DIN: 00009078

Mumbai

Tuesday, 28th November 2023

# Management's Discussion & Analysis – Annual Report 2023

## Overview

The global macro-economic scenario in financial year 2023 was another period of slow growth marked by high inflation, high interest rates, geo-political tensions, concerns of recession and supply chain constraints.

The Indian economy, bolstered by strong macro fundamentals, retained its growth momentum primarily driven by government investments in infrastructure. Among key economic indicators, the S&P Global India Manufacturing Purchasing Managers' Index was stable at 57.5 in September 2023. Retail inflation in India eased to 5% in September 2023 – compared to 7.4% in September 2022. While the RBI had raised interest rates in 2022 – after being at record lows for almost two years – it maintained the rate at 6.5% for the latter half of the financial year (since February 2023). The Union Budget allocated 33% higher capital expenditure compared to the previous year while the expenditure for Railways was the highest ever. Another key focus of the Government has been on sustainability and green growth. All these measures had a cascading effect on capacity utilization, and with the strong corporate balance sheet, private sector is at the threshold of resurgent investment cycle.

Siemens Limited operates in sectors that are directly linked to the sustainable economic and industrial growth of India – manufacturing, infrastructure, transportation and energy. The Company's performance across all businesses was strong. Growth in demand continued for digital solutions, railways, digital grid, power transmission and distribution segments as well as for e-mobility, decarbonization, waste heat recovery, power evacuation, energy storage and optimization.

During the year, Siemens Limited achieved a significant milestone for the Siemens Xcelerator platform with the inclusion of 100 India-relevant digital use and cases across multiple industries such as Food & Beverage, Data Centers, Commercial Buildings, Power Utilities and others.

During the financial year 2023, New Orders increased by 138.8 percent at ₹ 463,829 million, compared to ₹ 194,221 million in financial year 2022. Sales (excluding Other operating revenues) increased by 21.3 percent to ₹ 177,007 million, compared to ₹ 145,881 million in financial year 2022. Profit after Tax (PAT) was at ₹ 19,113 million compared to ₹ 12,497 million in financial year 2022.

The Company's Operating Profit Margin (percent) and Net Profit Margin (percent) for financial year 2023 was 11.4 and 10.8 compared to 9.6 and 8.6, respectively, in financial year 2022. The Company's Debtors Turnover stood at 4.3 times while Inventory Turnover was at 5.9 times.

The above financial performance is from continuing operations.

The details of change in Return on Net Worth are as under:

| Particulars | Financial year 2023 (percent) | Financial year 2022 (percent) |
|---|---|---|
| Return on Net Worth (after tax) | 15.5 | 14.0 |

## DIGITAL INDUSTRIES

The Company's Digital Industries (DI) Business provides technologies for automation and digitalization of discrete, hybrid and process industries, supporting their digital transformation in order to become more sustainable. Its portfolio consists of industrial software and automation & drive technologies (for optimizing manufacturing value chain, covering product design, production planning, engineering, execution and after-sales services). Its 'Digital Enterprise Suite' offers flexibility and efficiency to various industries, general engineering segments and original equipment manufacturers (OEM) engaged in machine tools, printing, packaging and electrical panel manufacturing. The business environment is primarily driven by core sector industries.

During the financial year 2023, the DI Business witnessed positive momentum for automation and digital solutions in the metal, chemical and pharmaceutical segments. Emerging segments such as intralogistics, aviation and tunnel automation also witnessed growth.

The financial year 2023 saw the Company extending its partnership with customers across verticals with cutting edge solutions to advance their digital transformation and sustainability initiatives. Notable amongst these were in the area of Additive Manufacturing, Industrial Edge, IT-OT integration, Cybersecurity, Digital Twin and Green Hydrogen. The Company also announced the launch of Industrial 5G devices.

For the financial year 2023, New Orders increased by 3.7 percent to ₹ 47,529 million, Sales (excluding Other operating revenues) increased by 24.1 percent to ₹ 43,366 million, while Profit from Operations was ₹ 6,132 million compared to ₹ 3,600 million in the previous year.

### Outlook

We will see continued growth in manufacturing on account of government programs (Atmanirbhar Bharat, Make in India), policy support, incentives and capex investments by the private sector supported by the rising capacity utilization and improving balance sheets. Sectors like Metals, Chemical and Pharma are some of the key verticals expected to drive demand for automation projects. Digitalization is also expected to be among the key priorities for organizations who are looking to remain competitive through improved efficiencies. We also expect to see continued interest and adoption of industrial cyber security, edge and Industrial Internet of Things (IIoT) solutions.

## ENERGY

As a leader in energy technology, the Company's Energy Business offers products, solutions and services across the entire energy value chain, supporting customers through the transition to a more sustainable world, based on its innovative technologies. Its offerings encompass power and heat generation making the most of our energy sources to support the energy transition, grid technologies with innovative products and solutions for efficient, reliable and flexible power transmission, transformation of industry with reliable products, systems and services that deliver sustainable value across customers' operations and energy services on and off-site services for optimal performance and maximum success.

It also helps deliver decentralized, flexible and efficient power; manage the complexities of the grid; improve and de-risk aging assets; and connect supply and demand through storage technologies such as grid-scale batteries and Power-to-X technologies. The Energy Business has a broad customer base that includes oil and gas, utilities, independent power producers, engineering, procurement and construction companies (EPCs), transmission system operators and industrial companies in sectors such as cement, metals and petrochemicals.

The Energy Business increased its focus on delivering technologies such as decarbonization for industries, digitalization, grid stabilization, hydrogen and storage solutions. The growth in demand for power generation and transmission solutions provided by the Energy business is driven largely by industrial captive power plants, investments in clean energy, capacity enhancements and grid stabilization due to integration of renewable energy.

Among the highlights, the Energy Business will supply steel tank traction transformers for 9000 HP locomotives. It won several orders for supplying power transformers to India's largest electric power transmission utility as part of the customer's efforts for integrating renewable energy. It also received safe practices appreciation from ArcelorMittal Nippon Steel (AM/NS) Surat among others. Its Power Engineering Unit celebrated 25 years since its formation in 1998.

For the financial year 2023, New Orders increased by 8.7 percent to ₹ 67,722 million, Sales (excluding Other operating revenues) increased by 13.0 percent to ₹ 59,869 million, while Profit from Operations was ₹ 6,873 million compared to ₹ 5,648 million in the previous year.

### Outlook

The Government of India's initiatives to increase focus on demand growth and on the 3Ds – decarbonization, decentralization and digitalization – is beginning to bear results. With the Union Budget 2023, the Government of India reiterated its commitment and focus on sustainability, allocating ₹ 350 billion of priority capital investment aimed at helping achieve net zero by 2070. This is a big boost for the nation's energy transition and contribute to the country's energy security. Further, India aims to be a global green hydrogen hub with approved investments of 2.3 billion USD and additional 125 GW of renewables.

The Company's Energy Business has the capabilities to help power generation and transmission companies in India supply affordable, sustainable and secure energy, as well as decarbonize industrial operations.

## SMART INFRASTRUCTURE

The Company's Smart Infrastructure (SI) Business combines the real and digital worlds across grid infrastructure, industrial infrastructure, and urban infrastructure, enhancing the way people live, work, and significantly improve efficiency and sustainability. It is shaping the market for intelligent, adaptive infrastructure for today and the future. "Smart infrastructure is sustainable infrastructure". The Business helps to pave the way to an all-electric world, by supporting the transition from fossil energy sources today to renewable energy sources and supporting the growth of eMobility. The Business also helps buildings (that account for 40 percent of the world's energy use) become more people-oriented and more sustainable.

SI provides customers with a comprehensive end-to-end automation and digitalization portfolio from a single source – with products, systems, solutions, and services from point of power generation all the way to consumption. The SI Business has performed well during the financial year 2023 with increased demand for solutions across sectors such as grid infrastructure, industrial infrastructure, and urban infrastructure.

Among the highlights, the SI Business received orders for i) strengthening reliability of power distribution systems (under Revamped Distribution Sector Scheme) with automation, cybersecurity, distribution management systems and simulation; ii) for helping metals, minerals and mining companies expand and upgrade their capacities; and iii) assisting data centers and commercial buildings in improving their energy and operational efficiency by supply of building management systems and IOT solutions.

The Business also made a strategic acquisition of the e-Mobility business of Masstech Controls to offer competitive charging portfolio and strengthened on existing partnerships in e-mobility space. Similarly, the Business also bagged key projects in sustainability space, including helping diverse set of customers, from hospitality to airports, reduce their energy consumption and improve their carbon footprint.

For the financial year 2023, New Orders increased by 24.8 percent to ₹ 65,629 million, Sales (excluding Other operating revenues) increased by 20.0 percent to ₹ 53,963 million, while Profit from Operations was ₹ 6,587 million compared to ₹ 3,918 million in the previous year.

# Management's Discussion & Analysis

**Outlook**

India will have one of the largest urban transformation of the 21st century, as the country is poised to become the world's 3rd largest economy in coming years. The rapid pace of urbanization and energy transformation is being driven by Government investments in power utilities (due to modernization of distribution networks, integration of renewables). The production linked incentive scheme is significantly boosting investments in manufacturing sector. Growth in urban infrastructure in coming year is expected to continue in data centers (doubling of capacity forecasted in next 3 years), commercial buildings and urban transportation. Investments in transportation sector (e.g., metros, railways, airports) and healthcare are also expected to remain strong while the increasing adoption of e-vehicles, both by public transportation authorities and consumers, will result in increased investments in e-charging infrastructure.

The Company's SI Business will bring to market, technology solutions aimed at improving energy ecosystems and building technologies, which are key to transforming cities and industries. Digitalization is also a key element of evolving infrastructure sector, where decisions based on data and analytics can help make energy systems and processes in buildings and industries more efficient and sustainable.

**MOBILITY**

The Company's Mobility Business offers intelligent transport solutions and is constantly innovating its portfolio. Its core areas include rolling stock, rail automation and electrification, a comprehensive software portfolio, turnkey systems as well as related services. With digital products and solutions, the Mobility Business is enabling operators to make infrastructure intelligent, increase value sustainably over the entire lifecycle, enhance passenger experience and guarantee availability.

India has the fourth largest railway network in the world. The Ministry of Railways under the Government of India made significant announcements during the year in upgrading its infrastructure and rolling stock with sharp jump in capital outlay. Policies were formulated for development and adoption of innovations and new technologies for both passenger and freight transportation. The Mobility Business is supporting the sustainable transformation of India's transportation sector through its portfolio in line with Make in India initiative.

During the financial year 2023, The Mobility Business received an order for 1,200 locomotives of 9,000 horsepower (HP) from Indian Railways, marking the single largest order in the history of the Company. The Mobility Business will design, manufacture, commission and test the locomotives. The locomotives will be assembled in the Indian Railways factory in Dahod, in the state of Gujarat, India. Deliveries are planned over an eleven-year period, and the contract includes 35 years of full-service maintenance. In another significant win, Mobility Business in consortium with Rail Vikas Nigam Limited (RVNL), secured orders for electrification of metro rail systems for Mumbai, Surat and Ahmedabad. In Mumbai it will manufacture, install, and commission rail electrification solutions and Supervisory Control and Data Acquisition (SCADA) systems for Mumbai Metro line 2B. In Surat and Ahmedabad, it will provide project management, rail electrification technologies, including advanced power supply and distribution systems, and SCADA solution for Surat Metro for Phase 1 and Ahmedabad Metro for Phase2.

For the financial year 2023, New Orders increased by 745.9 percent to ₹ 282,950 million, Sales (excluding Other operating revenues) increased by 53.3 percent to ₹ 19,697 million, while Profit from Operations was ₹ 533 million compared to ₹ 727 million in the previous year.

**Outlook**

The Mobility Business of the Company has a vision to help deliver safer, greener and smarter railways. Along with sustainable mobility, it will continue to focus on providing cutting-edge technologies for passenger train and freight transportation. Together with Indian Railways and Metro operators, the Mobility Business aims to achieve optimized rail network throughput and higher asset availability. The Ministry of Railways has been driving upgradation of technology and modernization of its infrastructure & rolling stock. It is working towards creating the world's largest green rail network. Innovation through research, design, manufacturing and digitalization will continue to be key drivers in transformation of Indian Railways. While the Mobility Business participates in many of these opportunities, its order position is largely dependent on the timing when these opportunities would be tendered.

**PEOPLE AND ORGANIZATION**

We aim to be an employer of choice among technology companies in India, and the Company has initiated various measures towards achieving this objective.

During financial year 2023, the Company implemented measures to strengthen its internal practices and the overall culture for employees while enhancing its employee value proposition. The Company hired experts in engineering, sales, and digital domains in line with business requirements. It also focused on capability building in technical skills, leadership readiness as well as upskilling of people engaged in manufacturing, sales, and engineering to build a flexible and competitive workforce.

Several learning and development initiatives focused on strategic learning priorities were launched, covering leadership capability, sustainability and Siemens Xcelerator. One such program is Lead, Empower, Accelerate, Practice (LEAP), which is an action-oriented learning program to build leadership capability and bring alignment to the four strategic priorities. Sustainability basecamp and Leading in Sustainability are programs to bring awareness about DEGREE Framework and commitment to sustainability. The Company

recorded over 227,000 cumulative hours of learning during the financial year 2023.

The Company is committed to ensuring that it has a diverse, inclusive, and equitable workplace. The Gender Equity Program of the Company has led to an improvement in the share of women employees recruited across business functions as well as the representation of women in management positions. Initiatives to build awareness of Diversity, Equity and Inclusion were sustained during the financial year 2023 such as Diversity Talks, a series of conversations based on real experiences and aimed at breaking biases, maintaining a mindset of inclusivity, and providing psychological safety. The Company also enhanced the sick leave and paternity leave policies. The Company continues to have a cordial relationship with its Unions.

As of September 30, 2023, Siemens Limited had 8,888 employees compared to 8,317 as on September 30, 2022.

**COMPLIANCE**

The Company's active ownership culture makes the difference. We place Integrity at the heart of everything we do. People rightly associate the Company with Reliability, Fairness and Integrity. Promoting Integrity means acting in accordance with our Values – Responsible, Excellent and Innovative.

The Company's rules are contained in the Business Conduct Guidelines ("BCG") which help its employees apply Siemens values to conduct business, besides complying applicable laws of the land and prohibition of corruption and other violations of the principles and rules of fair competition. The Company has a 24/7 whistleblower hotline, "Tell Us" through which any compliance violations including potential cases can be notified. This is available for employees, directors, as well as external stakeholders. It is operated by a provider that is independent of Siemens to enable receipt of anonymous as well as protected information to be passed on without any bias or any sort of retaliation against whistleblowers.

The Company continues to exhibit "zero tolerance" towards any non-compliant behaviour and violations have attracted disciplinary consequences, in line with the Company's stress on "Clean Business Everywhere, Every time". (Details on compliance activities are included in the Business Responsibility and Sustainability Report available on www.siemens.co.in.)

The Company is fully aware of its obligations to create a sustainable environment and thus continues its drive to create awareness about a corruption-free environment. It has been doing so by addressing the topic of corruption at public forums as well as inviting like-minded corporates – sharing an overview of Siemens' compliance processes and demonstrating by example the feasibility of combating corruption. The Company aims at the creation of a level playing field for corporates to operate in a corruption free environment.

**RISK & INTERNAL CONTROL**

The Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting (ICFR). The ICFR is designed to provide reasonable assurance regarding reliability of financial reporting and preparation of financial statements for external purposes in accordance with applicable accounting principles and includes those policies and procedures that: Pertain to maintenance of records that in reasonable detail, accurately and fairly reflect the transactions and dispositions of assets of the Company; 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 in accordance with authorizations of management and directors of the Company; and Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

The Company's Management assessed the effectiveness of the Company's ICFR as of September 30, 2023. As a result of the evaluation, the Management has concluded that the Company's ICFR was effective as of September 30, 2023 with no significant deficiency.

During the financial year 2023, the Company actively participated in industry forums of Enterprise Risk Managers. The Risk and Internal Control team is actively involved in training and developing the employees of the Company, as well as of group companies to foster a conducive internal control environment and risk culture. The Siemens Enterprise Risk Register captures key points related to the risks that could impact the businesses and ensures that adequate mitigation measures are put in place and monitored.

**ENVIRONMENTAL PROTECTION, HEALTH MANAGEMENT AND SAFETY**

The Company's Environmental Protection, Health Management and Safety (EHS) performance is monitored regularly by the Board of Directors as well as the Heads of Business who actively propagate EHS through constant communications, location/ project site visits and business review meetings. During the financial year 2023, the Company renewed its focus on environment protection and sustainability measures, promoting the wellbeing of its people and ensuring a safe working environment. With the aim of fostering safety culture, the "Hamari Suraksha Hamara Sankalp" (Our Safety, Our Pledge) campaign continues to effectively disseminate safe working practices and behavior through ownership and proactive measures.

Zero harm is fostered across the Company through effective implementation of CAPA (Corrective Action, Preventive Action) tracker initiative. Each CAPA tracker cycle focused on high-risk, high-frequency activities at factories and project

# Management's Discussion & Analysis

sites, reviewed the risk assessments with active collaboration of experts and head quarters and implemented engineering controls wherever applicable. The contractor management processes have also been made more stringent to enhance safety compliance.

Focus on safety trainings continues including training on specific safety topics like scaffolding and trainings. The Siemens Global Skill Center for Occupational Safety, SITRUST has been instrumental in promoting safety competency and imbibing the safety culture within the people of the Company as well as partners and customer organizations by imparting core safety trainings as well as customized and onsite programs, training more than 4,333 people in financial year 2023.

The Company also increased its focus on Health Management through initiatives focusing on the psychosocial and physical wellbeing of all employees. The Company conducted health camps at 63 remote project sites covering site workforce of over 2,700 people, including contract manpower. The Manager Sensitization program which enables people managers to identify early signs of stress among the team covered 48 percent of the people managers in its first year. It is a structured and effective program conducted in collaboration with the Employee Wellbeing and Assistance Partner. Besides, to build a resilient workforce, Health Education programs both on physical and mental health topics continued.

The Company received numerous accolades for its EHS initiatives – the highlight being the Gold Award from CII for EHS Excellence in Power sector and CII Western Region Awards for SHE Excellence and Innovation award 2022 – for Service sector. Siemens has also won awards and appreciations from various customers for Best EHS practices implemented during the project execution. Two of the offices at Mumbai and Bengaluru have received LEED certification from Green Building Council for environment-friendly interior design and construction.

As part of its initiatives to improve environmental protection, the Company undertook various measures that led to improved energy and water efficiency in its manufacturing units. The Company complies with the Extended Producer Responsibility for collection and recycling of electrical and electronic waste, battery waste and plastic packaging waste. During the financial year 2023, the Company recycled 11.21 metric tons of e-waste, 1.09 metric tons of battery waste and 341 metric tons of plastic waste.

The roof top solar photovoltaic power generation plants in Kalwa and Aurangabad factories have generated 3,765 MWh of renewable energy which has resulted in saving of 2,673 tons of $CO_2$ emissions equivalent. The Company has also partnered for off-site solar power and got 1,196 MWh of energy saving 849 tons of $CO_2$ equivalent. The Company furthering its commitment to a sustainable future has purchased I RECs across several factories offsetting 14,358 MWh of electricity equivalent to 10,194 tons of $CO_2$.

Several focused energy efficiency measures were implemented saving 767 MWh of electricity consumption equivalent to 545 Tons of $CO_2$.

**OUTLOOK**

The Company expects its growth momentum to continue. With increased economic activity in the country, the expectations are that India will double its generation and transmission capacities in the next couple of years. The Government has already set a target to have an installed capacity of 500 GW of Renewable Energy to cover roughly 50% of India's energy requirements.

Measures are being taken to drive demand side management through energy efficiency measures in the distribution network through installation of Control Centers, SCADA systems, E-metering, etc. The electrification of the Indian Railways is being done at a fast pace while the regulatory environment conducive for increased adoption of e-vehicles in the country are being created.

India's economy will grow on the basis of increase in Capex spending in infrastructure, increase in Private Capex spending in new age technologies such as semiconductors, fuel cells, batteries, data centers and hydrogen and increased capacities and strong drive towards decarbonization.

For all of these, digitalization is a key enabler to drive productivity, quality, flexibility and above all decarbonization and sustainability. The Company has a comprehensive portfolio of technology solutions, the knowhow and commitment to support the nation in its growth. As proven by the 100 use and reference cases on the open digital business platform Siemens Xcelerator, the Company is confident that customers will be able to accelerate their digital transformation together with Siemens Limited as their partner of choice.

In addition to providing more information about Industry use cases and access to Siemens products, Siemens Xcelerator also provides access to an Ecosystem of Partners who can bring in their expertise in simulation, industrial automation, IoT, industrial edge, 5G, cybersecurity, product and application lifecycle management, manufacturing execution systems, enterprise resource planning, enterprise asset management and low-code application development but also on integrated building management solutions and integration services of HVAC, fire safety and security systems, including energy optimization, building information modeling integration, digitalization, cloud-based offerings and building automation.

No large company can achieve the level of digitalization needed to be competitive unless the entire supply chain down the line is also digitalized and integrated. With Siemens Xcelerator, Company is capable of supporting the 60 million small and medium enterprises, many of whom are a part of the supply chains of large companies, on their digital transformation and decarbonization journeys.

The Company will continue to focus on increasing its digitalization business as well as sustainability solutions. The Company is well-positioned to leverage industrial and infrastructure development opportunities and its focus remains on sustainable profitable growth.

The Management of the Company believes that profitable growth would be in line with the market in financial year 2024.

**Note:** This report contains forward-looking statements based on beliefs of Siemens' management. The words "anticipate," "believe," "estimate," "forecast," "expect," "intend," "plan," "should," and "project" are used to identify forward-looking statements. Such statements reflect the Company's current views with respect to future events and are subject to risks and uncertainties. Many factors could cause the actual result to be materially different, including, among other things, changes in general economic and business conditions, changes in currency exchange rates and interest rates, introduction of competing products, lack of acceptance of new products or services, and changes in business strategy. Actual results may vary materially from those projected here. Siemens Limited does not intend to assume any obligation to update these forward-looking statements.

On behalf of the Board of Directors

For **Siemens Limited**

**Deepak S. Parekh**
Chairman
DIN - 00009078

Mumbai, Tuesday, 28th November 2023

# Corporate Governance Report

[As per Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR")]

## I. Company's Philosophy on Corporate Governance

A clearly structured and fully implemented corporate governance system is the Company's highest priority. Good corporate governance is the basis for decision-making and control processes.

## II. Board of Directors

### Composition

The Board of Directors (Board) currently comprises of 9 experts drawn from diverse fields / professions. The Board has an optimum combination of Executive and Non-executive Directors, which is in conformity with the requirement of LODR in this regard. The Chairman of the Board is a Non-executive Director. All Directors, except the Independent Directors, Managing Director and Special Director [Nominee Director of Siemens Aktiengesellschaft, ("Siemens AG")] are liable to retire by rotation.

There is no relationship between the Directors inter-se.

The Board evaluates its composition to ensure that the Board has the appropriate mix of skills, experience, independence and knowledge to ensure their continued effectiveness. The Board Members should, at a minimum, have background that when combined provide a portfolio of experience and knowledge that will serve Company's governance and strategic needs. Directors should have demonstrated experience and ability that is relevant to the Board's oversight role with respect to Company's business and affairs.

The skills / expertise / competencies required for the effective functioning of the Company includes leadership and general management, strategic and business planning, technology, accounting and finance, compliance and risk management. The abovementioned skills / expertise / competencies are available with the Board as a whole.

In the table below, the specific areas of expertise of individual Board members are as under:

| Name | Area of Expertise | | | | | |
|---|---|---|---|---|---|---|
| | Leadership and General Management | Strategic and Business Planning | Technology | Accounting and Finance | Compliance | Risk Management |
| Mr. Deepak S. Parekh | ✓ | ✓ | - | ✓ | ✓ | ✓ |
| Ms. Sindhu Gangadharan | ✓ | ✓ | ✓ | - | ✓ | ✓ |
| Mr. Shyamak R. Tata | ✓ | ✓ | - | ✓ | ✓ | ✓ |
| Mr. Anami Roy | ✓ | ✓ | - | ✓ | ✓ | ✓ |
| Mr. Matthias Rebellius | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Mr. Tim Holt | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Dr. Juergen Wagner | ✓ | ✓ | - | ✓ | ✓ | ✓ |
| Mr. Sunil Mathur | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Dr. Daniel Spindler | ✓ | ✓ | - | ✓ | ✓ | ✓ |

The Composition of the Board, Directorship / Committee positions in other companies as on 30th September 2023, number of meetings held and attended during the Financial Year (FY 2022-23) are as follows:

| Name | | Category (1) | Board Meetings during FY 2022-23(@) | | Attendance at last Annual General Meeting (AGM) held on 14.02.2023 | Other Director-ships in India(2) | Committee positions in India(3) | |
|---|---|---|---|---|---|---|---|---|
| | | | Held | Attended | | | Member | Chairman |
| 1. | Mr. Deepak S. Parekh(5) (Chairman) | NED | 5 | 5 | Yes | 4# | 1 | NIL |
| 2. | Ms. Sindhu Gangadharan(4) | NED (I) | 5 | 5 | Yes | 1# | 1 | NIL |
| 3. | Mr. Shyamak R. Tata(4)(6) | NED (I) | 4 | 4 | Yes | 2# | 1 | 1 |
| 4. | Mr. Anami Roy(4)(7) | NED (I) | 3 | 3 | N.A. | 9# | 9 | 5 |
| 5. | Mr. Matthias Rebellius | NED | 5 | 4 | Yes | NIL | N.A. | N.A. |
| 6. | Mr. Tim Holt | NED | 5 | 4 | Yes | NIL | N.A. | N.A. |
| 7. | Dr. Juergen Wagner(8) | NED | 3 | 2 | N.A. | NIL | N.A. | N.A. |
| 8. | Mr. Sunil Mathur | WTD | 5 | 5 | Yes | 1 | NIL | NIL |
| 9. | Dr. Daniel Spindler | WTD | 5 | 5 | Yes | NIL | N.A. | N.A. |

| Name | | Category (1) | Board Meetings during FY 2022-23(@) | | Attendance at last Annual General Meeting (AGM) held on 14.02.2023 | Other Director-ships in India(2) | Committee positions in India(3) | |
|---|---|---|---|---|---|---|---|---|
| | | | Held | Attended | | | Member | Chairman |
| 10. | Mehernosh B. Kapadia(9) | NED (I) | 2 | 2 | Yes | N.A. | | |
| 11. | Mr. Willem Rudolf Basson(10) | NED | 2 | 2 | Yes | | | |
| 12. | Mr. Johannes Apitzsch(11) | NED | 1 | 1 | N.A. | | | |

**Notes:**

(1) Category: WTD – Whole-time Director, NED – Non-executive Director, NED (I) – Non-executive and Independent Director.

(2) Includes directorships in public limited companies. None of the Directors of the Company hold Independent Directorships / Directorships in more than 7 equity listed companies.

(3) Includes only Audit Committee and Stakeholders Relationship Committee of public limited companies other than Siemens Limited. None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees across all companies in which they are Directors.

(4) The Board of Directors have noted the declaration received from the Independent Directors pursuant to the Companies Act, 2013 ("the Act") and LODR with regard to their Independence and are of the opinion that the Independent Directors fulfil the conditions of independence and are independent of the management of the Company.

(5) Mr. Deepak S. Parekh's second term as an Independent Director was upto 29th January 2023. Mr. Parekh, basis the approval accorded by the Members, was appointed as a Director of the Company (Non-executive Non-independent, liable to retire by rotation), with effect from 30th January 2023.

(6) Mr. Shyamak R. Tata was appointed as an Independent Director of the Company for a term of five years with effect from 30th January 2023.

(7) Mr. Anami Roy was appointed as an Independent Director of the Company for a term of five years with effect from 1st May 2023.

(8) Dr. Juergen Wagner was appointed as a Director (Non-executive Non-independent, liable to retire by rotation) of the Company with effect from 1st May 2023.

(9) Mr. Kapadia, upon completion of his tenure, ceased to be an Independent Director of the Company with effect from 2nd May 2023.

(10) Mr. Basson resigned as a Director of the Company with effect from 1st May 2023.

(11) Mr. Apitzsch resigned as a Director of the Company with effect from 1st January 2023.

@ Details provided for the period for which the Directors held directorship of the Company during FY 2022-23.

# Details of Directorships of Directors (as applicable) in other listed companies –

| Name of Director | Name of Company | Category of Directorship |
|---|---|---|
| Mr. Deepak S. Parekh | 1. HDFC Life Insurance Company Limited<br>2. HDFC Asset Management Company Limited | Non-executive Director |
| Ms. Sindhu Gangadharan | Titan Company Limited | Independent Director |
| Mr. Anami Roy | 1. Bajaj Auto Limited<br>2. Bajaj Finserv Limited<br>3. Bajaj Holdings & Investment Limited<br>4. Bajaj Finance Limited<br>5. Finolex Industries Limited<br>6. Glaxosmithkline Pharmaceuticals Limited<br>7. Bajaj Housing Finance Limited (Debt Listed) | Independent Director |

# Corporate Governance Report

**Board Meetings**

During FY 2022-23, 5 Meetings were held on 22nd November 2022, 14th February 2023, 11th May 2023, 19th May 2023 and 8th August 2023.

The gap between any two Meetings did not exceed 120 days. Further, the Company has adopted and adhered to the Secretarial Standard on Meetings of the Board of Directors ("SS – 1") prescribed by The Institute of Company Secretaries of India and approved by the Central Government.

The Company provides agenda papers containing all necessary information / documents to the Board / Committees to discharge its responsibilities effectively and take informed decisions. Where it is not practicable to attach or send the relevant information as a part of agenda papers, the same are tabled at the meeting or / and the presentations are made by the concerned officials to the Board and Committees, subject to compliance with legal requirements. Considerable time is spent by the Directors on discussions and deliberations at the Board / Committee Meetings.

The information as specified in Schedule II to the LODR is regularly made available to the Board, whenever applicable, for discussion and consideration.

**III. Committees**

**A. Committees of Directors**

**i. Audit Committee**

**Composition & Meetings**

The Audit Committee (AC) comprises of experts specialising in accounting / financial management. The Audit Committee currently comprises of 3 members, all being Non-executive Directors with 2/3rd being Independent Directors. The Chairman of the Audit Committee is a Non-executive and Independent Director.

During FY 2022-23, 5 Meetings were held on 22nd November 2022, 14th February 2023, 11th May 2023, 19th May 2023 and 8th August 2023. The gap between any two Meetings did not exceed 120 days. Details of the composition and attendance at the aforementioned Meetings are as follows:-

| Name | No. of meetings during FY 2022-23@ | |
|---|---|---|
| | Held | Attended |
| Mr. Shyamak R. Tata, Chairman(1) | 4 | 4 |
| Mr. Anami Roy(2) | 3 | 3 |
| Dr. Juergen Wagner(2) | 3 | 3 |
| Mr. Mehernosh B. Kapadia(3) | 2 | 2 |
| Mr. Johannes Apitzsch(4) | 1 | 1 |
| Mr. Willem Rudolf Basson(5) | 1 | 1 |
| Mr. Deepak S. Parekh(6) | 1 | 1 |

**Notes:-**

(1) Mr. Shyamak R. Tata was appointed as a Member with effect from 30th January 2023 and as Chairman with effect from 2nd May 2023.

(2) Mr. Anami Roy and Dr. Juergen Wagner both were appointed as the Members with effect from 1st May 2023.

(3) Mr. Mehernosh B. Kapadia, upon completion of his tenure as an Independent Director of the Company, ceased to be the Chairman with effect from 2nd May 2023.

(4) Mr. Johannes Apitzsch, upon his resignation as a Director, ceased to be a Member with effect from 1st January 2023.

(5) Mr. Willem Rudolf Basson was appointed as a Member with effect from 1st January 2023 and upon his resignation as a Director, he ceased to be a Member with effect from 1st May 2023.

(6) Mr. Deepak S. Parekh ceased to be a Member with effect from 30th January 2023.

@ Details provided for the period for which the Directors held membership of the Committee during FY 2022-23.

The Company Secretary is the Secretary to the Committee.

The Chief Executive Officer, Chief Financial Officer, Head of Accounts, Internal Auditors and the Statutory Auditors are permanent invitees to the Meetings.

**Terms of reference**

The terms of reference of the Audit Committee are briefly described below:

1) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2) Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3) Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process.
4) Recommending to the Board, the appointment and remuneration of Cost Auditor.
5) Approval of payment to statutory auditors for any other services rendered by them.
6) Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
    a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of the Companies Act, 2013;
    b. Changes, if any, in accounting policies and practices and reasons for the same;
    c. Major accounting entries involving estimates based on the exercise of judgment by management;
    d. Significant adjustments made in the financial statements arising out of audit findings;
    e. Compliance with listing and other legal requirements relating to financial statements;
    f. Disclosure of any related party transactions; and
    g. Qualifications in the draft audit report.
7) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
8) Reviewing, with the management, performance of internal auditors, adequacy of the internal control systems.
9) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
10) Discussing with internal auditors any significant findings and follow up there-on.
11) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
12) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
13) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
14) To review the functioning of the Whistle Blower mechanism.
15) To scrutinize inter-corporate loans and investments.
16) To review guidelines for investing surplus funds of the Company.
17) To review investment proposals before submission to the Board.
18) To review proposal for mergers, demergers, acquisitions, carve-outs, sale, transfer of business / real estate and its valuation report and fairness opinion, if any, thereof.
19) Approval or any subsequent modification of transactions of the Company with related parties.
20) To approve the valuation of undertakings or assets of the Company, wherever it is necessary.

# Corporate Governance Report

21) To appoint valuers for the valuation of any property, stocks, shares, debentures, securities or goodwill or any other assets or net worth of Company or liability of the Company under the provision of the Companies Act, 2013.

22) To ensure proper system of storage, retrieval, display, or printout of the electronic records.

23) To evaluate internal financial controls and risk managements systems.

24) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.

25) Carrying out such other function as may be delegated by the Board from time to time.

26) Any other requirement in accordance with the applicable provisions of the LODR and / or the Companies Act, or any re-enactment, amendment or modification thereto from time to time.

27) Review the following information:-

    a. Management discussion and analysis of financial condition and results of operations;

    b. Statement of significant related party transactions, (as defined by the Audit Committee), submitted by management;

    c. Management letters / letters of internal control weaknesses issued by the statutory auditors;

    d. Internal audit reports relating to internal control weaknesses;

    e. The appointment, removal and terms of remuneration of the chief internal auditor and

    f. The financial statements, in particular, the investments made by unlisted subsidiary companies.

The Audit Committee is vested with the necessary powers, as defined in its Charter, to achieve its objectives.

The Chairman of the Audit Committee was present at the 65th AGM of the Company held on 14th February 2023.

**ii. Stakeholders Relationship Committee**

**Composition & Meetings**

The Stakeholders Relationship Committee (SRC) comprises of 3 members. The Chairman of the Committee is a Non-executive and Independent Director.

During the FY 2022-23, the Committee met twice on 29th March 2023 and 22nd September 2023. Details of the composition and attendance at the aforementioned Meetings are as follows:-

| Name | No. of meetings during FY 2022-23@ | |
|---|---|---|
| | Held | Attended |
| Mr. Shyamak R. Tata, Chairman(1) | 1 | 1 |
| Mr. Sunil Mathur | 2 | 2 |
| Dr. Daniel Spindler | 2 | 2 |
| Mr. Mehernosh B. Kapadia(3) | 1 | 1 |

**Notes:-**

(1) Mr. Shyamak R. Tata was appointed as the Chairman with effect from 2nd May 2023.

(2) Mr. Mehernosh B. Kapadia, upon completion of his tenure as Independent Director of the Company, ceased to be the Chairman with effect from 2nd May 2023.

@ Details provided for the period for which the Directors held membership of the Committee during FY 2022-23.

The Company Secretary is the Secretary to SRC and is the "Compliance Officer" pursuant to the requirements of LODR.

The SRC primarily considers and resolves grievances of the security holders of the Company and looks into the mechanism for addressing the same. It reviews measures taken to ensure timely receipt of corporate benefits to the shareholders and exercise of their voting rights, adherence to service standards in respect of services rendered by the Registrar and Share Transfer Agent (RTA) and also suggests improvements to investor relations initiatives undertaken at the Company.

**Details of Investors' Complaints**

The Company and TSR Consultants Private Limited (TCPL), RTA, attend to all grievances of the investors received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, etc.

Barring certain cases pending in Courts, relating to disputes over the title to shares, in which either the Company has been made a party or necessary intimation thereof has been received by the Company, all the investor grievances / correspondences have been promptly attended to from the date of their receipt.

The details of complaints received, cleared / pending during FY 2022-23 is given below:

| Nature of Complaints | Received | Cleared | Pending |
|---|---|---|---|
| Letters from SEBI / SCORES website | 19 | 18 | 1 |
| Letters from Stock Exchanges | 9 | 8 | 1 |
| Letter from Ministry of Corporate Affairs | 1 | 1 | 0 |
| **Total** | **29** | **27** | **2*** |

* Since resolved

**iii. Nomination and Remuneration Committee**

**Composition & Meetings**

The Nomination and Remuneration Committee (NRC) comprises of 3 members, all being Non–executive Directors with 2/3rd being Independent Directors. The Chairman of the Committee is a Non-executive and Independent Director.

During FY 2022-23, the Committee met thrice on 22nd November 2022, 14th February 2023 and 11th May 2023. The details of composition and attendance at the aforementioned Meetings are as follows:-

| Name | No. of meetings during FY 2022-23@ | |
|---|---|---|
| | Held | Attended |
| Mr. Shyamak R. Tata, Chairman(1) | 2 | 2 |
| Mr. Anami Roy(2) | 1 | 1 |
| Mr. Matthias Rebellius | 3 | 3 |
| Mr. Mehernosh B. Kapadia(3) | 2 | 2 |
| Mr. Deepak S. Parekh(4) | 1 | 1 |

**Notes:-**

(1) Mr. Shyamak R. Tata was appointed as a Member with effect from 30th January 2023 and as the Chairman with effect from 2nd May 2023.

(2) Mr. Anami Roy was appointed as a Member with effect from 1st May 2023.

(3) Mr. Mehernosh B. Kapadia, upon completion of his tenure as Independent Director of the Company, ceased to be the Chairman with effect from 2nd May 2023.

(4) Mr. Deepak S. Parekh ceased to be a Member with effect from 30th January 2023.

@ Details provided for the period for which the Directors held membership of the Committee during FY 2022-23.

The Company Secretary is the Secretary to NRC.

**Terms of Reference**

Brief terms of reference of the NRC are as under:-

a. Identifying persons who are qualified to become the Directors / hold other senior management position and formulating criteria for determining qualities/positive attributes of Independent Directors.

b. Recommending to the Board and periodically reviewing Remuneration Policy.

c. Formulation of criteria for evaluation of Independent Directors and the Board and devising Board diversity policy.

# Corporate Governance Report

d. Determine the Company's policy on specific remuneration packages for Whole-time Directors / Executive Directors.

e. Performance evaluation of Whole-time Directors and determining the amount of incentive including performance linked incentives payable.

The Chairman of the NRC was present at the 65th Annual General Meeting of the Company held on 14th February 2023.

**Remuneration Policy**

The Remuneration Policy of the Company is performance driven and is structured to motivate employees, recognize their merits & achievements and promote excellence in their performance. The Board of Directors of the Company has, on the recommendation of the NRC, approved the policy for remuneration of whole-time Directors, Senior Management / Key Managerial Personnel and employees of the Company.

**1. For Whole-time Directors**

The Board of Directors / the NRC of Directors is authorised to decide the remuneration of the Whole-time Directors, subject to the approval of the Members and Central Government, if required. The remuneration structure comprises of Salary, Perquisites, Retirement benefits as per the law / rules, Performance Linked Incentive (PLI), Commission and entitlement to participate in the equity based compensation programs of Siemens AG, Germany / Siemens Ltd., as applicable from time to time. Annual increments are decided by the NRC within the Salary package approved by the Members.

In addition to the above remuneration, Expatriate Directors are paid Overseas Allowance / Special Allowance and certain other Perquisites as per the Rules of the Company. PLI, benefit under the equity based compensation programs of Siemens AG / Siemens Ltd. and Commission constitute the variable component of remuneration. PLI is computed on the basis of specific targets set for each Whole-time Director every year. The targets are also linked to the Company's targets. PLI is paid to the Whole-time Directors on achievement of the said targets. Commission is determined on the basis of the Net Profits of the Company in a particular Financial Year, subject to the overall ceiling as stipulated in Section 197 the Act.

Remuneration paid / payable to the Whole-time Directors as approved by NRC / Board for FY 2022-23 as under:-

(Amount in INR million)

| | Mr. Sunil Mathur | Dr. Daniel Spindler |
|---|---|---|
| Salary | 37.29 | 13.55 |
| Allowances(1) | 45.12 | 17.04 |
| Perquisites | 51.05 | 10.30 |
| Performance Linked Incentive | 72.88 | 35.23 |
| Contribution to Provident Fund and NPS* | 4.48 | --- |
| Compensation under Stock Option Plan(s) of Siemens AG | 34.61 | 5.74 |
| Commission | --- | --- |
| **Total** | **245.43** | **81.86** |
| **Tenure** | | |
| From (date of first appointment) | 22.07.2008 | 01.09.2019 |
| To | 31.12.2028 | 31.07.2024 |
| Shares of ₹ 2 each held as on 30.09.2023 | Nil | Nil |

* National Pension System

**Notes:**

(1) Allowances include Special Allowances in case of Mr. Mathur and Dr. Spindler.

(2) The Whole-time Directors are covered under the Company's gratuity (for Mr. Sunil Mathur), leave, medical and silver/golden jubilee schemes as applicable, along with the other employees of the Company. These liabilities are determined for all employees by an independent actuarial valuation. The specific amount for such benefits can't be ascertained separately and accordingly the same has not been included above.

The Whole-time Directors are eligible for severance payment as may be decided by the Board of Directors of the Company, which in no circumstances will exceed the permissible amount as per the applicable provisions of the Act read with Rules framed thereunder as also upon receipt of applicable requisite approvals, if any. The notice period will be as per the rules of the Company.

**2. For Non-executive Directors**

The Non-executive Directors are paid remuneration by way of Sitting Fees and Commission.

**Sitting fees**

The Non-executive Directors were entitled to sitting fees of Rs. 50,000/- per meeting for attending Board and Committee Meetings. Considering the contributions made by and time and efforts put in by the Non-executive Directors of the Company and in line with the industry practice, the Board of Directors, have approved increase in sitting fees payable to Non-executive Directors to Rs. 75,000/- per meeting for attending Board and Committee Meetings, effective 14th February 2023.

**Commission**

The Members of the Company at the 57th Annual General Meeting held on 30th January 2015 approved payment of Commission not exceeding 1% per annum of the Net Profits of the Company (computed in the manner provided in Section 198 of the Act or as may be prescribed by the Act or Rules framed there under from time to time) to the Non-executive Directors of the Company.

The actual amount of Commission payable to each Non-executive Director is decided by the Board on the following criteria:

- Number of Board / Committee Meetings attended
- Role and responsibility as Chairman / Member of the Board / Committee
- Overall contribution

Remuneration paid / payable to the Independent Directors (past and present) / Non-executive Director(1)(5) for FY 2022-23 is as under:

(Amount in INR million.)

| Name | Sitting Fees* for Board / Committee Meetings attended | Commission*(2) | Total | Number of Equity Shares of Rs. 2 each held on 30.09.2023 |
|---|---|---|---|---|
| Mr. Deepak S. Parekh(3) | 1.08 | 5.45 | 6.53 | 9,000 |
| Ms. Sindhu Gangadharan | 0.60 | 2.78 | 3.38 | - |
| Mr. Shyamak R. Tata(3)(4) | 1.18 | 1.85 | 3.03 | - |
| Mr. Anami Roy(3)(4) | 0.68 | 1.16 | 1.84 | - |
| Mr. Mehernosh B. Kapadia(3)(4) | 0.65 | 1.62 | 2.27 | - |

* Exclusive of Goods & Service Tax (as applicable).

**Notes:**

1. Mr. Matthias Rebellius, Mr. Tim Holt, Dr. Juergen Wagner, Mr. Willem Rudolf Basson and Mr. Johannes Apitzsch, Non-executive Directors, opted not to accept any sitting fees and commission. They do not hold any equity shares of the Company as on 30th September 2023.
2. Subject to the approval of Annual Financial Statements for FY 2022-23 by the Members at the 66th Annual General Meeting.
3. Includes payment of sitting fees for attending the meetings of the Committee of Directors constituted by the Board of Directors during FY 2022-23.
4. Details provided for the period for which Mr. Shyamak R. Tata, Mr. Anami Roy and Mr. Mehernosh B. Kapadia held Directorship of the Company during FY 2022-23. The commission has been determined on a pro-rata basis (as applicable) for FY 2022-23 basis the tenure as members of the Board of Directors of the Company.
5. None of the Non-executive Directors have any other pecuniary interest in the Company, as disclosed to the Company.

# Corporate Governance Report

**Senior Management**

The Board of Directors, based on the recommendations of NRC, has identified category of Senior Management Personnel(s), pursuant to the provisions of Regulation 16(1)(d) of LODR. Details of Senior Management Personnel(s) as on 30th September 2023, are as follows:

| Sr. No. | Name | Position |
|---|---|---|
| 1. | Mr. Sunil Mathur | Managing Director and Chief Executive Officer |
| 2. | Dr. Daniel Spindler | Executive Director and Chief Financial Officer |
| 3. | Mr. Guilherme Vieira De Mendonca | Business Chief Executive Officer |
| 4. | Mr. Robert Harald Kottukapally Demann | |
| 5. | Mr. Suprakash Chaudhuri | |
| 6. | Mr. Gunjan Vakharia | |
| 7. | Mr. Vineet Rastogi | Business Chief Financial Officer |
| 8. | Mr. Siddharth Kasera | |
| 9. | Mr. Kairav Modi | |
| 10. | Ms. Alka Garg | |
| 11. | Dr. Shilpa Kabra Maheshwari | Head - People & Organisation |
| 12. | Mr. Harish Shekar | Head - Accounting & Controlling |
| 13. | Mr. Hanno Kunkel | General Counsel |
| 14. | Mr. Ketan Thaker | Company Secretary |
| 15. | Mr. Sankar Balasubramanian | Regional Compliance Officer |
| 16. | Ms. Soundaram Sundaram | Head - Treasury |
| 17. | Mr. Jignesh Shah | Head - Tax |
| 18. | Ms. Ramya Rajagopalan | Head - Communications |
| 19. | Mr. Rajiv Suri | Head - Environmental Health and Safety |
| 20. | Mr. Naresh Kedari | Head - IT |
| 21. | Dr. Pankaj Aher | Head - Procurement |

During the year, Mr. Subhankar Sinha, Head of Tax retired from the services of the Company with effect from 31st July 2023 and Mr. Jignesh Shah was appointed in his place with effect from 1st August 2023.

**iv. Risk Management Committee**

**Composition & Meetings**

The Risk Management Committee (RMC) comprises of 5 (Five) members, all being Non – executive Directors.

During FY 2022-23, the Committee met thrice on 22nd November 2022, 11th May 2023 and 8th August 2023. Details of the composition and attendance at the aforementioned Meetings are as follows:-

| Name | No. of meetings during FY 2022-23@ | |
|---|---|---|
| | Held | Attended |
| Mr. Deepak S. Parek, Chairman(1) | 3 | 3 |
| Dr. Juergen Wagner(2) | 2 | 2 |
| Mr. Shyamak R. Tata(3) | 2 | 2 |
| Mr. Matthias Rebellius | 3 | 3 |
| Mr. Tim Holt | 3 | 3 |
| Mr. Mehernosh B. Kapadia(4) | 1 | 1 |
| Mr. Johannes Apitzsch(5) | 1 | 1 |

**Note:**

(1) Mr. Deepak S. Parekh was appointed as the Chairman with effect from 1st January 2023.

(2) Dr. Juergen Wagner was appointed as a Member with effect from 1st May 2023.

(3) Mr. Shyamak R. Tata, Independent Director was appointed as a Member with effect from 2nd May 2023.

(4) Mr. Mehernosh B. Kapadia, upon completion of his tenure as an Independent Director of the Company, ceased to be Member with effect from 2nd May 2023.

(5) Mr. Johannes Apitzsch, upon his resignation as a Director, ceased to be the Chairman with effect from 1st January 2023.

@ Details provided for the period for which the Directors held membership of the Committee during FY 2022-23.

The Risk Management Committee is responsible for formulation, monitoring and overseeing implementation of a risk management policy which inter-alia shall include risk identification, evaluation, mitigation, control process for such risks and business continuity plan. Further, the Committee also evaluates the adequacy of risk management systems and is responsible for monitoring and reviewing risk management policy of the Company by reviewing the changing industry dynamics and evolving complexity.

The Company Secretary is the Secretary to the Committee.

**B. Committees of Management (Constituted by the Board of Directors)**

**i. Finance Committee (FC)**

The FC comprises of:- Dr. Daniel Spindler – Chairman, Mr. Sunil Mathur and Mr. Ketan Thaker (Member and Secretary).

The FC authorises opening / operating / closing of bank accounts, availing of credit facilities, giving of loans, intercorporate deposits, guarantees, commodity hedging etc. The FC Meetings are held as and when required. During FY 2022-23, the Committee met thrice as also conducted its business via circular resolutions.

**iv. Delegation of Powers Committee (DPC)**

The DPC comprises of:- Mr. Sunil Mathur – Chairman, Dr. Daniel Spindler and Mr. Ketan Thaker (Member and Secretary).

The DPC issues/revokes Power of Attorneys, grants authorization for various purposes of the Company etc. The DPC Meetings are held as and when required. During FY 2022-23, the committee met twice as also conducted its business via circular resolutions.

**IV. Separate Independent Directors' Meetings**

Pursuant to requirements of the Act and LODR the Company's Independent Directors met once during the FY without presence of Non-executive Directors, Executive Directors or Management to discuss the matters as laid out therein for such meetings. Further, interactions outside the Board meeting take place between the Independent Directors on a regular basis.

**V. Subsidiary companies**

The Company has two subsidiaries i.e. Siemens Rail Automation Private Limited (SRAPL), wholly owned subsidiary and C&S Electric Limited (C&S). Both SRAPL and C&S are non-material, unlisted subsidiary of the Company pursuant to LODR. The Company has in place the Policy on Material Subsidiary and the same is available on the website of the Company at https://www.siemens.com/in/en/company/investor-relations/corporate-governance.html

**VI. Chief Executive Officer (CEO) and Chief Financial Officer (CFO) certification**

As required by LODR, the CEO and CFO certification on the Financial Statements, the Cash Flow Statement and the Internal Control Systems for financial reporting for FY 2022-23 is enclosed to this Report.

**VII. Business Conduct Guidelines (BCGs)**

The Company has adopted BCGs (including an addendum for Independent Directors incorporating the duties of the Independent Directors of the Company) as the Code of Conduct for Directors and Senior Management of the Company, as per the requirement of LODR. The Company has received confirmations from all Directors and Senior Management of the Company regarding compliance with the BCGs for the year ended 30th September 2023 as applicable to them. A certificate from Mr. Sunil Mathur, Managing Director and Chief Executive Officer to this effect, is enclosed to this Report. The BCGs can be viewed on the website of the Company https://new.siemens.com/in/en/company/investor-relations/business-ethics.html.

# Corporate Governance Report

**VIII. Policy for Prevention, Detection and Investigation of Frauds and Protection of Whistleblowers (the Whistleblower Policy)**

The Company is committed to provide an open, honest and transparent working environment and seeks to eliminate fraudulent activities in its operations. To maintain high level of legal, ethical and moral standards and to provide a gateway for employees, directors as well as third parties to report unethical behaviour and actual or suspected frauds, the Company has adopted the Whistleblower Policy in line with LODR and also as per Act. No personnel have been denied access to the Chairman of the Audit Committee and Chairman of the Board of Directors in exceptional circumstances.

The Whistleblower Policy broadly covers a detailed process for reporting, handling and investigation of fraudulent activities and providing necessary protection to the employees, Directors as well as third parties who report such fraudulent activities / unethical behaviour.

**IX. Familiarisation programme for Independent Directors**

The Company familiarises its Independent Directors pursuant to the requirements of LODR with their roles, rights, responsibility in the Company, nature of the industry in which the Company operates and business model of the Company etc. The details of the familiarisation programme imparted to the Independent Directors of the Company during FY 2022-23 are available on the website of the Company at https://new.siemens.com/in/en/company/investor-relations/corporate-governance.html

**X. Annual evaluation of Board, Committees and individual Directors**

Considering the Performance Evaluation Guidelines which were formulated by the NRC, the Board and NRC approved the framework for evaluating the performance, on an annual basis, of the Board, its Committees and each director including the Chairman of the Board of Directors.

Pursuant to the provisions of the Act, LODR and the Performance Evaluation Guidelines of the Company, the Board of Directors / Independent Directors has undertaken an evaluation of its own performance, the performance of its Committees and of all the individual Directors including Independent Directors and the Chairman of the Board of Directors based on various parameters relating to attendance, roles, responsibilities and obligations of the Board, effectiveness of its functioning, contribution of Directors at meetings and the functioning of its Committees. The results of such evaluation are presented to the Board of Directors.

**XI. Policy on dealing with Related Party Transactions**

In line with the requirements of the LODR, the Company has formulated a Policy on Related Party Transactions ("Policy") which is also available on Company's website at https://new.siemens.com/in/en/company/investor-relations/corporate-governance.html. The Policy is reviewed by the Board of Directors of the Company at regular intervals. The objective of the Policy is to ensure proper approval, disclosure and reporting of transactions as applicable, between the Company and any of its related parties. The Audit Committee of the Company has granted omnibus approval for the Related Party Transactions (RPTs) which are of repetitive nature and / or entered in the Ordinary Course of Business and are at Arm's Length. The Audit Committee also reviews all RPTs on quarterly basis in line with the omnibus approval granted by them.

**XII. Code of Conduct for Prohibition of Insider Trading**

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has, inter-alia, adopted a Code of Conduct for Prohibition of Insider Trading (Code) duly approved by the Board of Directors of the Company. The Company Secretary is the Compliance Officer for the purpose of this Code.

**XIII. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The details of complaints received and disposed off during FY 2022-23 are mentioned in the Directors' Report.

**XIV. a. General Body Meetings**

| Financial Year | Meeting and Venue | Day, Date and Time | Special Resolutions passed |
|---|---|---|---|
| 2021-22 | 65th Annual General Meeting (AGM) held via Video Conferencing | Tuesday, 14th February 2023, at 4.00 p.m. (IST) | No special resolution was passed |
| 2020-21 | 64th Annual General Meeting (AGM) held via Video Conferencing | Friday, 4th February 2022; 4.30 p.m. (IST) | Change in place of keeping Registers as prescribed under Section 88 of the Act and copies of Annual Returns under Section 92 of the Act, together with the copies of certificates and documents required to be annexed thereto or any other documents as may be required. |
| 2019 - 20 | 63rd Annual General Meeting (AGM) held via Video Conferencing | Friday, 12th February 2021; 4.30 p.m. (IST) | No special resolution was passed |

**b.** Pursuant to Section 110 of the Act read with Companies (Management & Administration) Rules, 2014, the following Special Resolutions were passed by the Members by way of Postal Ballot during FY 2022-23:-

| Particulars of the resolution | Appointment of Mr. Deepak S. Parekh (DIN: 00009078) as a Director of the Company | | Appointment of Mr. Shyamak R. Tata (DIN: 07297729) as an Independent Director of the Company | | Appointment of Mr. Anami Roy (DIN: 01361110) as an Independent Director of the Company. | |
|---|---|---|---|---|---|---|
| Name of the scrutinizer | Mr. P. N. Parikh of Messrs Parikh Parekh & Associates, Practicing Company Secretaries | | | | | |
| Date of report of the scrutinizer and declaration of results | 30th December 2022 | | | | 28th July 2023 | |
| | **No. of members voted** | **Number of votes** | **No. of members voted** | **Number of votes** | **No. of members voted** | **Number of votes** |
| Valid Votes | 1,573 | 31,57,57,349 | 1,562 | 31,52,24,625 | 2,016 | 31,46,68,484 |
| In favour | 1,282 | 30,66,92,775 | 1,532 | 31,52,15,902 | 1,553 | 29,99,55,979 |
| Percentage (%) in favour of the resolution | 97.13 | | 100.00* | | 95.32 | |
| Against | 291 | 90,64,574 | 30 | 8,723 | 463 | 1,47,12,505 |
| Percentage (%) against the resolution | 2.87 | | 0.00 | | 4.68 | |
| Invalid votes | NIL | | | | | |

* Rounded off

Resolution(s), if required, shall be passed by Postal Ballot during FY 2023-24, as per the prescribed procedure.

**XV. Disclosures**

a. Transactions with related parties as per requirements of IND AS 24, are disclosed in notes annexed to audited financial statements.

b. The Company has not entered into any transaction of a material nature with the Promoters, Directors or Management, their subsidiaries or relatives, etc. that may have a potential conflict with the interests of the Company at large.

# Corporate Governance Report

c. With regard to matters related to capital markets, a fine of Rs. 9,440/- was imposed on the Company by the Stock Exchanges during FY 2021-22 for delay in submission of Annual Secretarial Compliance Report as per Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the year ended 30th September 2021.

d. The Company has complied and disclosed all the mandatory corporate governance requirements under regulation 17 to 27 and sub-regulation (2) of Regulation 46 under LODR, and details of compliance with the discretionary requirements are given under point XVII mentioned below.

e. Disclosures have also been received from the senior management relating to the financial and commercial transactions in which they or their relatives may have a personal interest. However, there were no such transactions during FY 2022-23 having potential conflict with the interests of the Company at large.

f. The Company manages commodity and foreign exchange risk as per its adopted policies. The Company uses forward contracts and options to manage foreign exchange risk and futures to manage commodity risk. The Company does not undertake any derivative transaction for pure trading in foreign exchange markets or for speculative purposes. The Company uses Commodity Future Contract to hedge against fluctuation in commodity prices. As per the policy of the Company, the net commodity exposure for the current and subsequent quarter must be hedged in the range of 75% - 100% for Product business and 95%-100% for Project Business.

The exposure of the Company in a particular commodity and percentage of such exposure hedged through Commodity derivatives for the year ended 30th September 2023 is as under:

| Commodity Name | Exposure towards the particular commodity (amount in Rs. Million) | Exposure in Quantity terms towards the particular commodity (in metric tonnes) | % of such exposure hedged through commodity derivatives | | | | |
|---|---|---|---|---|---|---|---|
| | | | Domestic market | | International market | | Total |
| | | | OTC | Exchange | OTC | Exchange | |
| Copper | 3,138 | 4,313 | - | 90% | - | - | 90% |
| Aluminium | 995 | 4,828 | - | 82% | - | - | 82% |
| Silver | 415 | 6.03 | - | 100% | - | - | 100% |

g. Certificate from Practising Company Secretary on eligibility of the Board of Directors to serve as Directors is enclosed to this report.

h. The Board has accepted the recommendations of its Committees, as applicable.

i. Total fees paid by the Company and its subsidiaries on a consolidated basis, to the Statutory Auditor and all entities in the network firm/network entity of which the Statutory Auditors is a part, amounted to INR 53 million.

Further, as informed by KPMG Assurance and Consulting Services LLP, an aggregate amount of INR 8 million was paid to such entity. The statutory auditors have confirmed that KPMG Assurance and Consulting Services LLP is not a part of the network firm/network entity of which the statutory auditor is a part.

## XVI. Means of Communication

All important information relating to the Company, its financial performance, shareholding pattern, business information, quarterly results, press releases, policies, investor related information other information as per LODR, presentation to the press / analysts are regularly posted on Company's website. The quarterly, half-yearly and annual financial results of the Company are published in newspapers such as Business Standard and Navshakti. These results are also available on the websites of the Company, BSE Limited and National Stock Exchange of India Ltd. The Company also holds press conference/analysts meet from time to time.

## XVII. General Shareholder Information

'General Shareholder Information' forms part as **Annexure V** of the Directors' Report.

**XVIII. Compliance with Discretionary requirements**

a. The Board: The Company does not maintain a separate office for the Non–executive Chairman. The independent directors have requisite qualification and experience to act as Director on the Board.

b. Shareholders' Rights: The quarterly financial results are published in the newspapers of wide circulation and not sent to individual shareholders on a half-yearly basis. Financial Results are also available on the website of the Company, BSE Limited and National Stock Exchange of India Ltd.

c. Audit qualification: The Auditor's have expressed an unmodified opinion on the Financial Statements.

d. Separate posts of Chairperson and the Managing Director or the CEO: The Board of Directors of Siemens Limited has a Non-executive Chairman i.e. Mr. Deepak S. Parekh and Mr. Sunil Mathur is the Managing Director and Chief Executive Officer of the Company. There is no relationship between the persons occupying these posts.

e. Reporting of Internal Auditor – The Company has outsourced the Internal Audit function to Controlling and Finance-Audit (CFA), the Global audit department of Siemens AG a part of which is housed in Siemens Technology and Services Private Limited, India. The Internal audit plan is approved by the Audit Committee and the Internal Auditors directly present their report to the Audit Committee for its consideration.

On behalf of the Board of Directors

For **Siemens Limited**

**Deepak S. Parekh**
Chairman
DIN - 00009078

Mumbai
Tuesday, 28th November 2023

# Corporate Governance Report

**Declaration by the Managing Director under Schedule V to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding compliance with Business Conduct Guidelines (Code of Conduct)**

In accordance with Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that all the Directors and the Senior Management personnel of the Company have affirmed compliance with the Business Conduct Guidelines (Code of Conduct), as applicable to them, for the Financial Year ended 30th September 2023.

For **Siemens Limited**

**Sunil Mathur**
Managing Director and Chief Executive Officer
DIN - 02261944

Mumbai
Tuesday, 28th November 2023

**Certification by the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To the Board of Directors of Siemens Limited

Dear Sirs,

a) We have reviewed the Financial Statements and the cash flow statement of Siemens Limited ('the Company') for the Financial Year ended 30th September 2023 and that to the best of our knowledge and belief:

   i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   ii) These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.

b) There are, to the best of our knowledge and belief, no transactions entered into between the Company during the Financial Year ended 30th September 2023, which are fraudulent, illegal or violative of the Company's Code of Conduct.

c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to the financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies.

d) We have indicated to the Auditors and the Audit Committee:

   i) Significant changes in the internal control over financial reporting during the Financial Year ended 30th September 2023;

   ii) Significant changes in accounting policies during the Financial Year ended 30th September 2023 and that the same have been disclosed in the notes to the Financial Statements; and

   iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Yours truly

**Dr. Daniel Spindler**
Executive Director and Chief Financial Officer
DIN - 08533833

**Sunil Mathur**
Managing Director and Chief Executive Officer
DIN - 002261944

Mumbai
Tuesday, 28th November 2023

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of

**Siemens Limited,**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Siemens Limited** having CIN **L28920MH1957PLC010839** and having registered office at **Birla Aurora, Level 21, Plot No. 1080, Dr. Annie Besant Road, Worli, Mumbai – 400 030** (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 Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on September 30, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

| Sr. No. | Name of Director | DIN | Date of Appointment in Company |
|---|---|---|---|
| 1. | Mr. Deepak Shantilal Parekh | 00009078 | 30/01/2023 |
| 2. | Mr. Sunil Dass Mathur | 02261944 | 22/07/2008 |
| 3. | Dr. Daniel Gerold Spindler | 08533833 | 01/09/2019 |
| 4. | Ms. Sindhu Gangadharan | 08572868 | 12/05/2022 |
| 5. | Mr. Tim Oliver Holt | 08742663 | 01/06/2020 |
| 6. | Mr. Matthias Ernst Rebellius | 08975071 | 01/12/2020 |
| 7. | Dr. Juergen Michael Wagner | 10101116 | 01/05/2023 |
| 8. | Mr. Anami Narayan Prema Roy | 01361110 | 01/05/2023 |
| 9. | Mr. Shyamak Ramyar Tata | 07297729 | 30/01/2023 |

Ensuring the eligibility of 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 Parikh Parekh & Associates**

Practicing Company Secretaries

**P. N. Parikh**

Partner

FCS No.: 327 C. P. No.: 1228

Mumbai

Date: 28.11.2023

UDIN: F000327E002530976

PR No.:723/2020

**Independent Auditors' Certificate on Compliance with the Corporate Governance requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To the Members of **Siemens Limited**

1. This certificate is issued in accordance with the terms of our engagement letter dated 4 March 2019and addendum to the engagement letter dated 28th November 2023.

2. We have examined the compliance of conditions of Corporate Governance by Siemens Limited ("the Company"), for the year ended 30 September 2023, as stipulated in regulations 17 to 27, clauses (b) to (i) and (t) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities ExchangeBoard of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended fromtime to time ("Listing Regulations") pursuant to the Listing Agreement of the Company with Stock Exchanges.

**Management's Responsibility**

3. The compliance of conditions of Corporate Governance as stipulated under the listing regulations is there sponsibility of the Company's Management including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

**Auditors' Responsibility**

4. Our examination was limited to procedures and implementation thereof, adopted by the Company forensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor anexpression of opinion on the financial statements of the Company.

5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 30 September 2023.

6. We conducted our examination of the above corporate governance compliance by the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and Guidance Note on Certification of Corporate Governance both issued by the Institute of the Chartered Accountants of India (the "ICAI"), insofar as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued bythe ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC)1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, andOther Assurance and Related Services Engagements.

**Opinion**

8. In our opinion and to the best of our information and according to the explanations given to us, wecertify that the Company has complied with the conditions of Corporate Governance as stipulated inthe above-mentioned Listing Regulations.

9. We state that such compliance is neither an assurance as to the future viability of the Company nor theefficiency or effectiveness with which the management has conducted the affairs of the Company.

**Restriction on use**

10. The certificate is addressed and provided to the Members of the Company solely for the purpose ofenabling the Company to comply with the requirement of the Listing Regulations and should not beused by any other person or for any other purpose. Accordingly, we do not accept or assume any liabilityor any duty of care for any other purpose or to any other person to whom this certificate is shown orinto whose hands it may come without our prior consent in writing.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

**Farhad Bamji**

Partner
Membership No: 105234
UDIN: 23105234BGXEBU4758

Mumbai, 28 November 2023

# General Shareholder Information

[As required by Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR)]

## I. 66th Annual General Meeting

Members are requested to refer the Notice of the Annual General Meeting (AGM) forming part of this Annual Report for details on the day, date, time and mode of the AGM as also the details regarding the dates of closure of Register of Members and share transfer books and Dividend payment.

## II. Financial Year / Calendar

The Company follows the period of 1st October to 30th September as the Financial Year.

For the Financial Year 2023-24, Financial Results will be announced as per the following tentative schedule:

| | |
|---|---|
| 1st quarter ending 31st December 2023 | Second week of February 2024 |
| 2nd quarter ending 31st March 2024 | Second week of May 2024 |
| 3rd quarter ending 30th June 2024 | Second week of August 2024 |
| Year ending 30th September 2024 | Fourth week of November 2024 |

## III. Listing on Stock Exchanges

The Equity Shares of the Company are listed on the following Stock Exchanges in India having nation-wide trading terminals:

| BSE Ltd. (BSE) | National Stock Exchange of India Ltd. (NSE) |
|---|---|
| Phiroze Jeejeebhoy Towers<br>Dalal Street, Mumbai - 400 001 | Exchange Plaza, Plot No. C/1<br>G Block, Bandra-Kurla Complex,<br>Bandra (E), Mumbai - 400 051 |

The Company has paid the listing fees for the Financial Year 2023-24 to the aforesaid Stock Exchanges.

The Company forms part of major indices of NSE and BSE. The Company's shares are also available for trading in the Futures & Options segment.

## IV. Stock Code / Symbol

| | |
|---|---|
| BSE | 500550 |
| NSE | SIEMENS EQ |
| International Securities Identification Number (ISIN) | INE003A01024 |
| Corporate Identity Number (CIN) - allotted by the Ministry of Corporate Affairs | L28920MH1957PLC010839 |

## V. Market Price Data

1. The market price and volume of the Company's Equity Shares traded on BSE and NSE during each month of the last Financial Year from 1st October 2022 to 30th September 2023 are as follows:

Face Value of ₹ 2 each

| Month | NSE | | | BSE | | |
|---|---|---|---|---|---|---|
| | High | Low | Volume | High | Low | Volume |
| | ₹ | ₹ | Nos. | ₹ | ₹ | Nos. |
| October 2022 | 2,960.00 | 2,693.55 | 44,15,164 | 2,960.95 | 2,695.00 | 4,28,230 |
| November 2022 | 3,013.40 | 2,691.50 | 75,02,265 | 3,012.30 | 2,692.00 | 4,44,103 |
| December 2022 | 3,057.30 | 2,725.85 | 1,01,99,339 | 3,056.35 | 2,727.00 | 3,03,157 |
| January 2023 | 3,107.50 | 2,810.00 | 75,48,348 | 3,108.20 | 2,811.95 | 2,65,443 |
| February 2023 | 3,313.80 | 2,891.40 | 1,01,95,288 | 3,311.50 | 2,892.70 | 3,32,325 |
| March 2023 | 3,355.55 | 3,120.00 | 58,57,018 | 3,367.00 | 3,120.15 | 1,46,653 |
| April 2023 | 3,482.00 | 3,240.00 | 48,07,180 | 3,481.00 | 3,240.00 | 1,96,671 |
| May 2023 | 3,938.40 | 3,314.05 | 1,81,26,256 | 3,940.00 | 3,314.05 | 4,93,096 |
| June 2023 | 3,859.90 | 3,512.05 | 59,06,764 | 3,860.60 | 3,510.05 | 1,73,135 |
| July 2023 | 4,068.85 | 3,510.55 | 84,37,211 | 4,066.10 | 3,511.70 | 2,95,634 |
| August 2023 | 4,005.00 | 3,565.50 | 80,42,057 | 3,999.10 | 3,565.60 | 2,17,597 |
| September 2023 | 3,999.90 | 3,615.00 | 45,17,659 | 4,001.20 | 3,608.05 | 1,72,906 |

# General Shareholder Information

[As required by Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR)]

**2.** The Company's closing share price movement during the Financial Year 2022-23 on BSE and NSE vis-à-vis respective indices:

## VI. Distribution of Shareholding as on 30th September 2023

| Number of Equity Shares Held (Face Value ₹ 2 each) | Member | | Shares | |
|---|---|---|---|---|
| | Number | % to total | Number | % to total |
| 1-500 | 157,965 | 93.56 | 6,548,724 | 1.84 |
| 501-1,000 | 4,250 | 2.51 | 3,245,311 | 0.91 |
| 1,001-2,000 | 2,812 | 1.66 | 4,166,901 | 1.17 |
| 2,001-3,000 | 1,281 | 0.76 | 3,230,538 | 0.91 |
| 3,001-4,000 | 754 | 0.45 | 2,668,751 | 0.75 |
| 4,001-5,000 | 372 | 0.22 | 1,705,818 | 0.48 |
| 5,001-10,000 | 652 | 0.39 | 4,565,337 | 1.28 |
| 10,001 & above | 752 | 0.45 | 329,988,875 | 92.66 |
| **Total** | **168,838** | **100.00** | **356,120,255** | **100.00** |

## VII. Distribution of shareholding as on 30th September 2023

| Category | % of Total Capital |
|---|---|
| Promoter and Promotor Group | 75.00 |
| Foreign Institutional / Foreign Portfolio Investors | 7.93 |
| Public | 7.93 |
| Banks & Indian Financial Institutions | 1.09 |
| Insurance companies | 3.35 |
| Mutual Fund | 3.20 |
| Bodies Corporate | 0.93 |
| Non Resident Indians | 0.58 |
| Directors and their relatives | 0.00 |

| No. of members as on 30th September | 2023 | 2022 |
|---|---|---|
| | **168,838** | **140,335** |

**VIII. Top Ten Members as on 30th September 2023**

| Sr. No. | Name of the Member[1] | Category | Number of Equity Shares of ₹ 2 each | % to total Capital |
|---|---|---|---|---|
| 1. | Siemens International Holding B.V[2] | Promoter | 169,882,943 | 47.70 |
| 2. | Siemens Energy Holding B.V. (formerly known as Siemens Gas and Power Holding B.V.) | Promoter | 85,468,862 | 24.00 |
| 3. | Siemens Metals Technologies Vermogensverwaltungs Gmbh[2] | Promoter Group | 11,738,108 | 3.30 |
| 4. | Life Insurance Corporation of India | Insurance Company | 6,214,538 | 1.75 |
| 5. | NPS Trust | Pension Fund | 3,278,792 | 0.92 |
| 6. | ICICI Prudential Mutual Fund | Mutual Fund | 2,986,086 | 0.84 |
| 7. | Bharat Bijlee Limited | Body Corporate | 2,138,160 | 0.60 |
| 8. | Nippon Life India Trustee Limited | Mutual Fund | 1,770,825 | 0.50 |
| 9. | SBI Life Insurance Company Limited | Insurance Company | 1,532,959 | 0.43 |
| 10. | Government Pension Fund Global | Foreign Portfolio Investors (Corporate) | 1,469,476 | 0.41 |
| **Total** | | | **286,480,749** | **80.45** |

**Notes:**

(1) Clubbing of records as per Permanent Account Number (PAN).

(2) Indirect wholly owned subsidiaries of Siemens Aktiengesellschaft, Germany.

**IX. Dematerialisation of Shares & Liquidity**

The details of Equity Shares dematerialised and those held in physical form as on 30th September 2023 are given hereunder:

| Particulars of Equity Shares | Equity Shares of ₹ 2 each | | Members | |
|---|---|---|---|---|
| | Number | % of total | Number | % of total |
| **Dematerialized form** | | | | |
| NSDL | 34,82,15,294 | 97.78 | 90,285 | 53.47 |
| CDSL | 64,71,985 | 1.82 | 75,771 | 44.88 |
| **Sub-total** | **35,46,87,279** | **99.60** | **1,66,056** | **98.35** |
| Physical Form | 14,32,976 | 0.40 | 2,782 | 1.65 |
| **Total** | **35,61,20,255** | **100.00** | **1,68,838** | **100.00** |

**X. Share transfer system –** The Securities and Exchange Board of India (SEBI) has mandated transfer of securities only in dematerialised form. Pursuant to circular dated 25th January 2022, SEBI has mandated that certain service requests including transmission or transposition of securities held in physical form shall be processed by issuing securities in dematerialised form only and physical share certificates shall not be issued by the Company to the Securities holder/ claimant.

Members who are still holding share certificate(s) in physical form are advised to dematerialise their shareholding.

The Company has obtained the annual certificate from a Company Secretary in Practice certifying that all Letter of Confirmations have been issued within prescribed time from the date of lodgement for transmission, deletion of name, consolidation, renewal, etc. as per the requirement of Regulation 40(9) of the SEBI Listing Regulations. This certificate has been submitted to the Stock Exchanges.

The Share Transfer Committee approves cases of transmission, issue of shares in exchange for sub-divided, consolidated, defaced shares etc., as approved by the authorised persons and issue of duplicate share certificates / Letter of Confirmations.

**XI. Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, conversion date and likely impact on equity**

The Company has not issued any such securities.

# General Shareholder Information

[As required by Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR)]

**XII. Commodity Price Risk / Foreign Exchange Currency Risk and Commodity Hedging activities**

The disclosure on Commodity Price Risk / Foreign Exchange Currency Risk and Commodity Hedging activities undertaken by the Company is reported under 'Corporate Governance Report' forming part of the Directors Report as **Annexure IV.**

**XIII. Registrar and Share Transfer Agent (RTA)**

Share related matters, dividend payment and all other investor related matters are attended to and processed by our Registrar and Share Transfer Agent viz. TSR Consultants Private Limited (TCPL).

For the convenience of Members based in the following cities, documents and letters will be accepted at the following offices of TCPL:

| Location | Address |
|---|---|
| Mumbai | a. TSR Consultants Private Limited<br>C-101, 1st Floor, 247, Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083<br>Time: 10 a.m. to 5.00 p.m. (Monday to Friday) (excluding Bank Holidays)<br>Phone: +91 (22) 81081 18484 Fax: +91 (22) 6656 8494<br>Email: csg-unit@tcplindia.co.in Website: www.tcplindia.co.in<br>b. TSR Consultants Private Limited (Documents collection center)<br>Building 17/19, Office No. 415 Rex Chambers, Ballard Estate,<br>Walchand Hirachand Marg, Fort, Mumbai – 400 001<br>Time: 10 a.m. to 5.00 p.m. (Monday to Friday) (excluding Bank Holidays) |
| Kolkata | TSR Consultants Private Limited<br>C/o Link Intime India Private Limited<br>Vaishno Chamber, Flat No. 502 & 503, 5th Floor, 6, Brabourne Road<br>Kolkata - 700001<br>Time: 10 a.m. to 5.00 p.m. (Monday to Friday) (excluding Bank Holidays)<br>Phone: +91 (33) 4008 1986 Email: csg-unit@tcplindia.co.in |
| Ahmedabad | TSR Consultants Private Limited<br>C/o Link Intime India Private Limited<br>Amarnath Business Centre-1 (ABC-1), Beside Gala Business Centre,<br>Nr. St. Xavier's College Corner, Off. C.G. Road, Ellisbridge,<br>Ahmedabad - 380006<br>Time: 10 a.m. to 5.00 p.m. (Monday to Friday) (excluding Bank Holidays)<br>Phone: +91 (79) 2646 5179 Email: csg-unit@tcplindia.co.in |
| Bengaluru | TSR Consultants Private Limited<br>C/o. Mr. D. Nagendra Rao, "Vaghdevi" 543/A, 7th Main, 3rd Cross, Hanumanth Nagar, Bengaluru - 560019<br>Time: 10 a.m. to 5.00 p.m. (Monday to Friday) (excluding Bank Holidays)<br>Phone: +91 (80) 2650 9004 Email: csg-unit@tcplindia.co.in |
| New Delhi | TSR Consultants Private Limited<br>C/o Link Intime India Private Limited<br>Noble Heights, 1st Floor, Plot No NH-2, C-1 Block, LSC<br>Near Savitri Market, Janakpuri, New Delhi – 110058<br>Time: 10 a.m. to 5.00 p.m. (Monday to Friday) (excluding Bank Holidays)<br>Phone: +91 (11) 4941 1030 Email: csg-unit@tcplindia.co.in |
| Jamshedpur | TSR Consultants Private Limited<br>Qtr. No. L-4/5, Main Road, Bistupur (Beside Chappan - Bhog Sweet Shop)<br>Jamshedpur - 831001<br>Time: 10 a.m. to 5.00 p.m. (Monday to Friday) (excluding Bank Holidays)<br>Phone: +91 (657) 242 6937 Email: csg-unit@tcplindia.co.in |

## XIV. Plant Locations

| Location | Address | |
|---|---|---|
| Maharashtra | 1. | E-76, Waluj, MIDC Area, Aurangabad – 431 136 |
| | 2. | Plot No – A 1/2, Five Star MIDC Industrial Area, Shendra, Aurangabad – 431 201 |
| | 3. | Plot No. C-1, Additional Industrial Area, MIDC, Ambad, Nashik - 422 010 |
| | 4. | Plot 1, MIDC – TTC Industrial Area, Thane - Belapur Road, Airoli Node, Navi Mumbai - 400 708 |
| | 5. | G-53, MIDC, Ajanta Road, Jalgaon, Maharashtra - 425003. |
| Goa | 1. | L-6, Verna Industrial Estate, Verna - Salcete, Goa – 403 722 |
| | 2. | N73 & N74, Verna Industrial Estate, Verna - Salcete, Goa – 403 722 |
| Gujarat | | R.S. No: 144, Opp. Makarpura Rly. Station, Maneja, Vadodara – 390 013 |
| Karnataka | | 97/2, Devanahalli Road, Off Old Madras Road, Virgo Nagar, Bengaluru - 560 049 |
| Puducherry | 1. | Unit -I, R.S No 16/8, Kurumbapet Village, Villianur Commune, Puducherry – 605 009 |
| | 2. | Unit -II, R.S No 23/2A, Uruvaiyaru Road, Abishegapakkam, Puducherry - 605 007 |
| Haryana | | Plot No. 37, Ground Floor, Sector-18, Huda, Gurgaon – 122 015 |

## XV. Address for correspondence

| Sr. No. | Particulars | Details |
|---|---|---|
| 1. | Registered and<br>Corporate Office | Siemens Limited<br>Birla Aurora, Level 21, Plot No. 1080, Dr. Annie Besant Road, Worli, Mumbai – 400 030, India<br>Phone: +91 (22) 6251 7000 Fax: +91 (22) 2436 2403 |
| 2. | Website | www.siemens.co.in |
| 3. | Investor Relations Team | Contact Person: Mr. Raj Shah<br>Email: Corporate-Secretariat.in@siemens.com<br>Phone: +91 (22) 6251 7000 Fax: +91 (22) 2436 2403<br>The Investor relations team is located at the Registered Office. |
| 4. | Designated email address for investor services: (for eg. Investor complaints / queries / correspondences) | Corporate-Secretariat.in@siemens.com |

## XVI. Credit ratings

The Company does not have any debt instruments, fixed deposit program or any scheme for mobilization of funds and accordingly it has not obtained any credit ratings during the financial year for these purposes.

## XVII. Other Corporate Information

**Bankers**

Citibank N. A.

Deutsche Bank AG

The Hongkong and Shanghai Banking Corporation Ltd.

Standard Chartered Bank

HDFC Bank Ltd.

ICICI Bank Ltd.

State Bank of India

**Auditors**

B S R & CO. LLP

Secretarial Auditors

Parikh Parekh & Associates

Cost Auditors

R. Nanabhoy & Co.

# General Shareholder Information

[As required by Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR)]

**XVIII. Unclaimed Shares**

The details of equity shares held in 'Unclaimed Suspense Account' of the Company are as follows-

| Sr. No. | Particulars | Details |
|---|---|---|
| 1. | Aggregate number of Members whose shares are lying in the unclaimed suspense account at the beginning of the Financial Year 2022-23. | 61 |
| 2. | Aggregate number of the outstanding equity shares lying in the unclaimed Suspense account at the beginning of the Financial Year 2022-23. | 4,565 |
| 3. | Number of Members who approached the Company for transfer of shares from unclaimed suspense account during the Financial Year 2022-23 | 3 |
| 4. | Number of Members to whom shares were transferred from unclaimed suspense account during the Financial Year 2022-23<br>(*) Excluding transfer of shares to Investor Education and Protection Fund Authority pursuant to The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules) under Companies Act, 2013. | 2(*) |
| 5. | Number of shares transferred from unclaimed suspense account during the Financial Year 2022-23<br>(*) Including transfer of shares to Investor Education & Protection Fund Authority pursuant to the IEPF Rules under Companies Act, 2013. | 180(*) |
| 6. | Aggregate number of Members whose shares are lying in the unclaimed suspense Account at the end of Financial Year 2022-23. | 54 |
| 7. | Aggregate number of outstanding equity shares in the unclaimed suspense Account lying at the end of Financial Year 2022-23. | 4,385 |

All corporate benefits on such shares viz. Bonus shares, split of shares etc. shall be credited to the unclaimed suspense account, as applicable for a period of seven years and thereafter be transferred in accordance with the provisions of Section 124(5) and Section 124(6) of the Companies Act, 2013 read with IEPF Rules. The voting rights on such shares shall remain frozen until the rightful owner claims the Equity shares.

**XIX. Disclosure of certain types of agreements**

Pursuant to Regulation 30A of SEBI (Listing Obligations and), 2015, the Company had received disclosures from Siemens Aktiengesellschaft; Siemens Energy Global GmbH & Co. KG and Siemens International Holding B.V., regarding a subsisting Shareholders' agreement. The summary (salient features) of the said agreement as furnished by the aforementioned parties is available on the website of the Company at https://www.siemens.com/in/en/company/investor-relations/notices-announcements.html.

**XX. Note to the Investors / Members**

**a. Common and simplified norms for investor's service request:**

As per SEBI Regulations, it is now mandatory for Members holding shares in physical mode to update Permanent Account Number (PAN), KYC (address, bank account details, contact details etc.) and other details with TCPL / Company / Depository Participant (DP), if not done so far. The forms for submission of said details are also available at https://www.siemens.com/in/en/company/investor-relations/investor-services.html

Following are the standardised and simplified forms for availing various service requests with the Company/RTA in respect of shares held in physical mode:

| | |
|---|---|
| Form ISR-1 | Form for availing investor services to register PAN, email address, bank details and other KYC details or changes/ update thereof |
| Form ISR-2 | Form for registration/updation of signature |
| Form ISR-3 | Declaration to opt out of nomination |
| Form SH-13 | Form for nomination |
| Form ISR-4 | Form for requesting issue of duplicate certificate and other service requests for shares, etc. |
| Form ISR-5 | Request form for transmission of shares by nominee or legal heir |

To avail the aforesaid services, the Members shall send a written request in the prescribed forms to RTA either by an email to csg-unit@tcplindia.co.in or by post to C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083.

No investor service-related request shall be entertained until the KYC, Bank and other details are updated in the Company / TCPL records.

In accordance with the SEBI circular dated 16th March 2023, the Company has sent out intimations to those Members, holding shares in physical form, whose folios are incomplete with PAN, KYC and/ or other details, requesting them to update the details so as to avoid freezing of the folios.

Members holding shares in demat mode are required to contact their DP and register your email address and bank account details in your demat account, as per the process advised by your respective DP.

For further information / clarification / assistance in this regard, please click on https://new.siemens.com/in/en/company/investor-relations.html or else contact TCPL.

b. **Consolidation of folios:** Members holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with the share certificates so as to enable the Company to consolidate their holdings into one folio.

c. **Electronic fund transfer details for remittance:** It is in Members interest to claim any un-encashed dividends and for future, opt for payment through Electronic remittance in case of shares in physical form and ensure that correct and updated particulars of bank account are available with Depository Participant (DP) in case of shares held in dematerialized form, so that dividends paid by the Company shall be credited to the investor's bank account on time.

d. **Dealing with SEBI registered intermediaries:** Members are requested to deal only through SEBI registered intermediaries and give clear and unambiguous instructions to your broker / sub-broker / DP.

e. **Non-Resident Members:** Non-Resident Members are requested to immediately notify the following to the Company in respect of shares held in Physical form and to their DPs in respect of shares held in Dematerialised form:

- Indian address alongwith E-mail Id and Phone No(s) for sending all communications, if not provided so far;
- Change in their residential status on return to India for permanent settlement;
- Particulars of the Bank Account maintained with a bank in India, if not furnished earlier.
- E-mail Id and mobile number.

On behalf of the Board of Directors

For **Siemens Limited**

**Deepak S. Parekh**
Chairman
DIN - 00009078

Mumbai
Tuesday, 28th November 2023

ANNEXURE VI TO THE DIRECTORS' REPORT

# Annual Report on Corporate Social Responsibility Activities

## FY 2022-23

## 1. Brief outline on CSR Policy of the Company

# Corporate Social Responsibility at a glance

As a technology company, Siemens is driven by the aspiration to address the world´s most profound challenges by leveraging the convergence of digitalization and sustainability. We take the lead and transform the everyday for billions of people by creating technology with purpose, that provide answers for a better future and creates value for all our stakeholders.

At Siemens our commitment is to improve quality of life and create lasting value for the society. Based on the UN Sustainable Development Goals and our core competencies, Siemens in India has defined 3 strategic focus areas for its Corporate Social Responsibility: Education, Social and Environment. To achieve sustainable impact on the communities, we partner with a broad number of external stakeholders to implement our projects on the ground.

# Our focus areas

CSR activities in relation to SDGs

# Education

# Dual VET

The Dual VET at ITIs follows the German model of vocational training and is implemented in partnership with Tata STRIVE. Under this initiative, local industries are engaged to support ITI trainees with adequate industry training. The ITI instructors are trained using the dual VET pedagogy that promotes inquiry based learning and project based learning during the training at ITIs.

With this two pronged approach, the ITIs are equipped to train trainees with superior pedagogy and on the other hand, local industry are engaged to become a partner in the journey of the ITI trainee. The outcome of the project is to build a sustainable pipeline of skills and jobs from ITI to industry while making the trainee industry ready.

## Impact as of 2022-23

Number of ITIs supported: **229** ITIs across **6** states

Number of ITI instructors trained on Dual VET pedagogy: **676**

ITI trainees who have undergone in-plant training at partner industries: **9,944**

Number of ITI trainees impacted: **50,000+**

Total number of industry partners: **3,400**

# IGnITE

Following the success of the German Dual VET model, the Ministry of Skill Development and Entrepreneurship (MSDE), the Federal Ministry for Economic Cooperation and Development of the Federal Republic of Germany (BMZ), GIZ and Siemens Limited along with other stakeholders have come together to launch Indo-German Initiative for Technical Education - IGnITE under the "Skills for Sustainable Growth" initiative to promote technical trades and industry-specific in-plant training at Government Industrial Training Institutes through the Craftsmen Training Scheme (CTS) across 127 ITI in 11 States across India.

IGnITE aims to enhance pedagogy and engagement with local industry creating a sustainable pipeline from academia to industry.

## Impact as of 2022-23

Number of ITIs supported: **127** ITIs across 11 States

Number of ITI trainees impacted: **21,170**

Number of ITI trainees who have undergone in-plant training at partner industries: **2,345**

Number of ITI instructors trained on Dual VET pedagogy: **530**

Total number of industry partners: **450+**

# Project Jigyaasa (STEM)

Project Jigyaasa aims to improve the learning outcomes in STEM (Science, Technology, Engineering and Mathematics) education of students studying in Standard 7th to 10th in government schools and encourages them to take up STEM careers.

The project focuses on enabling better pedagogical practices among teachers, give entrepreneurial freedom to students by providing them opportunities through science fairs and clubs to demonstrate their problem solving abilities.

## Impact of financial year 2023

Number of government schools benefitting from STEM: **103**

Students exposed to STEM: **19,800**

STEM projects presented at science fairs: **2,400+**

# Siemens Scholarship Program

The Siemens Scholarship Program is a holistic development program for meritorious engineering students from economically disadvantaged background to make them industry ready.

The Program based on the German dual education model provides scholarships, internships, mechatronics training, soft skills and mentorship across four-years of engineering.

## Impact as of 2022-23

Engineering students supported: **628**

Students placed in industries: **97%**

Average salary received: **₹0.9 million**

# National Skill Training Institute (NSTI) Digitalization

Digitalization intends to introduce automation and digital technologies for advance skilling of trainees and industry workforce to facilitate early adoption of Industry 4.0 specially by Micro, Small and Medium Enterprises (MSMEs).

The short-term advance skilling at NSTI ensure availability of skilled workforce in Industry 4.0 for MSMEs and help them in enhancing industrial productivity, improve quality, faster product development and competitiveness.

The courses pertain to the PLC programming, Automation & HMI with networking, DCS, Electrical Drives, Advance switchgears, Advance Mechatronics, Hydraulics and Pneumatics, CNC programming and Simulations, CAD/CAM, substation control protection and automation.

## Impact as of 2022-23

**Annual training capacity created: 8,000+ trainees**

**Number of Labs developed: 31**

**Number of new courses created: 34**

**Number of NSTIs supported: 6**

# Social and Environment

# Project Asha

Project Asha aims at enhancing living conditions through integrated development using technology. The project addresses severe development deficit in rural areas. Until date, the project benefits over 600,000 lives in 100+ villages in Mokhada, Palghar District and Aurangabad of Maharashtra.

With both regions facing water scarcity on a regular basis, watershed development was the need of the hour. Over the years in close collaboration with the local communities, Siemens identified and addresses further issues on livelihood, energy, health, women empowerment and education.

Under the project unique solutions have been created with the participation of the community, leveraging simple and inclusive technology thereby addressing all issues.

## Impact as of 2022-23

New watershed structures constructed **44**
Additional water storage potential **1.14** million litres created

Land made arable: **29.5** acres

Solar energy generated for irrigation and domestic purpose: **39** kWp

Rise in income of families: **55%**

Percentage of women generating household income and participating in governance: **70%**

Social forestry: **15,200+** saplings

# Disaster Relief

Siemens as a responsible corporate citizen, responds to natural disasters by supporting the communities with immediate needs. Over the years, Siemens has supported several communities affected by disasters such as Assam floods, Chennai floods, Cyclone Fani, Cyclone Amphan, Kerala floods, etc with temporary shelter kits and WaSH (Water, Sanitation and Hygiene) kits.

The WaSH and temporary shelter kits are designed in such a way that it would cater to the basic needs of the family for two months.

## Impact as of 2022-23

**Families supported with shelter kits in Delhi 500+ benefitting more than 2,500 individuals**

## 2. Composition of the CSR Committee

| Sl. No. | Name of Director | Designation / Nature of Directorship[1)] | Number of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|---|---|---|---|---|
| 1 | Mr. Deepak S. Parekh[2)] | Chairman / NED | 2 | 2 |
| 2 | Mr. Sunil Mathur | Member / WTD | 2 | 2 |
| 3 | Dr. Daniel Spindler | Member / WTD | 2 | 2 |
| 4 | Mr. Johannes Apitzsch[3)] | Member / NED | 1 | 1 |
| 5 | Ms. Sindhu Gangadharan[4)] | Member / NED (I) | 1 | 1 |
| 6 | Dr. Juergen Wagner[5)] | Member / NED | 1 | 1 |

1) Nature of Directorship: WTD – Whole-time Director, NED – Non-executive Director, NED (I) – Non-executive Director and Independent.

2) Mr. Deepak S. Parekh's second term as an Independent Director concluded on 29th January 2023. Mr. Parekh, basis the approval accorded by the Members, was appointed as a Director of the Company (Non-Executive Non-Independent, liable to retire by rotation), with effect from 30th January 2023.

3) Member up to 31st December 2022.

4) Appointed as Member with effect from 30th January 2023.

5) Appointed as Member with effect from 11th May 2023.

## 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.

**Composition of CSR Committee:**

https://assets.new.siemens.com/siemens/assets/api/uuid:1d2e70cf-c8d8-4aa2-89da-20159e4569e4/composition-of-committees-of-the-board-11may.pdf

**CSR Policy:**

https://assets.new.siemens.com/siemens/assets/api/uuid:e1481e4a-6230-45b7-91e7-984f5084c845/siemenslimitedcsrpolicy11may2021.pdf

**CSR projects:**

https://assets.new.siemens.com/siemens/assets/api/uuid:f934468d-7e7b-4835-afc2-8b9c3efc6bf9/siemens-limited-csr-projects-fy-23.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).

As per annexure.

## 5. (a) Average net profit of the Company as per sub-section (5) of section 135.

₹ 14,165.4 million

## (b) Two percent of average net profit of the Company as per sub-section (5) of section 135.

₹ 283.3 million

## (c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years.

Nil

## (d) Amount required to be set-off for the financial year, if any.

Nil

### (e) Total CSR obligation for the financial year [(b)+(c)-(d)].

₹ 283.3 million

## 6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project).

₹ 269.0 million

### (b) Amount spent in Administrative Overheads.

₹ 14.2 million

### (c) Amount spent on Impact Assessment, if applicable.

₹ 0.4 million

### (d) Total amount spent for the Financial Year [(a)+(b)+(c)].

₹ 283.6 million

### (e) CSR amount spent or unspent for the Financial Year:

| Total Amount Spent for the Financial Year. (₹ in million) | Amount Unspent (₹ in million) | | | | |
|---|---|---|---|---|---|
| | Total Amount transferred to Unspent CSR Account as per subsection (6) of section 135. | | Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135. | | |
| | Amount | Date of transfer | Name of the Fund | Amount | Date of transfer |
| 283.6 | Not applicable | Not applicable | Not applicable | Not applicable | Not applicable |

### (f) Excess amount for set-off, if any:

| Sl. No. | Particular | Amount (₹ in million) |
|---|---|---|
| (i) | Two percent of average net profit of the Company as per sub-section (5) of section 135 | 283.3 |
| (ii) | Total amount spent for the Financial Year | 283.6 |
| (iii) | Excess amount spent for the Financial Year [(ii)-(i)] | 0.3 |
| (iv) | Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any | 0.0 |
| (v) | Amount available for set off in succeeding Financial Years [(iii)-(iv)] | 0.3 |

## 7. Details of unspent Corporate Social Responsibility amount for the preceding three Financial Years:

Not applicable.

## 8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Yes

If yes, enter the number of Capital assets created/ acquired. 27

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

| (1) | (2) | (3) | (4) | (5) | (6) | | |
|---|---|---|---|---|---|---|---|
| **Sl. No.** | **Short particulars of the property or asset(s)** [including complete address and location of the property] | **Pincode of the property or asset(s)** | **Date of creation** | **Amount of CSR amount spent ₹** in million | **Details of entity/ Authority/ beneficiary of the registered owner** | | |
| | | | | | **CSR Registration Number, if applicable** | **Name** | **Registered address** |
| 1 | New Well constructed at: Village: Washind, Gram Panchayat: Gomghar - Washind Taluka: Mokhada District: Palghar | 401604 | 05/06/2023 | 3.22 | N/A | Washind, Gomghar-Washind Gram Panchayat | Refer Column 2 |
| 2 | New Well constructed at: Village: Washind, Gram Panchayat: Gomghar - Washind Taluka: Mokhada District: Palghar | 401604 | 13/03/2023 | 1.03 | N/A | Washind, Gomghar-Washind Gram Panchayat | Refer Column 2 |
| 3 | New Well constructed at: Village: Washind, Gram Panchayat: Gomghar - Washind Taluka: Mokhada District: Palghar | 401604 | 08/04/2023 | 1.01 | N/A | Saprewadi, Gomghar-Washind Gram Panchayat | Refer Column 2 |
| 4 | New Well constructed at: Village: Sonarwadi, Gram Panchayat: Koshimshet - Dhamanshet Taluka: Mokhada District: Palghar | 401604 | 02/06/2023 | 1.13 | N/A | Sonarwadi, Koshimshet-Dhamanshet Gram Panchayat | Refer Column 2 |
| 5 | Installation of new solar based Gram Panchayat: Koshimshet - Dhamanshet Taluka: Mokhada District: Palghar | 401604 | 29/08/2023 | 1.99 | N/A | Koshimshet, Koshimshet-Dhamanshet Gram Panchayat | Refer Column 2 |
| 6 | Installation of new clean drinking water system (3.35 kw) at Village: Adoshi, Gram Panchayat: Adoshi - Shirasgaon Taluka: Mokhada, District: Palghar | 401604 | 14/08/2023 | 1.18 | N/A | Adoshi, Adoshi-Shirasgaon Gram Panchayat | Refer Column 2 |
| 7 | Repair and upgradation of existing solar lifting system and clean drinking water system at Village: Amle, Gram Panchayat: Suryamal, Taluka: Mokhada, District: Palghar | 401604 | 30/09/2023 | 0.94 | N/A | Amle, Suryamal Gram Panchayat | Refer Column 2 |
| 8 | Installation of new clean drinking water system at: Rural Hospital - Mokhada, Panchayat: Mokhada Nagar, Taluka: Mokhada, District: Palghar | 401604 | 30/09/2023 | 0.58 | N/A | Rural Hospital, Mokhada, Mokhada Nagar panchayat | Refer Column 2 |

| (1) | (2) | (3) | (4) | (5) | (6) | | |
|---|---|---|---|---|---|---|---|
| **Sl. No.** | **Short particulars of the property or asset(s)** [including complete address and location of the property] | **Pincode of the property or asset(s)** | **Date of creation** | **Amount of CSR amount spent ₹** in million | **Details of entity/ Authority/ beneficiary of the registered owner** | | |
| | | | | | **CSR Registration Number, if applicable** | **Name** | **Registered address** |
| 9 | Installation of off grid solar system (5.00 kw solar system & 7.50 kv Inverter) at Adoshi Ashram School, Gram Panchayat: Adoshi-Shirasgaon, Taluka: Mokhada, District: Palghar | 401604 | 30/09/2023 | 0.66 | N/A | Adoshi Ashram School, Adoshi-Shirasgaon Gram Panchayat | Refer Column 2 |
| 10 | Installation of off grid solar system (5.00 kw solar system & 7.50 kv Inverter) at Mokhada Ashram School, Panchayat: Mokhada Nagar, Taluka: Mokhada, District: Palghar | 401604 | 30/09/2023 | 0.66 | N/A | Mokhada Ashram School, Mokhada Nagar panchayat | Refer Column 2 |
| 11 | Refurbish and equip existing Z P School and Installation of off grid solar system at Z P School Borichiwadi, Gram Panchayat: Dolhara, Taluka: Mokhada, District: Palghar | 401604 | 15/07/2023 | 1.71 | N/A | Borichiwadi, Dolhara Gram Panchayat | Refer Column 2 |
| 12 | Refurbish and equip existing Z P School and Installation of off grid solar system at Z P School Saprewadi, Gram Panchayat: Gomghar-Vashind, Taluka: Mokhada, District: Palghar | 401604 | 31/03/2023 | 1.65 | N/A | Saprewadi, Gomghar-Washind Gram Panchayat | Refer Column 2 |
| 13 | Refurbish and equip existing Z P School and Installation of off grid solar system at Z P School Sakharwadi, Gram Panchayat: Dolhara, Taluka: Mokhada, District: Palghar | 401604 | 31/03/2023 | 1.70 | N/A | Sakharwadi, Dolhara Gram Panchayat | Refer Column 2 |
| 14 | Refurbish and equip existing Z P School and Installation of off grid solar system at Z P School Bedukpada, Gram Panchayat: Koshimshet-Dhamanshet, Taluka: Mokhada, District: Palghar | 401604 | 31/03/2023 | 1.70 | N/A | Bedukpada, Koshimshet-Dhamanshet Gram Panchayat | Refer Column 2 |
| 15 | Refurbish and equip existing Anganwadi at Washind Anganwadi Gram Panchayat: Gomghar-Washind, Taluka: Mokhada, District: Palghar | 401604 | 31/03/2023 | 0.70 | N/A | Washind, Gomghar-Washind Gram Panchayat | Refer Column 2 |
| 16 | Refurbish and equip existing Anganwadi at Markatwadi Anganwadi Gram Panchayat: Pathardi-Botoshi, Taluka: Mokhada, District: Palghar | 401604 | 22/06/2023 | 0.71 | N/A | Markatwadi, Pathardi-Botoshi Gram Panchayat | Refer Column 2 |

| (1) | (2) | (3) | (4) | (5) | (6) | | |
|---|---|---|---|---|---|---|---|
| Sl. No. | Short particulars of the property or asset(s) [including complete address and location of the property] | Pincode of the property or asset(s) | Date of creation | Amount of CSR amount spent ₹ in million | Details of entity/ Authority/ beneficiary of the registered owner | | |
| | | | | | CSR Registration Number, if applicable | Name | Registered address |
| 17 | Refurbish and equip existing Anganwadi at Dolhara Anganwadi Gram Panchayat: Dolhara, Taluka: Mokhada, District: Palghar | 401604 | 20/06/2023 | 0.69 | N/A | Dolhara, Dolhara Gram Panchayat | Refer Column 2 |
| 18 | Refurbish and equip existing Anganwadi at Shelampada Anganwadi Gram Panchayat: Gomghar-Washind, Taluka: Mokhada, District: Palghar | 401604 | 25/06/2023 | 0.77 | N/A | Shelampada, Gomghar-Washind Gram Panchayat | Refer Column 2 |
| 19 | 1 3D printer at TMC School No. 104, MM Valley Road, Near Mumbra prabhag samiti, Shimla Park Kausa. | 400612 | 27/09/2023 | 0.10 | N/A | TMC school No. 104 | Refer Column 2 |
| 20 | 1 3D printer at TMC Urdu Secondary School No.08 Rabodi, Thane West DR. ANSARI ROAD, Ist Rabodi, Near Juma Masjid, Thane West | 400601 | 27/09/2023 | 0.10 | N/A | TMC URDU SECONDARY SCHOOL NO.08 | Refer Column 2 |
| 21 | 1 3D printer at Government High School Sadar Ponda (South Goa) | 403401 | 28/09/2023 | 0.10 | N/A | Government High school Sadar Ponda | Refer Column 2 |
| 22 | 1 3D printer at Government High School Dona Paula (North Goa) | 403004 | 28/09/2023 | 0.10 | N/A | Government High school Dona Paula | Refer Column 2 |
| 23 | 1 3D printer at Jagacha High School Jagacha, Santragachi, Howrah | 711112 | 28/09/2023 | 0.10 | N/A | Jagacha High School | Refer Column 2 |
| 24 | Upgrade/set-up of 4 labs at National Skill Training Institute, Govinda Puram, Calicut, Kerala | 673016 | 29/09/2023 | 6.52 | N/A | National Skill Training Institute, Calicut | Refer Column 2 |
| 25 | Upgrade /set-up of 3 labs at National Skill Training Institute, Off Tumkur Road, Outer Ring Road, Yeswanthpur, Bengaluru, Karnataka | 560022 | 25/08/2023 | 5.55 | N/A | National Skill Training Institute, Bengaluru | Refer Column 2 |
| 26 | Upgrade /set-up of 1 lab at National Skill Training Institute, Off Tumkur Road, Outer Ring Road, Yeswanthpur, Bengaluru, Karnataka | 560022 | 11/08/2023 | 1.23 | N/A | National Skill Training Institute, Bengaluru | Refer Column 2 |
| 27 | Upgrade /set-up of 1 lab at National Skill Training Institute, Gill Road, Janta Nagar, Ludhiana, Punjab | 141003 | 24/05/2023 | 1.18 | N/A | National Skill Training Institute, Ludhiana | Refer Column 2 |

## 9. 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.

On behalf of the Board of Directors

**For Siemens Limited**

**Deepak S. Parekh**
Chairman of CSR Committee
DIN: 00009078

**Sunil Mathur**
Managing Director and Chief Executive Officer
DIN: 02261944

Samhita CGF

SIEMENS

# Impact Assessment of the Siemens Scholarship Program for Batch V

September 2023

**Samhita Social Ventures,**
**2nd Floor, Jagdamba House, Next to Anupam Cinema, Peru Baug, Goregaon East, Mumbai 400063**

# EXECUTIVE SUMMARY

The impact assessment of the 'Siemens Scholarship Program' (SSP) was undertaken to assess the intervention's outcomes and impact on the Batch V students engaged through the scholarship in the years 2017-21. The study adopted a mixed methodology approach to collect primary and secondary data using qualitative and quantitative methods.

## Key Performance Indicators

A set of indicators have been used to rate the programme under each of the following outcome indicators[1]:

| Process Efficiency | |
|---|---|
| **Indicators** | **Response** |
| **Designing the programme** | → The company recognised India's need for skilled, industry-ready engineers and designed the program accordingly.<br>→ The program design process was guided by two components: extensive process of stakeholder consultation and German Dual Education and Training structure<br>→ Eligible students are identified from government engineering colleges across the country, with a specific focus on areas outside of Tier 1 cities.<br>→ Applicants are evaluated based on merit and vulnerability/need. In addition, 50% of scholarships provided are reserved for girls. |
| **Outreach Process** | → 41.1% of the respondents reported that they were informed about SSP through senior students already availing the scholarship.<br>→ 33% were informed through their friends/ college mates and 25.9% were informed through their educational institution. |
| **Support provided** | → In interviews, multiple students reported the financial support component as being of significant help to them and their families as they did not have to worry about finding ways to finance their education and could focus on their education and careers.<br>→ According to survey data, most respondents either agree or strongly agree that the mechatronics training was efficient and well-structured, the training material was beneficial, the duration was sufficient and the trainers were adequate.<br>→ However, there was a gap between the disciplinary background and career interests of some students particularly those who did not have it as part of their regular course.<br>→ Siemens Scholarship Program efficiently facilitated and arranged internship opportunities for them<br>53.57% respondents strongly agreed \| 33.93% respondents agreed<br>→ 'The internship guide provided valuable guidance and support throughout the internship period'<br>43.75% strongly agreed \| 36.61% agreed to the above statement<br>→ Business and functional competencies training was efficiently structured and conducted<br>35.71% of the respondents strongly agreed \| 33.93% agreed<br>→ Interviews indicate that students were largely satisfied with the soft skills sessions, with these sessions helping to refine communication skills, learn time management and resume building and provide training on how best to present oneself in the workplace.<br>→ Majority of the respondents (56.3%) of the respondents stated that the soft skill development sessions had the greatest impact on their overall growth and development. |

[1]

| Interpretation | Inference |
|---|---|
| All objectives met; key indicators present & well-executed | Programme well designed, methodically executed, created good societal impact: **Extremely Satisfactory** |
| Few programme indicators partially present; needs improvement | Programme well designed; however, some indicators need improvement: **Satisfactory** |
| Programme indicators not met | Need to rework programme goal, objective and implementation model: **Not Satisfactory** |

## Programme Effectiveness

| Indicators | Response |
|---|---|
| **Improved access to education** | 57% of the students were first-generation learners, being the first from their families to go to college or be enrolled for graduation.<br>81.3% of the respondents reported that their college fees and expenses during their under-graduation education was entirely financed through SSP.<br>69.9% of the respondents reported that the scholarship provided them with the opportunity to pursue engineering through financial assistance. |
| **Improved employability** | 'The soft skill and English language sessions have been beneficial to their career.'<br>57.14% respondents strongly agreed \| 41.07% respondents agreed to the above statement<br>'The Business and Functional competencies sessions equipped me with the necessary knowledge to succeed in my current job'.<br>35.71% respondents strongly agreed \| 32.14% respondents agreed to the above statement<br>They are currently using their learnings from the internship experience in their career.<br>41.96% respondents strongly agreed \| 36.61% respondents agreed<br>'The internship opportunities and mentorship contributed to their overall career development and preparedness.'<br>41.07% respondents strongly agreed \| 43.75% respondents agreed to the above statement<br>55.9% of the respondents secured employment during their undergraduate education. |
| **Improved economic status** | 83% reported that they are currently employed in a full-time position.<br>95% of the currently working respondents were earning more than INR 2,00,000 per annum.<br>7.1% of the respondents currently earn more than INR 10,00,000 per annum.<br>The increase in income levels of the respondents had increased the annual expenditure on health from before the program to after the program.<br>The increase in income was reflected in the improved living condition of the respondents as reported during the survey. |

## Recommendations

| | |
|---|---|
| **Improved alignment with student streams and interests** | Aligning the internship with the students streams and interests could help improve the student's experience of the internship and employblity skills.<br>To enhance support provided to students from other streams, other training and certifications could be added alongside mechatronics. |
| **Knowledge dissemination and alliances to increase the scale of impact** | The SSP could serve as a model for how the benefits of the Dual education and training system could be integrated with technical education across the country. |

## Conclusion

SDG Alignment:

The scholarship program enabled 139 students from financially disadvantaged background to complete their undergraduate engineering degree. It was able to bring a sustainable change among the participants to prepare industry-ready engineering students. The improved economic status of the respondents could be attributed to the scholarship program given that many of the students would be paying off loans or would not have completed their under-graduation degree. Overall, the satisfaction of the program among the students was found to be very high.

# Impact Assessment of COVID-19 Response 2021

September 2023

Prepared by Samhita Social Ventures,
2nd Floor, Jagdamba House, Next to Anupam Cinema, Peru Baug, Goregaon East, Mumbai 400063

# EXECUTIVE SUMMARY

The present study was undertaken to assess the support Siemens provided to the hospitals in Navi Mumbai, Aurangabad in Maharashtra and Vadodara in Gujarat as a part of its support to the country for COVID-19 response. The objective of the study was to understand the utility and impact of the equipment provided to the hospitals on the population and the public health system.

| Sr. No | Hospital Name and Location | | Support Provided |
|---|---|---|---|
| 1 | Maasaheb Meenatai Thackeray Hospital, Nerul, Navi Mumbai, Maharashtra | → | RT-PCR lab |
| 2 | Government Medical College and Hospital, Aurangabad Maharashtra | → | Equipment at the RT-PCR lab |
| 3 | Sir Sayajirao General Hospital, Vadodara, Gujarat | → | Ventilators in the paediatrics unit |

## Need for the support

The COVID-19 situation in India had revealed deep-seated challenges within its public healthcare system. Most COVID-19 patients in India cannot afford private healthcare and are dependent on the public system. While India's per capita expenditure on health increased from Rs 621 (US$8.31) in 2009–10 to Rs 1112 (US$14.88) today, this is still only 1.02% of GDP — well below the global average. Inadequate infrastructure, including a dire shortage of hospital beds, ICU facilities, and ventilators, has significantly hampered the treatment of severe cases. In wake of this crisis, where experts feared an acute shortage of ventilators and other equipment, many Indian corporates extended support to enable and upgrade the existing public health infrastructure[1].

## Methodology

Samhita Social Ventures was commissioned by Siemens to conduct an impact assessment of the support provided to various government hospitals with the intention of assessing the outcomes of the programme on the public health system. This study was conducted from July 2023 to September 2023

Figure 1:
Methodology followed

- Qualitative Study with in-depth secondary review of literature
- Purposive Sampling with stakeholders and field visits in Nerul, Aurangabad and Vadodara
- In-depth interviews with hospital staff, ab technicians and observation in the hospital
- Transcription and Data Analysis
- Report Writing

1 Pandey, T. (2020). Coronavirus in India: Big corporates extend helping hand to meet demand for ventilators. India Today.

## STAKEHOLDERS AND RESEARCH TOOLS

| | | | |
|---|---|---|---|
| **KIIs** | Doctor, In-charge, Technicians- Navi Mumbai (4) | Doctor, Paediatric Unit Doctor CMO and families- Vadodara (5) | Chief Doctor Lab Scientist, Technician-Aurangabad (3) |
| **Observation** | RT-PCR Labs- Navi Mumbai and Aurangabad (2) | Ventilators, Vadodara (1) | |

Figure 2: Stakeholders and Research tools

## Key Indicators

A set of indicators were used to assess the efficiency and effectiveness of the support provided to the hospitals

### Process Efficiency:

| Indicators | Response |
|---|---|
| **Understanding the need of the hospital**<br>Siemens identified the need for children friendly ventilators and provided to the hospital in Vadodara | → The company recognised the need of the hospital, the guidelines set up by ICMR and built the RT-PCR lab and provided ventilators.<br>→ The ventilators during COVID-19 provided support to patients with breathing difficulties which was needed during the second wave of COVID-19. Vadodara hospital indicated that the ventilators provided were children friendly.<br>**"Siemens understood the requirement of the hospital, the guidelines set up by ICMR were followed and the lab was built in ten days. After the lab was set up, the hospital was conducting 5000 tests each day and the lab was functional 24*7." – Dr. Sangeeta, In-charge, RT-PCR lab, Navi Mumbai hospital.** |
| **Process followed in providing support** | → All the due processes, documentation and permissions were taken from the hospitals and sanction were made post the assessment of the need.<br>→ The RT-PCR labs were in alignment with the guidelines set up by ICMR. |
| **Quality of equipment** | → The equipments were identified in-consultation with the hospital team and assessing the existing infrastructure.<br>→ Technical team from Siemens and Siemens Healthineers had visited the hospitals to train the staff and support them in installation of the equipment.<br>→ Annual maintenance was provided for the equipment as a part of the agreement with the hospital.<br>**"We had the experience of the old lab, the kits and the re-agents that were made available to us from the government, required instruments that could use those. Siemens provided compatible equipment. Additionally, the team from Siemens visited many times and selected good quality products" – Dr. Sangeeta, In-charge, RT-PCR lab, Navi Mumbai hospital** |

Highly efficient process | Satisfactory process | Process that needs improvement

## Programme Effectiveness:

| Indicators | Response |
|---|---|
| **Increased in-take capacity of the hospital** | → The hospitals indicated that their in-take capacity and COVID-19 testing capacity increased to double.<br>→ Baroda hospital could accommodate up to eighteen children at the same time with the 5 new ventilators.<br>**"With the existing lab, we could do 2500 tests but with the new set-up, the equipment for extraction and testing, we could do 5000 tests daily." – Dr. Sangeeta, In-charge, RT-PCR lab, Navi Mumbai hospital** |
| **Improved support to community members** | → The availability and quality of products increased community's trust and improved satisfaction with the treatment<br>**"Everyone is supportive, the pipe and ventilator are controlling my child's severe spasms."- Parent, Vadodara hospital** |
| **Increased productivity of the hospital** | → The productivity increased to double in terms of reporting and testing for COVID-19.<br>→ The accuracy of the results supported in timely treatment of the patients. |
| **Future of the equipment** | → The RNA extraction machines used for COVID-19 testing are being used for diagnosis of other diseases such as swine flu and dengue.<br>→ The ventilators are being used for children with respiratory problems caused due to tetanus or pneumonia.<br>**"We are testing for dengue, chikungunya, zika virus, influenza virus, RSV and hepatitis since the machines used are same."- Ganesh Arun Korhale, Research scientist, RT-PCR lab, Aurangabad hospital** |

## Sustainable Development Goals (SDGs) Alignment

**03** GOOD HEALTH AND WELL-BEING

**17** PARTNERSHIPS FOR THE GOALS

The support provided by Siemens first and foremost contributes to SDG 3 by strengthening healthcare infrastructure, providing medical supplies and equipment and reducing the burden on public/ government health facilities. The efforts of Siemens align with SDG 17 that showcases the importance of public-private partnerships and highlighting the importance collaboration in fighting global challenges effectively.

## Conclusion

According to the Lancet COVID-19 Commission India Task Force recommendations, 2021[3] - medical preparedness had to be enhanced through increasing medical supplies to prepare for the future, set up oxygen-generating plants, increasing supply of RT-PCR kits and, expanding testing as well as expediate transparent reporting. This aligned with the support Siemens provided to strengthen the public health system in the country and improve health care capacity of government hospitals that support vulnerable population of the country.

[3]K, Krutika, et.al. (2021). India's COVID-19 crisis: a call for international action. Lancet.

# Statement of Disclosure of Remuneration

Pursuant to Section 197 of the Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

i. **Ratio of the remuneration of each Whole-time Director to the median remuneration of the employees of the Company for the financial year 2022-23, the percentage increase in remuneration of Chief Executive Officer, Chief Financial Officer and Company Secretary during the financial year 2022-23:**

| Sr. No. | Name of Director / Key Managerial Personnel | Designation | Ratio of remuneration of each Director to median remuneration of employees | Percentage increase in Remuneration |
|---|---|---|---|---|
| 1. | Mr. Sunil Mathur | Managing Director and Chief Executive Officer | 91:1 | 3.95 |
| 2. | Dr. Daniel Spindler | Executive Director and Chief Financial Officer | 33:1 | 9.00 |
| 3. | Mr. Ketan Thaker | Company Secretary | Not applicable | 11.30 |

**Notes:**

(a) The Independent Directors / Non-executive Directors of the Company are entitled for sitting fees and commission as per the statutory provisions and within the limit approved by the Members. Mr. Matthias Rebellius, Mr. Tim Holt and Dr. Juergen Wagner, Non-executive Directors of the Company have opted not to accept any sitting fees and commission. The details of remuneration of Non-executive Directors are provided in the Corporate Governance Report. The ratio of remuneration and percentage increase for remuneration of Non-executive Directors is therefore not considered for the above purpose.

(b) Percentage increase in managerial remuneration indicates annual target total compensation increase, as approved by the Nomination and Remuneration Committee of the Company during FY 2022-23.

ii. The percentage increase in the median remuneration of employees for FY 2022-23 was 7.00%.

iii. The Company had 8,888 permanent employees on the rolls of the Company as on 30th September 2023.

iv. Average percentage increase made in the salaries of employees other than the managerial personnel in FY 2022-23 was 9.00% whereas the increase in the managerial remuneration was 6.47%. The average increase every year is an outcome of Company's market competitiveness as against its peer group companies. In keeping with the Company's reward philosophy and benchmarking results, the increase during FY 2022-23 reflect the market practice.

v. It is hereby affirmed that the remuneration paid during FY 2022-23 is as per the Remuneration Policy of the Company.

On behalf of the Board of Directors
For **Siemens Limited**

**Deepak S. Parekh**
Chairman
DIN: 00009078

Mumbai
Tuesday, 28th November 2023

# Form No. AOC-2

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

**Form for disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Act including certain arm's length transactions under third proviso thereto:**

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

On behalf of the Board of Directors
For **Siemens Limited**

**Deepak S. Parekh**
Chairman
DIN: 00009078

Mumbai
Tuesday, 28th November 2023

# Particulars of Loans, Guarantees or Investments

Pursuant to Section 186(4) read with Section 134(3)(g) of the Act

(₹ in Million)

| Sr. No. | Nature of transaction (loans given / investments made / guarantees given / security provided) | Purpose for which loan / guarantees / security is proposed to be utilised by the recipient | As at 30.09.2023 | As at 30.09.2022 | Maximum outstanding during the year |
|---|---|---|---|---|---|
| 1 | **Loans and Advances:** | | | | |
| | Siemens Financial Services Private Limited | Working capital and general corporate purpose | 6,500 | 5,990 | 7,870 |
| | Siemens Factoring Private Limited | | 690 | 1,070 | 1,500 |
| 2 | **Investments:** | | | | |
| | Siemens Rail Automation Private Limited | Equity investment | 550 | 550 | Not Applicable |
| | C&S Electric Limited | | 21,637 | 21,637 | Not Applicable |
| | Sunsole Renewables Private Limited | | 14.10 | 14.10 | Not Applicable |

# FORM No. MR-3

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 30TH SEPTEMBER, 2023**

(Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

To,

The Members,

**Siemens Limited**
Birla Aurora, Level 21, Plot No. 1080,
Dr. Annie Besant Road, Worli,
Mumbai – 400030

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Siemens Limited (hereinafter called the Company). 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, to the extent the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 30th September 2023, generally 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 made available to us and maintained by the Company for the financial year ended 30th September 2023 according to the provisions of:

(i) The Companies Act, 2013 ("the Act") and the rules made thereunder;

(ii) The Securities Contract (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;

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

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

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

   (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 and amendments from time to time; (Not applicable to the Company during the audit period)

   (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company during the audit period)

   (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during the audit period)

   (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;

   (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 and amendments from time to time; (Not applicable to the Company during the audit period)

   (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period)

(vi) Other laws applicable specifically to the Company namely:

a) The Air (Prevention & Control of Pollution) Act, 1981.

b) The Batteries (Management and Handling) Rules, 2001.

c) The Environment (Protection) Act, 1986.

d) Explosives Act, 1884.

e) The Factories Act, 1948.

f) The Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016.

g) The Industries (Development and Regulation) Act, 1951

h) The Water (Prevention and Control of Pollution) Act, 1974.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.

(ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Pursuant to Rule 3 of The Companies (Accounts) Rules, 2014, the back-up of the books of account and other relevant books and papers in electronic mode on servers physically located in India on a daily basis was kept from 21st June 2023.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors 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.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda except in respect of meetings at shorter notice 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. In respect of meeting at short notice, fact of convening meeting at short notice was duly mentioned in notice convening Meeting.

Decisions at the Board Meetings were taken unanimously.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the following events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

- The Company completed the acquisition of Electric Vehicle division of Mass-Tech Controls Private Limited in accordance with the definitive agreements entered between the parties for a consideration of ₹ 380 million which is subject to adjustments mutually agreed between the parties to the transaction.

For **Parikh Parekh & Associates**
Company Secretaries

**P. N. Parikh**
Partner
FCS No: 327 CP No: 1228
UDIN: F000327E002530734
PR No.:723/2020

Mumbai
Date: 28th November 2023

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.

# FORM No. MR-3

**'Annexure A'**

To,

The Members,

**Siemens Limited**
Birla Aurora, Level 21, Plot No. 1080,
Dr. Annie Besant Road, Worli,
Mumbai – 400030

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record 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 process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process 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.
4. Wherever required, we have obtained the Management Representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. 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 **Parikh Parekh & Associates**
Company Secretaries

**P. N. Parikh**
Partner
FCS No: 327 CP No: 1228
UDIN: F000327E002530734
PR No.:723/2020

Mumbai
Date: 28th November 2023

# Business Responsibility and Sustainability Report (BRSR) Abstract

Today, it is no longer about managing negative footprints; it is about a company's handprint and increasingly expanding businesses' net-positive impact on the world. Siemens' technology and portfolio enable a positive impact on our planet and society at scale. That is why we have integrated our sustainability strategy into our business activities, technology roadmap, investment decisions, own operations and governance.

Amid a tumultuous year of record-shattering heatwaves, floods and growing geopolitical tensions, we continue to remain optimistic about the power of technology to solve sustainability challenges. By combining the real and the digital world, we empower our customers and partners to scale their sustainability impact faster along three impact areas: decarbonization & energy efficiency, resource efficiency & circularity, people centricity & societal impact.

We define our ESG ambitions within our DEGREE sustainability framework – a 360-degree approach reflecting our core sustainability values. We have clear ambitions in six fields of action – Decarbonization, Ethics, Governance, Resource efficiency, Equity, and Employability.

## Our DEGREE framework sets clear and measurable ambitions

**Decarbonization**
support the 1.5°C target
to fight global warming

**Ethics**
foster a culture of trust, adhere to ethical standards,
and handle data with care

**Governance**
apply state-of-the-art systems for effective
and responsible business conduct

**Resource efficiency**
achieve circularity
and dematerialization

**Equity**
foster diversity, inclusion, and community development
to create a sense of belonging

**Employability**
enable our people to stay resilient and relevant
in a permanently changing environment

SEBI has mandated the top 1,000 companies to disclose their ESG performance through the Business Responsibility and Sustainability Report (BRSR) from financial year 2023. The BRSR is based on the National Guidelines for Responsible Business Conduct (NGRBC). Our DEGREE framework complements the BRSR. There are overlaps between the two and have been brought out in the BRSR. The complete BRSR is available at https://new.siemens.com/in/en/company/investor-relations/annual-reports.html. Below is an abstract of the BRSR consisting of the purpose of each principle and select highlights.

## Principle 1: Businesses should conduct and govern themselves with integrity, in a manner that is Ethical, Transparent and Accountable

### Purpose of the principle

Under this principle, the company is expected to disclose its compliances to local laws and efforts to create awareness about the NGRBCs with all its stakeholders.

### Highlights of few indicators

- For Siemens, integrity and clean business are non-negotiable. The Business Conduct Guidelines (BCG) lay the foundation of compliance management at Siemens. All employees and workers are committed to the BCG and are also required to undergo re-training on the BCG once every three years.
- To encourage responsible business conduct in the supply chain, the company ensures that all its suppliers adhere to the Siemens Group Code of Conduct for Suppliers and Third Party Intermediaries (Suppliers CoC). Commitment to the Suppliers CoC is a pre-requisite for onboarding of any supplier.

## Principle 2: Businesses should provide goods and services in a manner that is sustainable and safe

### Purpose of the principle

The principle requires the business to focus on safety and resource-efficiency in design and manufacture of its products and use its products in a manner that creates value while minimizing and mitigating its adverse impacts on the environment and society through all stages of its life cycle, from design to final disposal.

### Highlights of few indicators

Siemens is conscious of its responsibility in providing goods and services that is safe and sustainable. With DEGREE, the company aims to extend the 'robust eco-design' concept to all relevant product families by 2030, thereby minimizing and mitigating adverse impacts on the environment and society through all stages of the product life cycle, from design to final disposal.

## Principle 3: Businesses should respect and promote the well-being of all employees, including those in their value chains

### Purpose of the principle

The principle requires the business to adopt policies and practices related to equity, dignity and well-being of all employees engaged within a business or in its value chain, without any discrimination and in a way that promotes diversity. The principle recognizes that the wellbeing of an employee also includes the well-being of her/his family.

### Highlights of few indicators

- The company ensures that the wellbeing measures are available to both 'permanent' and 'other than permanent' workforce
- The company has the necessary infrastructure in place to make the workplaces accessible to differently abled employees and visitors
- The company recognizes that to remain relevant in the workplace of tomorrow, it is important to upskill today. Siemens' learning portal enables 24 x 7 access to a plethora of technical and soft-skills trainings for all its employees.

## Principle 4: Businesses should respect the interests of and be responsive to all its stakeholders

### Purpose of the principle

The principle requires the business to recognize that it operates in an ecosystem comprising number of stakeholders. It further requires that the business acknowledges its responsibility to maximize the positive impacts and to minimize and mitigate the adverse impact of its business operation on the stakeholders.

### Highlights of few indicators

- The company has identified its key stakeholders and engages with them on a regular basis through various channels of communication
- The Board of Directors / Committee takes feedback of the engagement by various functions and provide directions for improving processes / practices wherever applicable
- The CSR initiatives of the company focusses on improving the quality of life of the vulnerable / marginalized stakeholder on 3 thematic areas: Social, Education and Environment

## Principle 5 : Businesses should respect and promote human rights

### Purpose of the principle

The principle requires business to recognize that human rights are rights inherent to all human beings, and that everyone, individually or collectively, is entitled to these rights, without discrimination. The principle affirms that the responsibility of business to respect human rights requires that it avoids causing or contributing to adverse human rights impacts, and that it addresses such impacts when they occur.

**Highlights of few indicators**

Siemens is committed to safeguarding and respecting human rights in every stage of the value chain. The goal is to identify any human rights violations occurring anywhere in the value chain as early as possible and to mitigate identified risks responsibly. As part of its human rights due diligence, it has policies and practices to avoid, detect and mitigate human rights risks occurring in:

- **Supply chain**: External Sustainability Audits (ESA) and Corporate Responsibility Self Assessments (CRSA) ensures that most key suppliers are assessed and corrective actions, if any, are executed in a specified time-period. In financial year 2023, 88% of the suppliers underwent the CRSA.
- **Own operations**: The BCG commits to respecting human rights. Siemens operates in close alignment with the United Nations' Guiding Principles for Business and Human rights. Employees are encouraged to provide regular feedback via the Siemens Global Engagement Survey (SGES). The grievance redressal mechanism for workforce ensures that complaints are redressed in a safe and non-retaliatory environment.
- **Human rights in the case of business decisions**: The ESG Risk Due Diligence Tool help identify, assess and mitigate possible environmental and social risks, and the associated human rights and reputational risks, earlier in the case of business decisions with the customers. In financial year 2023, 60% of customers were assessed as a part of ESG due diligence.

## Principle 6 : Businesses should respect and make efforts to protect and restore the environment

### Purpose of the principle

The principle requires the business to recognizes that environmental responsibility is a prerequisite for sustainable economic growth and for the well-being of society. The principle encourages businesses to adopt environmental practices and processes that minimize or eliminate the adverse impacts of its operations and across the value chain.

### Highlights of few indicators

The company is committed to decarbonization and resource efficiency in own operations and in the value chain. The company also invests generously in R&D to offer more energy efficient and less $CO_2$ intensive solutions to its customers.

Some key figures on environment of financial year 2023 are as follows:

- Scope 1 – 8,203 | Scope 2 – 18,776 | Scope 3 – 74,834,000 (in metric tonnes of $CO_2$ equivalents)
- Total energy consumption 169,296 GJ | Total water consumption 319,042 KL
- Total waste generated is 4,687 metric tons | Total waste to landfill is 602 metric tons
- Total renewable electricity consumed is 66,959 GJ

## Principle 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

### Purpose of the principle

The principle recognizes that the business operates within specified national and international legislative and policy framework. The principle recognizes the legitimacy of the businesses to engage with governments for influencing public policy that must advance public good.

### Highlights of few indicators

The company is conscious of the ecosystem in which it operates. Being a multinational enterprise, it has exposure to global best practices and international policy frameworks. The company has taken up membership of various prestigious chambers of commerce as well as local industry associations. The company participates in the dialogues of these associations and shares its insights and knowledge of international standards especially e-mobility, energy systems, digitalization, business ethics and sustainability.

## Principle 8: Businesses should promote inclusive growth and equitable development

### Purpose of the principle

The Principle recognizes the entrepreneurial ability of the businesses and encourages them to innovate and contribute to the overall development of the country with a specific focus on vulnerable communities. The Principle reiterates that business success, inclusive growth and equitable development are interdependent.

### Highlights of few indicators

- The company is conscious of its responsibility towards all its stakeholders especially vulnerable communities. The company is complying to the CSR norms under the Companies Act 2013 and have several initiatives that support to improve the living conditions of vulnerable communities. The company has spent INR 283.6 million in financial year 2023 on CSR activities.

- The company encourages local MSMEs by getting them to be part of its supply chain. Currently 31% of total procurement is from MSMEs.

## Principle 9: Businesses should engage with and provide value to their consumers in a responsible manner

### Purpose of the principle

This Principle is based on the fact that the basic aim of a business entity is to provide goods and services to its consumers that are safe and easy to use, safe to dispose and in a manner that creates value for both.

### Highlights of few indicators

- The company globally is conducting Life Cycle Assessments (LCAs) of all its product families by 2030. One of the outcome of the LCA is the Environment Product Declaration (EPD). While all the products of the company provides information on safe usage and safe disposal, other elements are being increasingly disclosed under the EPD. In financial year 2023, products with LCA and EPD contributed 16% to the company's turnover.
- The company extensively engages with the customers through its sales organization. The company, however, has several modes of communication for customers to provide their feedback or complaints such as toll free number, a contact form and email.
- Siemens Limited carried out consumer satisfaction survey based on Net Promoter Score (NPS) methodology. NPS is an internationally followed and recognized approach based on the commonly applied performance indicators. The NPS in financial year 2023 was 79.

# INDEPENDENT AUDITOR'S REPORT
# To the Members of Siemens Limited

**Report on the Audit of the Standalone Financial Statements**

**Opinion**

We have audited the standalone financial statements of Siemens Limited (the "Company") which comprise the standalone balance sheet as at 30 September 2023, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows 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 ("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 30 September 2023, and its profit and other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs 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 standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion 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 of the current period. 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.

**Key audit matter 1**

**See Note 33 and 43 to the standalone financial statements**

| Revenue recognition on Construction Contracts | How the matter was addressed in our audit |
|---|---|
| A significant portion of the Company's business is from construction contracts, where revenue is recognised under the percentage-of-completion method. This is based on the percentage of costs incurred to date compared to the total estimated contract costs.<br><br>We identified revenue recognition on construction contracts as a key audit matter, since: -<br><br>• There is an inherent risk and presumed risk of fraud around the existence and valuation of revenues recognised considering the customized and complex nature of these contracts and significant inputs of IT systems.<br><br>• Application of Ind AS 115 'Revenue from Contracts with customers' is complex and involves a number of significant judgements and estimates. These relate to identifying performance obligations, transaction price, estimating the balance cost-to-complete the contract and determining the percentage of completion of the relevant performance obligation. | Our procedures included the following: -<br><br>• Obtained an understanding of business processes, policies and controls specific to construction contracts.<br><br>• Performed testing of design, implementation and operating effectiveness specific to construction contracts, from its initiation through presentation in the standalone financial statements and tested the operating effectiveness of key controls over these processes.<br><br>• Evaluated the Company's estimates and assumptions. Our audit procedures covered, among others, test of the contracts including terms and conditions, termination rights, penalties for delay and breach of contract as well as liquidated damages.<br><br>• Evaluated revenues recognised for the selected projects, analysed billable revenues and cost of sales to be recognised in the Statement of Profit and Loss to the extent of progress towards completion. |

**Key audit matter 1 *(Continued)***

| Revenue recognition on Construction Contracts | How the matter was addressed in our audit |
|---|---|
| • These contracts may involve onerous obligations which require critical assessment of provision for foreseeable losses to be made by the Company. | • Performed inquiries with respect to the development of the budgeted project costs, deviations between planned and actual costs, the estimated costs to complete, and Company's assessments on probabilities related to contract risks.<br>• Performed a retrospective analysis of costs incurred with planned costs to identify significant variations and if these are considered in estimating the balance costs to complete the contracts.<br>• We involved our Information Technology (IT) specialists to assess the design and operating effectiveness and testing of:<br>i. IT environment in which the business systems operate, including access controls, program change controls, program development controls and IT operation controls over computation of revenue recognised.<br>ii. IT controls for accuracy and completeness of cost and revenue reports generated by the IT system.<br>iii. Access and application controls on allocation of resources and budgeting systems |

**Key audit matter 2**

**See Note 33 and 43 to the standalone financial statements**

| Revenue recognition on Sale of Products | How the matter was addressed in our audit |
|---|---|
| The Company recognises revenue from the sales of products when control over goods is transferred to the customer based on specific terms and conditions of sale contracts with respective customers.<br>We have identified recognition of revenue on sale of products as a key audit matter as –<br>• revenue is a key performance indicator; and<br>• there is a presumed fraud risk of revenue being overstated through manipulation of the timing of transfer of control due to pressures to achieve performance targets as well as meeting external expectations | Our procedures included the following:<br>• Assessed the appropriateness of the policies in respect of revenue recognition by comparing with applicable accounting standards.<br>• Performed testing of design, implementation and operating effectiveness of the Company's general Information Technology ('IT') controls over revenue recognition and key IT application controls by involving our IT specialists.<br>• Performed testing of design, implementation and operating effectiveness of the Company's key manual controls around revenue recognition.<br>• Performed substantive testing of recognition of revenue in the correct period by selecting statistical samples of revenue transactions recorded during and at the end of the financial year.<br>• Examined the underlying documents such as sales invoices/ contracts and dispatch/ shipping documents for the selected transactions.<br>• Assessed manual journals posted in revenue ledger to identify any unusual items. |

**Other Information**

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and 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 the other information is materially inconsistent with the standalone 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.

**Management's and Board of Directors' Responsibilities for the Standalone Financial Statements**

The Company's Management and Board of Directors are 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 state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is 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 the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements 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 standalone 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

**Auditor's Responsibilities for the Audit of the Standalone Financial Statements *(Continued)***

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 of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Report on Other Legal and Regulatory Requirements**

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

2 A. As required by Section 143(3) of the Act, we report that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except that the back-up of the books of account and other relevant books and papers in electronic mode has not been kept on servers physically located in India on a daily basis during 1 October 2022 till 20 June 2023. Further, the Company has kept the backup of books of account and other relevant books and papers on servers physically located in India on a daily basis from 21 June 2023 onwards.

   c. The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.

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

   e. On the basis of the written representations received from the directors as on 30 September 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 30 September 2023 from being appointed as a director in terms of Section 164(2) of the Act.

   f. The remarks relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph (b) above.

   g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. 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, in our opinion and to the best of our information and according to the explanations given to us:

   a. The Company has disclosed the impact of pending litigations as at 30 September 2023 on its financial position in its standalone financial statements - Refer Note 40 to the standalone financial statements.

   b. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 42 and 51 to the standalone financial statements.

   c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company..

**Report on Other Legal and Regulatory Requirements *(Continued)***

d (i) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 61 (iv) 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 person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall 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.

(ii) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 61 (v) to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the 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 (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. 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.

As stated in Note 23 to the standalone financial statements, the Board of Directors of the Company has 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.

f. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only with effect from 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

**For B S R & Co. LLP**
*Chartered Accountants*
Firm's Registration No: 101248W/W-100022

**Farhad Bamji**
*Partner*
Membership No: 105234
ICAI UDIN: 23105234BGXEBS2102

Place: Mumbai
Date: 28 November 2023

# Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of Siemens Limited for the year ended 30 September 2023

**(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company, except for the following which are not held in the name of the Company:

| Description of property | Gross carrying value (₹ in millions) | Held in the name of | Whether promoter, director or their relative or employee | Period held- indicate range, where appropriate | Reason for not being held in the name of the Company. Also indicate if in dispute |
|---|---|---|---|---|---|
| Lease hold land | 5 | iMetrex Technologies Ltd. | No | 2012 | Title deed is in dispute and matter is now pending with State Industries Promotion Corporation of Tamil Nadu Ltd. |

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or 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, except goods-in-transit and stocks lying with third parties, has been physically verified by the management during the year. For stocks lying with third parties at the year-end, written confirmations have been obtained and for goods-in-transit subsequent evidence of receipts has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has granted loans to companies and other parties in respect of which the requisite information is as below. The Company has not made any investments in companies, firms, limited liability partnerships or any other parties during the year. The Company has not granted any loans, secured or unsecured, to firms and limited liability partnerships during the year. According to the information and

# Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of Siemens Limited for the year ended 30 September 2023 *(Continued)*

explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided guarantee or security or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year.

(a) Based on the audit procedures carried on by us and as per the information and explanations given to us the Company has provided loans to companies and other parties as below:

**(₹ in millions)**

| Particulars | Guarantees | Security | Loans | Advances in nature of loans |
|---|---|---|---|---|
| Aggregate amount during the year | | | | |
| Subsidiaries* | - | - | - | - |
| Joint ventures* | - | - | - | - |
| Associates* | - | - | - | - |
| Others | - | - | 5,504 | - |
| Balance outstanding as at balance sheet date | | | | |
| Subsidiaries* | - | - | - | - |
| Joint ventures* | - | - | - | - |
| Associates* | - | - | - | - |
| Others | - | - | 7,200 | - |

*As per the Companies Act, 2013

(b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the terms and conditions of the loans granted during the year are, prima facie, not prejudicial to the interest of the Company.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been extended or fresh loans granted to settle the overdues of existing loans given to same parties. Further, the Company has renewed existing loans given to Siemens Financial Services Pvt. Ltd. and Siemens Factoring Pvt. Ltd. amounting to ₹ 1,360 million and ₹ 610 million respectively, on the due date.

(f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

(iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, in respect of investments made and loans, guarantees and security given by the Company, in our opinion the provisions of Section 185 and 186 of the Companies Act, 2013 ("the Act") have been complied with.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

(vi) We have broadly reviewed the books of accounts

maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act in respect of its manufactured goods and services provided by it and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records with a view to determine whether these are accurate or complete.

(vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have been regularly deposited by the Company with the appropriate authorities.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 30 September 2023 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues which have not been deposited on account of any dispute are as follows:

**(₹ in millions)**

| Name of the statute | Nature of the dues | Amount | Period to which the amount relates | Forum where dispute is pending |
|---|---|---|---|---|
| Income Tax Act,1961 | Income Tax | 189 | 2005-06, 2008-09, 2010-11, and 2012-13 | CIT (Appeal) |
| | | 2,149 | 2011-19 | Tribunal |
| Customs Act, 1962 | Duty | 315 | 1998-99 and 2008-09 | High Court |
| | | 27 | 2014-15 and 2022-23 | CESTAT |
| State & Central Sales Tax Acts | Tax, Interest & Penalty | 600 | 1987-90, 1995-2001, 2003-18 and 2019-20 | Assistant/Addl' Commissioner |
| | | 744 | 1992-93, 1997-98 and 1999-2020 | Dy'Comm/Comm/Joint'/ Spl'Comm |
| | | 81 | 1973-78, 1991-92 and 1997-2018 | Tribunal |
| | | 1,256 | 1984-85, 1989-91, 2000-06, 2009-13 and 2016-17 | High Court |
| Central Excise Act 1944 & Service Act | Duty & Penalty | 771 | 1988-2000, 2003-13 and 2016-17 | Tribunal |
| | | 13 | 2014-15 to 2016-17 | Asst.Comm/Dy Comm/ Comm/Comm(Appeal) |
| Goods and Services Tax Act, 2017 | Tax, Interest & Penalty | 28 | 2017-23 | Dy'Comm/Comm/Joint'/ Spl'Comm |
| | | 6 | 2017-18 | Asst.Comm/Dy Comm/ Comm/Comm(Appeal) |
| | | 2,471 | 2017-19 | High Court |
| Employees Pension Scheme, 1995 | Damages & Interest | 158 | 1996-2003 | EPFO |

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the

# Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of Siemens Limited for the year ended 30 September 2023 *(Continued)*

Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associate as defined under the Act.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies (as defined under the Act).

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

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

(xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

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

(c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

(xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

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

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

(c) The Company is not a Core Investment Company

(CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

(xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone 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 the 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) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

**For B S R & Co. LLP**
*Chartered Accountants*
Firm's Registration No: 101248W/W-100022

**Farhad Bamji**
*Partner*
Membership No: 105234
ICAI UDIN: 23105234BGXEBS2102

Place: Mumbai
Date: 28 November 2023

# Annexure B to the Independent Auditor's Report on the standalone financial statements of Siemens Limited for the year ended 30 September 2023

**Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act**

**(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

**Opinion**

We have audited the internal financial controls with reference to financial statements of Siemens Limited ("the Company") as of 30 September 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 30 September 2023, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

**Management's and Board of Directors' Responsibilities for Internal Financial Controls**

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. 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 Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to 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 standalone 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 financial statements.

**Meaning of Internal Financial Controls with Reference to Financial Statements**

A Company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts

**Meaning of Internal Financial Controls with Reference to Financial Statements *(Continued)***

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 standalone financial statements.

**Inherent Limitations of Internal Financial Controls with Reference to Financial Statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**For B S R & Co. LLP**
*Chartered Accountants*
Firm's Registration No: 101248W/W-100022

**Farhad Bamji**
*Partner*
Membership No: 105234
ICAI UDIN: 23105234BGXEBS2102

Place: Mumbai
Date: 28 November 2023

# Balance Sheet
# as at 30 September 2023
# (Currency: Indian rupees millions)

| | Notes | Sept 2023 | Sept 2022 |
|---|---|---|---|
| **ASSETS** | | | |
| **Non-current assets** | | | |
| Property, plant and equipment | 3 | **7,942** | 8,118 |
| Capital work-in-progress | 4 | **476** | 493 |
| Right-of-Use assets | 44 | **1,277** | 1,361 |
| Investment property | 5 | **654** | 753 |
| Goodwill | 55 | **332** | - |
| Other intangible assets | 6 | **10** | 7 |
| Financial assets | | | |
| - Investments | 7 | **22,201** | 22,201 |
| - Trade receivables | 8 | **941** | 1,243 |
| - Loans | 9 | **2,071** | 3,832 |
| - Other financial assets | 10 | **506** | 606 |
| Deferred tax assets (net) | 11 | **2,826** | 2,392 |
| Income tax assets (net) | 11(f) | **7,635** | 6,830 |
| Other non-current assets | 12 | **2,624** | 2,845 |
| | | **49,495** | 50,681 |
| **Current assets** | | | |
| Inventories | 13 | **22,611** | 19,238 |
| Financial assets | | | |
| - Trade receivables | 14 | **43,845** | 35,462 |
| - Cash and cash equivalents | 15 | **9,826** | 9,024 |
| - Bank balances other than cash and cash equivalents | 16 | **62,353** | 53,739 |
| - Loans | 17 | **5,213** | 3,280 |
| - Other financial assets | 18 | **2,115** | 2,628 |
| Contract assets | 19 | **17,036** | 17,193 |
| Other current assets | 20 | **2,172** | 3,688 |
| | | **165,171** | 144,252 |
| Assets classified as held for sale | 59 | **371** | 192 |
| **TOTAL** | | **215,037** | 195,125 |

| | Notes | Sept 2023 | Sept 2022 |
|---|---|---|---|
| **EQUITY AND LIABILITIES** | | | |
| **Equity** | | | |
| Equity share capital | 21 | **712** | 712 |
| Other equity | 22 | **129,533** | 115,247 |
| | | **130,245** | 115,959 |
| **Liabilities** | | | |
| **Non-current liabilities** | | | |
| Financial liabilities | | | |
| - Lease Liabilities | 44 | **868** | 856 |
| - Trade payables | | | |
| Total outstanding dues of creditors other than micro and small enterprises | 24 | **12** | 27 |
| - Other financial liabilities | 25 | **887** | 694 |
| Long term provisions | 26 | **3,981** | 2,918 |
| | | **5,748** | 4,495 |
| **Current liabilities** | | | |
| Financial liabilities | | | |
| - Lease Liabilities | 44 | **656** | 740 |
| - Trade payables | | | |
| Total outstanding dues of micro and small enterprises | 49 | **2,837** | 2,680 |
| Total outstanding dues of creditors other than micro and small enterprises | 27 | **37,471** | 36,050 |
| - Other financial liabilities | 28 | **5,528** | 7,482 |
| Contract liabilities | 29 | **17,925** | 15,969 |
| Other current liabilities | 30 | **1,582** | 1,139 |
| Short term provisions | 31 | **11,164** | 9,287 |
| Current tax liabilities (net) | 32 | **1,000** | 1,324 |
| | | **78,163** | 74,671 |
| Liabilities classified as held for sale | | **881** | - |
| **TOTAL** | 59 | **215,037** | 195,125 |
| **Significant accounting policies** | 1 & 2 | | |

**The accompanying notes are an integral part of the standalone financial statements.**

As per our report of even date

**For B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No: 101248W/W-100022

**Farhad Bamji**
*Partner*
*Membership No: 105234*

Mumbai
Date: 28 November 2023

**For and on behalf of the Board of Directors of Siemens Limited**

**Deepak S.Parekh**
*Chairman*
DIN: 00009078

**Sunil Mathur**
*Managing Director and Chief Executive Officer*
DIN: 02261944

**Daniel Spindler**
*Executive Director and Chief Financial Officer*
DIN: 08533833

**Shyamak R. Tata**
*Director and Chairman of Audit Committee*
DIN: 07297729

**Ketan Thaker**
*Company Secretary*
ACS No:16250

Mumbai
Date: 28 November 2023

# Statement of Profit and Loss for the year ended 30 September 2023 (Currency: Indian rupees millions)

| | Notes | Sept 2023 | Sept 2022 |
|---|---|---|---|
| **Income** | | | |
| Revenue from operations | 33 | **179,651** | 148,315 |
| Other income | 34 | **5,487** | 3,161 |
| **Total income** | | **185,138** | 151,476 |
| **Expenses** | | | |
| Cost of materials consumed | | **34,517** | 28,675 |
| Purchases of Stock-in-Trade | | **55,673** | 44,965 |
| Decrease/(increase) in inventories of finished goods, work-in-progress and traded goods | | **(2,964)** | (1,722) |
| Project bought outs and other direct costs | 35 | **36,271** | 28,683 |
| Employee benefits expense | 36 & 47 | **18,531** | 16,582 |
| Finance costs | 37 | **203** | 333 |
| Depreciation and amortisation expense | 3, 4, 5, 6, 44 & 56 | **2,235** | 2,096 |
| Other expenses | 38 & 56 | **15,221** | 15,062 |
| **Total expenses** | | **159,687** | 134,674 |
| **Profit before tax** | | **25,451** | 16,802 |
| **Tax expense** | | | |
| Current tax | 11 | **(6,683)** | (4,610) |
| Deferred tax credit/(expense) | 11 | **345** | 305 |
| **Total tax expense** | | **(6,338)** | (4,305) |
| **Profit after tax for the year from continuing operations** | | **19,113** | 12,497 |
| ***Discontinued operations*** | 56 | | |
| Profit before tax from discontinued operations | | **-** | 141 |
| Gain from sale of discontinued operations | | **-** | 3,559 |
| Tax credit/(expense) on discontinued operations | | **-** | (889) |
| **Profit after tax from discontinued operations** | | **-** | 2,811 |
| **Profit for the year** | | **19,113** | 15,308 |

| | Notes | Sept 2023 | Sept 2022 |
|---|---|---|---|
| **Other comprehensive income/(loss)** | | | |
| ***Items that will not be reclassified to profit or (loss)*** | | | |
| Re-measurement gains/(losses) on defined benefit plans | | **(1,494)** | (30) |
| Income tax effect | | **376** | 8 |
| ***Items that will be reclassified to profit or (loss)*** | | | |
| Fair value changes on derivative designated as cash flow hedge reserve, net | | **(198)** | 109 |
| Income tax effect | | **50** | (28) |
| **Total other comprehensive income/(loss) for the year, (net of tax)** | | **(1,266)** | 59 |
| **Total comprehensive income for the year (Comprising profit and other comprehensive income/(loss) for the year)** | | **17,847** | 15,367 |
| **Basic and diluted earnings per share (in ₹)** | | | |
| (Equity shares of face value of ₹ 2 each) | | | |
| (i) Earnings per share from continuing operations | 48 | **53.67** | 35.09 |
| (ii) Earnings per share from discontinued operations | 48 | **-** | 7.89 |
| (iii) Earnings per share from total operations | 48 | **53.67** | 42.98 |
| **Significant accounting policies** | 1 & 2 | | |

**The accompanying notes are an integral part of the standalone financial statements.**

As per our report of even date
**For B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No: 101248W/W-100022

**Farhad Bamji**
*Partner*
*Membership No: 105234*

Mumbai
Date: 28 November 2023

**For and on behalf of the Board of Directors of Siemens Limited**

**Deepak S.Parekh**
*Chairman*
DIN: 00009078

**Sunil Mathur**
*Managing Director and Chief Executive Officer*
DIN: 02261944

**Daniel Spindler**
*Executive Director and Chief Financial Officer*
DIN: 08533833

**Shyamak R. Tata**
*Director and Chairman of Audit Committee*
DIN: 07297729

**Ketan Thaker**
*Company Secretary*
ACS No:16250

Mumbai
Date: 28 November 2023

# Cash Flow Statement
# for the year ended 30 September 2023
# (Currency: Indian rupees millions)

| | Notes | Sept 2023 | Sept 2022 |
|---|---|---|---|
| ***Cash flow from operating activities*** | | | |
| **Profit before tax from continuing operations** | | **25,451** | 16,802 |
| **Profit before tax from discontinued operations** | | **-** | 3,700 |
| **Adjustments for:** | | | |
| Finance costs | 37 & 56 | **203** | 333 |
| Bad debts | 38 & 56 | **106** | 53 |
| Provision for doubtful debts / advances, net | 38 | **368** | 573 |
| Depreciation and amortisation expense | 3, 4, 5, 6, 44 & 56 | **2,235** | 2,096 |
| (Profit) / loss on sale of assets, net | 34 | **(275)** | (232) |
| Profit on sale of Large Drives Applications (LDA) business | 56 | **-** | (3,559) |
| Liabilities written back | 33 | **(124)** | (50) |
| Holdback purchase consideration for investment in subsidiary written back (C&S Electric Ltd.) | | **(141)** | - |
| Unrealised exchange loss / (gain), net | | **909** | 11 |
| Interest income | 34 | **(4,254)** | (2,316) |
| Dividend received from subsidiaries | 34 | **(782)** | (264) |
| **Operating profit before working capital changes** | | **23,696** | 17,147 |
| **Working capital adjustments** | | | |
| (Increase) / decrease in inventories | | **(3,319)** | (3,803) |
| (Increase) / decrease in trade and other receivables | | **(6,552)** | (7,848) |
| Increase / (decrease) in trade payables and other liabilities | | **4,000** | 8,913 |
| Increase / (decrease) in provisions | | **1,444** | (196) |
| **Net change in working capital** | | **(4,427)** | (2,934) |
| **Cash generated from operations** | | **19,269** | 14,213 |
| Direct taxes paid, net | | **(7,475)** | (4,929) |
| **Net cash generated from operating activities** | | **11,794** | 9,284 |
| ***Cash flow from investing activities*** | | | |
| Purchase of property, plant and equipments | | **(1,788)** | (1,256) |
| Proceeds from sale of property, plant and equipments and assets held for sale | | **469** | 247 |
| Proceeds from sale of LDA business | 56 | **-** | 4,400 |
| Advance received for assets classified as held for sale | | **881** | - |
| Investment in associate (Sunsole Renewables Pvt. Ltd.) | 57 | **-** | (14) |
| Acquisition of Electric Vehicle division of Mass-Tech Controls Pvt. Ltd. | 55 | **(374)** | - |
| Dividend received from subsidiaries | | **782** | 264 |
| Payment of holdback purchase consideration (C&S Electric Ltd.) | | **(1,785)** | - |
| Interest received | | **3,978** | 2,140 |
| Inter corporate deposits given | | **(5,490)** | (9,450) |
| Refund of inter corporate deposits given | | **5,360** | 10,470 |
| Deposits (with original maturity of more than 3 months) with banks matured / (placed) | | **(8,621)** | (6,627) |
| **Net cash generated from / (used) in investing activities** | | **(6,588)** | 174 |

| | Notes | Sept 2023 | Sept 2022 |
|---|---|---|---|
| ***Cash flow from financing activities*** | | | |
| Interest paid | | **(43)** | (239) |
| Payment of principal of lease liabilities | | **(672)** | (599) |
| Payment of interest of lease liabilities | | **(126)** | (115) |
| Dividend paid (including tax thereon) | | **(3,561)** | (2,849) |
| Repayment from short-term borrowings | | **-** | (25) |
| **Net cash used in financing activities** | | **(4,402)** | (3,827) |
| | | | |
| **Net increase / (decrease) in cash and cash equivalents** | | **804** | 5,631 |
| Cash and cash equivalents at beginning of the year | | **9,024** | 3,372 |
| Effect of exchange gain / (loss) on cash and cash equivalents | | **(2)** | 21 |
| **Cash and cash equivalents at the end of the year** | 15 | **9,826** | 9,024 |
| | | | |
| **Cash and cash equivalents at the end of the year includes:** | | | |
| Balances with banks | | **9,571** | 9,004 |
| Cheques / drafts on hand | | **254** | 19 |
| Cash on hand | | **1** | 1 |
| | | **9,826** | 9,024 |

**Changes in liabilities arising from financing activities:**

The changes in liabilities arising from financing activities is on account of cash flow changes only and there are no non-cash changes.

The above Cash flow statement has been prepared under the "Indirect Method" as set out in Ind AS 7 - Statement of Cash Flows.

**Significant accounting policies** 1 & 2

**The accompanying notes are an integral part of the standalone financial statements.**

As per our report of even date

**For B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No: 101248W/W-100022

**Farhad Bamji**
*Partner*
*Membership No: 105234*

Mumbai
Date: 28 November 2023

**For and on behalf of the Board of Directors of Siemens Limited**

**Deepak S.Parekh**
*Chairman*
DIN: 00009078

**Sunil Mathur**
*Managing Director and Chief Executive Officer*
DIN: 02261944

**Daniel Spindler**
*Executive Director and Chief Financial Officer*
DIN: 08533833

**Shyamak R. Tata**
*Director and Chairman of Audit Committee*
DIN: 07297729

**Ketan Thaker**
*Company Secretary*
ACS No:16250

Mumbai
Date: 28 November 2023

# Statement of Changes in Equity as at 30 September 2023 (Currency: Indian rupees millions)

**A Equity share capital**

| Particulars | Balance at the beginning of the current reporting period | Changes due to prior period errors | Restated balance at the beginning of the current reporting period | Changes during the current year | Balance at the end of the current reporting period |
|---|---|---|---|---|---|
| **As at 30 September 2023** | **712** | **-** | **712** | **-** | **712** |
| As at 30 September 2022 | 712 | - | 712 | - | 712 |

**B Other equity**

**Current reporting period FY 2023**

| Particulars | Reserves & Surplus | | | | | | Other comprehensive income | Total | |
|---|---|---|---|---|---|---|---|---|---|
| | Capital reserve | Securities premium | Amalgamation reserve | Capital redemption reserve | General reserve | Retained earnings | Cash flow hedge reserve | | |
| **Balance as at 30 September 2022** | **538** | **1,567** | **56** | ***** | **31,503** | **81,489** | **81** | **115,247** | ** |
| Profit for the year | - | - | - | - | - | 19,113 | - | 19,113 | |
| Other comprehensive income (net of tax)# | - | - | - | - | - | (1,118) | (148) | (1,266) | |
| **Total comprehensive income for the year** | **-** | **-** | **-** | **-** | **-** | **17,995** | **(148)** | **17,847** | |
| Dividend paid | - | - | - | - | - | (3,561) | - | (3,561) | |
| **Balance as at 30 September 2023** | **538** | **1,567** | **56** | ***** | **31,503** | **95,923** | **(67)** | **129,533** | ** |

**Previous reporting period FY 2022**

| Particulars | Reserves & Surplus | | | | | | Other comprehensive income | Total | |
|---|---|---|---|---|---|---|---|---|---|
| | Capital reserve | Securities premium | Amalgamation reserve | Capital redemption reserve | General reserve | Retained earnings | Cash flow hedge reserve | | |
| **Balance as at 30 September 2021** | **538** | **1,567** | **56** | ***** | **31,503** | **69,052** | **(4)** | **102,725** | ** |
| Profit for the year | - | - | - | - | - | 15,308 | 4 | 15,312 | |
| Other comprehensive income (net of tax)# | - | - | - | - | - | (22) | 81 | 59 | |
| **Total comprehensive income for the year** | **-** | **-** | **-** | **-** | **-** | **15,286** | **85** | **15,371** | |
| Dividend paid | - | - | - | - | - | (2,849) | - | (2,849) | |
| **Balance as at 30 September 2022** | **538** | **1,567** | **56** | ***** | **31,503** | **81,489** | **81** | **115,247** | ** |

* denotes figures less than a million

** Transferred to exchange loss / (gains) in Statement of Profit & Loss

# The amount in Retained earnings includes Re-measurement gains /(losses) on defined benefit plans.

**Significant accounting policies** 1 & 2

**The accompanying notes are an integral part of the standalone financial statements.**

As per our report of even date
**For B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No: 101248W/W-100022

**Farhad Bamji**
*Partner*
*Membership No: 105234*

Mumbai
Date: 28 November 2023

**For and on behalf of the Board of Directors of Siemens Limited**

**Deepak S.Parekh**
*Chairman*
DIN: 00009078

**Sunil Mathur**
*Managing Director and Chief Executive Officer*
DIN: 02261944

**Daniel Spindler**
*Executive Director and Chief Financial Officer*
DIN: 08533833

**Shyamak R. Tata**
*Director and Chairman of Audit Committee*
DIN: 07297729

**Ketan Thaker**
*Company Secretary*
ACS No:16250

Mumbai
Date: 28 November 2023

# Notes to the Financial Statements for the year ended 30 September 2023 (Currency: Indian rupees millions)

***Corporate information***

Siemens Limited ("The Company") is a public company domiciled in India with its registered office at Birla Aurora, Level 21, Plot No. 1080 Dr. Annie Besant Road, Worli, Mumbai – 400030. The Company is listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).

The Company offers products, integrated solutions for industrial applications for manufacturing industries, drives for process industries, intelligent infrastructure and buildings, efficient and clean power generation from fossil fuels and oil & gas applications, transmission and distribution of electrical energy for passenger and freight transportation, including rail vehicles, rail automation and rail electrification systems.

***1. Significant accounting policies***

***1.1 Basis of preparation of financial statements***

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified pursuant to section 133 of the Companies Act 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Companies Act.

The financial statements have been prepared and presented under the historical cost convention, except for derivative instruments, defined benefit plans and certain other financial assets and liabilities which have been measured at fair value (refer accounting policy regarding financial instruments).

The accounting policies adopted in the preparation of financial statements are consistent for all the periods presented.

The financial statements are presented in INR, which is the functional currency and all values are rounded to the nearest million (₹ 1,000,000), except when otherwise indicated.

The financial statements were authorised for issue in accordance with a resolution of Board of directors on 28 November 2023.

***1.2 Current versus non-current classification***

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle. Based on the nature of business and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

***1.3 Property, plant and equipment***

Property, plant and equipment are stated at cost of acquisition less accumulated depreciation and impairment losses, if any. The cost includes taxes, duties, freight and other incidental expenses related to the acquisition and installation of the respective assets. Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future economic benefits from the existing assets beyond its previously assessed standard of performance.

Depreciation on property, plant and equipment is provided on a straight-line basis over the useful lives of assets estimated by the management, taking into account the nature of the asset on technical evaluation of the useful life, which may not necessarily be in alignment with the indicative useful lives prescribed by Schedule II to the Companies Act, 2013. The following useful lives are considered:

### *1.3 Property, plant and equipment (Continued)*

| Assets | Estimated useful lives |
|---|---|
| **Buildings** | |
| - Factory buildings | 30 years |
| - Other buildings | 50 years |
| - Roads | 10 years |
| - Leasehold improvements | Over the lease period |
| **Plant and equipment** | 3 – 20 years |
| **Furniture and fixtures** | 5 years |
| **Office equipments** | |
| - Computers | 3 years |
| - Hardware, mainframes and servers | 5 years |
| - Other office equipments | 3 - 5 years |
| **Vehicles** | 4 years |

If significant parts of property, plant and equipment have different useful lives, then they are accounted as separate items (major components) of property, plant and equipment.

Items of property, plant and equipment that have been retired from active use and are held for disposal are stated at the lower of their carrying value and estimated net realizable value and are disclosed separately in the financial statements. Any gain or loss on disposal of an item of property, plant and equipment is recognised in Statement of Profit and loss.

Capital work-in-progress includes the cost of property, plant and equipment that are not ready for intended use at the balance sheet date.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under "Other Non-Current Assets".

### *1.4 Intangible assets*

Intangible assets comprises of software and technical know-how. Intangible assets are stated at cost of acquisition less accumulated amortisation and impairment losses, if any. These intangible assets are amortised on a straight-line basis based on the following useful lives, which in management's estimate represents the period during which economic benefits will be derived from their use:

| Assets | Estimated useful lives |
|---|---|
| Software | 3 - 5 years |
| Technical know-how | 5 - 10 years |

### *1.5 Investment property*

Investments in land or buildings (including property under construction) which are held to earn rentals and/or for capital appreciation are classified as investment property. Investment properties are initially measured at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

The cost comprises purchase price and borrowing costs, if capitalisation criteria are met and directly attributable cost of bringing the investment property to its working condition for the intended use.

### 1.5 *Investment property (Continued)*

Depreciation on investment property is provided on a straight-line basis over the useful lives of assets estimated by the management. Such classes of investment properties and their estimated useful lives are as under:

| Assets | Estimated useful lives |
|---|---|
| **Land** | |
| - Freehold land | - |
| **Buildings** | 30 years |

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. On disposal of an investment property, the difference between its carrying amount and net disposal proceeds is recognised in the Statement of Profit and Loss.

### 1.6 *Revenue recognition*

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 Company expects to be entitled in exchange for those goods or services. Revenue is stated exclusive of Goods and services tax and net of trade and quantity discount.

Revenue from sale of products is recognised on transfer of control of products to the customers, which is usually on dispatch or delivery of goods.

When the outcome of a project contract can be estimated reliably, revenue from project contracts are recognised under the percentage-of-completion method, based on the percentage of costs incurred to date compared to the total estimated contract costs. An expected loss on the project contract is recognised as an expense immediately. Contract revenue earned in excess of billing has been reflected as "Contract assets" and billing in excess of contract revenue has been reflected under "Contract liabilities" in the balance sheet.

Revenue from services represents service income other than from services which are incidental to sale of products and projects. Revenue from services is recognised as per the terms of the contract with the customer using the proportionate completion method. Revenue from services rendered over a period of time, such as annual maintenance contracts, are recognised on straight line basis over the period of the performance obligation.

Commission income is recognised as and when the terms of the contract are fulfilled alongwith the proof of shipment is received from the supplier.

Export incentives receivable are accrued for, when the right to receive the credit is established and there is no significant uncertainty regarding the realisability of the incentive.

Rental income arising from operating leases is accounted 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.

### 1.7 *Inventories*

Inventories comprise all costs of purchase, conversion and other costs incurred in bringing the inventories to their present location and condition.

Raw materials, work-in-progress, finished goods and traded goods are carried at the lower of cost and net realisable value. Cost is determined on the basis of the weighted average method.

The net realisable value of work-in-progress and finished goods is determined with reference to the estimated selling price less estimated cost of completion and estimated costs necessary to make the sale of related finished goods. Raw materials held for the production of finished goods are not written down below cost except in case where material prices have declined and it is estimated that the cost of the finished product will exceed its net realisable value.

### 1.8 *Leases*

The Company's lease asset classes primarily consist of leases for Land and Buildings, vehicles and technical equipment's. The Company assesses whether a contract is (or contains) a lease, at inception of a contract. A contract is (or contains), a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

***1.8 Leases (Continued)***

(i) the contract involves the use of an identified asset

(ii) the Company has substantially all the economic benefits from use of the asset through the period of the lease and

(iii) the Company has the right to direct the use of the asset.

**Where the Company is the lessee:**

At the date of commencement of the lease, the Company recognises a Right-of-Use asset ("ROU") and a corresponding Lease Liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and leases of low value assets. For these short-term and leases of low value assets, the Company recognises the lease payments as an operating expense on a straight line basis over the term of the lease.

The ROU assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less Accumulated depreciation and impairment losses, if any. ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The Lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

Lease liability and ROU asset have been separately presented in the Balance Sheet and Lease payments have been classified as financing cash flows.

**Where the Company is the lessor**

Assets subject to operating leases are included in property, plant and equipment and investment property. Lease income is recognised in the Statement of Profit and Loss on a straight-line basis over the lease term. Costs, including depreciation are recognised as an expense in the Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the Statement of Profit and Loss.

***1.9 Employee benefits***

**(a) Short-term employee benefits**

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and short-term compensated absences, etc. and the expected cost of ex-gratia are recognised in the period in which the employee renders the related service.

**(b) Post-employment and other long-term benefits**

**(i)** ***Defined Contribution Plans:*** The Company's approved superannuation scheme and employee state insurance scheme are defined contribution plans. The Company's contribution payable under the schemes is recognised as expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

**(ii)** ***Defined Benefit Plans and other Long Term Benefits:*** The Company's gratuity, pension, medical benefit and and retirement gift schemes are defined benefit plans. Leave wages, retention bonus, silver jubilee and star awards are other long term benefits. The present value of the obligation under such defined benefit plans and other long term benefits are determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. In case of funded plans, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans to recognize the obligation on a net basis.

Provident fund has been considered as a defined benefit plan since any additional obligations on account of investment risk and interest rate risk are required to be met by the Company.

### *1.9 Employee benefits (Continued)*

**(ii) Defined Benefit Plans and other Long Term Benefits *(Continued)***

In case of defined benefit plans, remeasurement comprising of actuarial gains and losses, the return on plan assets (excluding amounts included in net interest on the net defined benefit liability or asset) and any change in the effect of asset ceiling (wherever applicable) is recognised in other comprehensive income (OCI) and is reflected in retained earnings and is not eligible to be reclassified to profit or loss. In case of other long term benefits, all remeasurements including actuarial gain or loss are charged to Statement of Profit and Loss.

The Company recognises following items in the net defined benefit obligation as an expense in Statement of Profit and Loss:

- Service cost including current service cost, past service cost and gains and losses on curtailments and settlements; and
- Net interest expense or income

Provision for leave wages, pension, medical benefit, retention bonus, silver jubilee and star awards which is expected to be utilized within the next 12 months is treated as short-term employee benefits and beyond 12 months as long term employee benefits. For the purpose of presentation, the allocation between short and long term provisions has been made as determined by an actuary.

The contribution to gratuity trust and provident fund trust is expected to be made within next 12 months. Accordingly, the provision for gratuity and provident fund is classified as current.

### *1.10 Share-based payments*

Share-based payment consists of share awards of the Ultimate Holding Company to the employees of the Company. These awards are predominantly designed as cash-settled transactions. The fair value of the amount payable is remeasured at the end of each reporting period upto the settlement date, with the changes in the fair value recognised as employee benefits expenses with a corresponding increase in liabilities.

### *1.11 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.

**Financial assets**

**Initial recognition and measurement**

On initial recognition, financial assets are recognised at fair value except trade receivables which are recognized at transaction price as they do not contain a significant financing component. In case of financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction costs are recognised in the statement of profit and loss. In other cases, the transaction costs are attributed to the acquisition value of the financial asset.

**Subsequent measurement**

For purposes of subsequent measurement, financial assets are classified in the below categories:

(a) Financial assets at amortised cost

(b) Financial assets including derivatives at fair value through profit or loss (FVTPL)

(c) Financial assets at fair value through other comprehensive income (FVTOCI)

(d) Equity instruments

**(a) Financial assets at amortised cost**

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business where the objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

***1.11 Financial instruments (Continued)***

**(a) Financial assets at amortised cost *(Continued)***

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 Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category generally applies to trade and other receivables, loans and other financial assets.

**(b) Financial Assets including derivatives at fair value through profit or loss (FVTPL)**

Financial assets are measured at fair value through profit and loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit and loss are immediately recognised in the Statement of Profit and Loss.

**(c) Financial Assets at fair value through other comprehensive income (FVTOCI)**

Derivative instruments included in FVTOCI category are measured initially as well as at each reporting date at fair value. Movement in fair value is recognised in OCI.

**(d) Equity instruments**

Equity investment in subsidiary and associate is measured at cost.

**Derecognition**

A financial asset is primarily derecognised when:

(a) the right to receive cash flows from the asset has expired, or

(b) the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a pass-through arrangement; and a) the Company has transferred substantially all the risks and rewards of the asset, or b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On derecognition of a financial asset in its entirety, the differences between the carrying amounts measured at the date of derecognition and the consideration received is recognised in the Statement of Profit and Loss.

**Impairment of financial assets**

The Company applies the expected credit loss (ECL) model for measurement and recognition of impairment losses on the following financial assets and credit risk exposure:

(a) Financial assets that are measured at amortised cost e.g. deposits

(b) Trade receivables, contract assets or any another financial asset that result from transactions that are within the scope of Ind AS 115.

The Company follows the simplified approach for recognition of impairment loss allowance on trade receivables (net of billing in excess) and contract assets. The application of the simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes 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 and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, twelve-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 twelve-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The twelve-month ECL is a portion of the lifetime ECL which results from default events that are possible within twelve months after the reporting date.

*1.11 Financial instruments (Continued)*

**Impairment of financial assets *(Continued)***

ECL is the difference between net of all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR.

When estimating the cash flows, an entity 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 entity 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.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on trade receivables (net of billing in excess) and Contract assets.

The Company does not have any purchased or originated credit-impaired financial assets, i.e., financial assets which are credit impaired on purchase/origination.

ECL impairment loss allowance (or reversal) recognised during the period is recognised in the Statement of Profit and Loss. This amount is reflected under the head 'Other expenses' in the Statement of Profit and Loss.

**Financial liabilities**

**Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss (FVTPL), payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

On initial recognition, financial liabilities are recognised at fair value. In case of financial liabilities which are recognised at fair value through profit and loss (FVTPL), its transaction costs are recognised in the statement of profit and loss. In other cases, the transaction costs are attributed to the acquisition or issue of the financial liabilities.

The Company's financial liabilities include trade and other payables and derivative financial instruments..

**Subsequent measurement**

Financial liabilities, including derivatives and embedded derivatives, which are designated for measurement at FVTPL are subsequently measured at fair value. All other financial liabilities such as deposits are measured at amortised cost using EIR method.

For trade and other payables maturing within one year from the Balance Sheet date, the carrying amount that approximates the fair value is used due to the short maturity of these instruments.

**Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. 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 derecognition 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.

### *1.12 Foreign currency transactions*

The Company is exposed to currency fluctuations on foreign currency transactions. Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of transactions.

Exchange differences arising on foreign exchange transactions settled during the year are recognised in the Statement of Profit and Loss of the year.

**Translation**

Monetary assets and liabilities in foreign currency, which are outstanding as at the year-end, are translated at the year-end at the closing exchange rate and the resultant exchange differences are recognised in the Statement of Profit and Loss. Non monetary items are stated in the balance sheet using the exchange rate at the date of the transaction / date when fair value was determined.

**Derivative instruments and hedge accounting**

The Company's exposure to foreign currency fluctuations relates to foreign currency assets, liabilities and forecasted cash flows. The Company limits the effects of foreign exchange rate fluctuations by following established risk management policies including the use of derivatives like forward contracts and options. The Company enters into forward exchange contracts and options, where the counterparty is a bank. The hedging strategy is used for mitigating the currency fluctuation risk and the Company does not use the forward exchange and options contracts for trading or speculative purpose.

The forward exchange and options contracts are re-measured at fair value at each reporting date with the resultant gains/ losses thereon being recorded in Statement of Profit and Loss, except that are designated as hedges.

Commodity risk is mitigated by entering into future contracts to hedge against fluctuation in commodity prices.

The Company designates some of the forward contracts in a cash flow hedging relationship by applying the hedge accounting principles.

These forward contracts are stated at fair value at each reporting date. Changes in the fair value of these forward contracts that are designated as hedges for future cash flows are recognised directly in OCI and reflected in the cash flow hedge reserve, net of applicable deferred income taxes. The ineffective portion is recognised immediately in the Statement of Profit and Loss.

Amounts accumulated in cash flow hedge reserve are reclassified to profit and loss in the period during which the forecasted transaction materialises.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. For forecasted transactions, any cumulative gain or loss on the hedging instrument recognised in cash flow hedge reserve is retained there until the forecasted transaction occurs.

If the forecasted transaction is no longer expected to occur, the net cumulative gain or loss recognised in cash flow hedge reserve is immediately transferred to the Statement of Profit and Loss for the period.

### *1.13 Fair value measurement*

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.

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:

- **Level 1** - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- **Level 2** - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- **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 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.

### *1.13 Fair value measurement (Continued)*

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.

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value includes discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result from general approximation of value and the same may differ from the actual realised value.

### *1.14 Taxation*

Income-tax expense comprises current tax (i.e. amount of tax for the year determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effect of temporary differences between accounting income and taxable income for the year) computed in accordance with the relevant provisions of the Income Tax Act, 1961. Current tax and deferred tax are recognised in the Statement of Profit and Loss, except when they relate to items that are recognised in OCI or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

The current tax payable is based on taxable profit for the year. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted, by the end of the reporting period. Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant taxpaying units intend to settle the asset and liability on a net basis.

Deferred tax is provided using the balance sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are generally recognised for all deductible temporary differences to the extent it is probable that taxable profits will be available against those deductible temporary differences and can be realised. Deferred tax assets are reviewed as at each balance sheet date and written down to the extent it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or 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.

### *1.15 Earnings per share*

Basic earnings per share are computed by dividing the net profit attributable to equity shareholders for the year, by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

### *1.16 Provisions and contingencies*

Provisions are recognised when the Company recognises it has a present obligation (legal or constructive) as a result of past events and 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. If the effect is material, provisions are recognised at present value by discounting the expected future cash flows at a pretax rate that reflects current market assessments of the time value of money. When a contract becomes onerous, the present obligation under the contract is recognised as a provision. These are reviewed at each balance sheet date and adjusted to reflect current best estimates.

Disclosures for contingent liability are made when there is a possible and present obligation that arises from past events which is not recognised since it is not probable that there will be an outflow of resources. When there is a possible and present obligation in respect of which the likelihood of outflow of resources is remote, no disclosure is made.

Loss contingencies arising from claims, litigation, assessment, fines, penalties, etc. are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated.

Provisions for warranty related cost are recognised when the product is sold or service is provided to the customer. Initial recognition is based on past experience.

Contingent assets are not recognised in the financial statements.

***1.17 Cash and Cash equivalents***

Cash and cash equivalents include cash, cheques in hand, cash at bank and deposits with banks having maturity of three months or less. Bank deposits with original maturity of up to three months are classified as 'Cash and cash equivalents' and with original maturity of more than three months are classified as 'Other bank balances'.

***1.18 Government grants and subsidies***

Grants and subsidies from the government are recognised when there is reasonable assurance that (i) the Company will comply with the conditions attached to them, and (ii) the grant/subsidy will be received.

When the grants or subsidies relate to revenue, they are recognised as income on a systematic basis in the Statement of Profit and Loss over the periods necessary to match them with the related costs for which they are intended to compensate. Where the grants or subsidies relate to an asset, the same are presented in the balance sheet by deducting the grant in arriving at the carrying amount of the asset.

***1.19 Non-current assets held for sale and discontinued operations***

Non-current assets or disposal groups comprising of assets and liabilities are classified as 'held for sale' when all the following criteria are met:

(a) decision has been made to sell,

(b) the assets are available for immediate sale in its present condition,

(c) the assets are being actively marketed and

(d) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date.

Subsequently, such non-current assets and disposal groups classified as 'held for sale' are measured at the lower of its carrying value and fair value less costs to sell.

Non-current assets held for sale are not depreciated or amortised.

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and represents a separate major line of business or geographical area of operations and is part of a single co-ordinated plan to dispose of such a line of business or area of operations.

The results of discontinued operations are presented separately in the Statement of Profit and Loss.

***1.20 Business Combinations and Goodwill***

Business combinations are accounted using acquisition method. The cost of an acquisition is measured at the fair value of the assets transferred, equity instruments issued and liabilities assumed at their acquisition date i.e. the date on which control is acquired. Contingent consideration to be transferred is recognised at fair value and included as part of cost of acquisition. Transaction related costs are expensed in the period in which the costs are incurred.

At the acquisition date, the identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured at their acquisition date fair values. However, certain assets and liabilities i.e. deferred tax assets or liabilities, assets or liabilities related to employee benefit arrangements, liabilities or equity instruments related to share-based payment arrangements, lease liabilities under Ind AS 116 and assets or disposal groups that are classified as held for sale, acquired or assumed in a business combination are measured as per the applicable Ind-AS.

The excess/deficit of the sum of the consideration transferred to the acquired entity over fair value of the net identifiable assets acquired is recognised as goodwill/capital reserve.

Where it is not possible to complete the determination of fair values by the end of the reporting period in which the combination occurs, a provisional assessment of fair values is made and any adjustments required to those provisional values, and the corresponding adjustments to goodwill, are finalised within 12 months of the acquisition date.

Measurement period adjustments are adjustments that arise from additional information during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date. The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as the measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at fair value at subsequent reporting dates with the corresponding gain or loss being recognized in profit or loss.

Goodwill is measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests, over the net identifiable assets acquired and liabilities assumed.

After initial recognition, goodwill is tested for impairment annually on 30 September and measured at cost less any accumulated impairment losses if any.

## 2. *Significant accounting judgments, estimates and assumptions*

The preparation of financial statements in conformity with Ind AS requires management to make estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively.

The key assumptions concerning the future and other key sources of estimating 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 has based its assumptions and estimates on parameters available when the 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.

### 2.1 *Project revenue and costs*

The percentage-of-completion (POC) method places considerable importance on accurate estimates to the extent of progress towards completion and may involve estimates on the scope of deliveries and services required for fulfilling the contractually defined obligations. These significant estimates include total contract costs, total contract revenues, contract risks, including technical, political and regulatory risks, and other judgments. The Company re-assesses these estimates on periodic basis and makes appropriate revisions accordingly.

### 2.2 *Taxes*

Significant management judgment 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.

### 2.3 *Property, plant and equipment and intangible assets*

The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of the Company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

### 2.4 *Leases*

The Company uses estimates and judgements in identification of leases, identification of non-lease component of lease, lease term assessment considering termination and renewal option and the discounting rate used.

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgement. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

### 2.5 *Impairment of non-financial assets*

The Company assesses at each balance sheet date whether there is any indication that an asset or a group of assets (cash generating unit) may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset or cash generating unit.

The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to the 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 net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. If such recoverable amount of the asset or the recoverable amount of the cash-generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Statement of Profit and Loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost, had no impairment been recognised.

***2.6 Employee benefits***

The Company's obligation for employee benefits is determined based on 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. Due to the complexities involved in the valuation and its long-term nature, these liabilities are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Refer note 47 for details of the key assumptions used in determining the accounting of these plans.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the Actuary considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables for India. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

***2.7 Impairment of financial assets***

The Company assesses impairment on financial assets based on Expected Credit Loss (ECL) model. The provision matrix is based on its historically observed default rates over the expected life of the financial assets and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in forward looking estimates are analysed.

***2.8 Provisions***

Significant estimates are involved in the determination of provisions related to liquidated damages, onerous contracts, warranty costs, asset retirement obligations, legal and regulatory proceedings (Legal Proceedings). The Company records a provision for onerous sales contracts when current estimates of total contract costs exceed expected contract revenue. The provision for warranty, liquidated damages and onerous contracts is based on the best estimate required to settle the present obligation at the end of reporting period.

Legal Proceedings often involve complex legal issues and are subject to substantial uncertainties. Accordingly, considerable judgment is part of determining whether it is probable that there is a present obligation as a result of a past event at the end of the reporting period, whether it is probable that such a Legal Proceeding will result in an outflow of resources and whether the amount of the obligation can be reliably estimated. Internal and external counsels are generally part of the determination process.

All the estimates are revised periodically.

***Standard issued that are not yet effective***

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31 March, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable to the Company for the financial year starting 1 October 2023 as below:

**(i) Ind AS 1 – Presentation of Financial Statements**

The amendments specify that companies are now required to disclose material accounting policies rather than their significant accounting policies. The Company does not expect the amendment to have any significant impact in its financial statements.

**(ii) Ind AS 8 – Accounting policies, Changes in Accounting Estimates and Errors**

The amendments specify that definition of "change in accounting estimates" is substituted with the definition of "accounting estimates". Accounting estimates are monetary amounts in financial statements that are subject to measurement uncertainty. The Company does not expect the amendment to have any significant impact in its financial statements.

**(iii) Ind AS 12 – Income Taxes**

The amendments specify that companies are now required to recognize deferred tax liability for all temporary differences arising from initial recognition of an asset or liability in a transaction that give rise to equal taxable and deductible temporary differences. The Company does not expect the amendment to have any significant impact in its financial statements.

# Notes to the Financial Statements as at 30 September 2023 (Currency: Indian rupees millions)

## 3 Property, plant and equipment

| | Freehold Land | Buildings (Refer note i & ii) | Plant and equipment (Refer note ii) | Furniture and fixtures (Refer note ii) | Office equipments (Refer note ii) | Vehicles | Total |
|---|---|---|---|---|---|---|---|
| **Gross carrying value** | | | | | | | |
| As at 1 October 2021 | 372 | 4,484 | 12,011 | 310 | 1,280 | 1 | **18,458** |
| Additions | - | 3 | 1,133 | 11 | 93 | - | **1,240** |
| Deductions / adjustments | - | (40) | (208) | (19) | (64) | - | **(331)** |
| Transferred due to sale of Large Drives Applications (LDA) business (refer note 56) | - | - | (165) | (1) | (2) | * | **(168)** |
| **As at 30 September 2022** | **372** | **4,447** | **12,772** | **301** | **1,307** | * | **19,199** |
| **Accumulated depreciation** | | | | | | | |
| As at 1 October 2021 | - | 1,203 | 7,690 | 259 | 836 | * | **9,988** |
| Charge for the year | - | 230 | 1,123 | 29 | 158 | * | **1,540** |
| Charge for the period - discontinued operations (refer note 56) | - | - | 21 | * | * | * | **21** |
| Deductions / adjustments | - | (39) | (198) | (18) | (61) | * | **(316)** |
| Transferred due to sale of Large Drives Applications (LDA) business (refer note 56) | - | - | (150) | (1) | (1) | * | **(152)** |
| **As at 30 September 2022** | **-** | **1,394** | **8,486** | **269** | **932** | * | **11,081** |
| **Net carrying value** | | | | | | | |
| **As at 30 September 2022** | **372** | **3,053** | **4,285** | **32** | **375** | * | **8,118** |

* denotes figures less than a million

# Notes to the Financial Statements as at 30 September 2023 (Currency: Indian rupees millions)

3 **Property, plant and equipment *(Continued)***

| | Freehold Land | Buildings (Refer note i & ii) | Plant and equipment (Refer note ii) | Furniture and fixtures (Refer note ii) | Office equipments (Refer note ii) | Vehicles | Total |
|---|---|---|---|---|---|---|---|
| **Gross carrying value** | | | | | | | |
| As at 1 October 2022 | 372 | 4,447 | 12,772 | 301 | 1,307 | * | **19,199** |
| Additions | - | 57 | 1,338 | 80 | 136 | - | **1,611** |
| Acquisition of business (refer note 55) | - | * | 5 | * | * | - | **5** |
| Deductions / adjustments | - | * | (531) | (9) | (152) | - | **(692)** |
| Transferred to investment property/ assets held for sale | - | (162) | (249) | (70) | (32) | - | **(513)** |
| **As at 30 September 2023** | **372** | **4,342** | **13,335** | **302** | **1,259** | * | **19,610** |
| **Accumulated depreciation** | | | | | | | |
| As at 1 October 2022 | - | 1,394 | 8,486 | 269 | 932 | * | **11,081** |
| Charge for the year | - | 228 | 1,102 | 29 | 167 | * | **1,526** |
| Deductions / adjustments | - | * | (529) | (9) | (150) | - | **(688)** |
| Transferred to investment property/ assets held for sale | - | (43) | (107) | (69) | (32) | - | **(251)** |
| **As at 30 September 2023** | **-** | **1,579** | **8,952** | **220** | **917** | * | **11,668** |
| **Net carrying value** | | | | | | | |
| **As at 30 September 2023** | **372** | **2,763** | **4,383** | **82** | **342** | * | **7,942** |

**Notes:**

i) Buildings includes gross block of ₹ 10 (2022: ₹ 10) representing 10 shares of ₹ 50 each and 10 shares of ₹ 100 each (2022: 10 shares of ₹ 50 each and 10 shares of ₹ 100 each) in various co-operative housing societies respectively.

ii) **Assets include assets given on operating lease**

| Particulars | Buildings | Plant and equipments | Furniture and fixtures | Office equipments |
|---|---|---|---|---|
| Gross carrying value as at 30 September 2022 | 227 | 208 | 1 | 60 |
| Written Down Value as at 30 September 2022 | 143 | 114 | * | 10 |
| Depreciation charge for the year | 17 | 21 | * | 8 |
| Gross carrying value as at 30 September 2023 | **147** | **70** | **20** | **6** |
| Written Down Value as at 30 September 2023 | **68** | **27** | **8** | **2** |
| Depreciation charge for the year | **15** | **8** | **2** | **1** |

* denotes figures less than a million

## 4 Capital work-in-progress

| Particulars | Amount |
|---|---|
| As at 1 October 2021 | 304 |
| Additions | 1,291 |
| Capitalisation | (1,208) |
| (Impairment) / reversal | 106 |
| **As at 30 September 2022** | **493** |
| As at 1 October 2022 | 493 |
| Additions | 1,557 |
| Capitalisation | (1,570) |
| (Impairment) / reversal | (4) |
| **As at 30 September 2023** | **476** |

**Capital work in progress (CWIP) Ageing Schedule**

| Particulars | Amount in CWIP for a period of | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| **As at 30 September 2023** | | | | | |
| Projects in progress | 470 | 6 | - | - | **476** |
| Projects temporarily suspended | - | - | - | - | - |
| **Total** | **470** | **6** | - | - | **476** |
| **As at 30 September 2022** | | | | | |
| Projects in progress | 462 | 22 | 9 | - | **493** |
| Projects temporarily suspended | - | - | - | - | - |
| **Total** | **462** | **22** | **9** | - | **493** |

There are ₹ Nil (2022: ₹ Nil) projects which are overdue or has exceeded its cost compared to its original plan.

## 5 Investment Property

| | Land and Buildings | Total |
|---|---|---|
| **Gross carrying value** | | |
| As at 1 October 2021 | 1,116 | **1,116** |
| Additions | - | - |
| Deductions / adjustments | (11) | **(11)** |
| Transferred to assets held for sale | (266) | **(266)** |
| **As at 30 September 2022** | **839** | **839** |
| **Accumulated depreciation** | | |
| As at 1 October 2021 | 144 | **144** |
| Charge for the year | 24 | **24** |
| Deductions / adjustments | (7) | **(7)** |
| Transferred to assets held for sale | (75) | **(75)** |
| **As at 30 September 2022** | **86** | **86** |
| **Net carrying value** | | |
| **As at 30 September 2022** | **753** | **753** |

## 5 Investment Property *(Continued)*

| | Land and Buildings | Total |
|---|---|---|
| **Gross carrying value** | | |
| As at 1 October 2022 | 839 | **839** |
| Additions | - | **-** |
| Transferred from Property, plant and equipment | 4 | **4** |
| Deductions / adjustments | - | **-** |
| Transferred to assets held for sale | (109) | **(109)** |
| **As at 30 September 2023** | **734** | **734** |
| **Accumulated depreciation** | | |
| As at 1 October 2022 | 86 | **86** |
| Charge for the year | 18 | **18** |
| Transferred from Property, plant and equipment | 3 | **3** |
| Deductions / adjustments | - | **-** |
| Transferred to assets held for sale | (27) | **(27)** |
| **As at 30 September 2023** | **80** | **80** |
| **Net carrying value** | | |
| **As at 30 September 2023** | **654** | **654** |

**Notes:**

**i) Information regarding income and expenditure on investment properties**

| | **Sept 2023** | Sept 2022 |
|---|---|---|
| Rental income derived from investment properties | **12** | 31 |
| Direct operating expenses (including repairs and maintenance) generating rental income | **(2)** | (20) |
| Profit/(loss) arising from investment properties before depreciation and indirect expenses | **10** | 11 |
| Less: Depreciation | **(8)** | (14) |
| **Profit /(loss) arising from investment properties before indirect expenses** | **2** | (3) |
| Operating expenses (including depreciation) arising from investment properties not generating rental income | **(21)** | (51) |

**ii) Fair value disclosure**

Description of valuation techniques used and key inputs to valuation on investment properties:

| **Particulars** | **Valuation technique** | **Fair Value** | |
|---|---|---|---|
| | | **Sept 2023** | Sept 2022 |
| Land and building | Stamp duty reckoner rate / Valuation Report | **2,004** | 2,818 |

The valuation of investment properties is in accordance with the Ready Reckoner rates prescribed for the purpose of levying stamp duty. The Company has referred to the publications and government website for Ready Reckoner rates. Further, the fair value of certain investment properties has been determined with the help of Independent valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017.

For fair value measurement hierarchy, refer note 53B.

## 6 Other Intangible assets

| | Intangible Assets | | |
|---|---|---|---|
| | Technical know-how | Software | Total |
| **Gross carrying value** | | | |
| As at 1 October 2021 | 43 | 30 | **73** |
| Additions | - | 4 | **4** |
| Deductions / adjustments | - | (8) | **(8)** |
| **As at 30 September 2022** | **43** | **26** | **69** |
| **Accumulated depreciation** | | | |
| As at 1 October 2021 | 43 | 26 | **69** |
| Charge for the year | - | 1 | **1** |
| Deductions / adjustments | - | (8) | **(8)** |
| **As at 30 September 2022** | **43** | **19** | **62** |
| **Net carrying vale** | | | |
| **As at 30 September 2022** | ***** | **7** | **7** |

| | Intangible Assets | | |
|---|---|---|---|
| | Technical know-how | Software | Total |
| **Gross carrying value** | | | |
| As at 1 October 2022 | 43 | 26 | **69** |
| Additions | - | 4 | **4** |
| Acquisition of business (refer note 55) | * | - | ***** |
| Deductions / adjustments | - | * | ***** |
| **As at 30 September 2023** | **43** | **30** | **73** |
| **Accumulated depreciation** | | | |
| As at 1 October 2022 | 43 | 19 | **62** |
| Charge for the year | * | 1 | **1** |
| Deductions / adjustments | - | * | ***** |
| **As at 30 September 2023** | **43** | **20** | **63** |
| **Net carrying value** | | | |
| **As at 30 September 2023** | ***** | **10** | **10** |

* denotes figures less than a million

# Notes to the Financial Statements *(Continued)* as at 30 September 2023 (Currency: Indian rupees millions)

| | | Sept 2023 | Sept 2022 |
|---|---|---|---|
| 7 | **Investments - Non - current** | | |
| | **Investment in Subsidiary Company (unquoted) (investment valued at cost unless otherwise stated)** | | |
| | 64,898 (2022 : 64,898) Equity Shares of ₹ 10 each fully paid-up in Siemens Rail Automation Pvt. Ltd. | **550** | 550 |
| | 43,924,114 (2022: 43,924,114) Equity Shares of ₹ 10 each fully paid-up in C&S Electric Ltd. | **21,637** | 21,637 |
| | **Investment in Associate (unquoted) (investment valued at cost unless otherwise stated)** | | |
| | 176,300 (2022: 176,300) Equity Shares of ₹ 10 each fully paid up in Sunsole Renewables Pvt. Ltd. (refer note 57) | **14** | 14 |
| | **Aggregate amount of unquoted investments** | **22,201** | 22,201 |
| 8 | **Trade receivables - Non - current (unsecured)** | | |
| | Long-term trade receivables (considered good) | **958** | 1,251 |
| | Impairment allowance | **(17)** | (8) |
| | | **941** | 1,243 |

**Trade receivables ageing schedule**

**As at 30 September 2023**

| Particulars | Outstanding for following periods from due date of payment | | | | | | Total |
|---|---|---|---|---|---|---|---|
| | Not due | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed Trade Receivables (considered good) | 958 | - | - | - | - | - | **958** |

**As at 30 September 2022**

| Particulars | Outstanding for following periods from due date of payment | | | | | | Total |
|---|---|---|---|---|---|---|---|
| | Not due | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed Trade Receivables (considered good) | 1,251 | - | - | - | - | - | **1,251** |

| | | | |
|---|---|---|---|
| 9 | **Loans - Non - current (considered good)** | | |
| | Loan to employees - unsecured | **1** | 2 |
| | Loan to related parties - secured (refer note 46 and below) | **2,070** | 3,830 |
| | | **2,071** | 3,832 |

Loans to related parties are given for the purpose of meeting the working capital requirements and for general corporate purposes.

The above loans to related parties are provided to fellow subsidiaries.

| | | Sept 2023 | Sept 2022 |
|---|---|---|---|
| **10** | **Other financial assets - Non - current** | | |
| | **i) Financial assets at amortised cost** | | |
| | Security deposits | **424** | 336 |
| | **ii) Financial assets at fair value through Profit or Loss** | | |
| | Derivative contracts | **82** | 270 |
| | | **506** | 606 |
| **11** | **Income tax disclosure** | | |
| | **(a) Income tax expense** | | |
| | **Current tax:** | | |
| | Current Income tax charge from continuing operations | **6,615** | 4,556 |
| | Current Income tax charge from discontinued operations | **-** | 848 |
| | Adjustments in respect of prior years | **68** | 54 |
| | **Deferred tax:** | | |
| | In respect of current year origination and reversal of temporary differences | **(345)** | (327) |
| | Deferred Income Tax on discontinued operations | **-** | (7) |
| | Deferred tax assets not recoverable | **-** | 70 |
| | **Total tax expense recognised in Statement of Profit and Loss** | **6,338** | 5,194 |
| | **(b) Income Tax on Other Comprehensive Income** | | |
| | Remeasurements of defined benefit plans | **(376)** | (8) |
| | Fair value changes on derivative designated as cash flow hedge reserve | **(50)** | 28 |
| | **Total tax expense recognised in Other Comprehensive Income** | **(426)** | 20 |
| | **(c) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for 30 September 2023 and 30 September 2022** | | |
| | Profit before tax from continuing operations | **25,451** | 16,802 |
| | Profit before tax from discontinued operations | **-** | 3,700 |
| | Other Comprehensive items | **(1,692)** | 79 |
| | **Total** | **23,759** | 20,581 |
| | **Tax at statutory average income tax rate of 25.17% (2022 : 25.17%) (A)** | **5,980** | 5,180 |
| | Tax effect of expenses that are not deductible for tax purposes | **81** | - |
| | Tax effect of dividend paid claimed as deduction | **(197)** | 2 |
| | Tax effect of Capital gain & tax paid at lower rate | **47** | (91) |
| | Adjustments in respect of prior years | **1** | 53 |
| | Deferred tax assets not recoverable | **-** | 70 |
| | **Total (B)** | **(68)** | 34 |
| | **At the effective income tax rate of 24.88% (2022: 25.33%) (A+B)** | **5,912** | 5,214 |
| | Income tax reported in Statement of Profit and Loss from continuing operations | **6,338** | 4,305 |
| | Income tax attributable to discontinued operations | **-** | 889 |
| | Income tax expense of Other Comprehensive Income | **(426)** | 20 |
| | **Total** | **5,912** | 5,214 |

# Notes to the Financial Statements *(Continued)* as at 30 September 2023 (Currency: Indian rupees millions)

**11 Income tax disclosure *(Continued)***

**(d) Movement of Deferred tax**

| | Balance Sheet | | Profit & Loss | |
|---|---|---|---|---|
| | **Sept 2023** | Sept 2022 | **Sept 2023** | Sept 2022 |
| **Deferred tax assets** | | | | |
| Arising on account of temporary differences in : | | | | |
| Provision for doubtful debts and advances | **531** | 481 | **50** | (26) |
| Provision for loss allowance | **406** | 288 | **118** | 88 |
| Provisions made disallowed and allowed only on payment basis | **394** | 517 | **(123)** | (394) |
| Provision for inventory allowance | **885** | 749 | **136** | 112 |
| Other temporary differences | **680** | 606 | **74** | 419 |
| **Less - Deferred tax liability** | | | | |
| Arising on account of temporary differences in : | | | | |
| Accelerated Depreciation for tax purposes | **(266)** | (357) | **90** | 64 |
| **Deferred tax assets (net)** | **2,630** | 2,284 | **345** | 263 |
| Deferred tax recognised directly in Other Comprehensive Income | **196** | 108 | **89** | 70 |
| **Total Deferred tax as shown in Balance sheet and Profit and Loss** | **2,826** | 2,392 | **434** | 333 |

**(e) Reconciliation of deferred tax assets, net**

| | **Sept 2023** | Sept 2022 |
|---|---|---|
| Opening balance | **2,392** | 2,059 |
| Tax income/(expense) during the year recognised in Profit or Loss from continuing operations | **345** | 305 |
| Tax income/(expense) during the year recognised in Profit or Loss from discontinued operations | **-** | (42) |
| Tax income/(expense) during the year recognised in Other Comprehensive Income | **89** | 70 |
| **Deferred tax assets (net)** | **2,826** | 2,392 |

**(f) Income tax assets (net)**

| | | |
|---|---|---|
| Advance payments of income tax [net of provision for tax ₹ 63,269 (2022: ₹ 60,122) including payments made under protest of ₹ 6,570 (2022: ₹ 6,564)] | **7,635** | 6,830 |
| | **7,635** | 6,830 |

**12 Other non-current assets**

| | | |
|---|---|---|
| Capital advances | **105** | 127 |
| Balances with statutory / government authorities [includes payments made under protest of ₹ 1,432 (2022: ₹ 1,480)] | **2,519** | 2,718 |
| | **2,624** | 2,845 |

| | | Sept 2023 | Sept 2022 |
|---|---|---|---|
| **13** | **Inventories (valued at lower of cost and net realisable value)** | | |
| | Raw materials [includes Goods in Transit ₹ 614 (2022 : ₹ 712)] | **7,002** | 6,594 |
| | Work-in-progress | **6,572** | 4,726 |
| | Finished goods | **3,668** | 3,250 |
| | Traded goods [includes Goods in Transit ₹ 1,015 (2022 : ₹ 1,079)] | **5,369** | 4,668 |
| | | **22,611** | 19,238 |

Amount of write down of inventories to net realisable value and other provisions recognised in the Statement of Profit and Loss as an expense is ₹ 547 (2022 : ₹ 353)

| | | | |
|---|---|---|---|
| **14** | **Trade receivables - Current (unsecured)** | | |
| | Trade receivables | **40,727** | 32,226 |
| | Receivables from related parties (refer note 46) | **4,817** | 4,791 |
| | | **45,544** | 37,017 |
| | Of which | | |
| | - considered good | **44,549** | 36,381 |
| | - which have significant increase in credit risk | **134** | 39 |
| | - credit impaired | **861** | 597 |
| | | **45,544** | 37,017 |
| | Impairment allowance | **(1,699)** | (1,555) |
| | | **43,845** | 35,462 |

**Trade receivables ageing schedule**
**As at 30 September 2023**

| Particulars | Outstanding for following periods from due date of payment | | | | | | Total |
|---|---|---|---|---|---|---|---|
| | Not due | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed Trade Receivables (considered good) | 39,781 | 2,664 | 977 | 759 | 161 | 185 | **44,527** |
| Undisputed Trade Receivables (which have significant increase in credit risk) | 11 | 104 | 2 | 10 | 7 | * | **134** |
| Undisputed Trade Receivables (credit impaired) | 262 | 71 | 41 | 134 | 51 | 122 | **681** |
| Disputed Trade Receivables (considered good) | - | - | - | - | - | 22 | **22** |
| Disputed Trade Receivables (credit impaired) | - | - | - | - | - | 180 | **180** |
| **Total** | **40,054** | **2,839** | **1,020** | **903** | **219** | **509** | **45,544** |

* denotes figures less than a million

**14 Trade receivables - Current (unsecured) *(Continued)***

**As at 30 September 2022**

| Particulars | Outstanding for following periods from due date of payment | | | | | | Total |
|---|---|---|---|---|---|---|---|
| | Not due | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed Trade Receivables (considered good) | 31,560 | 1,919 | 1,405 | 1,021 | 134 | 233 | **36,272** |
| Undisputed Trade Receivables (which have significant increase in credit risk) | 11 | 20 | * | 3 | 1 | 4 | **39** |
| Undisputed Trade Receivables) (credit impaired) | 128 | 29 | 27 | 71 | 79 | 170 | **504** |
| Disputed Trade Receivables (considered good) | - | - | - | - | - | 109 | **109** |
| Disputed Trade Receivables (credit impaired) | - | - | - | - | - | 93 | **93** |
| **Total** | **31,699** | **1,968** | **1,432** | **1,095** | **214** | **609** | **37,017** |

* denotes figures less than a million

i) Trade receivable does not consist any amounts due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

ii) For credit risk disclosures, refer note 54B.

iii) Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days of credit period.

| | | **Sept 2023** | Sept 2022 |
|---|---|---|---|
| **15** | **Cash and cash equivalents** | | |
| | ***Balances with banks*** | | |
| | - On current accounts | **1,367** | 1,384 |
| | - Bank deposits with original maturity of less than 3 months | **8,204** | 7,620 |
| | Cheques / drafts on hand | **254** | 19 |
| | Cash on hand | **1** | 1 |
| | | **9,826** | 9,024 |

| | | | |
|---|---|---|---|
| **16** | **Bank balances other than cash and cash equivalents** | | |
| | Bank deposits with original maturity of less than 12 months | **62,279** | 53,658 |
| | Unpaid dividend account (refer note below) | **74** | 81 |
| | | **62,353** | 53,739 |

The balance in unpaid dividend is used only for payment of dividend.

| | | Sept 2023 | Sept 2022 |
|---|---|---|---|
| **17** | **Loans - Current (considered good)** | | |
| | Inter corporate deposits to related parties - secured (refer note 46 and below) | **5,120** | 3,230 |
| | Loan to employees - unsecured | **93** | 50 |
| | | **5,213** | 3,280 |

Inter corporate deposit to related parties are given for the purpose of meeting the working capital requirements.

The above inter corporate deposits to related parties are given to fellow subsidiaries.

| | | | |
|---|---|---|---|
| **18** | **Other financial assets - Current** | | |
| | **i) Financial assets at amortised cost** | | |
| | Security deposits | | |
| | - considered good | **194** | 306 |
| | - considered doubtful | **24** | 30 |
| | | **218** | 336 |
| | Impairment allowance | **(24)** | (30) |
| | | **194** | 306 |
| | Interest accrued on inter corporate deposits | **56** | 45 |
| | Interest accrued on bank deposits | **736** | 470 |
| | Export incentive / Government grant | **128** | 239 |
| | Others | **490** | 657 |
| | **ii) Financial assets at fair value through Profit or Loss** | | |
| | Derivative contracts | **420** | 497 |
| | **iii) Financial assets at fair value through Other Comprehensive Income** | | |
| | Derivative contracts | **91** | 414 |
| | | **2,115** | 2,628 |

| | | | |
|---|---|---|---|
| **19** | **Contract assets** | | |
| | - considered good | **17,300** | 17,389 |
| | Impairment allowance | **(264)** | (196) |
| | | **17,036** | 17,193 |

| | | | |
|---|---|---|---|
| **20** | **Other current assets** | | |
| | Advance to suppliers | **1,454** | 1,440 |
| | Prepaid expenses | **101** | 111 |
| | Balances with statutory / government authorities, net | **435** | 1,936 |
| | Others | **182** | 201 |
| | | **2,172** | 3,688 |

| 21 Share capital | **Sept 2023** | Sept 2022 |
|---|---|---|
| **Authorised** | | |
| 1,000,000,000 Equity shares of ₹ 2 each (2022: 1,000,000,000 Equity shares of ₹ 2 each) | **2,000** | 2,000 |
| | **2,000** | 2,000 |
| **Issued** | | |
| 356,983,950 Equity shares of ₹ 2 each (2022: 356,983,950 Equity shares of ₹ 2 each) | **714** | 714 |
| **Subscribed and fully paid-up** | | |
| 356,120,255 Equity shares of ₹ 2 each fully paid-up (2022: 356,120,255 Equity shares of ₹ 2 each fully paid-up) | **712** | 712 |
| | **712** | 712 |

**a) Shares held by Subsidiary and Associates of Ultimate Holding Company:**

169,882,943 (2022: 169,882,943) Equity shares of ₹ 2 each, fully paid-up, are held by Siemens International Holding B.V., Subsidiary of Ultimate Holding Company.

85,468,862 (2022: 85,468,862) Equity shares of ₹ 2 each, fully paid-up, are held by Siemens Energy Holding B.V. (formerly known as Siemens Gas and Power Holding B.V.), Associate of Ultimate Holding Company.

11,738,108 (2022: 11,738,108) Equity shares of ₹ 2 each, fully paid-up, are held by Siemens Metals Technologies Vermögensverwaltungs GmbH, Subsidiary of Ultimate Holding Company.

**b) Reconciliation of the number of shares outstanding at the beginning and at the end of the year:**

| Particulars | **2023** | | 2022 | |
|---|---|---|---|---|
| | **Number** | **Amount** | Number | Amount |
| Shares outstanding at the beginning of the year | **356,120,255** | **712** | 356,120,255 | 712 |
| Shares issued / subscribed during the year | **-** | **-** | - | - |
| Shares outstanding at the end of the year | **356,120,255** | **712** | 356,120,255 | 712 |

**c) Details of shareholders holding more than 5% shares in the Company as on 30 September:**

| Name of shareholder | **2023** | | 2022 | |
|---|---|---|---|---|
| | **No. of shares held** | **% of Holding** | No. of shares held | % of Holding |
| Siemens International Holding B.V. | **169,882,943** | **47.70%** | 169,882,943 | 47.70% |
| Siemens Energy Holding B.V. (formerly known as Siemens Gas and Power Holding B.V.) | **85,468,862** | **24.00%** | 85,468,862 | 24.00% |

As per records of the Company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

## 21 Share capital *(Continued)*

### d) Details of shares held by promoters:

| Promoter Name | No. of shares at the beginning of the year | No. of shares at the end of the year | % of Total Shares | % of change during the year |
|---|---|---|---|---|
| Siemens International Holding B.V. | 169,882,943 | 169,882,943 | 47.70 | - |
| Siemens Energy Holding B.V. (formerly known as Siemens Gas and Power Holding B.V.) | 85,468,862 | 85,468,862 | 24.00 | - |
| Siemens Metals Technologies Vermögensverwaltungs GmbH | 11,738,108 | 11,738,108 | 3.30 | - |

### e) Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts (if any). The distribution will be in proportion to the number of equity shares held by the shareholders.

## 22 Other equity

**Nature and purpose of reserve**

a) Capital reserve was created on account of merger of group companies in earlier years.

b) Amalgamation reserve pertains to amalgamation of Siemens VDO Automotive Ltd. in 2006.

c) Capital redemption reserve pertains to entity accounted as business combination under common control.

d) Securities premium account represents the surplus of proceeds received over the face value of shares, at the time of issue of shares.

e) General reserve was created out of profits earned by the Company by way of transfer from surplus in the statement of profit and loss. The Company can use this reserve for payment of dividend and issue of fully paid-up shares. As General reserve is created by transfer on one component of equity to another and is not an item of other comprehensive income, items included in the General reserve will not be subsequently reclassified to statement of profit and loss.

f) Cash flow hedge reserve represents mark-to-market valuation of effective hedges as required by Ind AS 109.

g) Retained earnings are the profits that the Company has earned till date, less any transfers to General reserve and payment of dividend.

The above reserves will be utilised in accordance with the provision of the Companies Act, 2013.

| 23 Dividend distribution made and proposed | **Sept 2023** | Sept 2022 |
|---|---|---|
| **Cash dividend on equity shares declared and paid:** | | |
| Final dividend for the year ended 2022: ₹ 10 per share (2021: ₹ 8 per share) | **3,561** | 2,849 |
| | **3,561** | 2,849 |
| **Proposed dividend on equity shares:** | | |
| Final cash dividend for the year ended 2023: ₹ 10 per share (2022: ₹ 10 per share) | **3,561** | 3,561 |
| | **3,561** | 3,561 |

| 24 Trade payables - Non - current | | |
|---|---|---|
| Total outstanding dues of creditors other than micro enterprises and small enterprises | **12** | 27 |
| | **12** | 27 |

**24 Trade payables - Non-Current *(Continued)***

**Trade payable ageing schedule**

**As at September 2023**

| | Particulars | Outstanding for following periods from due date of payment | | | | | Total |
|---|---|---|---|---|---|---|---|
| | | Not due | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) | Undisputed dues - other than micro enterprises and small enterprises | 12 | - | - | - | - | **12** |

**As at September 2022**

| | Particulars | Outstanding for following periods from due date of payment | | | | | Total |
|---|---|---|---|---|---|---|---|
| | | Not due | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) | Undisputed dues - other than micro enterprises and small enterprises | 27 | - | - | - | - | **27** |

| **25 Other financial liabilities - Non - current** | **Sept 2023** | Sept 2022 |
|---|---|---|
| **i) Financial liabilities at fair value through Profit or Loss** | | |
| Derivative contracts | **211** | 208 |
| Liabilities related to share based payments (refer note 50) | **676** | 486 |
| | **887** | 694 |

| **26 Long-term provisions** | | |
|---|---|---|
| ***a) Provision for employee benefits*** | | |
| - Pension (refer note 47) | **190** | 223 |
| - Leave wages | **728** | 847 |
| - Medical benefits (refer note 47) | **2,570** | 1,405 |
| - Silver jubilee and star awards | **360** | 329 |
| - Retirement gift (refer note 47) | **105** | 89 |
| - Retention Bonus | **2** | - |
| | **3,955** | 2,893 |
| ***b) Others*** | | |
| - Other matters (refer note 42) | **26** | 25 |
| | **3,981** | 2,918 |

| **27 Trade payable - Current** | | |
|---|---|---|
| Total outstanding dues of micro enterprises and small enterprises (refer note 49) | **2,837** | 2,680 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | **37,471** | 36,050 |
| | **40,308** | 38,730 |

## 27 Trade payable - Current *(Continued)*

**Trade payable ageing schedule**

**As at September 2023**

| Particulars | Outstanding for following periods from due date of payment | | | | | | Total |
|---|---|---|---|---|---|---|---|
| | Unbilled Dues | Not due | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Undisputed dues - micro enterprises and small enterprises | - | 2,454 | 246 | 68 | 27 | 42 | **2,837** |
| (ii) Undisputed dues - other than micro enterprises and small enterprises | 15,618 | 15,566 | 5,777 | 351 | 113 | 46 | **37,471** |
| **Total** | **15,618** | **18,020** | **6,023** | **419** | **140** | **88** | **40,308** |

**As at September 2022**

| Particulars | Outstanding for following periods from due date of payment | | | | | | Total |
|---|---|---|---|---|---|---|---|
| | Unbilled Dues | Not due | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Undisputed dues - micro enterprises and small enterprises | - | 2,212 | 301 | 49 | 31 | 87 | **2,680** |
| (ii) Undisputed dues - other than micro enterprises and small enterprises | 15,184 | 12,143 | 8,484 | 173 | 22 | 44 | **36,050** |
| **Total** | **15,184** | **14,355** | **8,785** | **222** | **53** | **131** | **38,730** |

| | | **Sept 2023** | Sept 2022 |
|---|---|---|---|
| **28** | **Other financial liabilities - Current** | | |
| **i)** | **Financial liabilities at amortised cost** | | |
| | Security deposits | **160** | 200 |
| | Holdback consideration (refer note 55) | **5** | 2,000 |
| | Unclaimed dividend | **74** | 81 |
| | Liability for capital goods | **34** | 216 |
| | Others (employee related liabilities and others) | **4,127** | 3,392 |
| **ii)** | **Financial liabilities at fair value through Profit or Loss** | | |
| | Derivative contracts | **500** | 1,086 |
| | Liabilities related to share based payments (refer note 50) | **412** | 234 |
| **iii)** | **Financial liabilities at fair value through Other Comprehensive Income** | | |
| | Derivative contracts | **216** | 273 |
| | | **5,528** | 7,482 |

| | | | |
|---|---|---|---|
| **29** | **Contract liabilities** | | |
| | Advances from customers | **11,623** | 10,101 |
| | Billing in excess / advance billings | **6,302** | 5,868 |
| | | **17,925** | 15,969 |

# Notes to the Financial Statements *(Continued)* as at 30 September 2023 (Currency: Indian rupees millions)

| | | Sept 2023 | Sept 2022 |
|---|---|---|---|
| **30** | **Other current liabilities** | | |
| | Accrued salaries and benefits | **298** | 222 |
| | Interest accrued and due | **139** | 105 |
| | Other liabilities | | |
| | - Withholding taxes and other statutory dues | **371** | 300 |
| | - Others | **774** | 512 |
| | | **1,582** | 1,139 |
| **31** | **Short-term provisions** | | |
| | ***a) Provision for employee benefits*** | | |
| | - Pension (refer note 47) | **31** | 35 |
| | - Leave wages | **55** | 86 |
| | - Medical benefits (refer note 47) | **76** | 57 |
| | - Gratuity (refer note 47) | **283** | 109 |
| | - Silver jubilee and star awards | **37** | 26 |
| | - Retention Bonus | **2** | 4 |
| | - Retirement gift (refer note 47) | **5** | 4 |
| | - Provident Fund (refer note 47) | **321** | 54 |
| | | **810** | 375 |
| | ***b) Others*** | | |
| | - Warranty (refer note 42) | **5,052** | 4,374 |
| | - Loss order (refer note 42) | **1,614** | 1,142 |
| | - Liquidated damages (refer note 42) | **1,107** | 1,080 |
| | - Other matters (refer note 42) | **2,581** | 2,316 |
| | | **10,354** | 8,912 |
| | | **11,164** | 9,287 |
| **32** | **Current Tax liabilities** | | |
| | Provision for tax [net of advance tax ₹ 17,543 (2022: ₹ 14,094)] | **1,000** | 1,324 |

# Notes to the Financial Statements *(Continued)* for the year ended 30 September 2023 (Currency: Indian rupees millions)

| | | Sept 2023 | Sept 2022 |
|---|---|---|---|
| 33 | **Revenue from operations (gross)** | | |
| | ***Revenue from contracts with customers*** | | |
| | Sale of products | **99,915** | 80,843 |
| | Revenue from projects | **55,032** | 45,250 |
| | Sale of services | **21,998** | 19,711 |
| | Commission income | **62** | 77 |
| | | **177,007** | 145,881 |
| | ***Other operating revenue*** | | |
| | Export incentives | **466** | 370 |
| | Recoveries from group companies | **1,400** | 1,232 |
| | Rental income | **310** | 342 |
| | Liabilities written back | **124** | 50 |
| | Others | **344** | 440 |
| | | **2,644** | 2,434 |
| | | **179,651** | 148,315 |
| 34 | **Other income** | | |
| | Interest income | **4,254** | 2,316 |
| | Profit on sale of assets, net | **275** | 232 |
| | Dividend from subsidiaries | **782** | 264 |
| | Others | **176** | 349 |
| | | **5,487** | 3,161 |
| 35 | **Project bought outs and other direct costs** | | |
| | Spares and stores consumed | **326** | 327 |
| | Project bought outs | **28,483** | 23,173 |
| | Other direct costs | **7,462** | 5,183 |
| | | **36,271** | 28,683 |
| 36 | **Employee benefits expense** | | |
| | Salaries, wages and bonus, net | **15,635** | 14,549 |
| | Contribution to provident and other funds | **1,294** | 1,221 |
| | Share based payments to employees (refer note 50) | **635** | 91 |
| | Staff welfare expenses | **967** | 721 |
| | | **18,531** | 16,582 |
| 37 | **Finance costs** | | |
| | Interest - Others | **77** | 218 |
| | Interest on lease liabilities | **126** | 115 |
| | | **203** | 333 |

| | | Sept 2023 | Sept 2022 |
|---|---|---|---|
| **38** | **Other expenses** | | |
| | Exchange loss / (gains), net ** | **(207)** | 1,307 |
| | Travel and conveyance | **1,514** | 1,082 |
| | Software license fees and other information technology related costs | **2,595** | 1,854 |
| | Rates and taxes | **329** | 352 |
| | Communications | **273** | 266 |
| | Packing and forwarding | **2,120** | 1,982 |
| | Power and fuel | **451** | 394 |
| | Insurance | **489** | 448 |
| | Rent | **384** | 250 |
| | Repairs | | |
| | - on building | **857** | 1,192 |
| | - on machinery | **361** | 339 |
| | - others | **210** | 196 |
| | Legal and professional [includes auditor's remuneration (refer note 41)] | **1,596** | 1,328 |
| | Advertising and publicity | **524** | 126 |
| | Research and development expenditure | **503** | 172 |
| | Guarantee commission / bank charges | **372** | 279 |
| | Donation | ***** | 3 |
| | Commission to directors | **13** | 11 |
| | Directors' fees | **5** | 3 |
| | Bad debts [net of reversal of provision for doubtful debts of ₹ 172 (2022: ₹ 99)] | **106** | 53 |
| | CSR expenditure (refer note 39) | **283** | 279 |
| | Provision for doubtful debts and advances, net | **368** | 573 |
| | License fees | **1,503** | 1,185 |
| | Commodity derivatives (gains) / loss | **(308)** | 771 |
| | Miscellaneous expenses | **880** | 617 |
| | | **15,221** | 15,062 |

**Includes amount transferred from cash flow hedge reserve to exchange (gain) / loss amounting to ₹ 81 (2022: ₹ (4))

**39 Corporate Social Responsibility (CSR)**

| | | | |
|---|---|---|---|
| (i) | Gross amount required to be spent during the year | **283** | 272 |
| (ii) | Amount of expenditure incurred | **284** | 279 |
| (iii) | (Shortfall) / excess at the end of the year | ***** | 7 |
| (iv) | Total of previous years (shortfall) / excess | - | - |
| (v) | Reason for shortfall | **NA** | NA |
| (vi) | Amount of CSR expenditure incurred towards related parties | 2 | - |

(vii) The Company does not have any open contractual obligation for which provision is required.

(viii) Nature of CSR activities include programmes that are designed to create sustainable value to society by focusing on strengthening the skilling ecosystem, upgrading the public healthcare infrastructure, promotion of innovations that sustain the environment and enhance living conditions.

* denotes figures less than a million

## 40 Commitments and contingent liabilities

| | | Sept 2023 | Sept 2022 |
|---|---|---|---|
| **(a)** | **Commitments** | | |
| | Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) | **1,183** | 605 |
| **(b)** | **Contingent liabilities (to the extent not provided for)** | | |
| | Income tax (excluding interest) | **5,612** | 6,678 |
| | Goods and service tax (GST), excise, service tax and sales tax liabilities, under dispute | **6,193** | 6,673 |
| | Customs liabilities, under dispute | **120** | 120 |
| | Claims against the Company not acknowledged as debts | **867** | 873 |

In respect of above contingent liabilities, the future cash outflows are determinable only on receipt of judgements pending at various forums / authorities. The Company has assessed that it is only possible, but not probable, that outflow of economic resources will be required.

## 41 Auditors' remuneration (for audit services exclusive of GST)

| | Sept 2023 | Sept 2022 |
|---|---|---|
| **As auditor** | | |
| - Audit fees | **26** | 27 |
| - Tax audit fees | **6** | 6 |
| **In other capacity** | | |
| - Other audit related services | **4** | 4 |
| - Reimbursement of expenses | **1** | 1 |
| | **37** | 38 |

## 42 Disclosure relating to Provisions

***Provision for warranty***

Warranty costs are provided based on a technical estimate of the costs required to be incurred for repairs, replacement, material cost, servicing and past experience in respect of warranty costs. It is expected that this expenditure will be incurred over the contractual warranty period.

***Provision for liquidated damages***

Liquidated damages are provided based on contractual terms when the delivery / commissioning dates of an individual project have exceeded or are likely to exceed the delivery/ commissioning dates as per the respective contracts. This expenditure is expected to be incurred over the respective contractual terms up to closure of the contract (including warranty period).

***Provision for loss orders***

A provision for expected loss on construction contracts is recognised when it is probable that the contract costs will exceed total contract revenue. For all other contracts, loss order provisions are made when the unavoidable costs of meeting the obligation under the contract exceed the currently estimated economic benefits.

***Provision for other matters***

The Company has made provisions for known contractual risks, litigation cases and pending assessments in respect of taxes (other than income tax), duties and other levies, the outflow of which would depend on the cessation of the respective events.

**42 Disclosure relating to Provisions *(Continued)***

The movements in the above provisions are summarised below:

| | Warranty | | Liquidated damages | | Loss orders | | Other matters | |
|---|---|---|---|---|---|---|---|---|
| | **Sept 2023** | Sept 2022 | **Sept 2023** | Sept 2022 | **Sept 2023** | Sept 2022 | **Sept 2023** | Sept 2022 |
| Balance as at 1 October | **4,374** | 4,328 | **1,080** | 1,164 | **1,142** | 1,080 | **2,341** | 2,596 |
| Provisions : | | | | | | | | |
| - Created | **1,818** | 1,345 | **792** | 607 | **1,533** | 1,361 | **966** | 529 |
| - Utilised | **(409)** | (263) | **(380)** | (241) | **(877)** | (1,152) | **(365)** | (225) |
| - Reversed | **(731)** | (956) | **(385)** | (421) | **(184)** | (145) | **(335)** | (556) |
| - Transferred due to sale of LDA (refer note 56) | **-** | (80) | **-** | (29) | **-** | (2) | **-** | (3) |
| **Balance as at 30 September** | **5,052** | 4,374 | **1,107** | 1,080 | **1,614** | 1,142 | **2,607** | 2,341 |
| - Current | **5,052** | 4,374 | **1,107** | 1,080 | **1,614** | 1,142 | **2,581** | 2,316 |
| - Non-current | **-** | **-** | **-** | - | **-** | - | **26** | 25 |

**43 Disclosure pursuant to Indian Accounting Standard - 115 'Revenue from contracts with customer'**

**(i)** Out of the total revenue recognised under Ind AS 115 during the period, ₹ 69,578 (2022: ₹ 58,652) is recognised over a period of time and ₹107,429 (2022: ₹ 87,229) is recognised at a point in time.

**(ii) Reconciliation between revenue recognised and contract price:**

| | **Sept 2023** | Sept 2022 |
|---|---|---|
| Contract Price | **178,065** | 146,427 |
| Less: Reductions towards variable consideration components * | **1,058** | 546 |
| **Revenue** | **177,007** | 145,881 |

* Reduction towards variable consideration components include discounts, liquidated damages, etc.

**(iii) Remaining performance obligations: The aggregate amount of transaction price allocated to remaining performance obligations and expected conversion of the same into revenue is as follows -**

| Particulars | Unexecuted Order Value | Expected conversion in revenue | |
|---|---|---|---|
| | | Up to 1 year | More than 1 year |
| Transaction price allocated to the remaining performance obligation: | | | |
| **2023** | **455,227** | **129,359** | **325,868** |
| 2022 | 171,830 | 93,919 | 77,911 |

**(iv)** Revenue recognised during the year from opening balance of contract liabilities amounts to ₹ 11,620 (2022: ₹ 9,005).

**(v)** There is no revenue recognised during the year from the performance obligation that is satisfied in previous year (arising out of contract modifications).

**(vi)** Information regarding geographical disaggregation of revenue has been included in segment information. (refer note 45(ii))

## 44 Disclosure pursuant to Indian Accounting Standard - 116 "Leases"

**As Lessee**

**i) Carrying value of Right of use assets at the end of the reporting period by class:**

| | Balance at 1 October 2022 | Addition / adjustments during the year | Deletion / adjustments during the year | Depreciation for the year | Transferred to assets held for sale | Balance at 30 September 2023 |
|---|---|---|---|---|---|---|
| Land & Building | 1,078 | 520 | 116 | 536 | 27 | **919** |
| Vehicles | 233 | 230 | 25 | 116 | - | **322** |
| Plant and equipment | 50 | 19 | * | 33 | - | **36** |
| **Total** | **1,361** | **769** | **141** | **685** | **27** | **1,277** |

* denotes figures less than a million

**Note:**

Land and Building includes gross block of ₹ 5 where the lease deed is in the name of iMetrex Technologies Ltd. as lease transfer is pending due to litigation case since 2012.

| | | Sept 2023 | Sept 2022 |
|---|---|---|---|
| **ii)** | **Maturity analysis of Lease Liabilities:** | | |
| | **Maturity analysis – contractual undiscounted cash flows** | | |
| | Less than one year | **754** | 662 |
| | One to five years | **978** | 1,136 |
| | More than five years | **-** | - |
| | **Total undiscounted Lease liabilities at 30 September** | **1,732** | 1,798 |
| | Current | **754** | 662 |
| | Non - Current | **978** | 1,136 |
| **iii)** | **Amounts recognised in Profit or Loss** | | |
| | Interest expense on lease liabilities | **126** | 115 |
| | Expenses relating to short-term leases | **89** | 109 |
| | Expenses relating to leases of low-value assets | **274** | 158 |
| | Income from sub-lease of properties | **139** | 139 |

**iv)** During the year ended 30 September 2023, total cash outflow in respect of leases amounted to ₹ 798 (2022: ₹ 713).

# Notes to the Financial Statements *(Continued)* for the year ended 30 September 2023 (Currency: Indian rupees millions)

**45 (i) Information about business segments**

| | Revenue | | | | | | Results | |
|---|---|---|---|---|---|---|---|---|
| | External revenue | | Inter segmental revenue | | Total | | | |
| | **2023** | 2022 | **2023** | 2022 | **2023** | 2022 | **2023** | 2022 |
| Energy | **60,365** | 53,531 | **438** | 179 | **60,803** | 53,710 | **6,873** | 5,648 |
| Smart Infrastructure | **54,538** | 45,563 | **2,089** | 2,229 | **56,627** | 47,792 | **6,587** | 3,918 |
| Mobility | **19,832** | 12,919 | **-** | - | **19,832** | 12,919 | **533** | 727 |
| Digital Industries | **43,744** | 35,262 | **1,032** | 793 | **44,776** | 36,055 | **6,132** | 3,600 |
| Others | **1,172** | 1,040 | **-** | - | **1,172** | 1,040 | **42** | 81 |
| Eliminations | **-** | - | **(3,559)** | (3,201) | **(3,559)** | (3,201) | **-** | - |
| **Continuing operations** | **179,651** | 148,315 | **-** | - | **179,651** | 148,315 | **20,167** | 13,974 |
| **Discontinued operations (refer note 56)** | **-** | 4,243 | **-** | - | **-** | 4,243 | **-** | 149 |
| **Total** | **179,651** | 152,558 | **-** | - | **179,651** | 152,558 | **20,167** | 14,123 |
| Finance costs | | | | | | | **203** | 333 |
| Interest income | | | | | | | **4,254** | 2,316 |
| Other Income | | | | | | | **1,233** | 845 |
| **Profit before tax from continuing operation** | | | | | | | **25,451** | 16,802 |
| **Profit before tax from discontinued operation (refer note 56)** | | | | | | | **-** | 141 |
| Gain from Sale of discontinued operations (refer note 56) | | | | | | | **-** | 3,559 |
| Income tax | | | | | | | **(6,683)** | (5,499) |
| Deferred tax credit/(expense) | | | | | | | **345** | 305 |
| **Profit after tax from continuing operation** | | | | | | | **19,113** | 12,497 |
| **Profit after tax from discontinued operation (refer note 56)** | | | | | | | **-** | 2,811 |
| **Total** | | | | | | | **19,113** | 15,308 |

| | Assets | | Liabilities | | Capital Expenditure | | Non cash expenditure | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | Depreciation & amortisation / Impairment (refer note 3,4,5,6,44 & 56) | | Others | |
| | **2023** | 2022 | **2023** | 2022 | **2023** | 2022 | **2023** | 2022 | **2023** | 2022 |
| Energy | **43,797** | 42,957 | **36,459** | 33,841 | **509** | 423 | **704** | 656 | **241** | 782 |
| Smart Infrastructure | **48,159** | 45,605 | **19,515** | 20,627 | **587** | 613 | **747** | 751 | **253** | 182 |
| Mobility | **15,068** | 11,685 | **10,316** | 8,201 | **200** | 100 | **165** | 129 | **309** | (16) |
| Digital Industries | **13,617** | 10,072 | **9,873** | 8,520 | **77** | 129 | **288** | 276 | **76** | 212 |
| Others | **1,839** | 2,480 | **1,290** | 1,688 | **101** | 80 | **331** | 284 | ***** | 4 |
| | **122,480** | 112,799 | **77,453** | 72,877 | **1,474** | 1,345 | **2,235** | 2,096 | **879** | 1,164 |
| Unallocable corporate items | **92,186** | 82,134 | **6,458** | 6,289 | **85** | 50 | - | - | **-** | - |
| Assets/Liabilities classified as held for sale | **371** | 192 | **881** | - | **-** | - | - | - | **-** | - |
| Discontinued Operation (refer note 56) | **-** | - | **-** | - | **-** | - | **-** | 23 | **-** | 12 |
| **Total** | **215,037** | 195,125 | **84,792** | 79,166 | **1,559** | 1,395 | **2,235** | 2,119 | **879** | 1,176 |

* denotes amounts less than a million

**45 (ii) Information about geographical areas**

| | Revenue based on location of customers | | Non current assets | |
|---|---|---|---|---|
| | **2023** | 2022 | **2023** | 2022 |
| Within India | **151,982** | 121,946 | **20,951** | 20,407 |
| Outside India | **27,669** | 26,369 | **-** | - |
| **Total** | **179,651** | 148,315 | **20,951** | 20,407 |

**45 (iii) Other disclosures :**

- The Chief Operating Decision Maker ("CODM") evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by operating segments. The CODM reviews revenue and profit from operations as the performance indicator for all of the operating segments. The Chief Executive Officer and Chief Financial Officer are the CODM of the Company.
- Inter-segment prices are normally negotiated amongst the segments with reference to the market price. Transfer prices between operating segments are on arm's length basis in a manner similar to the transactions with third parties.
- No operating segments have been aggregated to form the above reportable operating segments.
- Other income and finance costs are not allocated to individual segments as the underlying instruments are managed on a group basis.
- Current taxes, deferred taxes and certain financial assets and liabilities are not allocated to individual segments as they are also managed on a group basis.
- Capital expenditure consists of additions of property, plant and equipment, intangible assets and capital work in progress including assets aquired from the acquisition of businesses.
- Profits / losses on inter-segment transactions are eliminated at the Company level.

**(iv) Segment information :**

**Business Segments:** The business of the Company is divided into four segments. These segments are the basis for management control and hence, form the basis for reporting. The business of each segment comprises of :

- **Energy :-** Provides fully integrated products, solutions and services across the energy value chain of oil and gas production, power generation and transmission for various customers such as utilities, independent power producers and engineering, procurement and construction (EPC) companies.
- **Smart Infrastructure:-** Supplier of products, systems, solutions and services for transmission and distribution of electrical energy for power utilities, industrial companies and infrastructure segments. Portfolio covers systems for low & medium voltage distribution, solutions for smart grids and energy automation, low voltage power supply systems. Provides intelligent and connected infrastructure for grids and buildings.
- **Mobility:-** Supplier of solutions for passenger and freight transportation – including rail vehicles, rail automation systems, rail electrification systems, road traffic technology and IT solutions.
- **Digital Industries:-** Contains portfolio of leading edge automation, drives and software technologies covering the complete life cycle from product design and production execution to services for discrete and process Industries.
- **Others :-** Services provided to other group companies and lease rentals have been classified as "Others".

**Geographical Segments:** The business is organised in two geographical segments i.e. within India and outside India.

**Allocation of common costs**

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

**Unallocated corporate items**

Unallocated items include general corporate assets and liabilities which are not allocated to any business segment.

# Notes to the Financial Statements *(Continued)* for the year ended 30 September 2023 (Currency: Indian rupees millions)

**46 Related party transactions**

**46.1 Parties where control exists**

| | |
|---|---|
| Siemens AG, Germany | Ultimate Holding Company |
| Siemens International Holding B.V., Netherlands | Subsidiary of Ultimate Holding Company |
| **Parties with significant influence** | |
| Siemens Energy Holding B.V., Netherlands | Associate of Ultimate Holding Company |

**46.2 Subsidiary**

| | |
|---|---|
| Siemens Rail Automation Pvt. Ltd., India | Subsidiary |
| C&S Electric Ltd., India | Subsidiary |

**46.3 Associate**

| | |
|---|---|
| Sunsole Renewables Pvt. Ltd. | Associate (w.e.f. 28.02.2022) |

**46.4 Other related parties where transactions have taken place during the year**

| Fellow Subsidiaries | Name | Country |
|---|---|---|
| | Siemens Spa | Algeria |
| | Siemens S.A. | Argentina |
| | Siemens Ltd. | Australia |
| | Siemens Mobility Pty Ltd | Australia |
| | ETM professional control GmbH | Austria |
| | Siemens Aktiengesellschaft Österreich | Austria |
| | Siemens Metals Technologies Vermögensverwaltungs GmbH | Austria |
| | Siemens Mobility Austria GmbH | Austria |
| | Siemens Mobility Austria GmbH, Plant Rail Systems | Austria |
| | Siemens W.L.L. | Bahrain |
| | Siemens Healthcare Ltd. | Bangladesh |
| | Siemens Industrial Ltd. | Bangladesh |
| | Siemens S.A./N.V. | Belgium |
| | Siemens Infraestrutura e Indústria Ltda. | Brazil |
| | Siemens EOOD | Bulgaria |
| | Siemens Canada Ltd. | Canada |
| | Siemens Canada Ltd. - Process Instruments Business Unit | Canada |
| | Siemens Canada Ltd. - RuggedCom | Canada |
| | Beijing Siemens Cerberus Electronics Ltd. | China |
| | Siemens Circuit Protection Systems Ltd., Shanghai | China |
| | Siemens Electrical Apparatus Ltd., Suzhou | China |
| | Siemens Electrical Drives (Shanghai) Ltd. | China |
| | Siemens Electrical Drives Ltd. | China |
| | Siemens Factory Automation Engineering Ltd. | China |

**46.4 Other related parties where transactions have taken place during the year *(Continued)***

| Fellow Subsidiaries | Name | Country |
|---|---|---|
| | Siemens Finance and Leasing Ltd. | China |
| | Siemens Industrial Automation Products Ltd., Chengdu | China |
| | Siemens International Trading Ltd., Shanghai | China |
| | Siemens Large Drives Equipment (Tianjin) Ltd. | China |
| | Siemens Ltd., China | China |
| | Siemens Medium Voltage Switching Technologies (Wuxi) Ltd. | China |
| | Siemens Mobility Electrification Equipment (Shanghai) Co., Ltd. | China |
| | Siemens Numerical Control Ltd., Nanjing | China |
| | Siemens Power Automation Ltd. | China |
| | Siemens Sensors & Communication Ltd. | China |
| | Siemens Shanghai Medical Equipment Ltd. | China |
| | Siemens Switchgear Ltd., Shanghai | China |
| | Siemens S.A.S. | Colombia |
| | Siemens d.d. | Croatia |
| | OEZ s.r.o. | Czech Republic |
| | Siemens, s.r.o. | Czech Republic |
| | Siemens A/S | Denmark |
| | Siemens Industrial LLC | Egypt |
| | Siemens Osakeyhtiö | Finland |
| | Siemens Industry Software SAS | France |
| | Siemens SAS | France |
| | Siemens SAS, Division production Process Automation, Usine de Haguenau | France |
| | Innomotics GmbH | Germany |
| | KACO new energy GmbH | Germany |
| | NEO New Oncology GmbH | Germany |
| | Siemens Bank GmbH | Germany |
| | Siemens Digital Logistics GmbH | Germany |
| | Siemens Healthcare GmbH | Germany |
| | Siemens Healthineers AG | Germany |
| | Siemens Mobility GmbH | Germany |
| | Siemens Project Ventures GmbH | Germany |
| | Siemens Mobility GmbH | Germany |
| | Siemens Project Ventures GmbH | Germany |
| | Siemens Traction Gears GmbH | Germany |

**46.4 Other related parties where transactions have taken place during the year *(Continued)***

| Fellow Subsidiaries | Name | Country |
|---|---|---|
| | SYKATEC Systeme, Komponenten, Anwendungstechnologie GmbH | Germany |
| | Siemens A.E., Electrotechnical Projects and Products | Greece |
| | Siemens Mobility Rail And Road Transportation Solutions Single-Member Societe Anonyme | Greece |
| | Siemens S.A. | Guatemala |
| | Siemens Ltd. | Hong Kong |
| | Siemens Mobility Ltd. | Hong Kong |
| | Brightly Software India Pvt. Ltd. | India |
| | Bytemark Technology Solutions India Pvt. Ltd. | India |
| | Enlighted Energy Systems Pvt. Ltd. | India |
| | PETNET Radiopharmaceutical Solutions Pvt. Ltd. | India |
| | Siemens EDA (India) Pvt. Ltd. | India |
| | Siemens EDA (Sales & Services) Pvt. Ltd. | India |
| | Siemens Factoring Pvt. Ltd. | India |
| | Siemens Financial Services Pvt. Ltd. | India |
| | Siemens Healthcare Pvt. Ltd. | India |
| | Siemens Healthineers India LLP | India |
| | Siemens Industry Software (India) Pvt. Ltd. | India |
| | Siemens Large Drives India Pvt. Ltd. | India |
| | Siemens Logistics India Pvt. Ltd. | India |
| | Siemens Technology and Services Pvt. Ltd. | India |
| | Varian Medical Systems International (India) Pvt. Ltd. | India |
| | P.T. Siemens Indonesia | Indonesia |
| | PT Siemens Mobility Indonesia | Indonesia |
| | Siemens Ltd. | Israel |
| | Siemens S.p.A. | Italy |
| | Siemens K.K. | Japan |
| | Siemens TOO | Kazakhstan |
| | Siemens Ltd. Seoul | South Korea |
| | Siemens Industrial Business Co. For Electrical, Electronic and Mechanical Contracting WLL | Kuwait |
| | Siemens Malaysia Sdn. Bhd. | Malaysia |
| | Siemens Mobility Sdn. Bhd. | Malaysia |
| | Siemens, S.A. de C.V. | Mexico |
| | Siemens Nederland N.V. | Netherlands |
| | Siemens (N.Z.) Ltd. | New Zealand |
| | Siemens Industrial LLC | Oman |
| | Innomotics S.A.C. | Peru |
| | Siemens S.A.C. | Peru |
| | Siemens, Inc. | Philippines |

**46.4 Other related parties where transactions have taken place during the year *(Continued)***

| Fellow Subsidiaries | Name | Country |
|---|---|---|
| | Siemens Sp. z o.o. | Poland |
| | Siemens S.A. | Portugal |
| | Siemens W.L.L. | Qatar |
| | Siemens S.R.L. | Romania |
| | SIMEA S.R.L., Plant SEIT Sibiu | Romania |
| | Arabia Electric Ltd. (Equipment) | Saudi Arabia |
| | Siemens Ltd. | Saudi Arabia |
| | Siemens Mobility Pte. Ltd. | Singapore |
| | Siemens Pte. Ltd. | Singapore |
| | Siemens Mobility, s.r.o. | Slovakia |
| | Siemens Mobility (Pty) Ltd | South Africa |
| | Siemens Proprietary Ltd. | South Africa |
| | Siemens Mobility, S.L.U. | Spain |
| | Siemens Rail Automation S.A.U. | Spain |
| | Siemens S.A. | Spain |
| | Siemens AB | Sweden |
| | Siemens Mobility AG | Switzerland |
| | Siemens Schweiz AG | Switzerland |
| | Siemens Schweiz AG, Smart Infrastructure, Global Headquarters | Switzerland |
| | Siemens Ltd. | Taiwan |
| | Siemens Ltd. | Thailand |
| | Siemens Mobility Ltd. | Thailand |
| | Siemens Finansal Kiralama A.S. | Turkey |
| | Siemens Sanayi ve Ticaret A.S. Kartal R&D Center | Turkey |
| | Siemens Sanayi ve Ticaret Anonim Sirketi | Turkey |
| | Siemens Ukraine | Ukraine |
| | Siemens Industrial LLC | UAE |
| | Siemens Large Drives LLC | UAE |
| | Siemens Middle East Ltd. | UAE |
| | Siemens DI MC GMC MF-CON | UK |
| | Electrium Sales Ltd. | UK |
| | Siemens Industry Software Ltd. | UK |
| | Siemens Mobility Ltd. | UK |
| | Siemens plc | UK |
| | Siemens Process Systems Engineering Ltd. | UK |
| | Building Robotics Inc. | USA |
| | eMeter Corporation | USA |
| | Siemens Corporation | USA |
| | Siemens Healthcare Diagnostics Inc. | USA |
| | Siemens Industry, Inc. | USA |
| | Siemens Mobility, Inc | USA |
| | Siemens Ltd. | Vietnam |

# Notes to the Financial Statements *(Continued)* for the year ended 30 September 2023 (Currency: Indian rupees millions)

**46.4 Other related parties where transactions have taken place during the year *(Continued)***

| Subsidiaries/associate of parties who has significant influence (Fellow Associate) | Name | Country |
|---|---|---|
| | Siemens Energy S.A. | Argentina |
| | Siemens Energy Pty. Ltd. | Australia |
| | Siemens Energy Austria GmbH | Austria |
| | Trench Austria GmbH | Austria |
| | Siemens Energy Bangladesh Ltd. | Bangladesh |
| | Siemens Energy S.A./N.V. | Belgium |
| | Siemens Energy Brasil Ltda. | Brazil |
| | Siemens Energy EOOD | Bulgaria |
| | Siemens Energy Canada Ltd. | Canada |
| | Trench Ltd. | Canada |
| | Siemens Energy Spa | Chile |
| | Siemens Energy Automation (Nanjing) Co., Ltd. | China |
| | Siemens Energy Co., Ltd. | China |
| | Siemens Energy High Voltage Circuit Breaker Co., Ltd. Hangzhou | China |
| | Siemens Energy Surge Arresters Ltd. | China |
| | Siemens Energy Transformer (Guangzhou) Co ., Ltd. | China |
| | Siemens High Voltage Switchgear Co ., Ltd., Shanghai | China |
| | Trench High Voltage Products Ltd., Shenyang | China |
| | Siemens Energy S.A.S. | Colombia |
| | Siemens Energy SARL | Cote d'Ivoire |
| | Koncar-Energetski Transformatori d.o.o. | Croatia |
| | Siemens Energy d.o.o. | Croatia |
| | Siemens Energy, s.r.o. | Czech Republic |
| | Siemens Energy S.A.E. | Egypt |
| | Dresser-Rand SAS | France |
| | Siemens Energy S.A.S. | France |
| | Trench France SAS | France |
| | HSP Hochspannungsgeraete GmbH | Germany |
| | Siemens Energy Compressors GmbH | Germany |
| | Siemens Energy Global GmbH & Co. KG | Germany |
| | Trench Germany GmbH | Germany |
| | Siemens Energy Ltd. | Hong Kong |
| | Siemens Energy Kft. | Hungary |
| | Pune IT City Metro Rail Ltd. | India |
| | Siemens Energy Industrial Turbomachinery India Pvt. Ltd. | India |
| | Siemens Gamesa Renewable Energy Engineering Centre Pvt. Ltd. | India |
| | Siemens Gamesa Renewable Power Pvt. Ltd. | India |
| | Siemens Energy Ltd. | Ireland |
| | Siemens Energy Ltd. | Israel |

**46.4 Other related parties where transactions have taken place during the year *(Continued)***

| Subsidiaries/associate of parties who has significant influence (Fellow Associate) | Name | Country |
|---|---|---|
| | Siemens Energy SRL | Italy |
| | Siemens Energy Transformers S.r.l. | Italy |
| | Trench Italia S.R.L. | Italy |
| | Siemens Energy K.K. | Japan |
| | Siemens Energy Ltd. | South Korea |
| | Siemens Electrical & Electronic Services K.S.C.C. | Kuwait |
| | Siemens Energy Sdn. Bhd. | Malaysia |
| | Siemens Energy, S. De R. L. De C.V. | Mexico |
| | Siemens Energy B.V. | Netherlands |
| | Siemens Energy Ltd. | Nigeria |
| | Siemens Energy AS | Norway |
| | Siemens Energy L.L.C. | Oman |
| | Siemens Energy S.A.C. | Peru |
| | Siemens Energy, Inc. | Philippines |
| | Siemens Energy Sp. z o.o. | Poland |
| | Siemens Energy Unipessoal Lda. | Portugal |
| | Siemens Energy W.L.L | Qatar |
| | Siemens Energy S.R.L. | Romania |
| | Gas and Power Limited Liability Company | Russian Federation |
| | Siemens Energy Ltd. | Saudi Arabia |
| | Siemens Energy d.o.o. Beograd | Serbia |
| | Siemens Energy Pte. Ltd. | Singapore |
| | Siemens Energy (Pty) Ltd | South Africa |
| | Siemens Energy S.A. | Spain |
| | Siemens Energy AB | Sweden |
| | Siemens Energy Ltd. | Thailand |
| | Siemens Energy Ltd. | Trinidad and Tobago |
| | Siemens Enerji Sanayi Ve Ticaret Anonim Sirketi | Turkey |
| | Siemens Energy LLC | Ukraine |
| | Dresser-Rand Field Operations Middle East LLC | UAE |
| | Siemens Energy LLC | UAE |
| | Industrial Turbine Company (UK) Ltd. | UK |
| | Siemens Energy Industrial Turbomachinery Ltd. | UK |
| | Siemens Energy Ltd. | UK |
| | SEI - Dresser-Rand Company dARE | USA |
| | Siemens Energy Demag Delaval Turbomachinery, Inc. | USA |
| | Siemens Energy, Inc. | USA |
| | Siemens Energy Limited Company | Vietnam |

**46.5 Key Managerial personnel**

| | |
|---|---|
| ***Whole - Time Directors*** | Mr. Sunil Mathur |
| | Dr. Daniel Spindler |
| ***Company Secretary*** | Mr. Ketan Thaker |
| ***Non Executive Directors*** | Mr. Johannes Apitzsch (upto 31.12.2022) |
| | Mr. Tim Holt |
| | Mr. Matthias Rebellius |
| | Mr. Willem Rudolf Basson (upto 30.04.2023) |
| | Mr. Deepak S. Parekh (w.e.f. 30.01.2023) |
| | Dr. Juergen Wagner (w.e.f. 01.05.2023) |
| ***Independent Directors*** | Mr. Mehernosh B. Kapadia (upto 01.05.2023) |
| | Ms. Anjali Bansal (upto 31.03.2022) |
| | Ms. Sindhu Gangadharan |
| | Mr. Shyamak R. Tata (w.e.f. 30.01.2023) |
| | Mr. Anami Roy (w.e.f. 01.05.2023) |
| | Mr. Deepak S. Parekh (upto 29.01.2023) |
| ***Managing board of SAG*** | Dr. Roland Busch |
| | Mr. Cedrik Neike |
| | Mr. Matthias Rebellius |
| | Mr. Ralf P.Thomas |
| | Ms. Judith Wiese |

**49.6 Others**

| | |
|---|---|
| ***Close family member of KMP*** | Ms. Sandra Marques Alves |
| ***Employees' Benefit Plans where there is a significant influence*** | Siemens India Limited Indian Staff Provident Fund |
| | Siemens India Limited Gratuity Fund |
| | The Siemens Limited Superannuation Scheme |

## 46.7 Related party transactions

| Description | 2023 | | | | | | 2022 | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Utlimate Holding Company | Subsidiary | Fellow Subsidiaries | Fellow Associate | Key managerial personnel | Others | Utlimate Holding Company | Subsidiary | Fellow Subsidiaries | Fellow Associate | Key managerial personnel | Others |
| **Revenue (net of taxes)** | | | | | | | | | | | | |
| - Siemens AG | **5,816** | - | - | - | - | - | 5,641 | - | - | - | - | - |
| - Siemens Rail Automation Pvt. Ltd. | - | **24** | - | - | - | - | - | 28 | - | - | - | - |
| - C&S Electric Ltd. | - | **127** | - | - | - | - | - | 67 | - | - | - | - |
| - Siemens Mobility Austria GmbH | - | - | **1,095** | - | - | - | - | - | - | - | - | - |
| - Siemens Large Drives India Pvt. Ltd. | - | - | **943** | - | - | - | - | - | 67 | - | - | - |
| - Siemens W.L.L. | - | - | **755** | - | - | - | - | - | 168 | - | - | - |
| - Siemens Mobility GmbH | - | - | **747** | - | - | - | - | - | 433 | - | - | - |
| - Siemens Power Automation Ltd. | - | - | **294** | - | - | - | - | - | 442 | - | - | - |
| - Siemens Energy Global GmbH & Co. KG | - | - | - | **4,550** | - | - | - | - | - | 4,330 | - | - |
| - Others | - | - | **3,683** | **7,180** | - | - | - | - | 2,678 | 6,687 | - | - |
| **Commission income** | | | | | | | | | | | | |
| - Industrial Turbine Company (UK) Ltd. | - | - | - | **36** | - | - | - | - | - | 32 | - | - |
| - Siemens Energy AB | - | - | - | **14** | - | - | - | - | - | 23 | - | - |
| - Siemens Energy Ltd. | - | - | - | **9** | - | - | - | - | - | - | - | - |
| - Siemens Energy Industrial Turbomachinery India Pvt. Ltd. | - | - | - | **8** | - | - | - | - | - | - | - | - |
| - Others | - | - | - | * | - | - | - | - | - | 22 | - | - |
| **Recoveries from group companies** | | | | | | | | | | | | |
| - Siemens AG | **724** | - | - | - | - | - | 590 | - | - | - | - | - |
| - Siemens Rail Automation Pvt. Ltd. | - | **35** | - | - | - | - | - | 29 | - | - | - | - |
| - C&S Electric Ltd. | - | **7** | - | - | - | - | - | 25 | - | - | - | - |
| - Siemens Technology and Services Pvt. Ltd. | - | - | **283** | - | - | - | - | - | 267 | - | - | - |
| - Siemens Industry Software (India) Pvt. Ltd. | - | - | **57** | - | - | - | - | - | 79 | - | - | - |
| - Siemens Energy Global GmbH & Co. KG | - | - | - | **47** | - | - | - | - | - | 68 | - | - |
| - Siemens Energy Pte. Ltd. | - | - | - | **31** | - | - | - | - | - | - | - | - |
| - Siemens Energy Industrial Turbomachinery India Pvt. Ltd. | - | - | - | **17** | - | - | - | - | - | 14 | - | - |
| - Siemens Energy, Inc. | - | - | - | **1** | - | - | - | - | - | 23 | - | - |
| - Others | - | - | **197** | **1** | - | - | - | - | 205 | 3 | - | - |
| **Reimbursement of expenses received** | | | | | | | | | | | | |
| - Siemens AG | **302** | - | - | - | - | - | 362 | - | - | - | - | - |

* denotes figures less than a million

## 46.7 Related party transactions *(Continued)*

| Description | 2023 | | | | | | 2022 | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Utlimate Holding Company | Subsidiary | Fellow Subsidiaries | Fellow Associate | Key managerial personnel | Others | Utlimate Holding Company | Subsidiary | Fellow Subsidiaries | Fellow Associate | Key managerial personnel | Others |
| **Reimbursement of expenses received *(Continued)*** | | | | | | | | | | | | |
| - Siemens Rail Automation Pvt. Ltd. | - | 5 | - | - | - | - | - | 3 | - | - | - | - |
| - C&S Electric Ltd. | - | * | - | - | - | - | - | 1 | - | - | - | - |
| - Siemens Technology and Services Pvt. Ltd. | - | - | 25 | - | - | - | - | - | 54 | - | - | - |
| - Siemens Pte. Ltd. | - | - | 19 | - | - | - | - | - | 88 | - | - | - |
| - Siemens Mobility GmbH | - | - | 18 | - | - | - | - | - | 9 | - | - | - |
| - Siemens Schweiz AG, Smart Infrastructure, Global Headquarters | - | - | 9 | - | - | - | - | - | 1 | - | - | - |
| - Siemens Energy Ltd. | - | - | - | 166 | - | - | - | - | - | 102 | - | - |
| - Siemens Energy Global GmbH & Co. KG | - | - | - | 101 | - | - | - | - | - | 96 | - | - |
| - Siemens Energy Ltd. | - | - | - | 46 | - | - | - | - | - | 33 | - | - |
| - Siemens Energy S.A.S. | - | - | - | 5 | - | - | - | - | - | 37 | - | - |
| - Others | - | - | 17 | 93 | - | - | - | - | 39 | 91 | - | - |
| **Purchase of goods and services** | | | | | | | | | | | | |
| - Siemens AG | 34,646 | - | - | - | - | - | 27,083 | - | - | - | - | - |
| - Siemens Rail Automation Pvt. Ltd. | - | 277 | - | - | - | - | - | 178 | - | - | - | - |
| - C&S Electric Ltd. | - | 724 | - | - | - | - | - | 416 | - | - | - | - |
| - Siemens Mobility GmbH | - | - | 2,898 | - | - | - | - | - | 2,024 | - | - | - |
| - Siemens Technology and Services Pvt. Ltd. | - | - | 1,347 | - | - | - | - | - | 1,134 | - | - | - |
| - Siemens Electrical Apparatus Ltd., Suzhou | - | - | 1,313 | - | - | - | - | - | 789 | - | - | - |
| - Siemens Schweiz AG, Smart Infrastructure, Global Headquarters | - | - | 1,215 | - | - | - | - | - | 920 | - | - | - |
| - Siemens Medium Voltage Switching Technologies (Wuxi) Ltd. | - | - | 750 | - | - | - | - | - | 974 | - | - | - |
| - Siemens Energy Global GmbH & Co. KG | - | - | - | 2,554 | - | - | - | - | - | 4,185 | - | - |
| - Siemens Energy Industrial Turbomachinery India Pvt. Ltd. | - | - | - | 993 | - | - | - | - | - | 1,437 | - | - |
| - Siemens Energy AB | - | - | - | 763 | - | - | - | - | - | 154 | - | - |
| - Others | - | - | 3,500 | 1,211 | - | - | - | - | 2,754 | 2,439 | - | - |
| **Rent income** | | | | | | | | | | | | |
| - Siemens Financial Services Pvt. Ltd. | - | - | 80 | - | - | - | - | - | 80 | - | - | - |
| - Siemens Technology and Services Pvt. Ltd. | - | - | 56 | - | - | - | - | - | 55 | - | - | - |
| - Siemens Large Drives India Pvt. Ltd. | - | - | 22 | - | - | - | - | - | 16 | - | - | - |
| - Siemens Logistics India Pvt. Ltd. | - | - | 20 | - | - | - | - | - | 25 | - | - | - |

* denotes figures less than a million

## 46.7 Related party transactions *(Continued)*

| Description | 2023 | | | | | | 2022 | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Utlimate Holding Company | Subsidiary | Fellow Subsidiaries | Fellow Associate | Key managerial personnel | Others | Utlimate Holding Company | Subsidiary | Fellow Subsidiaries | Fellow Associate | Key managerial personnel | Others |
| **Rent income *(Continued)*** | | | | | | | | | | | | |
| - Siemens Energy Industrial Turbomachinery India Pvt. Ltd. | - | - | - | 86 | - | - | - | - | - | 86 | - | - |
| - Others | - | - | 5 | - | - | - | - | - | 8 | - | - | - |
| **Interest income** | | | | | | | | | | | | |
| - Siemens Financial Services Pvt. Ltd. | - | - | 471 | - | - | - | - | - | 429 | - | - | - |
| - Siemens Factoring Pvt. Ltd. | - | - | 84 | - | - | - | - | - | 39 | - | - | - |
| - Siemens Technology and Services Pvt. Ltd. | - | - | - | - | - | - | - | - | * | - | - | - |
| **Guarantee Commission Charges** | | | | | | | | | | | | |
| - Siemens AG | 178 | - | - | - | - | - | 81 | - | - | - | - | - |
| - Others | - | - | * | - | - | - | - | - | * | - | - | - |
| **License Fees** | | | | | | | | | | | | |
| - Siemens AG | 960 | - | - | - | - | - | 818 | - | - | - | - | - |
| - Innomotics GmbH | - | - | 35 | - | - | - | - | - | - | - | - | - |
| - Siemens Mobility GmbH | - | - | 25 | - | - | - | - | - | 10 | - | - | - |
| - Siemens Schweiz AG, Smart Infrastructure, Global Headquarters | - | - | 14 | - | - | - | - | - | 13 | - | - | - |
| - Siemens Energy Global GmbH & Co. KG | - | - | - | 565 | - | - | - | - | - | 297 | - | - |
| - Others | - | - | - | 4 | - | - | - | - | * | 6 | - | - |
| **Dividend paid (on payment basis)** | | | | | | | | | | | | |
| - Siemens International Holding B.V., Netherlands | - | - | 1,699 | - | - | - | - | - | 1,359 | - | - | - |
| - Siemens Energy Holding B.V., Netherlands | - | - | - | 855 | - | - | - | - | - | 684 | - | - |
| - Siemens Metals Technologies Vermögensverwaltungs GmbH | - | - | 117 | - | - | - | - | - | 94 | - | - | - |
| **Dividend received (on receipt basis)** | | | | | | | | | | | | |
| - Siemens Rail Automation Pvt. Ltd. | - | 650 | - | - | - | - | - | 264 | - | - | - | - |
| - C&S Electric Ltd. | - | 132 | - | - | - | - | - | - | - | - | - | - |
| **Purchase of property, plant and equipment / capital work in progress** | | | | | | | | | | | | |
| - Siemens AG | 44 | - | - | - | - | - | 9 | - | - | - | - | - |
| - Siemens Mobility Austria GmbH, Plant Rail Systems | - | - | 41 | - | - | - | - | - | - | - | - | - |
| - Beijing Siemens Cerberus Electronics Ltd. | - | - | 21 | - | - | - | - | - | 9 | - | - | - |
| - Siemens Mobility GmbH | - | - | 12 | - | - | - | - | - | * | - | - | - |
| - Siemens Sanayi ve Ticaret Anonim Sirketi | - | - | - | - | - | - | - | - | 2 | - | - | - |

* denotes figures less than a million

### 46.7 Related party transactions *(Continued)*

| Description | 2023 | | | | | | 2022 | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Utlimate Holding Company | Subsidiary | Fellow Subsidiaries | Fellow Associate | Key managerial personnel | Others | Utlimate Holding Company | Subsidiary | Fellow Subsidiaries | Fellow Associate | Key managerial personnel | Others |
| **Purchase of property, plant and equipment / capital work in progress *(Continued)*** | | | | | | | | | | | | |
| - Siemens SAS | - | - | * | - | - | - | - | - | 3 | - | - | - |
| - Trench Germany GmbH | - | - | - | 3 | - | - | - | - | - | - | - | - |
| - Siemens Energy Global GmbH & Co. KG | - | - | - | - | - | - | - | - | - | 7 | - | - |
| - Others | - | - | 1 | - | - | - | - | - | 3 | - | - | - |
| **Sale of property, plant and equipment** | | | | | | | | | | | | |
| - Siemens Technology and Services Pvt. Ltd. | - | - | * | - | - | - | - | - | 2 | - | - | - |
| **Sale of Business** | | | | | | | | | | | | |
| - Siemens Large Drives India Pvt. Ltd. | - | - | - | - | - | - | - | - | 4,400 | - | - | - |
| **Investment in Associate** | | | | | | | | | | | | |
| - Sunsole Renewables Pvt. Ltd. # | - | - | - | - | - | - | - | - | - | - | - | 14 |
| **Remuneration **** | | | | | | | | | | | | |
| - Mr. Sunil Mathur | | | | | | | | | | | | |
| Short term employee benefits | - | - | - | - | 201 | - | - | - | - | - | 157 | - |
| Post-employment benefits | - | - | - | - | 10 | - | - | - | - | - | 6 | - |
| Share based payments (refer note 50) | - | - | - | - | 110 | - | - | - | - | - | 16 | - |
| - Dr. Daniel Spindler | | | | | | | | | | | | |
| Short term employee benefits | - | - | - | - | 76 | - | - | - | - | - | 57 | - |
| Share based payments (refer note 50) | - | - | - | - | 41 | - | - | - | - | - | 11 | - |
| - Mr. Ketan Thaker | | | | | | | | | | | | |
| Short term employee benefits | - | - | - | - | 11 | - | - | - | - | - | 10 | - |
| Post-employment benefits | - | - | - | - | * | - | - | - | - | - | * | - |
| Share based payments (refer note 50) | - | - | - | - | 6 | - | - | - | - | - | * | - |
| - Others | - | - | - | - | - | 4 | - | - | - | - | - | 4 |
| **Payment to Trusts** | | | | | | | | | | | | |
| - Siemens India Limited Indian Staff Provident Fund | - | - | - | - | - | 564 | - | - | - | - | - | 475 |
| - Siemens India Limited Gratuity Fund | - | - | - | - | - | 271 | - | - | - | - | - | 260 |
| - The Siemens Limited Superannuation Scheme | - | - | - | - | - | 209 | - | - | - | - | - | 203 |
| **Sitting fees to Independent Directors/Non-executive Directors** | - | - | - | - | 5 | - | - | - | - | - | 3 | - |
| **Commission to Independent Directors/Non-executive Directors** | - | - | - | - | 13 | - | - | - | - | - | 11 | - |

* denotes figures less than a million

** Remuneration does not include the provisions made for gratuity, leave and medical benefits, as they are determined on an actuarial basis for the Company as a whole. Remuneration in the form of stock awards are included only upon vesting.

# Others include Investment in Sunsole Renewables Pvt. Ltd. (Associate)

## 46.7 Related party transactions *(Continued)*

| Description | 2023 | | | | | | 2022 | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Utlimate Holding Company | Subsidiary | Fellow Subsidiaries | Fellow Associate | Key managerial personnel | Others | Utlimate Holding Company | Subsidiary | Fellow Subsidiaries | Fellow Associate | Key managerial personnel | Others |
| **Loans / Inter corporate deposits given** | | | | | | | | | | | | |
| - Siemens Financial Services Pvt. Ltd.. | - | - | 4,630 | - | - | - | - | - | 7,030 | - | - | - |
| - Siemens Factoring Pvt. Ltd. | - | - | 860 | - | - | - | - | - | 2,150 | - | - | - |
| - Siemens Technology and Services Pvt. Ltd. | - | - | - | - | - | - | - | - | 270 | - | - | - |
| **Repayment of Loans / Inter corporate deposits given** | | | | | | | | | | | | |
| - Siemens Financial Services Pvt. Ltd.. | - | - | 4,120 | - | - | - | - | - | 8,440 | - | - | - |
| - Siemens Factoring Pvt. Ltd. | - | - | 1,240 | - | - | - | - | - | 1,760 | - | - | - |
| - Siemens Technology and Services Pvt. Ltd. | - | - | - | - | - | - | - | - | 270 | - | - | - |
| **Factoring of trade receivables ***** | | | | | | | | | | | | |
| - Siemens Financial Services Pvt. Ltd. | - | - | 280 | - | - | - | - | - | 257 | - | - | - |
| **Outstanding Balances** | | | | | | | | | | | | |
| **Trade and other receivables** | | | | | | | | | | | | |
| - Siemens AG | 540 | - | - | - | - | - | 569 | - | - | - | - | - |
| - Siemens Rail Automation Pvt. Ltd. | - | 5 | - | - | - | - | - | * | - | - | - | - |
| - C&S Electric Ltd. | - | 5 | - | - | - | - | - | 27 | - | - | - | - |
| - Siemens Industrial Ltd. | - | - | 159 | - | - | - | - | - | 69 | - | - | - |
| - Siemens Mobility GmbH | - | - | 105 | - | - | - | - | - | 88 | - | - | - |
| - Siemens Mobility Austria GmbH | - | - | 88 | - | - | - | - | - | - | - | - | - |
| - Siemens Large Drives India Pvt. Ltd. | - | - | - | - | - | - | - | - | 234 | - | - | - |
| - Siemens Technology and Services Pvt. Ltd. | - | - | 62 | - | - | - | - | - | 67 | - | - | - |
| - Siemens Energy Global GmbH & Co. KG | - | - | - | 1,111 | - | - | - | - | - | 1,048 | - | - |
| - Siemens Energy S.R.L. | - | - | - | 478 | - | - | - | - | - | 128 | - | - |
| - Siemens Energy Sdn. Bhd. | - | - | - | 350 | - | - | - | - | - | 318 | - | - |
| - Others | - | - | 479 | 1,460 | - | - | - | - | 253 | 1,990 | - | - |
| **Trade Payables and other liabilities** | | | | | | | | | | | | |
| - Siemens AG | 5,940 | - | - | - | - | - | 5,924 | - | - | - | - | - |
| - Siemens Rail Automation Pvt. Ltd. | - | 50 | - | - | - | - | - | 71 | - | - | - | - |
| - C&S Electric Ltd. | - | 96 | - | - | - | - | - | 171 | - | - | - | - |
| - Siemens Mobility GmbH | - | - | 647 | - | - | - | - | - | 502 | - | - | - |
| - Siemens Schweiz AG, Smart Infrastructure, Global Headquarters | - | - | 315 | - | - | - | - | - | 237 | - | - | - |
| - Siemens Electrical Apparatus Ltd., Suzhou | - | - | 336 | - | - | - | - | - | 176 | - | - | - |

* denotes figures less than a million

*** The Company has entered into factoring arrangement for certain trade receivables on a non recourse basis.

# Notes to the Financial Statements *(Continued)* for the year ended 30 September 2023 (Currency: Indian rupees millions)

## 46.7 Related party transactions *(Continued)*

| Description | 2023 | | | | | | 2022 | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Utlimate Holding Company | Subsidiary | Fellow Subsidiaries | Fellow Associate | Key managerial personnel | Others | Utlimate Holding Company | Subsidiary | Fellow Subsidiaries | Fellow Associate | Key managerial personnel | Others |
| **Trade Payables and other liabilities *(Continued)*** | | | | | | | | | | | | |
| - Siemens Energy Global GmbH & Co. KG | - | - | - | 1,055 | - | - | - | - | - | 1,296 | - | - |
| - Siemens Energy Industrial Turbomachinery India Pvt. Ltd. | - | - | - | 297 | - | - | - | - | - | 459 | - | - |
| - Siemens Energy, Inc. | - | - | - | 259 | - | - | - | - | - | 297 | - | - |
| - Siemens Energy Industrial Turbomachinery Ltd. | - | - | - | 87 | - | - | - | - | - | 322 | - | - |
| - Others | - | - | 1,137 | 333 | - | - | - | - | 1,361 | 563 | - | - |
| **Loans / Inter corporate deposits to related parties** | | | | | | | | | | | | |
| - Siemens Financial Services Pvt. Ltd. | - | - | 6,500 | - | - | - | - | - | 5,990 | - | - | - |
| - Siemens Factoring Pvt. Ltd. | - | - | 690 | - | - | - | - | - | 1,070 | - | - | - |
| **Interest receivable on inter corporate deposits** | | | | | | | | | | | | |
| - Siemens Financial Services Pvt. Ltd. | - | - | 56 | - | - | - | - | - | 48 | - | - | - |
| - Siemens Factoring Pvt. Ltd. | - | - | 6 | - | - | - | - | - | 2 | - | - | - |
| **Remuneration payable **** | | | | | | | | | | | | |
| - Mr. Sunil Mathur | - | - | - | - | 73 | - | - | - | - | - | 75 | - |
| - Dr. Daniel Spindler | - | - | - | - | 35 | - | - | - | - | - | 25 | - |
| - Mr. Ketan Thaker | - | - | - | - | 2 | - | - | - | - | - | 2 | - |

** Remuneration does not include the provisions made for gratuity, leave and medical benefits, as they are determined on an actuarial basis for the Company as a whole. Remuneration in the form of stock awards are included only upon vesting.

All transactions entered into with related parties defined under the Companies Act, 2013 during the financial year, were on arm's length pricing basis.

The above transactions are including discontinued operations

**47 Disclosure pursuant to Indian Accounting Standard - 19 'Employee Benefits' :**

**(i) Defined Contribution Plans**

Amount of ₹ 209 (2022: ₹ 196) is recognised as an expense and included in "Employee benefits expense" (refer note 36) in the Statement of Profit and Loss. The said amount is excluding of amounts recognised under discontinued operation.

**(ii) Defined Benefit Plans**

**a) Amounts for the current period are as follows :**

| | | Gratuity | | Pension | | Medical | | Retirement Gift | |
|---|---|---|---|---|---|---|---|---|---|
| | | **Sept 2023** | Sept 2022 | **Sept 2023** | Sept 2022 | **Sept 2023** | Sept 2022 | **Sept 2023** | Sept 2022 |
| I | **Change in defined benefit obligation** | | | | | | | | |
| | Liability at the beginning of the year | **3,154** | 3,040 | **258** | 281 | **1,462** | 1,736 | **93** | 87 |
| | Expenses recognised in Profit and Loss Account | | | | | | | | |
| | - Interest cost | **232** | 203 | **18** | 18 | **109** | 118 | **7** | 6 |
| | - Current service cost | **271** | 259 | **-** | - | **63** | 69 | **8** | 7 |
| | Recognised in Other Comprehensive Income | | | | | | | | |
| | Divestiture (credit) / cost | **1** | (120) | **-** | - | **-** | (40) | **-** | (4) |
| | Remeasurement (gains) / losses | | | | | | | | |
| | Actuarial (gain) / loss arising from | | | | | | | | |
| | i Change in demographic assumptions | **(1)** | - | **-** | - | **-** | - | **-** | - |
| | ii Change in financial assumptions | **123** | 80 | **4** | (9) | **532** | 36 | **4** | 3 |
| | iii Experience variance | **64** | (83) | **(25)** | 2 | **548** | (396) | **3** | (1) |
| | Benefits paid | | | | | | | | |
| | Disbursements from Plan Assets | **(222)** | (225) | **-** | - | **-** | - | **-** | - |
| | Disbursements directly paid by the employer | **-** | - | **(34)** | (34) | **(68)** | (61) | **(5)** | (5) |
| | **Liability at the end of the year** | **3,622** | 3,154 | **221** | 258 | **2,646** | 1,462 | **110** | 93 |
| II | **Fair value of plan assets** | | | | | | | | |
| | Fair value of plan assets at the beginning of the year | **3,045** | 3,250 | - | **-** | - | **-** | - | **-** |
| | Expenses recognised in Profit and Loss Account | | | | | | | | |
| | - Return on plan assets | **234** | 226 | - | **-** | - | **-** | - | - |
| | Remeasurement gains / (losses) | | | | | | | | |
| | - Actuarial gain / (loss) on plan assets | **11** | (347) | - | - | - | - | - | - |
| | Contributions | **271** | 261 | - | **-** | - | **-** | - | **-** |
| | Benefits paid | **(222)** | (224) | - | **-** | - | **-** | - | - |
| | Divestiture (credit) / cost | **-** | (121) | - | - | - | - | - | - |
| | **Fair value of plan assets at the end of the year** | **3,339** | 3,045 | - | **-** | - | **-** | - | **-** |
| III | **Actual return on plan assets** | | | | | | | | |
| | Return on plan assets | **234** | 226 | - | **-** | - | **-** | - | - |
| | Actuarial gain / (loss) on plan assets | **11** | (347) | - | **-** | - | **-** | - | - |
| | **Actual return on plan assets** | **245** | (121) | **-** | **-** | **-** | **-** | **-** | **-** |

# Notes to the Financial Statements *(Continued)* for the year ended 30 September 2023 (Currency: Indian rupees millions)

**47 Disclosure pursuant to Indian Accounting Standard - 19 'Employee Benefits' *(Continued)***

| | | Gratuity | | Pension | | Medical | | Retirement Gift | |
|---|---|---|---|---|---|---|---|---|---|
| | | **Sept 2023** | Sept 2022 | **Sept 2023** | Sept 2022 | **Sept 2023** | Sept 2022 | **Sept 2023** | Sept 2022 |
| IV | **Amount recognised in the balance sheet** | | | | | | | | |
| | Defined benefit obligation at the end of the year | **3,622** | 3,154 | **221** | 258 | **2,646** | 1,462 | **110** | 93 |
| | Fair value of plan assets at the end of the year | **3,339** | 3,045 | - | - | - | - | - | - |
| | (Surplus) / Deficit | **283** | 109 | **221** | 258 | **2,646** | 1,462 | **110** | 93 |
| | Effect Of Asset Ceiling | - | - | - | - | - | - | - | - |
| | **Current portion of the above** | **283** | 109 | **31** | 35 | **76** | 57 | **5** | 4 |
| | **Non Current portion of the above** | - | - | **190** | 223 | **2,570** | 1,405 | **105** | 89 |
| V.a | **Expenses recognised in the Statement of Profit and Loss** | | | | | | | | |
| | Net Interest Expense | **(2)** | (24) | **18** | 18 | **109** | 118 | **7** | 6 |
| | Current service cost | **271** | 259 | - | - | **63** | 69 | **8** | 7 |
| | **Expense recognised in Statement of Profit and Loss** | **269** | 235 | **18** | 18 | **172** | 187 | **15** | 13 |
| V.b | **Included in other comprehensive income** | | | | | | | | |
| | Return on plan assets excluding net interest | **(11)** | 347 | - | - | - | - | - | - |
| | Net actuarial (gain) / loss recognised | **186** | (4) | **(21)** | (8) | **1,080** | (361) | **7** | 1 |
| | **Actuarial (gain) / loss recognised in OCI** | **175** | 343 | **(21)** | (8) | **1,080** | (361) | **7** | 1 |
| VI | **Actuarial Assumptions** | | | | | | | | |
| | **Discount Rate** | **7.20%** | 7.61% | **7.20%** | 7.61% | **7.20%** | 7.61% | **7.20%** | 7.61% |
| | **Attrition rate:** | | | | | | | | |
| | up to 30 years | **10.00%** | 9.00% | - | - | **10.00%** | 9.00% | **10.00%** | 9.00% |
| | 31-50 years | **6.00%** | 6.00% | - | - | **6.00%** | 6.00% | **6.00%** | 6.00% |
| | above 50 years | **4.00%** | 4.00% | - | - | **4.00%** | 4.00% | **4.00%** | 4.00% |
| | **Salary Escalation / Pension increase rate / Medical cost increase rate** | **9.00%** | 9.00% | **5.00%** | 5.00% | **7.00%** | 6.00% | **9.00%** | 9.00% |
| VII | **Sensitivity** | | | | | | | | |
| | Change in Liability for 0.5% decrease in discount rate | **160** | 140 | **6** | 7 | **257** | 123 | **6** | 5 |
| | Change in Liability for 0.5% increase in discount rate | **(149)** | (130) | **(5)** | (6) | **(224)** | (108) | **(5)** | (4) |
| | Change in Liability for 0.5% decrease in salary/ medical inflation rate/pension increase rate | **(147)** | (129) | **(5)** | (6) | **(205)** | (93) | **(5)** | (4) |
| | Change in Liability for 0.5% increase in salary/ medical inflation rate/pension increase rate | **156** | 138 | **5** | 6 | **233** | 105 | **6** | 5 |

## 47 Disclosure pursuant to Indian Accounting Standard - 19 'Employee Benefits' *(Continued)*

| | | Gratuity | | Pension | | Medical | | Retirement Gift | |
|---|---|---|---|---|---|---|---|---|---|
| | | **Sept 2023** | Sept 2022 | **Sept 2023** | Sept 2022 | **Sept 2023** | Sept 2022 | **Sept 2023** | Sept 2022 |
| **VIII** | **Maturity Profile of Defined Benefit Obligation (Undiscounted amount)** | | | | | | | | |
| | Year 1 | **288** | 238 | **32** | 36 | **79** | 59 | **5** | 4 |
| | Year 2 | **282** | 244 | **31** | 13 | **84** | 62 | **5** | 4 |
| | Year 3 | **297** | 282 | **30** | 36 | **88** | 65 | **5** | 5 |
| | Year 4 | **356** | 294 | **28** | 35 | **95** | 68 | **8** | 5 |
| | Year 5 | **391** | 356 | **26** | 33 | **102** | 72 | **8** | 8 |
| | Years 6 to 10 | **2,593** | 2,341 | **104** | 139 | **674** | 451 | **74** | 65 |
| **IX** | **Weighted Average Duration of Defined Benefit Obligation** | | | | | | | | |
| | Duration (Years) | **8.50** | 9.00 | **5.20** | 7.00 | **19.00** | 17.00 | **10.30** | 9.00 |

**b)** 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 year 2022-23 and the method of assumption used in preparing sensitivity analysis did not change compared to previous year.

**c)** The fund formed by the Company manages the investments of the Gratuity fund. Expected rate of return on investments is determined based on the assessment made by the Company at the beginning of the year on the return expected on its existing portfolio, along with the estimated incremental investments to be made during the year. Yield on portfolio is calculated based on a suitable mark-up over the benchmark Government securities of similar maturities. The Company expects to contribute ₹ 313 (2022: ₹ 238) to gratuity fund in 2023-24.

The investment strategy in respect of its funded plans is implemented within the framework of the applicable statutory requirements. Each year, the Board of Trustees reviews the level of funding in the gratuity plan. Such a review includes the asset liability matching strategy and investment risk management policy. This includes employing the use of annuities and longevity swaps to manage the risks. The Board of Trustees decides its contribution based on the results of this annual review. Generally it aims to have a portfolio mix of equity instruments and debt instruments to minimize the risk exposed to investment.

**d)** The estimates of future salary increases, considered in actuarial valuation, take in to account inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

**e)** The Company has contributed ₹ 564 (2022: ₹ 461) towards Provident fund during the year ended 30 September 2023. The said amount is excluding of amounts recognised by discontinued operation. The Guidance note issued by the Institute of Actuaries of India states that benefits involving employer established provident funds, which require interest shortfalls to be recompensed are to be considered as defined benefit plans. The Actuary has accordingly provided a valuation and based on the assumptions provided below, there is a shortfall as at 30 September.

The details of the fund and plan asset position as at 30 September are as follows:

| | As at 30 September | |
|---|---|---|
| | **2023** | 2022 |
| Present value of benefit obligation at year end | **16,583** | 15,506 |
| Fair value of plan assets at year end | **16,262** | 15,452 |
| Shortfall / (Surplus)* | **321** | 54 |
| Effect due to Asset Ceiling | **-** | - |

*The amount recognised in other comprehensive income is ₹ 253 (2022: ₹ 54).

**47 Disclosure pursuant to Indian Accounting Standard - 19 'Employee Benefits' *(Continued)***

Assumptions used in determining the present value obligation of the interest rate guarantee under the Deterministic Approach:

| | As at 30 September | |
|---|---|---|
| | **2023** | 2022 |
| Government of India securities (GOI) bond yield | **7.20%** | 7.61% |
| Remaining term of maturity (in years) | **8.00** | 9.00 |
| Expected guaranteed interest rate | **8.15%** | 8.10% |

**(iii) General descriptions of significant defined plans**

**I Gratuity Plan**

Gratuity is payable to all eligible employees of the Company on superannuation, death and permanent disablement, in terms of the provisions of the Payment of Gratuity Act, 1972 or as per the Company's Scheme whichever is more beneficial. Under the act, employee who has completed five years of service is entitled to the benefit. The level of benefits provided depends on the members length of service and salary at retirement age.

**II Medical**

Post retirement medical benefit is paid to the retired employees and their spouse till their survival and after their death, benefits are available to the employee's spouse. It consists of 3 components, which is health insurance, Domiciliary medical allowance and Company support in case the expenses incurred are more than the health insurance coverage subject to the ceiling limit as per the grades.

**III Pension**

Pension is paid to management cadre employees of the Company, who retired before March 1998. Pension is paid on monthly basis. In case of death in retirement ,100 percent pension is paid to the spouse for first six months and then 60 percent thereafter.

**IV Retirement Gift**

Retirement gift is paid, as a token of appreciation to the permanent employees who are separating on their retirement or after their long association with the Company.

**(iv) Broad category of Fair value of plan assets & as a percentage of total plan assets of the Gratuity plan and Provident fund plan:**

| Particulars (Unquoted) | Gratuity | | | | Provident Fund | | | |
|---|---|---|---|---|---|---|---|---|
| | **2023** | | 2022 | | **2023** | | 2022 | |
| | **Amount** | **%** | Amount | % | **Amount** | **%** | Amount | % |
| Equity Instruments | **59** | **1.78%** | 48 | 1.57% | **338** | **2.08%** | 175 | 1.13% |
| Debt Instruments | **3,280** | **98.22%** | 2,997 | 98.43% | **15,924** | **97.92%** | 15,277 | 98.87% |
| **Total Plan Assets** | **3,339** | **100.00%** | 3,045 | 100.00% | **16,262** | **100.00%** | 15,452 | 100.00% |

**48 Earnings per share**

| | **Sept 2023** | Sept 2022 |
|---|---|---|
| Weighted average number of equity shares outstanding during the year | **356,120,255** | 356,120,255 |
| Profit after tax from continuing operations | **19,113** | 12,497 |
| **Basic and diluted earnings per share from continuing operations** | **53.67** | 35.09 |

## 48 Earnings per share *(Continued)*

| | **Sept 2023** | Sept 2022 |
|---|---|---|
| Profit after tax from discontinued operations | - | 2,811 |
| **Basic and diluted earnings per share from discontinued operations** | - | 7.89 |
| Total Profit for the year | **19,113** | 15,308 |
| **Basic and diluted earnings per share from total operations** | **53.67** | 42.98 |

## 49 Details of dues to Micro, Small and Medium Enterprises as defined under the MSMED Act, 2006

The Company has amounts due to suppliers under MSMED as at 30 September. The disclosure pursuant to the MSMED Act is as under:

| | **Sept 2023** | Sept 2022 |
|---|---|---|
| Principal amount payable to suppliers under MSMED Act | **2,837** | 2,680 |
| Interest accrued and due to suppliers under Section 16 of MSMED Act, 2006, unpaid.# | **6** | * |
| Payment made to suppliers (other than interest) beyond the appointed day during the year | **3,925** | 4,336 |
| Interest due and payable towards suppliers under MSMED Act towards payments already made | **133** | 104 |
| Interest accrued and remaining unpaid at the end of the accounting year | **139** | 105 |

The information has been given in respect of such vendors to the extent they could be identified as 'micro and small enterprises' on the basis of information available with the Company.

# Interest accrued is considered due upon claim from vendors.

* denotes figures less than a million

## 50 Share-based payment transactions

Share matching plan (SMP) and Siemens Stock Awards (SSA) at Siemens Ltd are classified as cash-settled transactions. The employees of the Company are eligible for the Ultimate Holding Company's share awards, i.e. SMP and SSA. Under SMP the employee may invest a specified part of their compensation in the Ultimate Holding Company's shares and at the end of 3 years (vesting period) employee gets one free share for every three shares purchased.

Under SSA, the Company grants stock awards of the Ultimate Holding Company's shares to the Senior management and other eligible employees. The vesting period is upto 4 years. SSA includes two schemes, under Special Allocation Stock Awards, the shares of are awarded to reward the performance of the employee. Under Performance Oriented Siemens Stock Awards these awards will be vested on the achievement of the performance criteria of Ultimate Holding Company.

At the end of each reporting period, the Company recognises the fair value of the liability and the expense at each reporting period at the market price of the Ultimate Holding Company's share.

**Details of liabilities arising from the share-based payment transactions are as follows:**

| | **Sept 2023** | Sept 2022 |
|---|---|---|
| Other current financial liabilities | **412** | 234 |
| Other non-current financial liabilities | **676** | 486 |
| **Total carrying amount of the liabilities** | **1,088** | 720 |

Effect of Share-based payment transaction on the profit & loss, shown under the head Employee benefit expense is ₹ 635 (2022: ₹ 91)

## 51 Derivative Instruments

### a) Forward Contracts and Option contracts

The Company uses forward contracts and options to mitigate its risks associated with foreign currency fluctuations having underlying transaction and relating to firm commitments or highly probable forecast transactions. The Company does not enter into any forward and options contracts which are intended for trading or speculative purposes.

**51 Derivative Instruments *(Continued)***

The forward exchange and options contracts are fair valued at each reporting date with the resultant gains/ losses thereon being recorded in Statement of Profit and Loss.

The details of forward contracts outstanding at the year end are as follows:-

| Currency | Buy | | | Sell | | |
|---|---|---|---|---|---|---|
| | Number of contracts | Amount | Indian rupees equivalent | Number of contracts | Amount | Indian rupees equivalent |
| **US Dollar** | | | | | | |
| **30 Sept 2023** | **148** | **94** | **7,796** | **209** | **178** | **14,791** |
| 30 Sept 2022 | 185 | 92 | 7,487 | 252 | 195 | 15,884 |
| **Euro** | | | | | | |
| **30 Sept 2023** | **292** | **339** | **29,844** | **302** | **205** | **18,112** |
| 30 Sept 2022 | 381 | 323 | 25,739 | 276 | 161 | 12,861 |
| **Qatari Riyal** | | | | | | |
| **30 Sept 2023** | **3** | ***** | **7** | **1** | **4** | **85** |
| 30 Sept 2022 | 3 | 2 | 35 | 1 | 4 | 83 |
| **Japanese Yen** | | | | | | |
| **30 Sept 2023** | **14** | **257** | **143** | **-** | **-** | **-** |
| 30 Sept 2022 | 12 | 138 | 78 | - | - | - |
| **Pound Sterling** | | | | | | |
| **30 Sept 2023** | **17** | **4** | **357** | **4** | **1** | **149** |
| 30 Sept 2022 | 18 | 8 | 730 | 3 | 5 | 453 |
| **Swiss Franc** | | | | | | |
| **30 Sept 2023** | **4** | **1** | **78** | **-** | **-** | **-** |
| 30 Sept 2022 | 7 | 1 | 98 | - | - | - |
| **Swedish Krona** | | | | | | |
| **30 Sept 2023** | **10** | **30** | **230** | **3** | **12** | **88** |
| 30 Sept 2022 | 8 | 11 | 80 | 6 | 16 | 114 |
| **Chinese Yuan** | | | | | | |
| **30 Sept 2023** | **29** | **65** | **735** | **-** | **-** | **-** |
| 30 Sept 2022 | 38 | 130 | 1,490 | 1 | * | 4 |

* denotes figures less than a million

**b) Significant unhedged exposures in various foreign currencies as at the year end:**

**Payables**

| | Foreign currency | | Indian rupees | |
|---|---|---|---|---|
| | **Sept 2023** | Sept 2022 | **Sept 2023** | Sept 2022 |
| Bangladesh Taka | **208** | 169 | **157** | 136 |
| Sri Lankan Rupee | **329** | 378 | **84** | 84 |
| Singapore Dollar | **1** | 2 | **50** | 85 |

**Receivables and bank balances**

| | Foreign currency | | Indian rupees | |
|---|---|---|---|---|
| | **Sept 2023** | Sept 2022 | **Sept 2023** | Sept 2022 |
| Bangladesh Taka | **406** | 281 | **314** | 235 |
| Sri Lankan Rupee | **242** | 511 | **57** | 124 |
| Nepalese Rupee | **69** | 48 | **43** | 30 |
| Euro | **1** | 1 | **46** | 44 |
| United States Dollar | **1** | 1 | **83** | 99 |

## 51 Derivative Instruments *(Continued)*

The forward contracts have been converted in Indian rupees, at the spot rates, as at 30 September to facilitate reading purposes only.

The Company has a policy of hedging its foreign currency exposure on a net basis.

### c) Commodity Contracts

The Company uses Commodity Future Contracts to hedge against fluctuation in commodity prices. The following are outstanding future contracts entered into by the Company as at the year end:

| Year | Commodity | Number of Contracts | Buy / Sell |
|---|---|---|---|
| **Sept 2023** | **Copper** | **2,040** | **Buy** |
| | **Aluminium** | **315** | **Buy** |
| | **Silver** | **82** | **Buy** |
| Sept 2022 | Copper | 1,980 | Buy |
| | Aluminium | 403 | Buy |
| | Silver | 92 | Buy |

**Note:** Each contract of copper is of 2,500 kg, aluminium is of 5,000 kg and silver is of 30 kg.

## 52 Capital management

For the purpose of the Company's capital management, equity includes equity share capital and all other equity reserves attributable to the equity holders of the Company. The Company manages its capital to optimise returns to the shareholders and makes adjustments to it in light of changes in economic conditions or its business requirements. The Company's objectives are to safeguard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth and maximise the shareholders value. The Company funds its operations through internal accruals. The management and the Board of Directors monitor the return on capital as well as the level of dividends to shareholders.

## 53 Financial instruments

### A) Accounting classifications and Fair values

#### i) Category-wise classification for applicable financial assets:

| Particulars | Notes | Carrying value / Fair value | |
|---|---|---|---|
| | | **Sept 2023** | Sept 2022 |
| **I. Measured at fair value through Profit or Loss (FVTPL):** | | | |
| (a) Derivative contracts not designated as cash flow hedges | 10 & 18 | **502** | 767 |
| **Total I** | | **502** | 767 |
| **II. Measured at amortised cost:** | | | |
| (a) Trade Receivables | 8 & 14 | **44,786** | 36,705 |
| (b) Loans | 9 & 17 | **7,284** | 7,112 |
| (c) Cash and cash equivalents and other bank balances | 15 & 16 | **72,179** | 62,763 |
| (d) Other assets (excluding derivative contracts) | 10 & 18 | **2,028** | 2,053 |
| **Total II** | | **126,277** | 108,632 |
| **III. Measured at fair value through Other Comprehensive Income (FVTOCI):** | | | |
| (a) Derivative contracts designated as cash flow hedges | 18 | **91** | 414 |
| **Total III** | | **91** | 414 |
| **Total (I+II+III)** | | **126,870** | 109,814 |

**53 Financial instruments *(Continued)***

**ii) Category-wise classification for applicable financial liabilities:**

| Particulars | Notes | Carrying value / Fair value | |
|---|---|---|---|
| | | **Sept 2023** | Sept 2022 |
| **I. Measured at fair value through Profit or Loss (FVTPL):** | | | |
| (a) Derivative contracts not designated as cash flow hedges | 25 & 28 | **711** | 1,294 |
| (b) Liabilities related to share based payments | 25 & 28 | **1,088** | 720 |
| (c) Lease liabilities | | **1,524** | 1,595 |
| **Total I** | | **3,323** | 3,609 |
| **II. Measured at amortised cost:** | | | |
| (a) Trade payables | 24, 27 & 49 | **40,320** | 38,757 |
| (b) Other liabilities (excluding derivative contracts) | 28 | **4,400** | 5,889 |
| **Total II** | | **44,720** | 44,646 |
| **III. Measured at fair value through Other Comprehensive Income (FVTOCI):** | | | |
| (a) Derivative contracts designated as cash flow hedges | 28 | **216** | 273 |
| **Total III** | | **216** | 273 |
| **Total (I+II+III)** | | **48,259** | 48,528 |

The carrying amounts of financial instruments such as cash and cash equivalents, other bank balances, trade receivables, trade payables, current security deposits and other current financial assets and liabilities (except derivative financial instrument those being measured at fair value through other comprehensive income) are considered to be same as their fair values due to their short term nature.

**B) Fair Value Hierarchy**

The following table provides fair value measurement hierarchy of financial instruments and others:

**Quantitative disclosures fair value measurement hierarchy as at 30 September 2023:**

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| **Assets at Fair value:** | | | | |
| **i) Investment property** | - | 2,004 | - | **2,004** |
| **ii) Fair values through Profit and Loss** | | | | |
| (a) Derivative contracts not designated as cash flow hedges | - | 502 | - | **502** |
| **iii) Fair value through Other Comprehensive Income** | | | | |
| (a) Derivative contracts designated as cash flow hedges | - | 91 | - | **91** |
| **Liabilities at Fair value:** | | | | |
| **i) Fair values through Profit and Loss** | | | | |
| (a) Derivative contracts not designated as cash flow hedges | - | 711 | - | **711** |
| (b) Liabilities related to share based payments | - | 1,088 | - | **1,088** |
| **ii) Fair value through Other Comprehensive Income** | | | | |
| (a) Derivative contracts designated as cash flow hedges | - | 216 | - | **216** |

## 53 Financial instruments *(Continued)*

**Quantitative disclosures fair value measurement hierarchy as at 30 September 2022:**

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| **Assets at Fair value:** | | | | |
| **i) Investment property** | - | 2,818 | - | **2,818** |
| **ii) Fair values through Profit and Loss** | | | | |
| (a) Derivative contracts not designated as cash flow hedges | - | 767 | - | **767** |
| **iii) Fair value through Other Comprehensive Income** | | | | |
| (a) Derivative contracts designated as cash flow hedges | - | 414 | - | **414** |
| **Liabilities at Fair value:** | | | | |
| **i) Fair values through Profit and Loss** | | | | |
| (a) Derivative contracts not designated as cash flow hedges | - | 1,294 | - | **1,294** |
| (b) Liabilities related to share based payments | - | 720 | - | **720** |
| **ii) Fair value through Other Comprehensive Income** | | | | |
| (a) Derivative contracts designated as cash flow hedges | - | 273 | - | **273** |

The Company enters into foreign exchange forward and commodity contracts, which are valued using valuation techniques that employs the use of market observable inputs.

There have been no transfers between Level 1 and Level 2 during the year.

## 54 Financial Risk Management

The Company's principal financial liabilities comprise of trade payable, security deposits and other financial liabilities. The Company's principal financial assets include trade and other receivables, cash and cash equivalents and other financial assets that arise from its operations. The Company also enters into hedging transactions to cover foreign exchange exposure risk.

The Company's operating business is exposed to market risk, credit risk and liquidity risk. In order to optimize the allocation of the financial resources across the segments, as well as to achieve its aims, the Company identifies, analyses and manages the associated market risks. The Company seeks to manage and control these risks primarily through its regular operating activities and uses derivative financial instruments when deemed appropriate. All derivative activities for risk management purposes are carried out by teams that have the appropriate skills, experience and supervision. The Company has a Risk Management Committee, which ensures that the Company's financial risk taking activities are governed by appropriate policies and procedures and that financial risks are identified, measured and mitigated in accordance with the Company's policies and overall risk appetite.

### A Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency rate risk and interest rate risk. Financial instrument affected by market risks includes deposits, derivative financial instruments, trade receivables, trade payables and other financials assets.

**Foreign Currency risk**

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes on foreign exchange rate. The Company operates internationally and transacts in several currencies and has foreign currency trade receivables and trade payables. Hence, the Company is exposed to foreign exchange risk. The Company holds derivative financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures.

## 54 Financial Risk Management *(Continued)*

**Foreign currency sensitivity**

The following table demonstrate the sensitivity to a reasonably possible change in major currencies like US Dollar and Euro 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 including foreign currency derivatives. The Company's exposure to foreign currency changes for all other currencies is not material.

| Particulars | | Effect on profit before tax | | Effect on equity (Cash flow hedge) | |
|---|---|---|---|---|---|
| | | **Sept 2023** | Sept 2022 | **Sept 2023** | Sept 2022 |
| US Dollar | + 5% | **264** | 275 | * | 2 |
| | - 5% | **(264)** | (275) | * | (2) |
| Euro | + 5% | **470** | 554 | **4** | 9 |
| | - 5% | **(470)** | (554) | **(4)** | (9) |

**Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Consequently, could have unforeseen impact on Company's cost of borrowing or returns thus impacting the profit and loss.

The Company does not have any borrowings. Surplus funds are invested in deposits at fixed interest rates. The tenure of the deposits is managed to match with the liquidity profile of the Company.

* denotes figures less than a million

### B Credit risk

Credit risk is defined as an unexpected loss in financial instruments if the contractual partner is failing to discharge its obligations in full and on time. The Company is exposed to credit risk from its operating and financing activities like trade receivables, deposits with banks, foreign exchange transactions and other financial instruments.

**Trade receivables and Contract assets**

The major exposure to credit risk at the reporting date is primarily from receivables comprising of trade and project unbilled receivables (net).

Credit risk on receivables is limited due to the Company's large and diverse customer base which includes public sector enterprises, state owned companies and private corporates. The effective monitoring and controlling of credit risk through credit evaluations and ratings is a core competency of the Company's risk management system.

For receivables, as a practical expedient, the Company computes expected credit loss allowance based on a provision matrix. The provision matrix is prepared based on historically observed default rates over the expected life of trade receivables and is adjusted for forward-looking estimates.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The ECL is calculated on rating and default probability percentage arrived from the historic default trend. In order to determine the default probability percentage, a simple average of customer wise specific allowances or actual bad debts incurred in succeeding year (derived rates) (whichever is higher) for the preceding three years is considered as a percentage of gross receivables positions for each grading i.e. rating and division of each customer as at reporting date.

**The reconciliation of ECL is as follows:**

| | **Sept 2023** | Sept 2022 |
|---|---|---|
| Balance at the beginning of the year | **1,759** | 1,445 |
| Loss allowance based on ECL | **221** | 314 |
| Balance at the year end | **1,980** | 1,759 |

## 54 Financial Risk Management *(Continued)*

**Other financial assets**

Credit risk from cash and cash equivalents, term deposits and derivative financial instruments is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds, temporarily, are made only with approved counter parties and within credit limits assigned to each counterparty. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets.

### C Liquidity risk

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company regularly monitors the rolling forecasts and actual cashflows, to ensure it has sufficient funds to meet the operational needs.

The table below summarise the maturity profile of the Company's financial liabilities based on contractually agreed undiscounted cash flows :

| Particulars | Notes | Total | Payable within 1 year | More than 1 year |
|---|---|---|---|---|
| **As at 30 Sept 2023** | | | | |
| Trade Payables | 24, 27 & 49 | 40,320 | 40,308 | 12 |
| Derivative contracts | 25 & 28 | 927 | 716 | 211 |
| Other financial liabilities | 25 & 28 | 5,488 | 4,812 | 676 |
| | | **46,735** | **45,836** | **899** |
| Lease Liabilities | 44 | 1,732 | 754 | 978 |
| | | **48,467** | **46,590** | **1,877** |
| **As at 30 Sept 2022** | | | | |
| Trade Payables | 24, 27 & 49 | 38,757 | 38,730 | 27 |
| Derivative contracts | 25 & 28 | 1,567 | 1,359 | 208 |
| Other financial liabilities | 25 & 28 | 6,609 | 6,123 | 486 |
| | | **46,933** | **46,212** | **721** |
| Lease Liabilities | 44 | 1,798 | 662 | 1,136 |
| | | **48,731** | **46,874** | **1,857** |

## 55 Business Combination

**Summary of acquisition**

On 1 July 2023, the Company acquired Electric Vehicle division of Mass-Tech Controls Pvt. Ltd. for a cash consideration of ₹ 380 million, subject to adjustments mutually agreed between the parties to the transaction. From the aforesaid consideration, ₹ 5 million is currently retained as a holdback for a period of 1 year from the date of acquisition.

The fair value of assets and liabilities acquired have been determined provisionally in accordance with IND AS 103 'Business Combinations'. The purchase price has been provisionally allocated to the assets acquired and liabilities assumed based on the estimated fair values at the date of acquisition. The excess of the purchase price over the fair value of the net assets acquired has been allocated to goodwill. The Company believes that the information provides a reasonable basis for estimating the fair values of assets and liabilities acquired, but the potential for measurement period adjustments exists based on a continuing review of matters related to the acquisition. The purchase price allocation is expected to be completed within one year.

The acquisition addresses fast-growing demand for EV charging infrastructure in India, expand local market presence & enable creation of export hub and scale up the Company's range of e-mobility solutions, complementing Siemens global portfolio. Provisional goodwill is primarily attributable to technologies and overall synergies from future expected economic benefits, including enhanced revenue growth from expanded capabilities.

**55 Business Combination *(Continued)***

During the year ended 30 September 2023 the Company has recognised acquisition related cost of ₹ 8 lacs included in Legal and Professional Fees.

From the acquisition date, the results of operations of Mass-Tech Controls Pvt. Ltd. is included in the financial statements for the year ended 30 September 2023 as part of the Company's Smart Infrastructure Segment and comprises revenue from operations of ₹ 85 million and net loss of ₹ 34 million. If the acquisition had occurred at the beginning of the year, Company's revenue from operations and net loss for the year ended 30 September 2023 would have been ₹ 389 million and ₹ 31 million respectively. The net loss includes one time integration costs.

**Details of purchase consideration, the net assets acquired and provisional goodwill are as follows:**

| Particulars | Sept 2023 |
|---|---|
| **Purchase consideration** | **380** |
| Less: Purchase price adjustments | **(1)** |
| Fair Value of Net identifiable assets acquired: | |
| Property plant and equipment | **5** |
| Other intangible assets | ***** |
| Inventories | **53** |
| Other assets and liabilities (net) | **(11)** |
| **Provisional goodwill** | **332** |

*denotes figures less than a million

**56 Discontinued operations**

During the previous year, on 1 July 2022, the Company divested its Large Drives Applications (LDA) business (Portfolio Companies Segment) as a going concern on a slump sale basis to Siemens Large Drives India Pvt. Ltd. (a subsidiary of Siemens Large Drives GmbH, which in turn is a subsidiary of Siemens AG), for a cash consideration of ₹ 4,400 million. The gain on the sale transaction is ₹ 3,559 million for the year ended 30 September 2022. The tax expense on this transaction is ₹ 853 million (including write-off of deferred tax assets of ₹ 49 million) for the year ended 30 September 2022.

**Revenue, expenses and net cash flows relating to discontinued operations is as follows:**

| | Sept 2022 |
|---|---|
| **Income** | |
| Revenue from operations | 4,243 |
| **Total income** | 4,243 |
| **Expenses** | |
| **Purchases of stock-in-trade** | 2,396 |
| Decrease/(increase) in inventories of finished goods, work-in-progress and traded goods | (113) |
| Project bought outs and other direct costs | 956 |
| Employee benefits expense | 429 |
| Finance costs | 8 |
| Depreciation and amortisation expense | 23 |
| Other expenses | 403 |
| **Total expenses** | 4,102 |
| **Profit before tax** | 141 |
| Gain from sale of discontinued operations | 3,559 |
| Tax credit/(expense) | (889) |
| **Profit after tax** | 2,811 |
| Net cash generated from operating activities | 634 |
| Net cash used in investing activities | (128) |
| Net cash used in financing activities | (1) |

**57** During the previous year, the Company had executed a Power Purchase Agreement and entered into a Share Subscription and Shareholders Agreement for the subscription of 26% of the paid-up equity share capital of Sunsole Renewables Pvt. Ltd. (Sunsole). On 28 February 2022, Sunsole had allotted 26% of its paid-up equity share capital to the Company as first tranche allotment for a consideration of ₹ 2.7 million and ₹ 11.4 million as second tranche allotment on 5 August 2022. The Company has accounted for the investment at cost as per IND AS 28 'Investments in Associates and Joint Ventures'.

**58 Ratio Analysis**

| Ratio | Numerator | Denominator | Notes | Sept 23 | Sept 22 | % of Variance | Remarks |
|---|---|---|---|---|---|---|---|
| **Current Ratio** | Current assets | Current liabilities | | **2.11** | 1.92 | 9.96% | |
| **Return on Equity ratio** | Profit for the year | Average net worth | i | **15.53%** | 13.96% | 11.18% | |
| **Inventory Turnover ratio** | Cost of goods sold | Average inventory | ii | **5.90** | 5.73 | 2.92% | |
| **Trade Receivables Turnover ratio** | Revenue from contracts with customers | Average debtors | | **4.34** | 4.05 | 7.15% | |
| **Trade payables Turnover ratio** | Net credit purchases | Average creditors | iii | **3.50** | 3.05 | 14.98% | |
| **Net capital Turnover ratio** | Revenue from contracts with customers | Average working capital | iv | **2.26** | 2.25 | 0.40% | |
| **Net Profit ratio** | Profit for the year from continuing operations | Revenue from contracts with customers | | **10.80%** | 8.56% | 26.20% | Profit for the year is higher due to improvement in operational profit margin. |
| **Return on Capital Employed** | Profit before interest and tax from continuing operations | Net worth | | **19.70%** | 14.78% | 33.29% | Profit for the year is higher due to improvement in operational profit margin. |

i) Net worth comprises of Equity share capital and Other equity

ii) Cost of goods sold comprises of a) Cost of materials consumed, b) Purchases of Stock-in-Trade, c) Changes in inventories of finished goods, d) work-in-progress and stock-in-trade, e) Project bought outs and other direct costs.

iii) Net credit purchases comprises of (a) cost of goods sold and (d) Other expenses excluding Bad debts (including provision), Net loss on foreign exchange (including commodity gain/loss) and Corporate Social Responsibility expenditure.

iv) Working Capital is current assets less current liabilities.

**59** Asset held for sale pertains to Land & building and Other assets to be sold from Property, plant and equipment, Investment properties and Right of use assets. These assets are measured at the lower of carrying value and fair value less cost to sell.

**60 Relationship with Struck off Companies:**

| Sr. No. | Name of Company | Nature of transactions | Transactions during the year ended | | Balance outstanding as at | | Relationship |
|---|---|---|---|---|---|---|---|
| | | | **Sept 2023** | Sept 2022 | **Sept 2023** | Sept 2022 | |
| 1 | Indo Electricals Ltd. | Supply of product | - | * | - | * | Vendor |

*denotes figures less than a million

# Notes to the Financial Statements *(Continued)* for the year ended 30 September 2023 (Currency: Indian rupees millions)

**61 Other Notes:**

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) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) 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

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

v) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) 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 does not have 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.

vii) The Company is in compliance with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013, read with Companies (restriction on number of layers) Rules, 2017.

**62** Pursuant to the amendment in the Companies (Accounts) Rules, 2014 effective from 11 August 2022, requires that books of accounts and other relevant books and papers maintained in electronic mode should remain accessible in India at all times and backup must be taken on servers physically located in India. The books of accounts are maintained by the Company in electronic mode and are accessible in India at all times. The Company did not have an established process of maintaining daily back-up of books of accounts on a server physically located in India upto 20 June 2023. Effective 21 June 2023, the Company has kept back-up of books of accounts on servers physically located in India on daily basis and has also taken a back-up of books of accounts and records for the period 1 October 2022 to 20 June 2023 on 21 June 2023.

**63** Previous period figures have been regrouped / reclassified wherever necessary, to conform to current period classification.

**As per our report of even date**
**For B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No: 101248W/W-100022

**Farhad Bamji**
*Partner*
Membership No: 105234

Mumbai
Date: 28 November 2023

**For and on behalf of the Board of Directors of Siemens Limited**

**Deepak S.Parekh**
*Chairman*
DIN: 00009078

**Sunil Mathur**
*Managing Director and Chief Executive Officer*
DIN: 02261944

**Daniel Spindler**
*Executive Director and Chief Financial Officer*
DIN: 08533833

**Shyamak R. Tata**
*Director and Chairman of Audit Committee*
DIN: 07297729

**Ketan Thaker**
*Company Secretary*
ACS No:16250

Mumbai
Date: 28 November 2023

# Accelerate your **digital transformation**

# INDEPENDENT AUDITOR'S REPORT
# To the Members of Siemens Limited

**Report on the Audit of the Consolidated Financial Statements**

**Opinion**

We have audited the consolidated financial statements of Siemens Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), and its associate, which comprise the consolidated balance sheet as at 30 September 2023, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows 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 the other auditors on separate financial statements of such subsidiaries as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("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 and its associate as at 30 September 2023, of its consolidated profit and other comprehensive loss, consolidated changes in equity and consolidated cash flows for the year then ended.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs 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 and its associate in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of reports of the other auditors referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our 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 of the current period. 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.

**Key audit matter 1**

**See Note 33 & 43 to the consolidated financial statements**

| Revenue recognition on Construction Contracts | How the matter was addressed in our audit |
|---|---|
| A significant portion of the Group's business is from construction contracts, where revenue is recognised under the percentage-of-completion method. This is based on the percentage of costs incurred to date compared to the total estimated contract costs.<br><br>We identified revenue recognition on construction contracts as a key audit matter, since: -<br>• There is an inherent risk and presumed risk of fraud around the existence and valuation of revenues recognised considering the customized and complex nature of these contracts and significant inputs of IT systems.<br>• Application of Ind AS 115 'Revenue from Contracts with customers' is complex and involves a number of significant judgements and estimates. These relate to identifying performance obligations, transaction price, estimating the balance cost-to-complete the contract and determining the percentage of completion of the relevant performance obligation. | Our procedures included the following: -<br>• Obtained an understanding of business processes, policies and controls specific to construction contracts.<br>• Performed testing of design, implementation and operating effectiveness specific to construction contracts, from its initiation through presentation in the consolidated financial statements and tested the operating effectiveness of key controls over these processes.<br>• Evaluated the Group's estimates and assumptions. Our audit procedures covered, among others, test of the contracts including terms and conditions, termination rights, penalties for delay and breach of contract as well as liquidated damages.<br>• Evaluated revenues recognised for the selected projects, analysed billable revenues and cost of sales to be recognised in the Statement of Profit and Loss to the extent of progress towards completion. |

**Key audit matter 1 *(Continued)***

| Revenue recognition on Construction Contracts | How the matter was addressed in our audit |
|---|---|
| • These contracts may involve onerous obligations which require critical assessment of provision for foreseeable losses to be made by the Group. | • Performed inquiries with respect to the development of the budgeted project costs, deviations between planned and actual costs, the estimated costs to complete, and Group's assessments on probabilities related to contract risks.<br>• Performed a retrospective analysis of costs incurred with planned costs to identify significant variations and if these are considered in estimating the balance costs to complete the contracts.<br>• We involved our Information Technology (IT) specialists to assess the design and operating effectiveness and testing of:<br>i. IT environment in which the business systems operate, including access controls, program change controls, program development controls and IT operation controls over computation of revenue recognised.<br>ii. IT controls for accuracy and completeness of cost and revenue reports generated by the IT system.<br>iii. Access and application controls on allocation of resources and budgeting systems. |

**Key audit matter 2**

**See Note 33 & 43 to the consolidated financial statements**

| Revenue recognition on Sale of Products | How the matter was addressed in our audit |
|---|---|
| The Group recognises revenue from the sales of products when control over goods is transferred to the customer based on specific terms and conditions of sale contracts with respective customers.<br>We have identified recognition of revenue on sale of products as a key audit matter as –<br>• revenue is a key performance indicator; and<br>• there is a presumed fraud risk of revenue being overstated through manipulation of the timing of transfer of control due to pressures to achieve performance targets as well as meeting external expectations. | Our procedures included the following:<br>• Assessed the appropriateness of the policies in respect of revenue recognition by comparing with applicable accounting standards.<br>• Performed testing of design, implementation and operating effectiveness of the Group's general Information Technology ('IT') controls over revenue recognition and key IT application controls by involving our IT specialists.<br>• Performed testing of design, implementation and operating effectiveness of the Group's key manual controls around revenue recognition.<br>• Performed substantive testing of recognition of revenue in the correct period by selecting statistical samples of revenue transactions recorded during and at the end of the financial year.<br>• Examined the underlying documents such as sales invoices/ contracts and dispatch/ shipping documents for the selected transactions.<br>• Assessed manual journals posted in revenue ledger to identify any unusual items. |

**Key audit matter 3**

**See Note 56 to the consolidated financial statements**

| Impairment of Goodwill | How the matter was addressed in our audit |
|---|---|
| The Group has a goodwill in relation to acquisition of C&S Electric Ltd. of ₹ 12,072 million as at 30 September 2023. In accordance with Ind AS, the Group has allocated the goodwill to it's respective cash generating units (CGU) and tested it for impairment using a discounted cash flow model.<br><br>The Group compares the carrying value with the recoverable amount. The impairment testing of Goodwill by the Group involves significant estimates and judgement due to the inherent uncertainty involved in forecasting, discounting future cash flows, and determining the recoverable amount.<br><br>Accordingly, the impairment testing of this goodwill is considered as a key audit matter. | Our procedures included the following:<br>• Evaluated Group's basis to identify relevant CGUs.<br>• Tested the design and implementation and testing operating effectiveness of controls over the Group's process of impairment assessment.<br>• Assessed the assumptions around the key drivers of the cash flow forecasts including discount rates, expected growth rates and terminal growth rates used;<br>• Assessed the reliability of the financial projections prepared by the Group by comparing projections for previous financial years with actual results realized and analysis of significant variances<br>• Performed sensitivity analysis of the key assumptions used in the estimate.<br>• Involved our valuation specialist to assess the assumptions and methodology used by the Group to determine the recoverable amount.<br>• Evaluated the adequacy of disclosures in respect of impairment evaluation of Goodwill in the consolidated financial statements. |

**Other Information**

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the financial statements and 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 the 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 and based on the work done/audit reports of other auditors, 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.

**Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements**

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its associate in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the 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 Management and Board of Directors of the Holding Company, as aforesaid.

**Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements *(Continued)***

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group and of its associate are responsible for assessing the ability of each Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associate are responsible for overseeing the financial reporting process of each Company.

**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 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 the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. 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 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 statements of such entities or business activities within the Group and its associate 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. Our responsibilities in this regard are further described in paragraph (a) of the section titled "Other Matters" in this audit report.

We communicate with those charged with governance of the Holding Company 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 of the current period and are therefore the key audit matters. We describe these matters in our auditor's

**Auditor's Responsibilities for the Audit of the Consolidated Financial Statements *(Continued)***

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 of two subsidiaries, whose financial statements reflects total assets (before consolidation adjustments) of ₹ 13,073 million as at 30 September 2023, total revenues (before consolidation adjustments) of ₹ 17,143 million and net cash inflows (before consolidation adjustments) amounting to ₹ 1,108 million for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

   Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

b. The consolidated financial statements include the Group's share of net loss (and other comprehensive loss) of ₹ 1 million for the year ended 30 September 2023, as considered in the consolidated financial statements, in respect of one associate, whose financial information has not been audited by us or by other auditor. This unaudited financial information has been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this associate, and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid associate, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, this financial information is not material to the Group.

   Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of this matter with respect to the 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 Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2 A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such subsidiaries, as were audited by other auditors, as noted in the "Other Matters" paragraph, we report, to the extent applicable, that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors, except that the back-up of the books of account and other relevant books and papers in electronic mode has not been kept on servers physically located in India on a daily basis during 1 October 2022 till 20 June 2023. Further the Company has kept the backup of books of account and other relevant books and papers on servers physically located in India on a daily basis from 21 June 2023 onwards.

   c. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant 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 Ind AS specified under Section 133 of the Act.

   e. On the basis of the written representations received from the directors of the Holding Company as on 30 September 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group

**Report on Other Legal and Regulatory Requirements *(Continued)***

companies incorporated in India is disqualified as on 30 September 2023 from being appointed as a director in terms of Section 164(2) of the Act.

f. The remarks relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph (b) above.

g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. 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, 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 reports of the other auditors on separate financial statements of the subsidiaries, as noted in the "Other Matters" paragraph:

a. The consolidated financial statements disclose the impact of pending litigations as at 30 September 2023 on the consolidated financial position of the Group, and its associate. Refer Note 40 to the consolidated financial statements.

b. Provision has been made in the consolidated financial statements, as required under the applicable law or Ind AS, for material foreseeable losses, on long-term contracts including derivative contracts. Refer Note 42 & 51 to the consolidated financial statements in respect of such items as it relates to the Group, and its associate.

c. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies and associate company incorporated in India during the year ended 30 September 2023.

d (i) The respective management of the Holding Company and its subsidiary companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary companies respectively that, to the best of its knowledge and belief, as disclosed in the Note 62(iv) 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 subsidiary companies to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiary companies ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The respective management of the Holding Company and its subsidiary companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary companies respectively that, to the best of its knowledge and belief, as disclosed in the Note 62(v) to the consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiary companies from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary companies shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiary companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditors notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

**Report on Other Legal and Regulatory Requirements *(Continued)***

e. The final dividend paid by the Holding Company and its subsidiary companies incorporated in India 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.

As stated in Note 23 to the consolidated financial statements, the respective Board of Directors of the Holding Company and its subsidiary companies incorporated in India has proposed final dividend for the year which is subject to the approval of the respective 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.

f. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Holding Company or any of such subsidiary companies only with effect from 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company and its subsidiary companies to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiary companies is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

**For B S R & Co. LLP**
*Chartered Accountants*
Firm's Registration No: 101248W/W-100022

**Farhad Bamji**
*Partner*
Membership No: 105234
ICAI UDIN: 23105234BGXEBT6193

Place: Mumbai
Date: 28 November 2023

# Annexure A to the Independent Auditor's Report on the Consolidated Financial Statements of Siemens Limited for the year ended 30 September 2023

**(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

(xxi) In our opinion and according to the information and explanations given to us, following company incorporated in India and included in the consolidated financial statements, has certain remarks given by its auditor in their report under the Companies (Auditor's Report) Order, 2020 (CARO):

| Sr. No. | Name of the entities | CIN | Holding Company/ Subsidiary/ JV/ Associate | Clause number of the CARO report which is unfavourable or qualified or adverse |
|---|---|---|---|---|
| 1 | C&S Electric Ltd. | U31909DL1971PLC005672 | Subsidiary | Clause i (c) * |
| 2 | C&S Electric Ltd. | U31909DL1971PLC005672 | Subsidiary | Clause ii (b) ** |

(i) *This clause pertains to reporting on whether the title deeds of all the immovable properties are duly executed in favour of the lessee. The request for the change of the name has already been made to the relevant authority and the same is under progress.

(ii) **This clause pertains to reporting on whether the quarterly returns or statements filed with banks or financial institutions, where the sanctioned working capital limit is in excess of five crore rupees, are in agreement with the books of account. The returns / statements where differences were noted have been subsequently rectified and these were not material.

**For B S R & Co. LLP**
*Chartered Accountants*
Firm's Registration No: 101248W/W-100022

**Farhad Bamji**
*Partner*
Membership No: 105234
ICAI UDIN: 23105234BGXEBT6193

Place: Mumbai
Date: 28 November 2023

# Annexure B to the Independent Auditor's Report on the Consolidated Financial Statements of Siemens Limited for the year ended 30 September 2023

## Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

## (Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

### Opinion

In conjunction with our audit of the consolidated financial statements of Siemens Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 30 September 2023, we have audited the internal financial controls with reference to financial statements of the Holding Company and such companies incorporated in India under the Act which are its subsidiary companies, as of that date.

In our opinion and based on the consideration of reports of the other auditors on internal financial controls with reference to financial statements of subsidiary companies, as were audited by the other auditors, the Holding Company and such companies incorporated in India which are its subsidiary companies, have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 30 September 2023, based on the internal financial controls with reference to financial statements criteria established by the Holding Company considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

### Management's and Board of Directors' Responsibilities for Internal Financial Controls

The respective Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. 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 Act.

### Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to 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 consolidated 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 of the relevant subsidiary companies 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 financial statements.

### Meaning of Internal Financial Controls with Reference to Financial Statements

A Company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with

**Meaning of Internal Financial Controls with Reference to Financial Statements *(Continued)***

generally accepted accounting principles. A Company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated 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 consolidated financial statements.

**Inherent Limitations of Internal Financial Controls with Reference to Financial Statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Other Matters**

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to two subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of this matter.

**For B S R & Co. LLP**
*Chartered Accountants*
Firm's Registration No: 101248W/W-100022

**Farhad Bamji**
*Partner*
Membership No: 105234
ICAI UDIN: 23105234BGXEBT6193

Place: Mumbai
Date: 28 November 2023

# Consolidated Balance Sheet as at 30 September 2023 (Currency: Indian rupees millions)

| | Notes | Sept 2023 | Sept 2022 |
|---|---|---|---|
| **ASSETS** | | | |
| **Non-current assets** | | | |
| Property, plant and equipment | 3 | **9,622** | 9,846 |
| Capital work-in-progress | 4 | **496** | 510 |
| Right-of-Use assets | 44 | **2,376** | 2,473 |
| Investment property | 5 | **654** | 754 |
| Goodwill | 56(a) | **12,686** | 12,354 |
| Other intangible assets | 6 | **5,047** | 5,642 |
| Intangible assets under development | 6 | **5** | 7 |
| Investment accounted using equity method | 7 | **13** | 14 |
| Financial assets | | | |
| - Trade receivables | 8 | **975** | 1,334 |
| - Loans | 9 | **2,071** | 3,832 |
| - Other financial assets | 10 | **588** | 666 |
| Deferred tax assets (net) | 11 | **1,627** | 975 |
| Income tax assets (net) | 11(f) | **7,749** | 6,917 |
| Other non-current assets | 12 | **2,679** | 2,916 |
| | | **46,588** | 48,240 |
| **Current assets** | | | |
| Inventories | 13 | **25,052** | 21,650 |
| Financial assets | | | |
| - Trade receivables | 14 | **47,072** | 37,860 |
| - Cash and cash equivalents | 15 | **11,917** | 10,006 |
| - Bank balances other than cash and cash equivalents | 16 | **64,590** | 55,835 |
| - Loans | 17 | **5,217** | 3,281 |
| - Other financial assets | 18 | **2,184** | 2,706 |
| Contract assets | 19 | **17,176** | 17,350 |
| Other current assets | 20 | **2,483** | 3,970 |
| | | **175,691** | 152,658 |
| Assets classified as held for sale | 60 | **371** | 192 |
| **TOTAL** | | **222,650** | 201,090 |

| | Notes | Sept 2023 | Sept 2022 |
|---|---|---|---|
| **EQUITY AND LIABILITIES** | | | |
| **Equity** | | | |
| Equity share capital | 21 | **712** | 712 |
| Other equity | 22 | **130,159** | 115,390 |
| **Equity attributable to Shareholders of the Company** | | **130,871** | 116,102 |
| **Non-controlling interest** | | **86** | 76 |
| **Total Equity** | | **130,957** | 116,178 |
| **Liabilities** | | | |
| **Non-current liabilities** | | | |
| Financial liabilities | | | |
| - Lease Liabilities | 44 | **1,016** | 1,016 |
| - Trade payables | | | |
| Total outstanding dues of creditors other than micro and small enterprises | 24 | **12** | 27 |
| - Other financial liabilities | 25 | **939** | 739 |
| Long term provisions | 26 | **4,261** | 3,177 |
| | | **6,228** | 4,959 |
| **Current liabilities** | | | |
| Financial liabilities | | | |
| - Lease Liabilities | 44 | **736** | 805 |
| - Trade payables | | | |
| Total outstanding dues of micro and small enterprises | 27 | **3,370** | 3,017 |
| Total outstanding dues of creditors other than micro and small enterprises | 27 | **38,998** | 37,384 |
| - Other financial liabilities | 28 | **5,898** | 7,769 |
| Contract liabilities | 29 | **20,482** | 18,319 |
| Other current liabilities | 30 | **1,974** | 1,284 |
| Short term provisions | 31 | **11,905** | 9,953 |
| Current tax liabilities (Net) | 32 | **1,221** | 1,422 |
| | | **84,584** | 79,953 |
| Liabilities classified as held for sale | 60 | **881** | - |
| **TOTAL** | | **222,650** | 201,090 |
| **Significant accounting policies** | 1 & 2 | | |

**The accompanying notes are an integral part of the consolidated financial statements.**

As per our report of even date

**For B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No: 101248W/W-100022

**Farhad Bamji**
*Partner*
Membership No: 105234

Mumbai
Date: 28 November 2023

**For and on behalf of the Board of Directors of Siemens Limited**

**Deepak S. Parekh**
*Chairman*
DIN: 00009078

**Sunil Mathur**
*Managing Director and Chief Executive Officer*
DIN: 02261944

**Daniel Spindler**
*Executive Director and Chief Financial Officer*
DIN: 08533833

**Shyamak R. Tata**
*Director and Chairman of Audit Committee*
DIN: 07297729

**Ketan Thaker**
*Company Secretary*
ACS No:16250

Mumbai
Date: 28 November 2023

# Consolidated Statement of Profit and Loss for the year ended 30 September 2023 (Currency: Indian rupees millions)

| | Notes | Sept 2023 | Sept 2022 |
|---|---|---|---|
| **Income** | | | |
| Revenue from operations | 33 | **195,538** | 161,378 |
| Other income | 34 | **4,962** | 3,078 |
| **Total income** | | **200,500** | 164,456 |
| **Expenses** | | | |
| Cost of materials consumed | | **44,056** | 36,707 |
| Purchases of stock-in-trade | | **54,870** | 44,490 |
| Decrease/(increase) in inventories of finished goods, work-in-progress and traded goods | | **(2,911)** | (1,706) |
| Project bought outs and other direct costs | 35 | **37,811** | 29,772 |
| Employee benefits expense | 36 | **20,130** | 18,057 |
| Finance costs | 37 | **228** | 363 |
| Depreciation and amortisation expense | 3, 4, 5, 6, 44 & 57 | **3,208** | 3,171 |
| Other expenses | 38 | **16,710** | 16,485 |
| **Total expenses** | | **174,102** | 147,339 |
| **Profit before share of profit/(loss) of associate** | | **26,398** | 17,117 |
| Share of loss of associate (refer note 7 & 58) | | **(1)** | * |
| **Profit before tax from continuing operations** | | **26,397** | 17,117 |
| **Tax expense** | | | |
| Current tax | 11 | **(7,336)** | (4,884) |
| Deferred tax credit / (expense) | 11 | **558** | 386 |
| **Total tax expense** | | **(6,778)** | (4,498) |
| **Profit after tax from continuing operations** | | **19,619** | 12,619 |
| ***Discontinued operations*** | | | |
| Profit before tax from discontinued operations | 57 | **-** | 141 |
| Gain from sale of discontinued operations | | **-** | 3,559 |
| Tax credit / (expense) on discontinued operations | 57 | **-** | (889) |
| **Profit after tax from discontinued operations** | | **-** | 2,811 |
| **Profit for the year** | | **19,619** | 15,430 |

* denotes figures less than a million

| | Notes | Sept 2023 | Sept 2022 |
|---|---|---|---|
| **Other comprehensive income/(loss)** | | | |
| ***Items that will not be reclassified to profit or (loss)*** | | | |
| Re-measurement gains /(losses) on defined benefit plans | | **(1,511)** | (52) |
| Income tax effect | | **380** | 13 |
| ***Items that will be reclassified to profit or (loss)*** | | | |
| Fair value changes on derivative designated as cash flow hedge reserve, net | | **(198)** | 109 |
| Income tax effect | | **50** | (28) |
| **Total other comprehensive income/(loss) for the year, net of tax** | | **(1,279)** | 42 |
| **Total comprehensive income for the year (Comprising profit and other comprehensive income for the year)** | | **18,340** | 15,472 |
| **Profit for the period attributable to:** | | | |
| - Owners of the Company | | **19,609** | 15,429 |
| - Non controlling interest | | **10** | 1 |
| **Other comprehensive income/(loss) attributable to:** | | | |
| - Owners of the Company | | **(1,279)** | 42 |
| - Non controlling interest | | ***** | * |
| **Total comprehensive income (including other comprehensive income/ (loss)) attributable to:** | | | |
| - Owners of the Company | | **18,330** | 15,471 |
| - Non controlling interest | | **10** | 1 |
| **Basic and diluted earnings per share (in ₹)** | | | |
| (Equity shares of face value of ₹ 2 each) | | | |
| (i) Earnings per share from continuing operations | 48 | **55.09** | 35.44 |
| (ii) Earnings per share from discontinued operations | 48 | **-** | 7.89 |
| (iii) Earnings per share from total operations | 48 | **55.09** | 43.33 |

* denotes figures less than a million

**Significant accounting policies** 1 & 2

**The accompanying notes are an integral part of the consolidated financial statements.**

As per our report of even date

**For B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No: 101248W/W-100022

**Farhad Bamji**
*Partner*
Membership No: 105234

Mumbai
Date: 28 November 2023

**For and on behalf of the Board of Directors of Siemens Limited**

**Deepak S. Parekh**
*Chairman*
DIN: 00009078

**Sunil Mathur**
*Managing Director and Chief Executive Officer*
DIN: 02261944

**Daniel Spindler**
*Executive Director and Chief Financial Officer*
DIN: 08533833

**Shyamak R. Tata**
*Director and Chairman of Audit Committee*
DIN: 07297729

**Ketan Thaker**
*Company Secretary*
ACS No:16250

Mumbai
Date: 28 November 2023

# Consolidated Cash Flow Statement for the year ended 30 September 2023 (Currency: Indian rupees millions)

| | Notes | Sept 2023 | Sept 2022 |
|---|---|---|---|
| ***Cash flow from operating activities*** | | | |
| **Profit before tax from continuing operations** | | **26,397** | 17,117 |
| **Profit before tax from discontinued operations** | | **-** | 3,700 |
| **Adjustments for:** | | | |
| Share of loss on associate | | **1** | * |
| Finance costs | 37 | **228** | 363 |
| Bad debts | 38 | **111** | 53 |
| Provision for doubtful debts / advances, net | 38 | **542** | 580 |
| Depreciation and amortisation expense | 3, 4, 5, 6, 44 & 57 | **3,208** | 3,171 |
| (Profit) / loss on sale of assets, net | 34 | **(275)** | (232) |
| Profit on sale of Large Drive Applications (LDA) business | | **-** | (3,559) |
| Liabilities written back | 33 | **(134)** | (138) |
| Holdback purchase consideration for investment in subsidiary written back (C&S Electric Ltd.) | | **(141)** | - |
| Unrealised exchange loss / (gain), net | | **933** | (12) |
| Interest income | 34 | **(4,466)** | (2,424) |
| **Operating profit before working capital changes** | | **26,404** | 18,619 |
| **Working capital adjustments** | | | |
| (Increase) / decrease in inventories | | **(3,349)** | (4,194) |
| (Increase) / decrease in trade and other receivables | | **(7,490)** | (8,503) |
| Increase / (decrease) in trade payables and other liabilities | | **4,943** | 9,369 |
| Increase / (decrease) in provisions | | **1,525** | (291) |
| **Net change in working capital** | | **(4,371)** | (3,619) |
| **Cash generated from operations** | | **22,033** | 15,000 |
| Direct taxes paid, net | | **(8,033)** | (5,215) |
| **Net cash generated from operating activities** | | **14,000** | 9,785 |
| ***Cash flow from investing activities*** | | | |
| Purchase of property, plant and equipment | | **(2,020)** | (1,560) |
| Proceeds from sale of property, plant and equipments and assets held for sale | | **475** | 247 |
| Advances received for assets classified as held for sale | | **881** | - |
| Proceeds from sale of LDA business | 57 | **-** | 4,400 |
| Acquisition of Electric Vehicle division of Mass-Tech Controls Pvt. Ltd. | 55 (i) | **(374)** | - |
| Sale of investments | | **-** | 33 |
| Payment of holdback purchase consideration (C&S Electric Ltd.) | | **(1,785)** | - |
| Investment in associate (Sunsole Renewables Pvt. Ltd.) | 58 | **-** | (14) |
| Interest received | | **4,169** | 2,255 |
| Inter corporate deposits given | | **(5,490)** | (9,449) |
| Refund of inter corporate deposits | | **5,360** | 10,470 |
| Deposits (with original maturity of more than 3 months) with banks matured / (placed) | | **(8,804)** | (6,735) |
| **Net cash used in investing activities** | | **(7,588)** | (353) |

* denotes figures has less than a million

| | Notes | Sept 2023 | Sept 2022 |
|---|---|---|---|
| ***Cash flow from financing activities*** | | | |
| Interest paid | | **(45)** | (248) |
| Payment of principal of lease liabilities | | **(748)** | (664) |
| Payment of interest of lease liabilities | | **(145)** | (136) |
| Dividend paid (including tax thereon) | | **(3,561)** | (2,849) |
| Repayment of borrowings | | **-** | (25) |
| **Net cash used in financing activities** | | **(4,499)** | (3,922) |
| **Net increase / (decrease) in cash and cash equivalents** | | **1,913** | 5,510 |
| Cash and cash equivalents at beginning of the year | | **10,006** | 4,484 |
| Effect of exchange gain / (loss) on cash and cash equivalents | | **(2)** | 12 |
| **Cash and cash equivalents at the end of the year** | 15 | **11,917** | 10,006 |
| **Cash and cash equivalents at the end of the year includes:** | | | |
| Balances with banks | | **11,640** | 9,960 |
| Cash on hand | | **1** | 1 |
| Cheques / drafts on hand | | **276** | 45 |
| | | **11,917** | 10,006 |

**Changes in liabilities arising from financing activities:**

The changes in liabilities arising from financing activities is on account of cash flow changes only and there are no non-cash changes.

The above Cash flow statement has been prepared under the "Indirect Method" as set out in Ind AS 7 - Statement of Cash Flows.

**Significant accounting policies** 1 & 2

**The accompanying notes are an integral part of the consolidated financial statements.**

As per our report of even date

**For B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No: 101248W/W-100022

**Farhad Bamji**
*Partner*
Membership No: 105234

Mumbai
Date: 28 November 2023

**For and on behalf of the Board of Directors of Siemens Limited**

**Deepak S. Parekh**
*Chairman*
DIN: 00009078

**Sunil Mathur**
*Managing Director and Chief Executive Officer*
DIN: 02261944

**Daniel Spindler**
*Executive Director and Chief Financial Officer*
DIN: 08533833

**Shyamak R. Tata**
*Director and Chairman of Audit Committee*
DIN: 07297729

**Ketan Thaker**
*Company Secretary*
ACS No:16250

Mumbai
Date: 28 November 2023

# Consolidated Statement of Changes in Equity as at 30 September 2023 (Currency: Indian rupees millions)

A Equity share capital

| Particulars | Balance at the beginning of the current reporting period | Changes due to prior period errors | Restated balance at the beginning of the current year | Changes during the current year | Balance at the end of the current reporting period |
|---|---|---|---|---|---|
| **As at 30 September 2023** | **712** | **-** | **712** | **-** | **712** |
| As at 30 September 2022 | 712 | - | 712 | - | 712 |

B Other equity

Current reporting period

| Particulars | Reserves & Surplus | | | | | | Other comprehensive income | Attributable to Owners of the Company | Attributable to Non Controlling Interest | Total | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Capital reserve | Securities premium | Amalgamation reserve | Capital redemption reserve | General reserve | Retained earnings | Cash flow hedge reserve | | | | |
| **Balance as at 30 September 2022** | **538** | **1,567** | **56** | ***** | **31,503** | **81,632** | **81** | **115,390** | **76** | **115,466** | ** |
| Profit for the year | - | - | - | - | - | 19,609 | - | 19,609 | 10 | **19,619** | |
| Other comprehensive income (net of tax)# | - | - | - | - | - | (1,131) | (148) | (1,279) | * | **(1,279)** | |
| **Total comprehensive income for the year** | **-** | **-** | **-** | **-** | **-** | **18,478** | **(148)** | **18,330** | **10** | **18,340** | |
| Dividend paid | - | - | - | - | - | (3,561) | - | (3,561) | - | **(3,561)** | |
| **Balance as at 30 September 2023** | **538** | **1,567** | **56** | ***** | **31,503** | **96,549** | **(67)** | **130,159** | **86** | **130,245** | ** |

Previous reporting period

| Particulars | Reserves & Surplus | | | | | | Other comprehensive income | Attributable to Owners of the Company | Attributable to Non Controlling Interest | Total | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Capital reserve | Securities premium | Amalgamation reserve | Capital redemption reserve | General reserve | Retained earnings | Cash flow hedge reserve | | | | |
| **Balance as at 30 September 2021** | **538** | **1,567** | **56** | ***** | **31,503** | **69,090** | **(4)** | **102,763** | **75** | **102,838** | ** |
| Profit for the year | - | - | - | - | - | 15,430 | 4 | 15,434 | 1 | **15,435** | |
| Other comprehensive income (net of tax)# | - | - | - | - | - | (39) | 81 | 42 | * | **42** | |
| **Total comprehensive income for the year** | **-** | **-** | **-** | **-** | **-** | **15,391** | **85** | **15,476** | **1** | **15,477** | |
| Dividend paid | - | - | - | - | - | (2,849) | - | (2,849) | - | **(2,849)** | |
| **Balance as at 30 September 2022** | **538** | **1,567** | **56** | ***** | **31,503** | **81,632** | **81** | **115,390** | **76** | **115,466** | ** |

* denotes figures less than a million

** Transferred to exchange loss /(gains) in Statement of Profit and Loss

# The amount in Retained earnings includes Re-measurement gains /(losses) on defined benefit plans.

**Significant accounting policies** **1 & 2**

**The accompanying notes are an integral part of the consolidated financial statements.**

As per our report of even date

**For B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No: 101248W/W-100022

**Farhad Bamji**
*Partner*
Membership No: 105234

Mumbai
Date: 28 November 2023

**For and on behalf of the Board of Directors of Siemens Limited**

**Deepak S. Parekh**
*Chairman*
DIN: 00009078

**Sunil Mathur**
*Managing Director and Chief Executive Officer*
DIN: 02261944

**Daniel Spindler**
*Executive Director and Chief Financial Officer*
DIN: 08533833

**Shyamak R. Tata**
*Director and Chairman of Audit Committee*
DIN: 07297729

**Ketan Thaker**
*Company Secretary*
ACS No:16250

Mumbai
Date: 28 November 2023

# Notes to the Consolidated Financial Statements for the year ended 30 September 2023 (Currency: Indian rupees millions)

***Corporate information***

Siemens Limited ("The Company") is a public company domiciled in India with its registered office at Birla Aurora, Level 21, Plot No. 1080 Dr. Annie Besant Road, Worli Mumbai – 400030. The Company is listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).

The Group offers products, integrated solutions for industrial applications for manufacturing industries, drives for process industries, intelligent infrastructure and buildings, efficient and clean power generation from fossil fuels and oil & gas applications, transmission and distribution of electrical energy for passenger and freight transportation, including rail vehicles, rail automation and rail electrification systems.

***1. Significant accounting policies***

***1.1 Basis of preparation of Consolidated Financial Statements***

The Consolidated financial statements of the Group for the year ended 30 September 2023 have been prepared in accordance with Indian Accounting Standards (Ind AS) notified pursuant to section 133 of the Companies Act 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the financial statements.

The Consolidated financial statements have been prepared and presented under the historical cost convention, except for derivative instruments, defined benefit plans and certain other financial assets and liabilities which have been measured at fair value (refer accounting policy regarding financial instruments).

The accounting policies adopted in the preparation of Consolidated financial statements are consistent for all the periods presented.

The Consolidated financial statements are presented in INR, which is the functional currency and all values are rounded to the nearest million (₹ 1,000,000), except when otherwise indicated.

The Consolidated financial statements were authorised for issue in accordance with a resolution of Board of directors on 28 November 2023.

***Principles of consolidation***

The Consolidated Financial Statements comprise the financial statements of Siemens Limited ('the Company') or ('the Parent Company'), its wholly owned subsidiary, Siemens Rail Automation Pvt. Ltd., its subsidiary, C&S Electric Ltd. (together referred as 'the subsidiaries') and its associate, Sunsole Renewables Pvt. Ltd. The Company, subsidiaries and associate constitute the Siemens Group ('the Group').

The list of holdings is set out below:

| Entity | Relationship | Country of incorporation | % Holding 2023 | % Holding 2022 |
|---|---|---|---|---|
| Siemens Rail Automation Pvt. Ltd. | Subsidiary | India | 100% | 100% |
| C&S Electric Ltd. | Subsidiary | India | 99.22% | 99.22% |
| Sunsole Renewables Pvt. Ltd. | Associate | India | 26% | 26% |

***Subsidiary***

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

Subsidiary is consolidated from the date on which effective control is transferred to the Company and is no longer consolidated from the date of disposal.

Minority interest's share of net profit is adjusted against the income to arrive at the net income attributable to owners of the parent. Minority interest's share of net assets is presented separately in the balance sheet.

Consolidated Financial Statements are prepared using uniform accounting policies for transactions and other events in similar circumstance.

The Consolidated Financial Statements have been prepared on the following basis:

**Consolidation procedure:**

(a) Items of assets, liabilities, equity, income, expenses and cash flows of the parent are combined with those of its subsidiaries on a line by line basis. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the financial statements at the acquisition date.

(b) The carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary are eliminated.

(c) Intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group are eliminated in full (profits or losses resulting from intra Group transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intra Group losses may indicate an impairment that requires recognition in the Consolidated Financial Statements. Ind AS12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intracompany transactions.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognised in other comprehensive income (OCI) to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities

***Associate***

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, generally accompanying a shareholding between 20% to 50% of the voting rights.

The Group's interest in its associate are accounted using the equity method from the date on which the investee becomes an associate or a joint venture. Under equity method, the investment in an associate is initially recognized at cost and adjusted thereafter to recognize the changes in the Group's share of net assets of the associate since the acquisition.

On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognized as Goodwill, which is included within the carrying amount of the investment.

***Associate (Continued)***

The consolidated statement of profit and loss reflects the Group's share of the results of operations of the associate. Any change in other comprehensive income (OCI) is presented as part of the Group's OCI.

In addition, when there has been a change recognized directly in the equity of the associate, the Group recognizes its share of that changes, when applicable, in the consolidated statement of changes in equity.

Unrealized gains or losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate. When the Group's share of losses of an associate equal or exceeds its interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognizing its share of further losses. If the associate subsequently reports profits, the group resumes recognizing its share of those profits only after its share of the profit equals the share of losses not recognized.

At each reporting date, the Group determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value, and then recognizes the impairment loss in the consolidated statement of profit and loss. Any reversal of that impairment loss is recognized to the extent that the recoverable amount of the investment subsequently increases. Goodwill relating to associate is included in the carrying amount of the investment and is not separately tested for impairment.

***1.2 Current versus non-current classification***

All assets and liabilities have been classified as current or non-current as per the Group's operating cycle. Based on the nature of business and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

***1.3 Property, plant and equipment***

Property, plant and equipment are stated at cost of acquisition less accumulated depreciation and impairment losses, if any. The cost includes taxes, duties, freight and other incidental expenses related to the acquisition and installation of the respective assets. Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future economic benefits from the existing assets beyond its previously assessed standard of performance.

Depreciation on property, plant and equipment is provided on a straight-line basis over the useful lives of assets estimated by the management, taking into account the nature of the asset on technical evaluation of the useful life, which may not necessarily be in alignment with the indicative useful lives prescribed by Schedule II to the Companies Act, 2013. The following useful lives are considered:

| Assets | Estimated useful lives |
|---|---:|
| **Buildings** | |
| - Factory buildings | 30-60 years |
| - Other buildings | 30-60 years |
| - Roads | 10 years |
| - Leasehold improvements | Over the lease period |
| **Plant and equipment** | 3 – 20 years |
| **Furniture and fixtures** | 5-10 years |
| **Office equipments** | |
| - Computers | 3 years |
| - Hardware, mainframes and servers | 5 years |
| - Other office equipment | 3 - 5 years |
| **Vehicles** | 4 -10 years |

If significant parts of property, plant and equipment have different useful lives, then they are accounted as separate items (major components) of property, plant and equipment.

**1.3** ***Property, plant and equipment (Continued)***

Items of property, plant and equipment that have been retired from active use and are held for disposal are stated at the lower of their carrying value and estimated net realizable value and are disclosed separately in the Consolidated Financial Statements. Any gain or loss on disposal of an item of property, plant and equipment is recognised in Statement of Profit and loss.

Capital work-in-progress includes the cost of property, plant and equipment that are not ready for intended use at the balance sheet date.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under "Other Non-Current Assets".

***1.4 Intangible assets***

Intangible assets are stated at cost of acquisition less accumulated amortisation and impairment losses, if any. These intangible assets are amortised on straight-line basis based on the following useful lives, which in management's estimate represents the period during which economic benefits will be derived from their use:

| Assets | Estimated useful lives |
|---|---:|
| Software | 3 - 5 years |
| Technical know-how | 5 - 10 years |
| Customer Relationships | 7 - 12 years |
| Trademark | 10 years |

***Intangible assets acquired in a business combination***

Identified intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair values at the acquisition date.

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets acquired separately.

***Intangible assets under development***

Expenditure on intangible assets eligible for capitalisation are carried as Intangible assets under development where such assets are not yet ready for their intended use.

***1.5 Investment property***

Investments in land or buildings (including property under construction) which are held to earn rentals and/or for capital appreciation are classified as investment property. Investment properties are initially measured at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

The cost comprises purchase price and borrowing costs, if capitalisation criteria are met and directly attributable cost of bringing the investment property to its working condition for the intended use.

Depreciation on investment property is provided on a straight-line basis over the useful lives of assets estimated by the management. Such classes of investment properties and their estimated useful lives are as under:

| Assets | Estimated useful lives |
|---|---:|
| Land | |
| - Freehold land | - |
| Buildings | 30 years |

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. On disposal of an investment property, the difference between its carrying amount and net disposal proceeds is recognised in the Statement of Profit and Loss.

### *1.6 Revenue recognition*

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. Revenue is stated exclusive of goods and services tax and net of trade and quantity discount.

Revenue from sale of products is recognised on transfer of control of the products to the customers, which is usually on dispatch or delivery of goods.

When the outcome of a project contract can be estimated reliably, revenue from project contracts are recognised under the percentage-of-completion method, based on the percentage of costs incurred to date compared to the total estimated contract costs. An expected loss on the project contract is recognised as an expense immediately. Contract revenue earned in excess of billing has been reflected as "Contract assets" and billing in excess of contract revenue has been reflected under "Contract liabilities" in the balance sheet.

Revenue from services represents service income other than from services which are incidental to sale of products and projects. Revenue from services is recognised as per the terms of the contract with the customer using the proportionate completion method. Revenue from services rendered over a period of time, such as annual maintenance contracts, are recognised on straight line basis over the period of the performance obligation.

Commission income is recognised as and when the terms of the contract are fulfilled along with the proof of shipment is received from the supplier.

Export incentives receivable are accrued for, when the right to receive the credit is established and there is no significant uncertainty regarding the realisability of the incentives.

Rental income arising from operating leases is accounted 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.

### *1.7 Inventories*

Inventories comprise all costs of purchase, conversion and other costs incurred in bringing the inventories to their present location and condition.

Raw materials, work-in-progress, finished goods and traded goods are carried at the lower of cost and net realisable value. Cost is determined on the basis of the weighted average method.

The net realisable value of work-in-progress and finished goods is determined with reference to the estimated selling price less estimated cost of completion and estimated costs necessary to make the sale of related finished goods. Raw materials held for the production of finished goods are not written down below cost except in case where material prices have declined and it is estimated that the cost of the finished product will exceed its net realisable value.

### *1.8 Leases*

The Group's lease asset classes primarily consist of leases for Land and Buildings, vehicles and technical equipment's. The Group assesses whether a contract is (or contains) a lease, at inception of a contract. A contract is (or contains), a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

(i) the contract involves the use of an identified asset.

(ii) the Group has substantially all the economic benefits from use of the asset through the period of the lease and

(iii) the Group has the right to direct the use of the asset.

***Where the Group is the lessee:***

At the date of commencement of the lease, the Group recognises a Right-of-Use asset ("ROU") and a corresponding Lease Liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and leases of low value assets. For these short-term and leases of low value assets, the Group recognises the lease payments as an operating expense on a straight line basis over the term of the lease.

### *1.8 Ind AS 116 - Leases (Continued)*

The ROU assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less Accumulated depreciation and impairment losses, if any. ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The Lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

Lease liability and ROU asset have been separately presented in the Balance Sheet and Lease payments have been classified as financing cash flows.

***Where the Group is the lessor***

Assets subject to operating leases are included in property, plant and equipment and investment property. Lease income is recognised in the Statement of Profit and Loss on a straight-line basis over the lease term. Costs, including depreciation are recognised as an expense in the Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the Statement of Profit and Loss.

### *1.9 Employee benefits*

**(a) Short-term employee benefits**

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and short-term compensated absences, etc. and the expected cost of ex-gratia are recognised in the period in which the employee renders the related service.

**(b) Post-employment and other long-term benefits**

**(i) Defined Contribution Plans:** The Group's approved superannuation scheme and employee state insurance scheme are defined contribution plans. The Group's contribution payable under the schemes is recognised as expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

**(ii) Defined Benefit Plans and other Long Term Benefits:** The Group's gratuity, pension, medical benefit and retirement gift schemes are defined benefit plans. Leave wages, retention bonus, silver jubilee and star awards are other long term benefits. The present value of the obligation under such defined benefit plans and other long term benefits are determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. In case of funded plans, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans to recognize the obligation on a net basis.

Provident fund has been considered as a defined benefit plan since any additional obligations on account of investment risk and interest rate risk are required to be met by the Group.

In case of defined benefit plans, remeasurement comprising of actuarial gains and losses, the return on plan assets (excluding amounts included in net interest on the net defined benefit liability or asset) and any change in the effect of asset ceiling (wherever applicable) is recognised in other comprehensive income (OCI) and is reflected in retained earnings and is not eligible to be reclassified to profit or loss. In case of other long term benefits, all remeasurements including actuarial gain or loss are charged to Statement of Profit and Loss.

### *1.9 Employee benefits (Continued)*

The Group recognises following items in the net defined benefit obligation as an expense in Statement of Profit and Loss:

- Service cost including current service cost, past service cost and gains and losses on curtailments and settlements; and
- Net interest expense or income.

Provision for leave wages, pension, medical benefit, retention bonus, silver jubilee and star awards which is expected to be utilized within the next 12 months is treated as Short -term employee benefits and beyond 12 months as long term employee benefits. For the purpose of presentation, the allocation between short and long term provisions has been made as determined by an actuary.

The contribution to gratuity trust and provident fund trust is expected to be made within next 12 months. Accordingly, the provision for gratuity and provident fund is classified as current.

### *1.10 Share-based payments*

Share-based payments consists of share awards of the Ultimate Holding company to the employees of the group. These awards are predominantly designed as cash-settled transactions. The fair value of the amount payable is remeasured at the end of each reporting period upto the settlement date, with the changes in the fair value recognised as employee benefits expenses with a corresponding increase in liabilities.

### *1.11 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.

***Financial assets***

***Initial recognition and measurement***

On initial recognition, financial assets are recognised at fair value. In case of financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction costs are recognised in the statement of profit and loss. In other cases, the transaction costs are attributed to the acquisition value of the financial asset.

***Subsequent measurement***

For purposes of subsequent measurement, financial assets are classified in the below categories:

a) Financial assets at amortised cost

b) Financial assets including derivatives at fair value through profit or loss (FVTPL)

c) Financial assets at fair value through other comprehensive income (FVTOCI)

**(a) Financial assets at amortised cost**

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business where the objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest 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 Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category generally applies to trade and other receivables, loans and other financial assets.

**(b) Financial Assets including derivatives at fair value through profit or loss (FVTPL)**

Financial assets are measured at fair value through profit and loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit and loss are immediately recognised in the Statement of Profit and Loss.

***1.11 Financial instruments (Continued)***

**(c) Financial Assets at fair value through other comprehensive income (FVTOCI)**

Derivative instruments included in FVTOCI category are measured initially as well as at each reporting date at fair value. Movement in fair value is recognised in OCI.

***Derecognition***

A financial asset is primarily derecognised when:

(a) the right to receive cash flows from the asset has expired, or

(b) the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a pass-through arrangement; and a) the Group has transferred substantially all the risks and rewards of the asset, or b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On derecognition of a financial asset in its entirety, the differences between the carrying amounts measured at the date of derecognition and the consideration received is recognised in the Statement of Profit and Loss.

***Impairment of financial assets***

The Group applies the expected credit loss (ECL) model for measurement and recognition of impairment losses on the following financial assets and credit risk exposure:

(a) Financial assets that are measured at amortised cost e.g. deposits

(b) Trade receivables, contract assets or any another financial asset that result from transactions that are within the scope of Ind AS 115.

The Group follows the simplified approach for recognition of impairment loss allowance on trade receivables (net of billing in excess) and contract assets.

The application of the 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 and risk exposure, the Group determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, twelve-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 twelve-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The twelve-month ECL is a portion of the lifetime ECL which results from default events that are possible within twelve months after the reporting date.

ECL is the difference between net of all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR.

When estimating the cash flows, an entity 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 entity 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.

As a practical expedient, the Group uses a provision matrix to determine impairment loss allowance on trade receivables (net of billing in excess) and Contract assets.

### *1.11 Financial instruments (Continued)*

**Impairment of financial assets *(Continued)***

The Group does not have any purchased or originated credit-impaired financial assets, i.e., financial assets which are credit impaired on purchase/origination.

ECL impairment loss allowance (or reversal) recognised during the period is recognised in the Statement of Profit and Loss. This amount is reflected under the head 'other expenses' in the Statement of Profit and Loss.

***Financial liabilities***

***Initial recognition and measurement***

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss (FVTPL), payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

On initial recognition, financial liabilities are recognised at fair value. In case of financial liabilities which are recognised at fair value through profit and loss (FVTPL), its transaction costs are recognised in the statement of profit and loss. In other cases, the transactions costs are attributed to the acquisition or issue of the value of the financial liabilities.

The Group's financial liabilities include trade and other payables and derivative financial instruments.

***Subsequent measurement***

Financial liabilities, including derivatives and embedded derivatives, which are designated for measurement at FVTPL are subsequently measured at fair value. All other financial liabilities such as deposits are measured at amortised cost using EIR method.

For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts that approximates the fair value is used, due to the short maturity of these instruments.

***Derecognition***

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. 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 derecognition 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.

### *1.12 Foreign currency transactions*

The Group is exposed to currency fluctuations on foreign currency transactions. Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of transactions.

Exchange differences arising on foreign exchange transactions settled during the year are recognised in the Statement of Profit and Loss of the year.

***Translation***

Monetary assets and liabilities in foreign currency, which are outstanding as at the year-end, are translated at the year-end at the closing exchange rate and the resultant exchange differences are recognised in the Statement of Profit and Loss. Non-monetary items are stated in the balance sheet using the exchange rate at the date of the transaction.

***Derivative instruments and hedge accounting***

The Group's exposure to foreign currency fluctuations relates to foreign currency assets, liabilities and forecasted cash flows. The Group limits the effects of foreign exchange rate fluctuations by following established risk management policies including the use of derivatives like forward contracts and options. The Group enters into forward exchange contracts and options, where the counterparty is a bank. The hedging strategy is used for mitigating the currency fluctuation risk and the Group does not use the forward exchange and options contracts for trading or speculative purpose.

### *1.12 Foreign currency transactions (Continued)*

The forward exchange and options contracts are re-measured at fair value at each reporting date with the resultant gains/ losses thereon being recorded in Statement of Profit and Loss, except that are designated as hedges.

Commodity risk is mitigated by entering into future contracts to hedge against fluctuation in commodity prices

The Group designates some of the forward contracts in a cash flow hedging relationship by applying the hedge accounting principles.

These forward contracts are stated at fair value at each reporting date. Changes in the fair value of these forward contracts that are designated as hedges for future cash flows are recognised in OCI and reflected in the cash flow hedge reserve net of applicable deferred income taxes. The ineffective portion is recognised immediately in the Statement of Profit and Loss.

Amounts accumulated in cash flow hedge reserve are reclassified to profit and loss in the period during which the forecasted transaction materialises.

Hedge accounting is discontinued when the hedging instrument expires or sold, terminated, or exercised, or no longer qualifies for hedge accounting.

For forecasted transactions, any cumulative gain or loss on the hedging instrument recognised in cash flow hedge reserve is retained there until the forecasted transaction occurs.

If the forecasted transaction is no longer expected to occur, the net cumulative gain or loss recognised in cash flow hedge reserve is immediately transferred to the Statement of Profit and Loss for the period.

### *1.13 Fair value measurement*

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.

All assets and liabilities for which fair value is measured or disclosed in the Consolidated 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:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- 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 Consolidated 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.

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.

In determining the fair value of its financial instruments, the Group uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value includes discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result from general approximation of value and the same may differ from the actual realised value.

### *1.14 Taxation*

Income-tax expense comprises current tax (i.e. amount of tax for the year determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effect of temporary differences between accounting income and taxable income for the year) computed in accordance with the relevant provisions of the Income Tax Act, 1961. Current tax and deferred tax are recognised in the Statement of Profit and Loss, except when they relate to items that are recognised in OCI or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

### *1.14 Taxation (Continued)*

The current tax payable is based on taxable profit for the year. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted, by the end of the reporting period. Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant taxpaying units intend to settle the asset and liability on a net basis.

Deferred tax is provided using the balance sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are generally recognised for all deductible temporary differences to the extent it is probable that taxable profits will be available against those deductible temporary differences and can be realised.

Deferred tax assets are reviewed as at each balance sheet date and written down to the extent it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or 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.

### *1.15 Earnings per share*

Basic earnings per share are computed by dividing the net profit attributable to equity shareholders for the year, by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

### *1.16 Provisions and contingencies*

Provisions are recognised when the Group recognises it has a present obligation (legal or constructive) as a result of past events and 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. If the effect is material, provisions are recognised at present value by discounting the expected future cash flows at a pretax rate that reflects current market assessments of the time value of money. When a contract becomes onerous, the present obligation under the contract is recognised as a provision. These are reviewed at each balance sheet date and adjusted to reflect current best estimates.

Disclosures for contingent liability are made when there is a possible and present obligation that arises from past events which is not recognised since it is not probable that there will be an outflow of resources. When there is a possible and present obligation in respect of which the likelihood of outflow of resources is remote, no disclosure is made.

Loss contingencies arising from claims, litigation, assessment, fines, penalties, etc. are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated.

Provisions for warranty related cost are recognised when the product is sold or service is provided to the customer. Initial recognition is based on past experience.

Contingent assets are not recognised in the Consolidated Financial Statements.

### *1.17 Cash and Cash equivalents*

Cash and cash equivalents include cash, cheques in hand, cash at bank and deposits with banks having maturity of three months or less. Bank deposits with original maturity of up to three months are classified as 'Cash and cash equivalents' and with original maturity of more than three months are classified as 'Other bank balances'.

### *1.18 Government grants and subsidies*

Grants and subsidies from the government are recognised when there is reasonable assurance that (i) the Group will comply with the conditions attached to them, and (ii) the grant/subsidy will be received.

When the grants or subsidies relates to revenue, they are recognised as income on a systematic basis in the Statement of Profit and Loss over the periods necessary to match them with the related costs for which they are intended to compensate. Where the grants or subsidies relate to an asset, the same are presented in the balance sheet by deducting the grants in arriving at the carrying amount of the asset.

### *1.19 Non-current assets held for sale and discontinued operations*

Non-current assets or disposal groups comprising of assets and liabilities are classified as 'held for sale' when all the following criteria are met:

a) decision has been made to sell,

b) the assets are available for immediate sale in its present condition,

c) the assets are being actively marketed and

d) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date.

Subsequently, such non-current assets and disposal groups classified as 'held for sale' are measured at lower of their carrying amount and fair value less cost to sell.

Non-current assets held for sale are not depreciated or amortised.

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and represents a separate major line of business or geographical area of operations and is part of a single co-ordinated plan to dispose of such a line of business or area of operations.

The results of discontinued operations are presented separately in the Statement of Profit and Loss.

### *1.20 Business Combinations and Goodwill*

Business combinations are accounted using acquisition method. The cost of an acquisition is measured at the fair value of the assets transferred, equity instruments issued and liabilities assumed at their acquisition date i.e. the date on which control is acquired. Contingent consideration to be transferred is recognised at fair value and included as part of cost of acquisition. Transaction related costs are expensed in the period in which the costs are incurred.

At the acquisition date, the identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured at their acquisition date fair values. However, certain assets and liabilities i.e. deferred tax assets or liabilities, assets or liabilities related to employee benefit arrangements, liabilities or equity instruments related to share-based payment arrangements, lease liabilities under Ind AS 116 and assets or disposal groups that are classified as held for sale, acquired or assumed in a business combination are measured as per the applicable Ind-AS.

The Group recognises any non-controlling interest at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

The excess/deficit of the sum of the consideration transferred to the acquired entity over fair value of the net identifiable assets acquired is recognised as goodwill/capital reserve.

Where it is not possible to complete the determination of fair values by the end of the reporting period in which the combination occurs, a provisional assessment of fair values is made and any adjustments required to those provisional values, and the corresponding adjustments to goodwill, are finalised within 12 months of the acquisition date.

Measurement period adjustments are adjustments that arise from additional information during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date. The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as the measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at fair value at subsequent reporting dates with the corresponding gain or loss being recognized in profit or loss.

### *1.20 Business Combinations and Goodwill (Continued)*

Goodwill is measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests, over the net identifiable assets acquired and liabilities assumed.

After initial recognition, goodwill is tested for impairment annually on 30 September and measured at cost less any accumulated impairment losses if any.

## *2. Significant accounting judgments, estimates and assumptions*

The preparation of Consolidated Financial Statements in conformity with Ind AS requires management to make estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively.

The key assumptions concerning the future and other key sources of estimating 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 has 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.

### *2.1 Project revenue and costs*

The percentage-of-completion (POC) method places considerable importance on accurate estimates to the extent of progress towards completion and may involve estimates on the scope of deliveries and services required for fulfilling the contractually defined obligations. These significant estimates include total contract costs, total contract revenues, contract risks, including technical, political and regulatory risks, and other judgments. The Group re-assesses these estimates on periodic basis and makes appropriate revisions accordingly.

### *2.2 Taxes*

Significant management judgment 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.

### *2.3 Property, plant and equipment and intangible assets*

The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of the Group's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

### *2.4 Leases*

The Group use estimates and judgements in identification of leases, identification of non-lease component of lease, lease term assessment considering termination and renewal option and the discounting rate used.

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgement. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

### *2.5 Impairment of non-financial assets*

The Group assesses at each balance sheet date whether there is any indication that an asset or a group of assets (cash generating unit) may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset or cash generating unit.

The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to the 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 net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. If such recoverable amount of the asset or the recoverable amount of the cash-generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Statement of Profit and Loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost, had no impairment been recognised.

### *2.6 Employee benefits*

The Group's obligation for employee benefits is determined based on 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. Due to the complexities involved in the valuation and its long-term nature, these liabilities are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Refer note 47 for details of the key assumptions used in determining the accounting of these plans.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the Actuary considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables for India. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

### *2.7 Impairment of financial assets*

The Group assesses impairment on financial assets based on Expected Credit Loss (ECL) model. The provision matrix is based on its historically observed default rates over the expected life of the financial assets and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in forward looking estimates are analysed.

### *2.8 Provisions*

Significant estimates are involved in the determination of provisions related to liquidated damages, onerous contracts, warranty costs, asset retirement obligations, legal and regulatory proceedings (Legal Proceedings). The Group records a provision for onerous sales contracts when current estimates of total contract costs exceed expected contract revenue. The provision for warranty, liquidated damages, onerous contracts is based on the best estimate required to settle the present obligation at the end of reporting period.

Legal Proceedings often involve complex legal issues and are subject to substantial uncertainties. Accordingly, considerable judgment is part of determining whether it is probable that there is a present obligation as a result of a past event at the end of the reporting period, whether it is probable that such a Legal Proceeding will result in an outflow of resources and whether the amount of the obligation can be reliably estimated. Internal and external counsels are generally part of the determination process.

All the estimates are revised periodically.

### *2.9 Business Combination*

Significant estimates are involved in the determination of fair value of consideration transferred and fair value of assets acquired and liabilities assumed, measured on a provisional basis on account of acquisition of subsidiary (refer note 55).

### *Standard issued that are not yet effective*

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31 March, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable to the Group for the financial year starting 1 October 2023 as below:

#### *(i) Ind AS 1- Presentation of Financial Statements*

The amendments specify that companies are now required to disclose material accounting policies rather than their significant accounting policies. The Group does not expect the amendment to have any significant impact in its financial statements.

#### *(ii) Ind AS 8 – Accounting policies, Changes in Accounting Estimates and Errors*

The amendments specify that definition of "change in accounting estimates" is substituted with the definition of "accounting estimates". Accounting estimates are monetary amounts in financial statements that are subject to measurement uncertainty. The Group does not expect the amendment to have any significant impact in its financial statements.

#### *(iii) Ind AS 12 – Income Taxes*

The amendments specify that companies are now required to recognize deferred tax liability for all temporary differences arising from initial recognition of an asset or liability in a transaction that give rise to equal taxable and deductible temporary differences. The Group does not expect the amendment to have any significant impact in its financial statements.

# Notes to the Consolidated Financial Statements *(Continued)* as at 30 September 2023 (Currency: Indian rupees millions)

## 3 Property, plant and equipment

| | Freehold Land | Buildings (Refer note i & ii) | Plant and equipment (Refer note ii) | Furniture and fixtures (Refer note ii) | Office equipments (Refer note ii) | Vehicles | Total |
|---|---|---|---|---|---|---|---|
| **Gross carrying value** | | | | | | | |
| As at 1 October 2021 | 372 | 5,167 | 13,166 | 322 | 1,324 | 4 | **20,355** |
| Additions | - | 35 | 1,341 | 14 | 111 | - | **1,501** |
| Deductions / adjustments | - | (50) | (325) | (34) | (63) | (3) | **(475)** |
| Transferred due to sale of Large Drives Applications (LDA) business (refer note 57) | - | - | (165) | (1) | (2) | * | **(168)** |
| **As at 30 September 2022** | **372** | **5,152** | **14,017** | **301** | **1,370** | **1** | **21,213** |
| **Accumulated depreciation / impairment** | | | | | | | |
| As at 1 October 2021 | - | 1,239 | 7,813 | 264 | 854 | 1 | **10,171** |
| Charge for the year | - | 322 | 1,272 | 31 | 162 | 1 | **1,788** |
| Deductions / adjustments | - | (44) | (314) | (33) | (68) | (2) | **(461)** |
| Charge for the period - discontinued operations (refer note 57) | - | - | 21 | * | * | * | **21** |
| Transferred due to sale of Large Drives Applications (LDA) business (refer note 57) | - | - | (150) | (1) | (1) | * | **(152)** |
| **As at 30 September 2022** | **-** | **1,517** | **8,642** | **261** | **947** | ***** | **11,367** |
| **Net carrying value** | | | | | | | |
| **As at 30 September 2022** | **372** | **3,635** | **5,375** | **40** | **423** | **1** | **9,846** |

* denotes figures less than a million

## 3 Property, plant and equipment *(Continued)*

| | Freehold Land | Buildings (Refer note i & ii) | Plant and equipment (Refer note ii) | Furniture and fixtures (Refer note ii) | Office equipments (Refer note ii) | Vehicles | Total |
|---|---|---|---|---|---|---|---|
| **Gross carrying value** | | | | | | | |
| As at 1 October 2022 | 372 | 5,152 | 14,017 | 301 | 1,370 | 1 | **21,213** |
| Additions | - | 71 | 1,520 | 86 | 142 | - | **1,819** |
| Acquisition of business (refer note 55) | - | * | 5 | * | * | - | **5** |
| Deductions / adjustments | - | (4) | (567) | (9) | (152) | - | **(732)** |
| Transferred to investment property/assets held for sale | - | (162) | (249) | (70) | (32) | - | **(513)** |
| **As at 30 September 2023** | **372** | **5,057** | **14,726** | **308** | **1,328** | **1** | **21,792** |
| **Accumulated depreciation / impairment** | | | | | | | |
| As at 1 October 2022 | - | 1,517 | 8,642 | 261 | 947 | * | **11,367** |
| Charge for the year | - | 304 | 1,267 | 30 | 174 | * | **1,775** |
| Deductions / adjustments | - | (2) | (559) | (9) | (151) | - | **(721)** |
| Transferred to investment property/assets held for sale | - | (43) | (107) | (69) | (32) | - | **(251)** |
| **As at 30 September 2023** | **-** | **1,776** | **9,243** | **213** | **938** | ***** | **12,170** |
| **Net carrying value** | | | | | | | |
| **As at 30 September 2023** | **372** | **3,281** | **5,483** | **95** | **390** | **1** | **9,622** |

**Notes:**

i) Buildings includes gross block of ₹ 10 (2022: ₹ 10) representing 10 shares of ₹ 50 each and 10 shares of ₹ 100 each (2022: 10 shares of ₹ 50 each and 10 shares of ₹ 100 each) in various co-operative housing societies respectively.

ii) **Assets include assets given on operating lease**

| Particulars | Buildings | Plant and equipments | Furniture and fixtures | Office equipments |
|---|---|---|---|---|
| Gross carrying value as at 30 September 2022 | 227 | 208 | 1 | 60 |
| Written Down Value as at 30 September 2022 | 143 | 114 | * | 10 |
| Depreciation charge for the year | 17 | 21 | * | 8 |
| Gross carrying value as at 30 September 2023 | **147** | **70** | **20** | **6** |
| Written Down Value as at 30 September 2023 | **68** | **27** | **8** | **2** |
| Depreciation charge for the year | **15** | **8** | **2** | **1** |

* denotes figures less than a million

**4 Capital work-in-progress**

| | Amount |
|---|---|
| **As at 1 October 2021** | 338 |
| Additions | 1,606 |
| Capitalisation | (1,540) |
| (Impairment) / reversal | 106 |
| **As at 30 September 2022** | **510** |
| | |
| As at 1 October 2022 | 510 |
| Additions | 1,770 |
| Capitalisation | (1,780) |
| (Impairment) / reversal | (4) |
| **As at 30 September 2023** | **496** |

**Capital work in progress (CWIP) Ageing Schedule**

| Particulars | Amount in CWIP for a period of | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| **As at 30 September 2023** | | | | | |
| Projects in progress | 490 | 6 | - | - | **496** |
| Projects temporarily suspended | - | - | - | - | **-** |
| **Total** | **490** | **6** | **-** | - | **496** |
| **As at 30 September 2022** | | | | | |
| Projects in progress | 478 | 23 | 9 | - | **510** |
| Projects temporarily suspended | - | - | - | - | - |
| **Total** | **478** | **23** | **9** | **-** | **510** |

There are ₹ Nil (2022: ₹ Nil) projects which are overdue or has exceeded its cost compared to its original plan.

**5 Investment Property**

| | Land and Buildings | Total |
|---|---|---|
| **Gross carrying value** | | |
| As at 1 October 2021 | 1,116 | **1,116** |
| Additions | - | **-** |
| Deductions / adjustments | (10) | **(10)** |
| Transferred to assets held for sale | (266) | **(266)** |
| **As at 30 September 2022** | **840** | **840** |
| | | |
| **Accumulated depreciation** | | |
| As at 1 October 2021 | 144 | **144** |
| Charge for the year | 24 | **24** |
| Deductions / adjustments | (7) | **(7)** |
| Transferred to assets held for sale | (75) | **(75)** |
| **As at 30 September 2022** | **86** | **86** |
| **Net carrying value** | | |
| **As at 30 September 2022** | **754** | **754** |

## 5 Investment Property *(Continued)*

| | Land and Buildings | Total |
|---|---|---|
| **Gross carrying value** | | |
| As at 1 October 2022 | 840 | **840** |
| Additions | - | - |
| Transferred from Property, plant and equipment | 3 | **3** |
| Deductions / adjustments | - | - |
| Transferred to assets held for sale | (109) | **(109)** |
| **As at 30 September 2023** | **734** | **734** |
| **Accumulated depreciation** | | |
| As at 1 October 2022 | 86 | **86** |
| Charge for the year | 18 | **18** |
| Transferred from Property, plant and equipment | 3 | **3** |
| Deductions / adjustments | - | - |
| Transferred to assets held for sale | (27) | **(27)** |
| **As at 30 September 2023** | **80** | **80** |
| **Net carrying value** | | |
| **As at 30 September 2023** | **654** | **654** |

**Notes:**

**i) Information regarding income and expenditure on investment properties**

| | **Sept 2023** | Sept 2022 |
|---|---|---|
| Rental income derived from investment properties | **12** | 31 |
| Direct operating expenses (including repairs and maintenance) generating rental income | **(2)** | (20) |
| Profit/(Loss) arising from investment properties before depreciation and indirect expenses | **10** | 11 |
| Less: Depreciation | **(8)** | (14) |
| **Profit /(Loss) arising from investment properties before indirect expenses** | **2** | (3) |
| Operating expenses (including depreciation) arising from Investment properties not generating rental income | **(21)** | (51) |

**ii) Fair value disclosure**

Description of valuation techniques used and key inputs to valuation on investment properties:

| **Particulars** | **Valuation technique** | **Fair Value** | |
|---|---|---|---|
| | | **Sept 2023** | Sept 2022 |
| Land and building | Stamp duty reckoner rate/ Valuation Report | **2,004** | 2,818 |

The valuation of investment properties is in accordance with the Ready Reckoner rates prescribed for the purpose of levying stamp duty. The Group has referred to the publications and government website for Ready Reckoner rates. Further, the fair value of certain investment property has been determined with the help of Independent valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017.

For Fair value measurement hierarchy, refer note 53B.

# Notes to the Consolidated Financial Statements *(Continued)* as at 30 September 2023 (Currency: Indian rupees millions)

## 6 Other Intangible assets and Intangible assets under development

| Particulars | Other Intangible Assets and Intangible assets under development | | | | | | |
|---|---|---|---|---|---|---|---|
| | Technical know-how | Software | Cutomer Relationship | Trade mark | Customer contracts | Intangible assets under development (refer note below) | Total |
| **Gross carrying value** | | | | | | | |
| As at 1 October 2021 | 1,403 | 49 | 4,804 | 356 | 297 | 12 | **6,921** |
| Additions | 17 | 63 | - | - | - | 7 | **87** |
| Deductions / adjustments | - | (34) | - | - | - | (12) | **(46)** |
| **As at 30 September 2022** | **1,420** | **78** | **4,804** | **356** | **297** | **7** | **6,962** |
| **Accumulated depreciation** | | | | | | | |
| As at 1 October 2021 | 123 | 32 | 252 | 21 | 177 | - | **605** |
| Charge for the year | 137 | 11 | 434 | 36 | 120 | - | **738** |
| Deductions / adjustments | - | (30) | - | - | - | - | **(30)** |
| **As at 30 September 2022** | **260** | **13** | **686** | **57** | **297** | **-** | **1,313** |
| **Net carrying value** | | | | | | | |
| **As at 30 September 2022** | **1,160** | **65** | **4,118** | **299** | **-** | **7** | **5,649** |

| Particulars | Other Intangible Assets and Intangible assets under development | | | | | | |
|---|---|---|---|---|---|---|---|
| | Technical know-how | Software | Cutomer Relationship | Trade mark | Customer contracts | Intangible assets under development (refer note below) | Total |
| **Gross carrying value** | | | | | | | |
| As at 1 October 2022 | 1,420 | 78 | 4,804 | 356 | 297 | 7 | **6,962** |
| Additions | 35 | 5 | - | - | - | 34 | **74** |
| Acquisition of business (refer note 55) | - | - | - | - | - | - | **-** |
| Deductions / adjustments | - | - | - | - | - | (36) | **(36)** |
| **As at 30 September 2023** | **1,455** | **83** | **4,804** | **356** | **297** | **5** | **7,000** |
| **Accumulated depreciation** | | | | | | | |
| As at 1 October 2022 | 260 | 13 | 686 | 57 | 297 | - | **1,313** |
| Charge for the year | 148 | 17 | 434 | 36 | - | - | **635** |
| Deductions / adjustments | - | - | - | - | - | - | **-** |
| **As at 30 September 2023** | **408** | **30** | **1,120** | **93** | **297** | **-** | **1,948** |
| **Net carrying value** | | | | | | | |
| **As at 30 September 2023** | **1,047** | **53** | **3,684** | **263** | **-** | **5** | **5,052** |

**6 Other Intangible assets and Intangible assets under development *(Continued)***

**Note:**

**Intangible assets under development ageing as on September 30, 2023**

| | Particulars | Amount in Intangible assets under development | | | | Total |
|---|---|---|---|---|---|---|
| | | Less than 1 years | 1-2 years | 2-3 years | More than 3 years | |
| (i) | Project in progress | 3 | 2 | * | - | 5 |
| (ii) | Project temporarily suspended | - | - | - | - | - |
| | | **3** | **2** | **-** | **-** | **5** |

**Intangible assets under development ageing as on September 30, 2022**

| | Particulars | Amount in Intangible assets under development | | | | Total |
|---|---|---|---|---|---|---|
| | | Less than 1 years | 1-2 years | 2-3 years | More than 3 years | |
| (i) | Project in progress | 7 | - | - | - | 7 |
| (ii) | Project temporarily suspended | - | - | - | - | - |
| | | **7** | **-** | **-** | **-** | **7** |

The Group does not have any Intangible assets under development which is overdue or has exceeded its cost compared to its original plan.

| | | Sept 2023 | Sept 2022 |
|---|---|---|---|
| **7** | **Investments** | | |
| | **Investments in associate - Non-current** | | |
| | Carrying amount of investment in associate | | |
| | 176,300 (2022: 176,300) Equity Shares of ₹10 each fully paid up in Sunsole Renewables Pvt. Ltd. (refer note 58) | **14** | 14 |
| | Share of loss for the year | **(1)** | * |
| | Total | **13** | 14 |
| | % of ownership | **26%** | 26% |
| **8** | **Trade receivables - Non - current (unsecured)** | | |
| | Long-term trade receivables (considered good) | **992** | 1,342 |
| | Impairment Allowance | **(17)** | (8) |
| | | **975** | 1,334 |

**Trade receivables ageing schedule**

**As at 30 September 2023**

| | Outstanding for following periods from due date of payment | | | | | | Total |
|---|---|---|---|---|---|---|---|
| | Not due | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed Trade Receivables (considered good) | 992 | - | - | - | - | - | **992** |

* denotes figures less than a million

**8 Trade receivables - Non - current (unsecured) *(Continued)***

**As at 30 September 2022**

| | Outstanding for following periods from due date of payment | | | | | | |
|---|---|---|---|---|---|---|---|
| | **Not due** | **Less than 6 months** | **6 months - 1 year** | **1-2 years** | **2-3 years** | **More than 3 years** | **Total** |
| Undisputed Trade Receivables (considered good) | 1,342 | - | - | - | - | - | **1,342** |

| | | **Sept 2023** | Sept 2022 |
|---|---|---|---|
| **9** | **Loans - Non - current (considered good)** | | |
| | Loan to employees - unsecured | **1** | 2 |
| | Loans to related parties - secured (refer note 46 and below) | **2,070** | 3,830 |
| | | **2,071** | 3,832 |

Loans to related parties are given for the purpose of meeting their working capital requirements and for general corporate purposes.

The above loans to related parties are provided to fellow subsidiaries.

| | | | |
|---|---|---|---|
| **10** | **Other financial assets - Non - current** | | |
| | **i) Financial assets at amortised cost** | | |
| | Security deposits | **433** | 390 |
| | Bank deposits with maturity of more than 12 months | **45** | 3 |
| | Others | **28** | 3 |
| | **ii) Financial assets at fair value through Profit or Loss** | | |
| | Derivative contracts | **82** | 270 |
| | | **588** | 666 |

| | | | |
|---|---|---|---|
| **11** | **Income tax disclosure** | | |
| | **(a) Income tax expense** | | |
| | **Current tax:** | | |
| | Current Income tax charge from continuing operations | **7,267** | 4,797 |
| | Current Income tax charge from discontinued operations | **-** | 847 |
| | In respect of prior years | **69** | 87 |
| | **Deferred tax:** | | |
| | In respect of current year origination and reversal of temporary differences | **(558)** | (409) |
| | Deferred Income Tax on discontinued operations | **-** | (7) |
| | Deferred tax assets not recoverable | **-** | 71 |
| | **Total tax expense recognised in Statement of Profit and Loss** | **6,778** | 5,387 |
| | **(b) Income Tax on Other Comprehensive Income** | | |
| | Remeasurements of defined benefit plans | **(380)** | (13) |
| | Fair value changes on derivative designated as cash flow hedge reserve | **(50)** | 28 |
| | **Total tax expense recognised in Other Comprehensive Income** | **(430)** | 15 |
| | **(c) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for 30 September 2023 and 30 September 2022** | | |
| | Profit before tax from continuing operations | **26,397** | 17,117 |
| | Profit before tax from discontinued operations | **-** | 3,700 |
| | Other Comprehensive items | **(1,709)** | 58 |
| | **Total** | **24,688** | 20,875 |

| 11 | Income tax disclosure *(Continued)* | **Sept 2023** | Sept 2022 |
|---|---|---|---|
| | **Tax at statutory average income tax rate of 25.17% (2022 : 25.17%) (A)** | **6,215** | 5,254 |
| | Tax effect of expenses that are not deductible for tax purposes | **84** | 81 |
| | Tax charge for prior years | **2** | 86 |
| | Tax effect of Capital gain & tax paid at lower rate | **47** | (91) |
| | Tax effect of change in statutory rate | **-** | - |
| | Deferred tax assets not recoverable | **-** | 71 |
| | **Total (B)** | **133** | 148 |
| | **At the effective income tax rate of 25.71% (2022: 25.88%) (A+B)** | **6,348** | 5,402 |
| | Income tax reported in Statement of Profit and Loss from continuing operations | **6,778** | 4,498 |
| | Income tax attributable to discontinued operations | **-** | 889 |
| | Income tax expense of Other Comprehensive Income | **(430)** | 15 |
| | **Total** | **6,348** | 5,402 |

**(d) Movement of Deferred tax**

| | **Balance Sheet** | | **Profit and Loss** | |
|---|---|---|---|---|
| | **Sept 2023** | Sept 2022 | **Sept 2023** | Sept 2022 |
| **Deferred tax assets** | | | | |
| Arising on account of temporary differences in : | | | | |
| Provision for doubtful debts and advances | **657** | 622 | **35** | (77) |
| Provision for loss allowance | **469** | 356 | **113** | 118 |
| Provisions made disallowed and allowed only on payment basis | **498** | 616 | **(118)** | (390) |
| Provision for inventory allowance | **995** | 814 | **181** | 116 |
| Other temporary differences | **742** | 665 | **76** | 397 |
| **Less - Deferred tax liability** | | | | |
| Arising on account of temporary differences in : | | | | |
| Fair Valuation of net assets on acquition of C&S Electric Ltd. | **(1,550)** | (1,711) | **161** | 99 |
| Accelerated Depreciation for tax purposes | **(389)** | (501) | **110** | 82 |
| **Deferred tax assets (net)** | **1,422** | 861 | **558** | 345 |
| Deferred tax recognised directly in Other Comprehensive income | **205** | 114 | **94** | 76 |
| **Total Deferred tax as shown in Balance sheet and Profit and Loss** | **1,627** | 975 | **652** | 421 |

## 11 Income tax disclosure *(Continued)*

| | | Sept 2023 | Sept 2022 |
|---|---|---|---|
| **(e)** | **Reconciliation of deferred tax assets, net** | | |
| | Opening balance | **975** | 554 |
| | Tax income/(expense) during the year recognised in Profit or Loss from continuing operations | **558** | 386 |
| | Tax income/(expense) during the year recognised in Profit or Loss from discontinued operations | **-** | (41) |
| | Tax income/(expense) during the year recognised in Other Comprehensive Income | **94** | 76 |
| | **Deferred tax assets (net)** | **1,627** | 975 |
| **(f)** | **Income tax assets (net)** | | |
| | Advance payments of income tax [net of provision for tax ₹ 64,628 (2022: ₹ 61,609) including payments made under protest of ₹6,570 (2022: ₹ 6,564)] | 7,749 | 6,917 |
| | | **7,749** | 6,917 |

## 12 Other non-current assets

| | Sept 2023 | Sept 2022 |
|---|---|---|
| Capital advances | **132** | 171 |
| Balances with statutory / government authorities [includes payments made under protest of ₹ 1,432 (2022: ₹ 1,480)] | **2,538** | 2,736 |
| Prepaid lease | **9** | 9 |
| | **2,679** | 2,916 |

## 13 Inventories (valued at lower of cost and net realisable value)

| | Sept 2023 | Sept 2022 |
|---|---|---|
| Raw materials [includes Goods in Transit ₹ 723 (2022 : ₹ 795)] | **7,999** | 7,739 |
| Work-in-progress | **6,918** | 5,047 |
| Finished goods | **4,763** | 4,194 |
| Traded goods [includes Goods in Transit ₹ 1,319 (2022 : ₹ 1,243)] | **5,372** | 4,670 |
| | **25,052** | 21,650 |

Amount of write down of inventories to net realisable value and other provisions recognised in the Statement of Profit and Loss as an expense is ₹ 929 (2022 : ₹ 569)

## 14 Trade receivables - Current

| | Sept 2023 | Sept 2022 |
|---|---|---|
| Trade receivables | **44,566** | 35,183 |
| Receivables from related parties (refer note 46) | **4,824** | 4,767 |
| | **49,390** | 39,950 |
| Of which | | |
| - considered good | **48,193** | 39,246 |
| - which have significant increase in credit risk | **134** | 45 |
| - credit impaired | **1,063** | 659 |
| | **49,390** | 39,950 |
| Impairment Allowance | **(2,318)** | (2,090) |
| | **47,072** | 37,860 |

## 14 Trade receivables - Current *(Continued)*

**Trade receivables ageing schedule**

**As at 30 September 2023**

| Particulars | Outstanding for following periods from due date of payment | | | | | | Total |
|---|---|---|---|---|---|---|---|
| | Not due | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed Trade Receivables (considered good) | 42,123 | 3,709 | 1,019 | 816 | 199 | 305 | **48,171** |
| Undisputed Trade Receivables (which have significant increase in credit risk) | 11 | 104 | 2 | 10 | 7 | * | **134** |
| Undisputed Trade Receivables (credit impaired) | 264 | 72 | 43 | 154 | 130 | 183 | **846** |
| Disputed Trade Receivables (considered good) | - | - | - | - | - | 22 | **22** |
| Disputed Trade Receivables (credit impaired) | - | - | - | - | * | 217 | **217** |
| **Total** | **42,398** | **3,885** | **1,064** | **980** | **336** | **727** | **49,390** |

**As at 30 September 2022**

| Particulars | Outstanding for following periods from due date of payment | | | | | | Total |
|---|---|---|---|---|---|---|---|
| | Not due | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed Trade Receivables (considered good) | 33,030 | 2,609 | 1,499 | 1,206 | 296 | 497 | **39,137** |
| Undisputed Trade Receivables (which have significant increase in credit risk) | 16 | 21 | * | 3 | 1 | 4 | **45** |
| Undisputed Trade Receivables (credit impaired) | 129 | 32 | 28 | 75 | 79 | 183 | **526** |
| Disputed Trade Receivables (considered good) | - | - | - | - | - | 109 | **109** |
| Disputed Trade Receivables (credit impaired) | - | - | - | - | 3 | 130 | **133** |
| **Total** | **33,175** | **2,662** | **1,527** | **1,284** | **379** | **923** | **39,950** |

* denotes figures less than a million

i) Trade receivable does not consist any amounts due from directors or other officers of the Group either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

ii) For credit risk disclosures, refer note 54B

iii) Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days of credit period.

| | | Sept 2023 | Sept 2022 |
|---|---|---|---|
| **15** | **Cash and cash equivalents** | | |
| | ***Balances with banks*** | | |
| | - On current accounts | **1,538** | 1,593 |
| | - Bank deposits with original maturity of less than 3 months | **10,102** | 8,367 |
| | Cheques / drafts on hand | **276** | 45 |
| | Cash on hand | **1** | 1 |
| | | **11,917** | 10,006 |
| **16** | **Bank balances other than cash and cash equivalents** | | |
| | Bank deposits with original maturity of less than 12 months | **64,515** | 55,753 |
| | Unpaid dividend account (refer note below) | **75** | 82 |
| | | **64,590** | 55,835 |

The balance in unpaid dividend account is used only for payment of dividend.

| | | | |
|---|---|---|---|
| **17** | **Loans - Current (considered good)** | | |
| | Inter corporate deposits to related parties - secured (refer note 46 and below) | **5,120** | 3,230 |
| | Loan to employees - unsecured | **97** | 51 |
| | | **5,217** | 3,281 |

Inter corporate deposit to related parties are given for the purpose of meeting their working capital requirements.

| | | | |
|---|---|---|---|
| **18** | **Other financial assets - Current** | | |
| | **i) Financial assets at amortised cost** | | |
| | Security deposits | | |
| | - considered good | **195** | 316 |
| | - considered doubtful | **24** | 30 |
| | | **219** | 346 |
| | Impairment allowance | **(24)** | (11) |
| | | **195** | 335 |
| | Interest accrued on inter corporate deposits | **77** | 45 |
| | Interest accrued on bank deposits | **736** | 470 |
| | Export incentive / Government grant | **146** | 281 |
| | Others | **503** | 663 |
| | **ii) Financial assets at fair value through Profit or Loss** | | |
| | Derivative contracts | **436** | 498 |
| | **iii) Financial assets at fair value through Other Comprehensive Income** | | |
| | Derivative contracts | **91** | 414 |
| | | **2,184** | 2,706 |

| | | Sept 2023 | Sept 2022 |
|---|---|---|---|
| 19 | **Contract assets** | | |
| | -considered good | **17,441** | 17,550 |
| | Impairment allowance | **(265)** | (200) |
| | | **17,176** | 17,350 |
| 20 | **Other current assets** | | |
| | Advance to suppliers | **1,494** | 1,504 |
| | Prepaid expenses | **147** | 156 |
| | Balances with statutory / government authorities, net | **657** | 2,110 |
| | Others | **185** | 200 |
| | | **2,483** | 3,970 |
| 21 | **Share capital** | | |
| | **Authorised** | | |
| | 1,000,000,000 Equity Shares of ₹ 2 each (2022: 1,000,000,000 Equity shares of ₹ 2 each) | **2,000** | 2,000 |
| | | **2,000** | 2,000 |
| | **Issued** | | |
| | 356,983,950 Equity Shares of ₹ 2 each (2022: 356,983,950 Equity shares of ₹ 2 each) | **714** | 714 |
| | **Subscribed and fully paid-up** | | |
| | 356,120,255 Equity Shares of ₹ 2 each fully paid-up (2022: 356,120,255 Equity shares of ₹ 2 each fully paid-up) | **712** | 712 |
| | | **712** | 712 |

**a) Shares held by Ultimate holding company, subsidiary and associates of Ultimate holding company:**

169,882,943 (2022: 169,882,943) Equity shares of ₹ 2 each, fully paid-up, are held by Siemens International Holding B.V., Subsidiary of Ultimate Holding Company.

85,468,862 (2022: 85,468,862) Equity shares of ₹ 2 each, fully paid-up, are held by Siemens Energy Holding B.V. (formerly known as Siemens Gas and Power Holding B.V.), Associate of Ultimate Holding Company.

11,738,108 (2022: 11,738,108) Equity shares of ₹ 2 each, fully paid-up, are held by Siemens Metals Technologies Vermögensverwaltungs GmbH, Subsidiary of Ultimate Holding Company.

**b) Reconciliation of the number of shares outstanding at the beginning and at the end of the year:**

| Particulars | 2023 | | 2022 | |
|---|---|---|---|---|
| | **Number** | **Amount** | Number | Amount |
| Shares outstanding at the beginning of the year | **356,120,255** | **712** | 356,120,255 | 712 |
| Shares issued / subscribed during the year | **-** | **-** | - | - |
| Shares outstanding at the end of the year | **356,120,255** | **712** | 356,120,255 | 712 |

**21 Share capital *(Continued)***

**c) Details of shareholders holding more than 5% shares in the Group as on 30 September:**

| Name of shareholder | 2023 | | 2022 | |
|---|---|---|---|---|
| | **No. of shares held** | **% of Holding** | No. of shares held | % of Holding |
| Siemens International Holding B.V. | **169,882,943** | **47.70%** | 169,882,943 | 47.70% |
| Siemens Energy Holding B.V. (formerly known as Siemens Gas and Power Holding B.V.) | **85,468,862** | **24.00%** | 85,468,862 | 24.00% |

As per records of the Group, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

**d) Details of shares held by promoters:**

| Promoter Name | No. of shares at the beginning of the year | No. of shares at the end of the year | % of Total Shares | % of change during the year |
|---|---|---|---|---|
| Siemens International Holding B.V. | 169,882,943 | 169,882,943 | 47.70 | - |
| Siemens Energy Holding B.V. (formerly known as Siemens Gas and Power Holding B.V.) | 85,468,862 | 85,468,862 | 24.00 | - |
| Siemens Metals Technologies Vermögensverwaltungs GmbH | 11,738,108 | 11,738,108 | 3.30 | - |

**e) Terms / rights attached to equity shares**

The Holding Company has only one class of equity shares having a par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share. The Holding Company declares and pays dividends in Indian rupees.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts (if any). The distribution will be in proportion to the number of equity shares held by the shareholders.

**22 Other equity**

**Nature and purpose of reserve**

a) Capital reserve was created on account of merger of group companies in earlier years.

b) Amalgamation reserve pertains to amalgamation of Siemens VDO Automotive Ltd. in 2006.

c) Capital redemption reserve pertains to entity accounted as business combination under common control.

d) Securities premium account represents the surplus of proceeds received over the face value of shares, at the time of issue of shares.

e) General reserve is created out of profits earned by the Group by way of transfer from surplus in the statement of profit and loss. The Group can use this reserve for payment of dividend and issue of fully paid-up shares. As General reserve is created by transfer on one component of equity to another and is not an item of other comprehensive income, items included in the General reserve will not be subsequently reclassified to statement of Profit and Loss.

f) Cash flow hedge reserve represents mark-to-market valuation of effective hedges as required by Ind AS 109.

g) Retained earnings are the profits that the Group has earned till date, less any transfers to General reserve and payment of dividend.

The above reserves will be utilised in accordance with the provision of the Companies Act, 2013.

| 23 | Dividend distribution made and proposed | Sept 2023 | Sept 2022 |
|---|---|---|---|
| | **Cash dividend on equity shares declared and paid:** | | |
| | Final dividend for the year ended 2022: ₹ 10 per share (2021: ₹ 8 per share) | **3,561** | 2,849 |
| | | **3,561** | 2,849 |
| | **Proposed dividend on equity shares:** | | |
| | Final cash dividend for the year ended 2023: ₹ 10 per share (2022: ₹ 10 per share) | **3,561** | 3,561 |
| | | **3,561** | 3,561 |

| 24 | Trade payables - Non - current | | |
|---|---|---|---|
| | Total outstanding dues of creditors other than micro enterprises and small enterprises | **12** | 27 |
| | | **12** | 27 |

**Trade payable ageing schedule**

**As at September 2023**

| | Particulars | Outstanding for following periods from due date of payment | | | | | Total |
|---|---|---|---|---|---|---|---|
| | | Not due | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) | Undisputed dues - other than micro enterprises and small enterprises | 12 | - | - | - | - | **12** |

**As at September 2022**

| | Particulars | Outstanding for following periods from due date of payment | | | | | Total |
|---|---|---|---|---|---|---|---|
| | | Not due | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) | Undisputed dues - other than micro enterprises and small enterprises | 27 | - | - | - | - | **27** |

| 25 | Other financial liabilities - Non - current | Sept 2023 | Sept 2022 |
|---|---|---|---|
| i) | **Financial liabilities at amortised cost** | | |
| | Security deposits | **45** | 42 |
| ii) | **Financial liabilities at fair value through Profit or Loss** | | |
| | Derivative contracts | **211** | 210 |
| | Liabilities related to share based payments (refer note 50) | **683** | 487 |
| | | **939** | 739 |

| 26 | Long-term provisions | | |
|---|---|---|---|
| | ***a) Provision for employee benefits*** | | |
| | - Pension (refer note 47) | **190** | 223 |
| | - Gratuity (refer note 47) | **195** | 184 |
| | - Leave wages | **791** | 905 |
| | - Medical benefits (refer note 47) | **2,577** | 1,406 |
| | - Silver jubilee and star awards | **368** | 336 |
| | - Retirement gift (refer note 47) | **105** | 90 |
| | - Retention Bonus | **2** | 8 |
| | | **4,228** | 3,152 |
| | ***b) Others*** | | |
| | - Other matters (refer note 42) | **33** | 25 |
| | | **4,261** | 3,177 |

| 27 | Trade payable- Current | Sept 2023 | Sept 2022 |
|---|---|---|---|
| | Total outstanding dues of micro enterprises and small enterprises (refer note 49) | **3,370** | 3,017 |
| | Total outstanding dues of creditors other than micro enterprises and small enterprises | **38,998** | 37,384 |
| | | **42,368** | 40,401 |

**Trade payable ageing schedule**

**As at 30 September 2023**

| | Particulars | Outstanding for following periods from due date of payment | | | | | | Total |
|---|---|---|---|---|---|---|---|---|
| | | Unbilled Dues | Not due | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) | Undisputed dues - micro enterprises and small enterprises | - | 2,949 | 249 | 70 | 49 | 53 | **3,370** |
| (ii) | Undisputed dues - other than micro enterprises and small enterprises | 15,894 | 16,567 | 6,009 | 355 | 118 | 55 | **38,998** |
| | **Total** | **15,894** | **19,516** | **6,258** | **425** | **167** | **108** | **42,368** |

**As at 30 September 2022**

| | Particulars | Outstanding for following periods from due date of payment | | | | | | Total |
|---|---|---|---|---|---|---|---|---|
| | | Unbilled Dues | Not due | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) | Undisputed dues - micro enterprises and small enterprises | - | 2,489 | 319 | 67 | 49 | 93 | **3,017** |
| (ii) | Undisputed dues - other than micro enterprises and small enterprises | 15,208 | 13,273 | 8,571 | 236 | 42 | 54 | **37,384** |
| | **Total** | **15,208** | **15,762** | **8,890** | **303** | **91** | **147** | **40,401** |

| 28 | Other financial liabilities - Current | Sept 2023 | Sept 2022 |
|---|---|---|---|
| i) | **Financial liabilities at amortised cost** | | |
| | Security deposits | **161** | 200 |
| | Unclaimed dividend | **75** | 82 |
| | Holdback consideration (refer note 55) | **5** | 2,000 |
| | Liability for capital goods | **53** | 238 |
| | Others (employee related liabilities and others) | **4,476** | 3,653 |
| ii) | **Financial liabilities at fair value through Profit or Loss** | | |
| | Derivative contracts | **500** | 1,089 |
| | Liabilities related to share based payments (refer note 50) | **412** | 234 |
| iii) | **Financial liabilities at fair value through Other Comprehensive Income** | | |
| | Derivative contracts | **216** | 273 |
| | | **5,898** | 7,769 |

| | | Sept 2023 | Sept 2022 |
|---|---|---|---|
| **29** | **Contract liabilities** | | |
| | Advances from customers | **12,006** | 10,525 |
| | Billing in excess / advance billings | **8,476** | 7,794 |
| | | **20,482** | 18,319 |
| **30** | **Other current liabilities** | | |
| | Accrued salaries and benefits | **301** | 225 |
| | Interest accrued and due | **188** | 105 |
| | Other liabilities | | |
| | - Withholding taxes and other statutory dues | **668** | 397 |
| | - Others | **817** | 557 |
| | | **1,974** | 1,284 |
| **31** | **Short-term provisions** | | |
| ***a)*** | ***Provision for employee benefits*** | | |
| | - Pension (refer note 47) | **31** | 35 |
| | - Leave wages | **72** | 102 |
| | - Medical benefits (refer note 47) | **76** | 57 |
| | - Gratuity (refer note 47) | **283** | 109 |
| | - Silver jubilee and star awards | **38** | 28 |
| | - Retention Bonus | **2** | 4 |
| | - Retirement gift (refer note 47) | **5** | 4 |
| | - Provident fund (refer note 47) | **321** | 54 |
| | | **828** | 393 |
| ***b)*** | ***Others*** | | |
| | - Warranty (refer note 42) | **5,181** | 4,475 |
| | - Loss order (refer note 42) | **1,619** | 1,166 |
| | - Liquidated damages (refer note 42) | **1,249** | 1,156 |
| | - Other matters (refer note 42) | **3,028** | 2,763 |
| | | **11,077** | 9,560 |
| | | **11,905** | 9,953 |
| **32** | **Current Tax liabilities** | | |
| | Provision for tax [net of advance tax ₹ 18,413 (2022: ₹ 14,094)] | **1,221** | 1,422 |
| | | **1,221** | 1,422 |

# Notes to the Consolidated Financial Statements *(Continued)* for the year ended 30 September 2023 (Currency: Indian rupees millions)

| 33 | **Revenue from operations (gross)** | **Sept 2023** | Sept 2022 |
|---|---|---|---|
| | ***Revenue from contracts with customers*** | | |
| | Sale of products | **115,695** | 93,392 |
| | Revenue from projects | **54,735** | 45,250 |
| | Sale of services | **22,300** | 20,020 |
| | Commission income | **62** | 76 |
| | | **192,792** | 158,738 |
| | ***Other operating revenue*** | | |
| | Export incentives | **509** | 428 |
| | Recoveries from group companies | **1,352** | 1,174 |
| | Rental income | **310** | 342 |
| | Liabilities written back | **134** | 138 |
| | Others | **441** | 558 |
| | | **2,746** | 2,640 |
| | | **195,538** | 161,378 |
| **34** | **Other income** | | |
| | Interest income | **4,466** | 2,424 |
| | Profit on sale of assets, net | **275** | 232 |
| | Others | **221** | 422 |
| | | **4,962** | 3,078 |
| **35** | **Project bought outs and other direct costs** | | |
| | Spares and stores consumed | **326** | 327 |
| | Project bought outs | **30,074** | 24,450 |
| | Other direct costs | **7,442** | 5,037 |
| | Less: Capitalised to property, plant and equipment | **(31)** | (42) |
| | | **37,811** | 29,772 |
| **36** | **Employee benefits expense** | | |
| | Salaries, wages and bonus, net | **17,049** | 15,858 |
| | Contribution to provident and other funds | **1,406** | 1,329 |
| | Share based payments to employees (refer note 50) | **639** | 93 |
| | Staff welfare expenses | **1,036** | 777 |
| | | **20,130** | 18,057 |
| **37** | **Finance costs** | | |
| | Interest - Others | **81** | 222 |
| | Other costs | **2** | 5 |
| | Interest on lease liabilities | **145** | 136 |
| | | **228** | 363 |

| | | Sept 2023 | Sept 2022 |
|---|---|---|---|
| **38** | **Other expenses** | | |
| | Exchange loss / (gains), net ** | **(194)** | 1,305 |
| | Travel and conveyance | **1,669** | 1,206 |
| | Software license fees and other information technology related costs | **2,637** | 1,863 |
| | Rates and taxes | **395** | 338 |
| | Communications | **293** | 289 |
| | Packing and forwarding | **2,332** | 2,222 |
| | Power and fuel | **572** | 518 |
| | Insurance | **511** | 465 |
| | Rent | **401** | 263 |
| | Repairs | | |
| | - on building | **892** | 1,204 |
| | - on machinery | **415** | 381 |
| | - others | **311** | 299 |
| | Legal and professional [includes auditors' remuneration (refer note 41)] | **1,788** | 1,547 |
| | Advertising and publicity | **560** | 148 |
| | Research and development expenditure | **549** | 211 |
| | Guarantee commission / bank charges | **396** | 312 |
| | Donation | ***** | 3 |
| | Commission to directors | **13** | 11 |
| | Directors' fees | **6** | 4 |
| | Bad debts [net of reversal of provision for doubtful debts of ₹ 172 (2022 : ₹ 99)] | **111** | 53 |
| | CSR expenditure (refer note 39) | **297** | 291 |
| | Provision for doubtful debts and advances, net | **542** | 580 |
| | License fees | **1,531** | 1,204 |
| | Commodity derivatives (gains) / loss | **(297)** | 1,023 |
| | Miscellaneous expenses | **980** | 745 |
| | | **16,710** | 16,485 |

*denotes figures less than a million

**Includes amount transferred from cash flow hedge reserve to exchange (gain) / loss amounting to ₹ 81 (2022: ₹ (4))

**39 Corporate Social Responsibility (CSR)**

| | | | |
|---|---|---|---|
| (i) | Gross amount required to be spent during the year | **297** | 283 |
| (ii) | Amount of expenditure incurred | **293** | 291 |
| (iii) | (Shortfall) /excess at the end of the year | **(4)** | 8 |
| (iv) | Total of previous years (shortfall) /excess | - | - |
| (v) | Reason for shortfall | **Deliverables of the project planned for CSR is having high lead time** | NA |
| (vi) | Amount of CSR expenditure incurred towards related parties | **2** | - |

(vii) The Company does not have any open contractual obligation for which provision is required.

(viii) Nature of CSR activities include programmes that are designed to create sustainable value to society by focusing on strengthening the skilling ecosystem, upgrading the public healthcare infrastructure, promotion of innovations that sustain the environment and enhance living conditions.

## 40 Commitments and contingent liabilities

| | | Sept 2023 | Sept 2022 |
|---|---|---|---|
| **(a)** | **Commitments** | | |
| | Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) | **1,259** | 694 |
| **(b)** | **Contingent liabilities (to the extent not provided for)** | | |
| | Income tax (excluding interest) | **6,283** | 7,185 |
| | Goods and service tax (GST), excise, service tax and sales tax liabilities, under dispute | **6,198** | 6,678 |
| | Customs liabilities, under dispute | **120** | 120 |
| | Claims against the Company not acknowledged as debts | **884** | 882 |

In respect of above contingent liabilities, the future cash outflows are determinable only on receipt of judgements pending at various forums / authorities. The Group has assessed that it is only possible, but not probable, that outflow of economic resources will be required.

## 41 Auditors' remuneration (for audit services exclusive of GST)

| | | |
|---|---|---|
| **As auditor** | | |
| - Audit fees | **34** | 36 |
| - Tax audit fees | **7** | 8 |
| **In other capacity** | | |
| - Other audit related services | **5** | 5 |
| - Reimbursement of expenses | **2** | 1 |
| | **48** | 50 |

## 42 Disclosure relating to Provisions

***Provision for warranty***

Warranty costs are provided based on a technical estimate of the costs required to be incurred for repairs, replacement, material cost, servicing and past experience in respect of warranty costs. It is expected that this expenditure will be incurred over the contractual warranty period.

***Provision for liquidated damages***

Liquidated damages are provided based on contractual terms when the delivery / commissioning dates of an individual project have exceeded or are likely to exceed the delivery / commissioning dates as per the respective contracts. This expenditure is expected to be incurred over the respective contractual terms upto closure of the contract (including warranty period).

***Provision for loss orders***

A provision for expected loss on construction contracts is recognised when it is probable that the contract costs will exceed total contract revenue. For all other contracts, loss order provisions are made when the unavoidable costs of meeting the obligation under the contract exceed the currently estimated economic benefits.

***Provision for other matters***

The Group has made provisions for known contractual risks, litigation cases and pending assessments in respect of taxes (other than income tax), duties and other levies, the outflow of which would depend on the cessation of the respective events.

## 42 Disclosure relating to Provisions *(Continued)*

The movements in the above provisions are summarised below:

| | Warranty | | Liquidated damages | | Loss orders | | Other matters | |
|---|---|---|---|---|---|---|---|---|
| | **Sept 2023** | Sept 2022 | **Sept 2023** | Sept 2022 | **Sept 2023** | Sept 2022 | **Sept 2023** | Sept 2022 |
| Balance as at 1 October | **4,475** | 4,406 | **1,156** | 1,164 | **1,166** | 1,231 | **2,788** | 3,113 |
| Provisions : | | | | | | | | |
| - Created | **1,900** | 1,432 | **912** | 684 | **1,533** | 1,361 | **1,008** | 779 |
| - Utilised | **(438)** | (323) | **(434)** | (242) | **(896)** | (1,279) | **(368)** | (231) |
| - Reversed | **(756)** | (960) | **(385)** | (421) | **(184)** | (145) | **(367)** | (870) |
| - Transferred due to sale of LDA (refer note 57) | **-** | (80) | **-** | (29) | **-** | (2) | **-** | (3) |
| **Balance as at 30 September** | **5,181** | 4,475 | **1,249** | 1,156 | **1,619** | 1,166 | **3,061** | 2,788 |
| - Current | **5,181** | 4,475 | **1,249** | 1,156 | **1,619** | 1,166 | **3,028** | 2,763 |
| - Non-current | **-** | - | **-** | - | **-** | - | **33** | 25 |

## 43 Disclosure pursuant to Indian Accounting Standard - 115 'Revenue from contracts with customers'

**(i)** Out of the total revenue recognised under Ind AS 115 during the period, ₹ 71,453 (2022: ₹ 70,068) is recognised over a period of time and ₹ 121,339 (2022: ₹ 88,670) is recognised at a point in time.

**(ii) Reconciliation between revenue recognised and contract price:**

| | **Sept 2023** | Sept 2022 |
|---|---|---|
| Contract Price | **196,347** | 159,632 |
| Less: Reductions towards variable consideration components * | **3,555** | 894 |
| **Revenue** | **192,792** | 158,738 |

* Reduction towards variable consideration components include discounts, liquidated damages, etc.

**(iii) Remaining performance obligations: The aggregate amount of transaction price allocated to remaining performance obligations and expected conversion of the same into revenue is as follows -**

| Particulars | Unexecuted Order Value | Expected conversion in revenue | |
|---|---|---|---|
| | | Up to 1 year | More than 1 year |
| Transaction price allocated to the remaining performance obligation: | | | |
| **2023** | **469,187** | **136,858** | **332,329** |
| 2022 | 183,705 | 101,546 | 82,159 |

**(iv)** Revenue recognised during the year from opening balance of contract liabilities amounts to ₹ 11,848 (2022: ₹ 9,152).

**(v)** There is no revenue recognised during the year from the performance obligation that is satisfied in previous year (arising out of contract modifications).

**(vi)** Information regarding geographical disaggregation of revenue has been included in segment information [refer note 45(ii)].

**44 Disclosure pursuant to Indian Accounting Standard - 116 "Leases"**

**As Lessee**

**i) Carrying value of Right of use assets at the end of the reporting period by class:**

| | Balance at 1 October 2022 | Addition during the year | Deletion / adjustments during the year | Depreciation for the year | Transferred to assets held for sale | Balance at 30 September 2023 |
|---|---|---|---|---|---|---|
| Land & Building | 2,203 | 596 | 117 | 626 | 27 | **2,029** |
| Vehicles | 234 | 230 | 25 | 116 | - | **323** |
| Plant and equipment | 36 | 21 | * | 33 | - | **24** |
| **Total** | **2,473** | **847** | **142** | **775** | **27** | **2,376** |

* denotes figures less than a million

**Note:**
Land and Building includes gross block of ₹ 5 where the lease deed is in the name of iMetrex Technologies Ltd. as lease transfer is pending due to litigation case since 2012.

| **ii) Maturity analysis of Lease Liabilities:** | **Sept 2023** | Sept 2022 |
|---|---|---|
| **Maturity analysis – contractual undiscounted cash flows** | | |
| Less than one year | **841** | 740 |
| One to five years | **1,119** | 1,302 |
| More than five years | **70** | 72 |
| **Total undiscounted Lease liabilities at 30 September** | **2,030** | 2,114 |
| Current | **841** | 740 |
| Non-Current | **1,189** | 1,374 |

| **iii) Amounts recognised in Profit or Loss** | | |
|---|---|---|
| Interest expense on lease liabilities | **145** | 115 |
| Expenses relating to short-term leases | **93** | 194 |
| Expenses relating to leases of low-value assets | **282** | 158 |
| Income from sub-lease of properties | **139** | 139 |

**iv)** During the year ended 30 September 2023, total cash outflow in respect of leases amounted to ₹ 893 (2022: ₹ 800).

## 45 (i) Information about business segments

| | Revenue | | | | | | Results | |
|---|---|---|---|---|---|---|---|---|
| | External revenue | | Inter segmental revenue | | Total | | | |
| | **2023** | 2022 | **2023** | 2022 | **2023** | 2022 | **2023** | 2022 |
| Energy | **60,365** | 53,531 | **438** | 179 | **60,803** | 53,710 | **6,873** | 5,648 |
| Smart Infrastructure | **68,655** | 57,259 | **2,089** | 2,229 | **70,744** | 59,488 | **7,450** | 3,842 |
| Mobility | **21,602** | 14,286 | **-** | - | **21,602** | 14,286 | **1,166** | 1,231 |
| Digital Industries | **43,744** | 35,262 | **1,032** | 793 | **44,776** | 36,055 | **6,132** | 3,600 |
| Others | **1,172** | 1,040 | **-** | - | **1,172** | 1,040 | **42** | 81 |
| Eliminations | **-** | - | **(3,559)** | (3,201) | **(3,559)** | (3,201) | **-** | - |
| **Continuing operations** | **195,538** | 161,378 | **-** | **-** | **195,538** | 161,378 | **21,663** | 14,402 |
| **Discontinued operation (refer note 57)** | **-** | 4,243 | **-** | - | **-** | 4,243 | **-** | 149 |
| **Total** | **195,538** | 165,621 | **-** | - | **195,538** | 165,621 | **21,663** | 14,551 |
| Finance costs | | | | | | | **228** | 363 |
| Interest income | | | | | | | **4,466** | 2,424 |
| Other Income | | | | | | | **496** | 654 |
| **Profit before tax from continuing operations** | | | | | | | **26,397** | 17,117 |
| **Profit before tax from discontinued operations (refer note 57)** | | | | | | | **-** | 141 |
| **Gain from sale of discontinued operations (refer note 57)** | | | | | | | **-** | 3,559 |
| Income tax | | | | | | | **(7,336)** | (5,773) |
| Deferred tax credit / (expense) | | | | | | | **558** | 386 |
| **Profit after tax from continuing operations** | | | | | | | **19,619** | 12,619 |
| **Profit after tax from discontinued operations (refer note 57)** | | | | | | | **-** | 2,811 |
| **Total** | | | | | | | **19,619** | 15,430 |

| | Assets | | Liabilities | | Capital Expenditure | | Non cash items | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | Depreciation & amortisation / Impairment (refer note 3,4,5,6 44 & 57) | | Others | |
| | **2023** | 2022 | **2023** | 2022 | **2023** | 2022 | **2023** | 2022 | **2023** | 2022 |
| Energy | **43,797** | 42,957 | **36,459** | 33,841 | **509** | 423 | **704** | 656 | **241** | 782 |
| Smart Infrastructure | **51,902** | 48,409 | **23,644** | 23,830 | **798** | 870 | **1,707** | 1,815 | **455** | 200 |
| Mobility | **18,938** | 14,846 | **13,088** | 10,744 | **206** | 103 | **178** | 140 | **306** | (37) |
| Digital Industries | **13,617** | 10,072 | **9,873** | 8,520 | **77** | 129 | **288** | 276 | **76** | 212 |
| Others | **1,839** | 2,480 | **1,290** | 1,688 | **101** | 80 | **331** | 284 | ***** | 4 |
| | **130,093** | 118,764 | **84,354** | 78,623 | **1,691** | 1,605 | **3,208** | 3,171 | **1,078** | 1,161 |
| Unallocable corporate items | **92,186** | 82,134 | **6,458** | 6,289 | **85** | 50 | **-** | - | **-** | - |
| Assets/Liabilities classified as held for sale | **371** | 192 | **881** | - | **-** | - | **-** | - | **-** | - |
| Discontinued operations (refer note 57) | **-** | - | **-** | - | **-** | - | **-** | 23 | **-** | 12 |
| **Total** | **222,650** | 201,090 | **91,693** | 84,912 | **1,776** | 1,655 | **3,208** | 3,194 | **1,078** | 1,173 |

* denotes figures less than a million

**45 (ii) Information about geographical areas**

| | Revenue based on location of customers | | Non current assets | |
|---|---|---|---|---|
| | **2023** | 2022 | **2023** | 2022 |
| Within India | **165,319** | 132,759 | **28,985** | 29,065 |
| Outside India | **30,219** | 28,619 | **-** | - |
| **Total** | **195,538** | 161,378 | **28,985** | 29,065 |

**45 (iii) Other disclosures :**

- The Chief Operating Decision Maker ("CODM") evaluates the Group's performance and allocates resources based on an analysis of various performance indicators by operating segments. The CODM reviews revenue and profit from operations as the performance indicator for all of the operating segments. The Chief Executive Officer and Chief Financial Officer are the CODM of the Group.
- Inter-segment prices are normally negotiated amongst the segments with reference to the market price. Transfer prices between operating segments are on arm's length basis in a manner similar to the transactions with third parties.
- No operating segments have been aggregated to form the above reportable operating segments.
- Other income and finance costs are not allocated to individual segments as the underlying instruments are managed on a group basis.
- Current taxes, deferred taxes and certain financial assets and liabilities are not allocated to individual segments as they are also managed on a group basis.
- Capital expenditure consists of additions of property, plant and equipment, intangible assets and capital work in progress including assets aquired from the acquisition of businesses.
- Profits / losses on inter-segment transactions are eliminated at the Group level.

**(iv) Segment information :**

**Business Segments:** The business of the Group is divided into four segments. These segments are the basis for management control and hence, form the basis for reporting. The business of each segment comprises of :

- **Energy : -** Provides fully integrated products, solutions and services across the energy value chain of oil and gas production, power generation and transmission for various customers such as utilities, independent power producers and engineering, procurement and construction (EPC) companies
- **Smart Infrastructure : -** Supplier of products, systems, solutions and services for transmission and distribution of electrical energy for power utilities, industrial companies and infrastructure segments. Portfolio covers systems for low & medium voltage distribution, solutions for smart grids and energy automation, low voltage power supply systems. Provides intelligent and connected infrastructure for grids and buildings.
- **Mobility : -** Supplier of solutions for passenger and freight transportation – including rail vehicles, rail automation systems, rail electrification systems, road traffic technology and IT solutions.
- **Digital Industries : -** Contains portfolio of leading edge automation, drives and software technologies covering the complete life cycle from product design and production execution to services for discrete and process Industries.
- **Others :-** Services provided to other group companies and lease rentals have been classified as "Others".

**Geographical Segments:** The business is organised in two geographical segments i.e. within India and outside India.

**Allocation of common costs**

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

**Unallocated corporate items**

Unallocated items include general corporate assets and liabilities which are not allocated to any business segment.

## 46 Related party transactions

### 46.1 Parties where control exists

| | |
|---|---|
| Siemens AG, Germany | Ultimate Holding Company |
| Siemens International Holding B.V., Netherlands | Subsidiary of Ultimate Holding Company |
| **Parties with significant influence** | |
| Siemens Energy Holding B.V., Netherlands | Associate of Ultimate Holding Company |

### 46.2 Associate

| | |
|---|---|
| Sunsole Renewables Pvt. Ltd., India | Associate (w.e.f. 28.02.2022) |

### 46.3 Other related parties where transactions have taken place during the year

| Fellow Subsidiaries | Name | Country |
|---|---|---|
| | Siemens Spa | Algeria |
| | Siemens S.A. | Argentina |
| | Siemens Ltd. | Australia |
| | Siemens Mobility Pty Ltd. | Australia |
| | Siemens Rail Automation Pty. Ltd. | Australia |
| | ETM professional control GmbH | Austria |
| | Siemens Aktiengesellschaft Österreich | Austria |
| | Siemens Metals Technologies Vermögensverwaltungs GmbH | Austria |
| | Siemens Mobility Austria GmbH | Austria |
| | Siemens Mobility Austria GmbH, Plant Rail Systems | Austria |
| | Siemens W.L.L. | Bahrain |
| | Siemens Healthcare Ltd. | Bangladesh |
| | Siemens Industrial Ltd. | Bangladesh |
| | Siemens S.A./N.V. | Belgium |
| | Siemens Infraestrutura e Indústria Ltda. | Brazil |
| | Siemens EOOD | Bulgaria |
| | Siemens Canada Ltd. | Canada |
| | Siemens Canada Ltd. - Process Instruments Business Unit | Canada |
| | Siemens Canada Ltd. - RuggedCom | Canada |
| | Beijing Siemens Cerberus Electronics Ltd. | China |
| | Siemens Circuit Protection Systems Ltd., Shanghai | China |
| | Siemens Electrical Apparatus Ltd., Suzhou | China |
| | Siemens Electrical Drives (Shanghai) Ltd. | China |
| | Siemens Electrical Drives Ltd. | China |
| | Siemens Factory Automation Engineering Ltd. | China |
| | Siemens Finance and Leasing Ltd. | China |
| | Siemens Industrial Automation Products Ltd., Chengdu | China |
| | Siemens International Trading Ltd., Shanghai | China |
| | Siemens Large Drives Equipment (Tianjin) Ltd. | China |
| | Siemens Ltd., China | China |

**46.3 Other related parties where transactions have taken place during the year *(Continued)***

| Fellow Subsidiaries | Name | Country |
|---|---|---|
| | Siemens Medium Voltage Switching Technologies (Wuxi) Ltd. | China |
| | Siemens Mobility Electrification Equipment (Shanghai) Co., Ltd. | China |
| | Siemens Numerical Control Ltd., Nanjing | China |
| | Siemens Power Automation Ltd. | China |
| | Siemens Sensors & Communication Ltd. | China |
| | Siemens Shanghai Medical Equipment Ltd. | China |
| | Siemens Switchgear Ltd., Shanghai | China |
| | Siemens S.A.S. | Colombia |
| | Siemens d.d. | Croatia |
| | OEZ s.r.o. | Czech Republic |
| | Siemens, s.r.o. | Czech Republic |
| | Siemens A/S | Denmark |
| | Siemens Industrial LLC | Egypt |
| | Siemens Osakeyhtiö | Finland |
| | Siemens Industry Software SAS | France |
| | Siemens SAS | France |
| | Siemens SAS, Division production Process Automation, Usine de Haguenau | France |
| | Innomotics GmbH | Germany |
| | KACO new energy GmbH | Germany |
| | NEO New Oncology GmbH | Germany |
| | Siemens Bank GmbH | Germany |
| | Siemens Digital Logistics GmbH | Germany |
| | Siemens Healthcare GmbH | Germany |
| | Siemens Healthineers AG | Germany |
| | Siemens Mobility GmbH | Germany |
| | Siemens Project Ventures GmbH | Germany |
| | Siemens Mobility GmbH | Germany |
| | Siemens Project Ventures GmbH | Germany |
| | Siemens Traction Gears GmbH | Germany |
| | SYKATEC Systeme, Komponenten, Anwendungstechnologie GmbH | Germany |
| | Siemens A.E., Electrotechnical Projects and Products | Greece |
| | Siemens Mobility Rail And Road Transportation Solutions Single-Member Societe Anonyme | Greece |
| | Siemens S.A. | Guatemala |
| | Siemens Ltd. | Hong Kong |
| | Siemens Mobility Ltd. | Hong Kong |
| | Brightly Software India Pvt. Ltd. | India |
| | Bytemark Technology Solutions India Pvt. Ltd. | India |
| | Enlighted Energy Systems Pvt. Ltd. | India |

**46.3 Other related parties where transactions have taken place during the year *(Continued)***

| Fellow Subsidiaries | Name | Country |
|---|---|---|
| | PETNET Radiopharmaceutical Solutions Pvt. Ltd. | India |
| | Siemens EDA (India) Pvt. Ltd. | India |
| | Siemens EDA (Sales & Services) Pvt. Ltd. | India |
| | Siemens Factoring Pvt. Ltd. | India |
| | Siemens Financial Services Pvt. Ltd. | India |
| | Siemens Healthcare Pvt. Ltd. | India |
| | Siemens Healthineers India LLP | India |
| | Siemens Industry Software (India) Pvt. Ltd. | India |
| | Siemens Large Drives India Pvt. Ltd. | India |
| | Siemens Logistics India Pvt. Ltd. | India |
| | Siemens Technology and Services Pvt. Ltd. | India |
| | Varian Medical Systems International (India) Pvt. Ltd. | India |
| | P.T. Siemens Indonesia | Indonesia |
| | PT Siemens Mobility Indonesia | Indonesia |
| | Siemens Ltd. | Israel |
| | Siemens S.p.A. | Italy |
| | Siemens K.K. | Japan |
| | Siemens TOO | Kazakhstan |
| | Siemens Ltd. Seoul | South Korea |
| | Siemens Industrial Business Co. For Electrical, Electronic and Mechanical Contracting WLL | Kuwait |
| | Siemens Malaysia Sdn. Bhd. | Malaysia |
| | Siemens Mobility Sdn. Bhd. | Malaysia |
| | Siemens, S.A. de C.V. | Mexico |
| | Siemens Nederland N.V. | Netherlands |
| | Siemens (N.Z.) Ltd. | New Zealand |
| | Siemens Industrial LLC | Oman |
| | Innomotics S.A.C. | Peru |
| | Siemens S.A.C. | Peru |
| | Siemens, Inc. | Philippines |
| | Siemens Sp. z o.o. | Poland |
| | Siemens S.A. | Portugal |
| | Siemens W.L.L. | Qatar |
| | Siemens S.R.L. | Romania |
| | SIMEA S.R.L., Plant SEIT Sibiu | Romania |
| | Arabia Electric Ltd. (Equipment) | Saudi Arabia |
| | Siemens Ltd. | Saudi Arabia |
| | Siemens Mobility Pte. Ltd. | Singapore |
| | Siemens Pte. Ltd. | Singapore |

**46.3 Other related parties where transactions have taken place during the year *(Continued)***

| Fellow Subsidiaries | Name | Country |
|---|---|---|
| | Siemens Mobility, s.r.o. | Slovakia |
| | Siemens Mobility (Pty) Ltd. | South Africa |
| | Siemens Proprietary Ltd. | South Africa |
| | Siemens Mobility, S.L.U. | Spain |
| | Siemens Rail Automation S.A.U. | Spain |
| | Siemens S.A. | Spain |
| | Siemens AB | Sweden |
| | Siemens Mobility AG | Switzerland |
| | Siemens Schweiz AG | Switzerland |
| | Siemens Schweiz AG, Smart Infrastructure, Global Headquarters | Switzerland |
| | Siemens Ltd. | Taiwan |
| | Siemens Ltd. | Thailand |
| | Siemens Mobility Ltd. | Thailand |
| | Siemens Finansal Kiralama A.S. | Turkey |
| | Siemens Sanayi ve Ticaret A.S. Kartal R&D Center | Turkey |
| | Siemens Sanayi ve Ticaret Anonim Sirketi | Turkey |
| | Siemens Ukraine | Ukraine |
| | Siemens Industrial LLC | UAE |
| | Siemens Large Drives LLC | UAE |
| | Siemens Middle East Ltd. | UAE |
| | Siemens DI MC GMC MF-CON | UK |
| | Electrium Sales Ltd. | UK |
| | Siemens Industry Software Ltd. | UK |
| | Siemens Mobility Ltd. | UK |
| | Siemens plc | UK |
| | Siemens Process Systems Engineering Ltd. | UK |
| | Building Robotics Inc. | USA |
| | eMeter Corporation | USA |
| | Siemens Corporation | USA |
| | Siemens Healthcare Diagnostics Inc. | USA |
| | Siemens Industry, Inc. | USA |
| | Siemens Mobility, Inc | USA |
| | Siemens Ltd. | Vietnam |
| **Subsidiaries / associate of parties who has significant influence (Fellow Associate)** | **Name** | **Country** |
| | Siemens Energy S.A. | Argentina |
| | Siemens Energy Pty. Ltd. | Australia |
| | Siemens Energy Austria GmbH | Austria |

**46.3 Other related parties where transactions have taken place during the year *(Continued)***

| Subsidiaries / associate of parties who has significant influence (Fellow Associate) | Name | Country |
|---|---|---|
| | Trench Austria GmbH | Austria |
| | Siemens Energy Bangladesh Ltd. | Bangladesh |
| | Siemens Energy S.A./N.V. | Belgium |
| | Siemens Energy Brasil Ltda. | Brazil |
| | Siemens Energy EOOD | Bulgaria |
| | Siemens Energy Canada Ltd. | Canada |
| | Trench Ltd. | Canada |
| | Siemens Energy Spa | Chile |
| | Siemens Energy Automation (Nanjing) Co., Ltd. | China |
| | Siemens Energy Co., Ltd. | China |
| | Siemens Energy High Voltage Circuit Breaker Co., Ltd. Hangzhou | China |
| | Siemens Energy Surge Arresters Ltd. | China |
| | Siemens Energy Transformer (Guangzhou) Co., Ltd. | China |
| | Siemens High Voltage Switchgear Co., Ltd., Shanghai | China |
| | Trench High Voltage Products Ltd., Shenyang | China |
| | Siemens Energy S.A.S. | Colombia |
| | Siemens Energy SARL | Cote d'Ivoire |
| | Koncar-Energetski Transformatori d.o.o. | Croatia |
| | Siemens Energy d.o.o. | Croatia |
| | Siemens Energy, s.r.o. | Czech Republic |
| | Siemens Energy S.A.E. | Egypt |
| | Dresser-Rand SAS | France |
| | Siemens Energy S.A.S. | France |
| | Trench France SAS | France |
| | HSP Hochspannungsgeraete GmbH | Germany |
| | Siemens Energy Compressors GmbH | Germany |
| | Siemens Energy Global GmbH & Co. KG | Germany |
| | Trench Germany GmbH | Germany |
| | Siemens Energy Ltd. | Hong Kong |
| | Siemens Energy Kft. | Hungary |
| | Pune IT City Metro Rail Ltd. | India |
| | Siemens Energy Industrial Turbomachinery India Pvt. Ltd. | India |
| | Siemens Gamesa Renewable Energy Engineering Centre Pvt. Ltd. | India |
| | Siemens Gamesa Renewable Power Pvt. Ltd. | India |
| | Siemens Energy Ltd. | Ireland |
| | Siemens Energy Ltd. | Israel |
| | Siemens Energy SRL | Italy |

**46.3 Other related parties where transactions have taken place during the year *(Continued)***

| Subsidiaries / associate of parties who has significant influence (Fellow Associate) | Name | Country |
|---|---|---|
| | Siemens Energy Transformers S.r.l. | Italy |
| | Trench Italia S.R.L. | Italy |
| | Siemens Energy K.K. | Japan |
| | Siemens Energy Ltd. | South Korea |
| | Siemens Electrical & Electronic Services K.S.C.C. | Kuwait |
| | Siemens Energy Sdn. Bhd. | Malaysia |
| | Siemens Energy, S. De R. L. De C.V. | Mexico |
| | Siemens Energy B.V. | Netherlands |
| | Siemens Energy Ltd. | Nigeria |
| | Siemens Energy AS | Norway |
| | Siemens Energy L.L.C. | Oman |
| | Siemens Energy S.A.C. | Peru |
| | Siemens Energy, Inc. | Philippines |
| | Siemens Energy Sp. z o.o. | Poland |
| | Siemens Energy Unipessoal Lda. | Portugal |
| | Siemens Energy W.L.L | Qatar |
| | Siemens Energy S.R.L. | Romania |
| | Gas and Power Limited Liability Company | Russian Federation |
| | Siemens Energy Ltd. | Saudi Arabia |
| | Siemens Energy d.o.o. Beograd | Serbia |
| | Siemens Energy Pte. Ltd. | Singapore |
| | Siemens Energy (Pty) Ltd. | South Africa |
| | Siemens Energy S.A. | Spain |
| | Siemens Energy AB | Sweden |
| | Siemens Energy Ltd. | Thailand |
| | Siemens Energy Ltd. | Trinidad and Tobago |
| | Siemens Enerji Sanayi Ve Ticaret Anonim Sirketi | Turkey |
| | Siemens Energy LLC | Ukraine |
| | Dresser-Rand Field Operations Middle East LLC | UAE |
| | Siemens Energy LLC | UAE |
| | Industrial Turbine Company (UK) Ltd. | UK |
| | Siemens Energy Industrial Turbomachinery Ltd. | UK |
| | Siemens Energy Ltd. | UK |
| | SEI - Dresser-Rand Company dARE | USA |
| | Siemens Energy Demag Delaval Turbomachinery, Inc. | USA |
| | Siemens Energy, Inc. | USA |
| | Siemens Energy Limited Company | Vietnam |

**46.4** ***Key Managerial personnel***

| | |
|---|---|
| ***Whole - Time Directors*** | Mr. Sunil Mathur |
| | Dr. Daniel Spindler |
| ***Company Secretary*** | Mr. Ketan Thaker |
| ***Non Executive Directors*** | Mr. Johannes Apitzsch (upto 31.12.2022) |
| | Mr. Tim Holt |
| | Mr. Matthias Rebellius |
| | Mr. Willem Rudolf Basson (upto 30.04.2023) |
| | Mr. Deepak S. Parekh (w.e.f. 30.01.2023) |
| | Dr. Juergen Wagner (w.e.f. 01.05.2023) |
| ***Independent Directors*** | Mr. Mehernosh B. Kapadia (upto 01.05.2023) |
| | Ms. Anjali Bansal (upto 31.03.2022) |
| | Ms. Sindhu Gangadharan |
| | Mr. Shyamak R. Tata (w.e.f. 30.01.2023) |
| | Mr. Anami Roy (w.e.f. 01.05.2023) |
| | Mr. Deepak S. Parekh (upto 29.01.2023) |
| ***Managing board of SAG*** | Dr. Roland Busch |
| | Mr. Cedrik Neike |
| | Mr. Matthias Rebellius |
| | Mr. Ralf P.Thomas |
| | Ms. Judith Wiese |

**46.5** ***Others***

| | |
|---|---|
| ***Close family member of KMP*** | Ms. Sandra Marques Alves |
| ***Employees' Benefit Plans where there is a significant influence*** | Siemens India Limited Indian Staff Provident Fund |
| | Siemens India Limited Gratuity Fund |
| | The Siemens Limited Superannuation Scheme |

# Notes to the Consolidated Financial Statements *(Continued)* for the year ended 30 September 2023 (Currency: Indian rupees millions)

### 46.6 Related party transactions

| Description | 2023 | | | | | 2022 | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Utlimate Holding Company | Fellow Subsidiaries | Fellow Associate | Key managerial personnel | Others | Utlimate Holding Company | Fellow Subsidiaries | Fellow Associate | Key managerial personnel | Others |
| **Revenue (net of taxes)** | | | | | | | | | | |
| - Siemens AG | **5,816** | - | - | - | - | 5,641 | - | - | - | - |
| - Siemens Mobility Austria GmbH | - | **1,095** | - | - | - | - | - | - | - | - |
| - Siemens Large Drives India Pvt. Ltd. | - | **943** | - | - | - | - | 67 | - | - | - |
| - Siemens W.L.L. | - | **824** | - | - | - | - | 168 | - | - | - |
| - Siemens Mobility GmbH | - | **747** | - | - | - | - | 433 | - | - | - |
| - Siemens Power Automation Ltd. | - | **294** | - | - | - | - | 442 | - | - | - |
| - Siemens Energy Global GmbH & Co. KG | - | - | **4,550** | - | - | - | - | 4,330 | - | - |
| - Others | - | **3,740** | **7,180** | - | - | - | 2,685 | 6,687 | - | - |
| **Commission income** | | | | | | | | | | |
| - Industrial Turbine Company (UK) Ltd. | - | - | **36** | - | - | - | - | 32 | - | - |
| - Siemens Energy AB | - | - | **14** | - | - | - | - | 23 | - | - |
| - Siemens Energy Ltd. | - | - | **9** | - | - | - | - | - | - | - |
| - Siemens Energy Industrial Turbomachinery India Pvt. Ltd. | - | - | **8** | - | - | - | - | - | - | - |
| - Others | - | - | * | - | - | - | - | 22 | - | - |
| **Recoveries from group companies** | | | | | | | | | | |
| - Siemens AG | **724** | - | - | - | - | 590 | - | - | - | - |
| - Siemens Technology and Services Pvt. Ltd. | - | **283** | - | - | - | - | 267 | - | - | - |
| - Siemens Industry Software (India) Pvt. Ltd. | - | **57** | - | - | - | - | 79 | - | - | - |
| - Siemens Energy Global GmbH & Co. KG | - | - | **47** | - | - | - | - | 68 | - | - |
| - Siemens Energy Pte. Ltd. | - | - | **31** | - | - | - | - | - | - | - |
| - Siemens Energy Industrial Turbomachinery India Pvt. Ltd. | - | - | **17** | - | - | - | - | 14 | - | - |
| - Siemens Energy, Inc. | - | - | **1** | - | - | - | - | 23 | - | - |
| - Others | - | **197** | **1** | - | - | - | 205 | 3 | - | - |
| **Reimbursement of expenses received** | | | | | | | | | | |
| - Siemens AG | **302** | - | - | - | - | 362 | - | - | - | - |
| - Siemens Technology and Services Pvt. Ltd. | - | **25** | - | - | - | - | 54 | - | - | - |
| - Siemens Pte. Ltd. | - | **19** | - | - | - | - | 88 | - | - | - |
| - Siemens Mobility GmbH | - | **18** | - | - | - | - | 9 | - | - | - |
| - Siemens Schweiz AG, Smart Infrastructure, Global Headquarters | - | **9** | - | - | - | - | 1 | - | - | - |
| - Siemens Energy Ltd. | - | - | **166** | - | - | - | - | 102 | - | - |
| - Siemens Energy Global GmbH & Co. KG | - | - | **101** | - | - | - | - | 96 | - | - |
| - Siemens Energy Ltd. | - | - | **46** | - | - | - | - | 33 | - | - |
| - Siemens Energy S.A.S. | - | - | **5** | - | - | - | - | 37 | - | - |
| - Others | - | **17** | **93** | - | - | - | 39 | 91 | - | - |

* denotes figures less than a million

## 46.6 Related party transactions *(Continued)*

| Description | 2023 | | | | | 2022 | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | **Utlimate Holding Company** | **Fellow Subsidiaries** | **Fellow Associate** | **Key managerial personnel** | **Others** | Utlimate Holding Company | Fellow Subsidiaries | Fellow Associate | Key managerial personnel | Others |
| **Purchase of goods and services** | | | | | | | | | | |
| - Siemens AG | **34,665** | - | - | - | - | 27,085 | - | - | - | - |
| - Siemens Mobility GmbH | - | **2,898** | - | - | - | - | 2,024 | - | - | - |
| - Siemens Technology and Services Pvt. Ltd. | - | **1,369** | - | - | - | - | 1,150 | - | - | - |
| - Siemens Electrical Apparatus Ltd., Suzhou | - | **1,313** | - | - | - | - | 789 | - | - | - |
| - Siemens Schweiz AG, Smart Infrastructure, Global Headquarters | - | **1,215** | - | - | - | - | 920 | - | - | - |
| - Siemens Medium Voltage Switching Technologies (Wuxi) Ltd. | - | **750** | - | - | - | - | 974 | - | - | - |
| - Siemens Energy Global GmbH & Co. KG | - | - | **2,554** | - | - | - | - | 4,185 | - | - |
| - Siemens Energy Industrial Turbomachinery India Pvt. Ltd. | - | - | **993** | - | - | - | - | 1,437 | - | - |
| - Siemens Energy AB | - | - | **763** | - | - | - | - | 154 | - | - |
| - Others | - | **3,526** | **1,211** | - | - | - | 2,784 | 2,439 | - | - |
| **Rent income** | | | | | | | | | | |
| - Siemens Financial Services Pvt. Ltd. | - | **80** | - | - | - | - | 80 | - | - | - |
| - Siemens Technology and Services Pvt. Ltd. | - | **56** | - | - | - | - | 55 | - | - | - |
| - Siemens Large Drives India Pvt. Ltd. | - | **22** | - | - | - | - | 16 | - | - | - |
| - Siemens Logistics India Pvt. Ltd. | - | **20** | - | - | - | - | 25 | - | - | - |
| - Siemens Energy Industrial Turbomachinery India Pvt. Ltd. | - | - | **86** | - | - | - | - | 86 | - | - |
| - Others | - | **5** | - | - | - | - | 8 | - | - | - |
| **Interest income** | | | | | | | | | | |
| - Siemens Financial Services Pvt. Ltd. | - | **471** | - | - | - | - | 429 | - | - | - |
| - Siemens Factoring Pvt. Ltd. | - | **84** | - | - | - | - | 39 | - | - | - |
| - Siemens Technology and Services Pvt. Ltd. | - | - | - | - | - | - | * | - | - | - |
| **Guarantee Commission Charges** | | | | | | | | | | |
| - Siemens AG | **179** | - | - | - | - | 81 | - | - | - | - |
| - Others | - | * | - | - | - | - | * | - | - | - |
| **License Fees** | | | | | | | | | | |
| - Siemens AG | **988** | - | - | - | - | 836 | - | - | - | - |
| - Innomotics GmbH | - | **35** | - | - | - | - | - | - | - | - |
| - Siemens Mobility GmbH | - | **25** | - | - | - | - | 10 | - | - | - |
| - Siemens Schweiz AG, Smart Infrastructure, Global Headquarters | - | **14** | - | - | - | - | 13 | - | - | - |
| - Siemens Energy Global GmbH & Co. KG | - | - | **565** | - | - | - | - | 297 | - | - |
| - Others | - | - | **4** | - | - | - | * | 6 | - | - |

* denotes figures less than a million

### 46.6 Related party transactions *(Continued)*

| Description | 2023 | | | | | 2022 | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Utlimate Holding Company | Fellow Subsidiaries | Fellow Associate | Key managerial personnel | Others | Utlimate Holding Company | Fellow Subsidiaries | Fellow Associate | Key managerial personnel | Others |
| **Dividend paid (on payment basis)** | | | | | | | | | | |
| - Siemens International Holding B.V., Netherlands | - | 1,699 | - | - | - | - | 1,359 | - | - | - |
| - Siemens Energy Holding B.V., Netherlands | - | - | 855 | - | - | - | - | 684 | - | - |
| - Siemens Metals Technologies Vermögensverwaltungs GmbH | - | 117 | - | - | - | - | 94 | - | - | - |
| **Purchase of property, plant and equipments/ capital work in progress** | | | | | | | | | | |
| - Siemens AG | 44 | - | - | - | - | 10 | - | - | - | - |
| - Siemens Mobility Austria GmbH, Plant Rail Systems | - | 41 | - | - | - | - | - | - | - | - |
| - Beijing Siemens Cerberus Electronics Ltd. | - | 21 | - | - | - | - | 9 | - | - | - |
| - Siemens Mobility GmbH | - | 12 | - | - | - | - | * | - | - | - |
| - Siemens Sanayi ve Ticaret Anonim Sirketi | - | - | - | - | - | - | 2 | - | - | - |
| - Siemens SAS | - | * | - | - | - | - | 3 | - | - | - |
| - Trench Germany GmbH | - | - | 3 | - | - | - | - | - | - | - |
| - Siemens Energy Global GmbH & Co. KG | - | - | - | - | - | - | - | 7 | - | - |
| - Others | - | 2 | - | - | - | - | 3 | - | - | - |
| **Sale of property, plant and equipments** | | | | | | | | | | |
| - Siemens Technology and Services Pvt. Ltd. | - | * | - | - | - | - | 2 | - | - | - |
| **Sale of Business** | | | | | | | | | | |
| Siemens Large Drives India Pvt. Ltd. | - | - | - | - | - | - | 4,400 | - | - | - |
| **Investment in Associate** | | | | | | | | | | |
| - Sunsole Renewables Pvt. Ltd. # | - | - | - | - | - | - | - | - | - | 14 |
| **Remuneration **** | | | | | | | | | | |
| - Mr. Sunil Mathur | | | | | | | | | | |
| Short term employee benefits | - | - | - | 201 | - | - | - | - | 157 | - |
| Post-employment benefits | - | - | - | 10 | - | - | - | - | 6 | - |
| Share based payments (refer note 50) | - | - | - | 110 | - | - | - | - | 16 | - |
| - Dr. Daniel Spindler | | | | | | | | | | |
| Short term employee benefits | - | - | - | 76 | - | - | - | - | 57 | - |
| Share based payments (refer note 50) | - | - | - | 41 | - | - | - | - | 11 | - |
| - Mr. Ketan Thaker | | | | | | | | | | |
| Short term employee benefits | - | - | - | 11 | - | - | - | - | 10 | - |
| Post-employment benefits | - | - | - | * | - | - | - | - | * | - |
| Share based payments (refer note 50) | - | - | - | 6 | - | - | - | - | * | - |
| - Others | - | - | - | - | 4 | - | - | - | - | 4 |

* denotes figures less than a million

** Remuneration does not include the provisions made for gratuity, leave and medical benefits, as they are determined on an actuarial basis for the Company as a whole. Remuneration in the form of stock awards are included only upon vesting.

# Others include Investment in Sunsole Renewables Pvt. Ltd. (Associate)

## 46.6 Related party transactions *(Continued)*

| Description | 2023 | | | | | 2022 | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | **Utlimate Holding Company** | **Fellow Subsidiaries** | **Fellow Associate** | **Key managerial personnel** | **Others** | Utlimate Holding Company | Fellow Subsidiaries | Fellow Associate | Key managerial personnel | Others |
| **Payment to Trusts** | | | | | | | | | | |
| - Siemens India Limited Indian Staff Provident Fund | - | - | - | - | **564** | - | - | - | - | 475 |
| - Siemens India Limited Gratuity Fund | - | - | - | - | **271** | - | - | - | - | 260 |
| - The Siemens Limited Superannuation Scheme | - | - | - | - | **209** | - | - | - | - | 203 |
| **Sitting fees to Independent Directors Non-executive Directors** | - | - | - | **6** | - | - | - | - | 4 | - |
| **Commission to Independent Directors/ Non-executive Directors** | - | - | - | **13** | - | - | - | - | 11 | - |
| **Loans / Inter Corporate Deposits given** | | | | | | | | | | |
| - Siemens Financial Services Pvt. Ltd. | - | **4,630** | - | - | - | - | 7,030 | - | - | - |
| - Siemens Factoring Pvt. Ltd. | - | **860** | - | - | - | - | 2,150 | - | - | - |
| - Siemens Technology and Services Pvt. Ltd. | - | - | - | - | - | - | 270 | - | - | - |
| **Repayment of Loans / Inter corporate deposits given** | | | | | | | | | | |
| - Siemens Financial Services Pvt. Ltd. | - | **4,120** | - | - | - | - | 8,440 | - | - | - |
| - Siemens Factoring Pvt. Ltd. | - | **1,240** | - | - | - | - | 1,760 | - | - | - |
| - Siemens Technology and Services Pvt. Ltd. | - | - | - | - | - | - | 270 | - | - | - |
| **Loan Repaid** | | | | | | | | | | |
| - Siemens Factoring Pvt. Ltd. | - | - | - | - | - | - | 6 | - | - | - |
| **Factoring of trade receivables ***** | | | | | | | | | | |
| - Siemens Financial Services Pvt. Ltd. | - | **280** | - | - | - | - | 257 | - | - | - |
| **Outstanding Balances** | | | | | | | | | | |
| **Trade and other receivables** | | | | | | | | | | |
| - Siemens AG | **540** | - | - | - | - | 571 | - | - | - | - |
| - Siemens Industrial Ltd. | - | **159** | - | - | - | - | 69 | - | - | - |
| - Siemens Mobility GmbH | - | **105** | - | - | - | - | 88 | - | - | - |
| - Siemens Mobility Austria GmbH | - | **88** | - | - | - | - | - | - | - | - |
| - Siemens Large Drives India Pvt. Ltd. | - | - | - | - | - | - | 234 | - | - | - |
| - Siemens Technology and Services Pvt. Ltd. | - | **62** | - | - | - | - | 67 | - | - | - |
| - Siemens Energy Global GmbH & Co. KG | - | - | **1,111** | - | - | - | - | 1,048 | - | - |
| - Siemens Energy S.R.L. | - | - | **478** | - | - | - | - | 128 | - | - |
| - Siemens Energy Sdn. Bhd. | - | - | **350** | - | - | - | - | 318 | - | - |
| - Others | - | **496** | **1,460** | - | - | - | 254 | 1,990 | - | - |
| **Trade Payables and other liabilities** | | | | | | | | | | |
| - Siemens AG | **5,950** | - | - | - | - | 5,934 | - | - | - | - |
| - Siemens Mobility GmbH | - | **649** | - | - | - | - | 502 | - | - | - |
| - Siemens Schweiz AG, Smart Infrastructure, Global Headquarters | - | **315** | - | - | - | - | 237 | - | - | - |
| - Siemens Electrical Apparatus Ltd., Suzhou | - | **336** | - | - | - | - | 176 | - | - | - |
| - Siemens Energy Global GmbH & Co. KG | - | - | **1,055** | - | - | - | - | 1,296 | - | - |

* denotes figures less than a million

*** The Company has entered into factoring arrangement for certain trade receivables on a non recourse basis.

### 46.6 Related party transactions *(Continued)*

| Description | 2023 | | | | | 2022 | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Utlimate Holding Company | Fellow Subsidiaries | Fellow Associate | Key managerial personnel | Others | Utlimate Holding Company | Fellow Subsidiaries | Fellow Associate | Key managerial personnel | Others |
| **Trade payables and other liabilities *(Continued)*** | | | | | | | | | | |
| - Siemens Energy Industrial Turbomachinery India Pvt. Ltd. | - | - | **297** | - | - | - | - | 459 | - | - |
| - Siemens Energy, Inc. | - | - | **259** | - | - | - | - | 297 | - | - |
| - Siemens Energy Industrial Turbomachinery Pvt. Ltd. | - | - | **87** | - | - | - | - | 322 | - | - |
| - Others | - | **1,146** | **333** | - | - | - | 1,381 | 563 | - | - |
| **Loans / Inter corporate deposits to related parties** | | | | | | | | | | |
| - Siemens Financial Services Pvt. Ltd. | - | **6,500** | - | - | - | - | 5,990 | - | - | - |
| - Siemens Factoring Pvt. Ltd. | - | **690** | - | - | - | - | 1,070 | - | - | - |
| **Interest receivable on inter corporate deposits** | | | | | | | | | | |
| - Siemens Financial Services Pvt. Ltd. | - | **56** | - | - | - | - | 48 | - | - | - |
| - Siemens Factoring Pvt. Ltd. | - | **6** | - | - | - | - | 2 | - | - | - |
| **Remuneration payable **** | | | | | | | | | | |
| - Mr. Sunil Mathur | - | - | - | **73** | - | - | - | - | 75 | - |
| - Dr. Daniel Spindler | - | - | - | **35** | - | - | - | - | 25 | - |
| - Mr. Ketan Thaker | - | - | - | **2** | - | - | - | - | 2 | - |

* denotes figures less than a million

All transactions entered into with related parties defined under the Companies Act, 2013 during the financial year, were on arm's length pricing basis

The above transactions are including discontinued operations

### 47 Disclosure pursuant to Accounting Standard - IND AS 19 'Employee Benefits' :

**(i) Defined Contribution Plans**

Amount of ₹ 213 (2022: ₹ 199) is recognised as an expense and included in "Employee benefits expense" (Refer note 36) in the Statement of Profit and Loss. The said amount is excluding of amounts recognised by discontinued operation.

**(ii) Defined Benefit Plans**

**a) Amounts for the current period are as follows :**

| | Gratuity | | Pension | | Medical | | Retirement Gift | |
|---|---|---|---|---|---|---|---|---|
| | **Sept 2023** | Sept 2022 | **Sept 2023** | Sept 2022 | **Sept 2023** | Sept 2022 | **Sept 2023** | Sept 2022 |
| **I) Change in defined benefit obligation** | | | | | | | | |
| Liability at the beginning of the year | **3,415** | 3,271 | **258** | 281 | **1,464** | 1,738 | **93** | 87 |
| Expenses recognised in Profit and Loss account: | | | | | | | | |
| - Interest cost | **254** | 215 | **18** | 18 | **110** | 118 | **7** | 6 |
| - Current service cost | **295** | 281 | **-** | - | **63** | 69 | **8** | 7 |
| Recognised in Other Comprehensive Income | | | | | | | | |
| Divestiture (credit) / cost | **1** | (120) | **-** | - | **-** | (40) | **-** | (4) |
| Remeasurement (gains) /losses | | | | | | | | |
| Actuarial (gain) /loss arising from: | | | | | | | | |

## 47 Disclosure pursuant to Accounting Standard - IND AS 19 'Employee Benefits' : *(Continued)*

| | | Gratuity | | Pension | | Medical | | Retirement Gift | |
|---|---|---|---|---|---|---|---|---|---|
| | | **Sept 2023** | Sept 2022 | **Sept 2023** | Sept 2022 | **Sept 2023** | Sept 2022 | **Sept 2023** | Sept 2022 |
| | i) Change in demographic assumptions | **(1)** | * | **-** | - | ***** | * | ***** | * |
| | ii) Change in financial assumptions | **138** | 91 | **4** | (9) | **534** | 35 | **4** | 4 |
| | iii) Experience variance | **63** | (72) | **(25)** | 2 | **550** | (396) | **3** | (1) |
| | Benefits paid: | | | | | | | | |
| | Disbursements from Plan Assets | **(222)** | (225) | **-** | - | **-** | - | **-** | - |
| | Disbursements directly paid by the employer | **(23)** | (26) | **(34)** | (34) | **(68)** | (61) | **(5)** | (5) |
| | **Liability at the end of the year** | **3,920** | 3,415 | **221** | 258 | **2,653** | 1,463 | **110** | 94 |
| **II)** | **Fair value of plan assets** | | | | | | | | |
| | Fair value of plan assets at the beginning of the year | **3,122** | 3,309 | **-** | - | **-** | - | **-** | - |
| | Expenses recognised in Profit and Loss Account: | | | | | | | | |
| | - Return on plan assets | **241** | 231 | **-** | - | **-** | - | **-** | - |
| | Remeasurement gains /(losses) | | | | | | | | |
| | - Actuarial gain /(loss) on plan assets | **12** | (347) | **-** | - | **-** | - | **-** | - |
| | Contributions | **311** | 299 | **-** | - | **-** | - | **-** | - |
| | Benefits paid | **(244)** | (249) | **-** | - | **-** | - | **-** | - |
| | Divestiture (credit) / cost | **-** | (121) | **-** | - | **-** | - | **-** | - |
| | **Fair value of plan assets at the end of the year** | **3,442** | 3,122 | **-** | - | **-** | - | **-** | - |
| **III)** | **Actual return on plan assets** | | | | | | | | |
| | Return on plan assets | **241** | 231 | **-** | - | **-** | - | **-** | - |
| | Actuarial gain /(loss) on plan assets | **12** | (347) | **-** | - | **-** | - | **-** | - |
| | **Actual return on plan assets** | **253** | (116) | **-** | - | **-** | - | **-** | - |
| **IV** | **Amount recognised in the balance sheet** | | | | | | | | |
| | Defined benefit obligation at the end of the year | **3,920** | 3,415 | **221** | 258 | **2,653** | 1,463 | **110** | 94 |
| | Fair value of plan assets at the end of the year | **3,442** | 3,122 | **-** | - | **-** | - | **-** | - |
| | (Surplus)/ Deficit | **478** | 293 | **221** | 258 | **2,653** | 1,463 | **110** | 94 |
| | Effect Of Asset Ceiling | **-** | - | **-** | - | **-** | - | **-** | - |
| | **Current portion of surplus** | **283** | 109 | **31** | 35 | **76** | 57 | **5** | 4 |
| | **Non Current portion of deficit** | **195** | 184 | **190** | 223 | **2,577** | 1,406 | **105** | 90 |
| **V.a** | **Expenses recognised in the Statement of Profit and Loss** | | | | | | | | |
| | Net Interest Expense | **13** | (15) | **18** | 18 | **110** | 118 | **7** | 6 |
| | Current service cost | **295** | 281 | **-** | - | **63** | 69 | **8** | 7 |
| | **Expense recognised in Statement of Profit and Loss** | **308** | 266 | **18** | 18 | **173** | 187 | **15** | 13 |
| **V.b** | **Included in other comprehensive income** | | | | | | | | |
| | Return on plan assets excluding net interest | **(12)** | 347 | **-** | - | **-** | - | **-** | - |
| | Net actuarial (gain) / loss recognised | **200** | 19 | **(21)** | (7) | **1,084** | (361) | **7** | 3 |
| | Actuarial (gain)/ loss recognised in OCI | **188** | 366 | **(21)** | (7) | **1,084** | (361) | **7** | 3 |

* denotes figures less than million

**47 Disclosure pursuant to Accounting Standard - IND AS 19 'Employee Benefits' : *(Continued)***

| | | Gratuity | | Pension | | Medical | | Retirement Gift | |
|---|---|---|---|---|---|---|---|---|---|
| | | **Sept 2023** | Sept 2022 | **Sept 2023** | Sept 2022 | **Sept 2023** | Sept 2022 | **Sept 2023** | Sept 2022 |
| **VI** | **Actuarial Assumptions** | | | | | | | | |
| | **Discount Rate** | **7.1 / 7.2 %** | 7.2 / 7.61 % | **7.20%** | 7.61% | **7.20%** | 7.61% | **7.20%** | 7.61% |
| | **Attrition rate:** | | | | | | | | |
| | up to 30 years | **10% / 22%** | 9% / 22% | **-** | - | **10.00%** | 9.00% | **9% / 10%** | 9.00% |
| | 31-50 years | **6% / 10%** | 6% / 10% | **-** | - | **6.00%** | 6.00% | **6.00%** | 6.00% |
| | above 50 years | **4% / 10%** | 4% / 10% | **-** | - | **4.00%** | 4% - 6% | **4.00%** | 4.00% |
| | **Salary Escalation / Pension increase rate / Medical cost increase rate** | **9.00%** | 8% / 9% | **5.00%** | 5.00% | **7.00%** | 6.00% | **9.00%** | 9.00% |
| **VII** | **Sensitivity** | | | | | | | | |
| | Change in Liability for 0.5% decrease in discount rate | **168** | 147 | **6** | 7 | **258** | 123 | **6** | 5 |
| | Change in Liability for 0.5% increase in discount rate | **(157)** | (137) | **(5)** | (6) | **(225)** | (109) | **(5)** | (4) |
| | Change in Liability for 0.5% decrease in salary/ medical inflation rate | **(156)** | (137) | **(5)** | (6) | **(205)** | (93) | **(5)** | (4) |
| | Change in Liability for 0.5% increase in salary/ medical inflation rate | **165** | 145 | **5** | 6 | **233** | 106 | **6** | 5 |
| **VIII** | **Maturity Profile of Defined Benefit Obligation (Undiscounted amount)** | | | | | | | | |
| | Year 1 | **322** | 274 | **32** | 36 | **79** | 59 | **5** | 4 |
| | Year 2 | **329** | 280 | **31** | 13 | **84** | 62 | **5** | 4 |
| | Year 3 | **342** | 322 | **30** | 36 | **88** | 65 | **5** | 5 |
| | Year 4 | **400** | 334 | **28** | 35 | **95** | 68 | **8** | 5 |
| | Year 5 | **437** | 397 | **26** | 33 | **102** | 72 | **8** | 8 |
| | Years 6 to 10 | **2,819** | 2,539 | **104** | 139 | **675** | 452 | **74** | 65 |
| **IX** | **Weighted Average Duration of Defined Benefit Obligation** | | | | | | | | |
| | Duration (Years) | **12.00** | 10.20 | **5.20** | 7.00 | **19.00** | 17.00 | **10.30** | 9.00 |

b) The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligations a result of reasonable changes in key assumptions occurring at the end of the reporting year 2022-23 and the method of assumption used in preparing sensitivity analysis did not change compared to previous year.

c) The fund formed by the Holding Company manages the investments of the Gratuity fund. Expected rate of return on investments is determined based on the assessment made by the Holding Company at the beginning of the year on the return expected on its existing portfolio, along with the estimated incremental investments to be made during the year. Yield on portfolio is calculated based on a suitable mark-up over the benchmark Government securities of similar maturities. For subsidiaries, the fund is managed by LIC. The Group expects to contribute ₹ 347 (2022: ₹ 274) to gratuity fund in 2023-24.

The investment strategy in respect of its funded plans is implemented within the framework of the applicable statutory requirements. Each year, the Board of Trustees reviews the level of funding in the gratuity plan. Such a review includes the asset liability matching strategy and investment risk management policy. This includes employing the use of annuities and longevity swaps to manage the risks. The Board of Trustees decides its contribution based on the results of this annual review. Generally it aims to have a portfolio mix of equity instruments and debt instruments to minimise the risk exposed to investment.

d) The estimates of future salary increases, considered in actuarial valuation, take in to account inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

**47 Disclosure pursuant to Accounting Standard - IND AS 19 'Employee Benefits' : *(Continued)***

e) The Group has contributed ₹ 631 (2022: ₹ 535) towards Provident fund during the year ended 30 September 2023. For subsidiaries, the fund is managed by LIC. The Guidance note issued by the Institute of Actuaries of India states that benefits involving employer established provident funds, which require interest shortfalls to be recompensed are to be considered as defined benefit plans. The Actuary has accordingly provided a valuation and based on the assumptions provided below there is shortfall as at 30 September.

The details of the fund and plan asset position as at 30 September are as follows:

| | As at 30 September | |
|---|---|---|
| | **2023** | 2022 |
| Present value of benefit obligation at year end | **16,583** | 15,506 |
| Fair value of plan assets at year end | **16,262** | 15,452 |
| Shortfall / (Surplus)* | **321** | 54 |
| Effect due to Asset Ceiling | **-** | - |

*The amount recognised in other comprehensive income is ₹ 253 (2022: ₹ 54).

Assumptions used in determining the present value obligation of the interest rate guarantee under the Deterministic Approach:

| | As at 30 September | |
|---|---|---|
| | **2023** | 2022 |
| Government of India securities (GOI) bond yield | **7.20%** | 7.61% |
| Remaining term of maturity (in years) | **8.00** | 9.00 |
| Expected guaranteed interest rate | **8.15%** | 8.10% |

**(iii) General descriptions of significant defined plans**

**I Gratuity Plan**

Gratuity is payable to all eligible employees of the Group on superannuation, death and permanent disablement, in terms of the provisions of the Payment of Gratuity Act, 1972 or as per the Group's Scheme whichever is more beneficial. Under the act, employee who has completed five years of service is entitled to the benefit. The level of benefits provided depends on the members length of service and salary at retirement age.

**II Medical**

Post retirement medical benefit is paid to the retired employees and their spouse till their survival and after their death, benefits are available to the employee's spouse. It consists of 3 components, which is health insurance, Domiciliary medical allowance and Group support in case the expenses incurred are more than the health insurance coverage subject to the ceiling limit as per the grades.

**III Pension**

Pension is paid to management cadre employees of the Group, who retired before March 1998. Pension is paid on monthly basis. In case of death in retirement, 100 percent pension is paid to the spouse for first six months and then 60 percent thereafter.

**IV Retirement Gift**

Retirement gift is paid, as a token of appreciation to the permanent employees who are separating on their retirement or after their long association with the Group.

**(iv) Broad category of Fair value of plan assets & as a percentage of total plan assets of the Gratuity plan and Provident Fund**

| Particulars (Unquoted) | Gratuity | | | | Provident Fund | | | |
|---|---|---|---|---|---|---|---|---|
| | **2023** | | 2022 | | **2023** | | 2022 | |
| | **Amount** | **%** | Amount | % | **Amount** | **%** | Amount | % |
| Equity Instruments | **59** | **1.73%** | 48 | 1.52% | **338** | **2.08%** | 175 | 1.13% |
| Debt Instruments | **3,280** | **95.27%** | 2,997 | 96.02% | **15,924** | **97.92%** | 15,277 | 98.87% |
| Insurance assets | **103** | **3.00%** | 77 | 2.46% | **-** | **-** | - | - |
| **Total Plan Assets** | **3,442** | **100%** | 3,122 | 100% | **16,262** | **100%** | 15,452 | 100% |

**48 Earnings per share:**

| | **Sept 2023** | Sept 2022 |
|---|---|---|
| Weighted average number of equity shares outstanding during the year | **356,120,255** | 356,120,255 |
| Profit after tax from continuing operations | **19,619** | 12,619 |
| **Basic and diluted earnings per share from continuing operations** | **55.09** | 35.44 |
| Profit after tax from discontinued operations | **-** | 2,811 |
| **Basic and diluted earnings per share from discontinued operations** | **-** | 7.89 |
| **Total Profit for the year** | **19,619** | 15,429 |
| **Basic and diluted earnings per share from total operations** | **55.09** | 43.33 |

**49 Details of dues to Micro, Small and Medium Enterprises as defined under the MSMED Act, 2006**

The Group has amounts due to suppliers under MSMED as at 30 September. The disclosure pursuant to the said Act is as under:

| | **Sept 2023** | Sept 2022 |
|---|---|---|
| Principal amount payable to suppliers under MSMED Act. | **3,370** | 3,017 |
| Interest accrued and due to suppliers under Section 16 of MSMED Act, 2006, unpaid.# | **51** | * |
| Payment made to suppliers (other than interest) beyond the appointed day during the year. | **3,925** | 4,336 |
| Interest due and payable towards suppliers under MSMED Act towards payments already made. | **135** | 106 |
| Interest accrued and remaining unpaid at the end of the accounting year. | **188** | 153 |

The information has been given in respect of such vendors to the extent they could be identified as 'micro and small enterprises' on the basis of information available with the Group.

#Interest accrued is considered due upon claim from vendors.

* denotes figures less than a million

**50 Share-based payment transactions**

Share matching plan (SMP) and Siemens Stock Awards (SSA) at Siemens Ltd. are classified as cash-settled transactions. The employees of the Group are eligible for the Ultimate Holding Company's share awards, i.e. SMP and SSA. Under SMP the employee may invest a specified part of their compensation in the Ultimate Holding Company's shares and at the end of 3 years (vesting period) employee gets one free share for every three shares purchased. Under SSA, the Group grants stock awards of the Ultimate Holding Company's shares to the Senior management and other eligible employees. The vesting period is upto 4 years. SSA includes two schemes, under Special Allocation Stock Awards, the shares of are awarded to reward the performance of the employee. Under Performance Oriented Siemens Stock Awards these awards will be vested on the achievement of the performance criteria of Ultimate Holding Company. At the end of each reporting period, the Group recognises the fair value of the liability and the expense at each reporting period at the market price of the Ultimate Holding Company's share.

**Details of liabilities arising from the share-based payment transactions are as follows:**

| | **Sept 2023** | Sept 2022 |
|---|---|---|
| Other current financial liabilities | **412** | 234 |
| Other non-current financial liabilities | **683** | 487 |
| **Total carrying amount of the liabilities** | **1095** | 721 |

Effect of Share-based payment transaction on the profit & loss, shown under the head Employee benefit expense is ₹ 639 (2022: ₹ 93)

## 51 Derivative Instruments

### a) Forward Contracts and Option contracts

The Group uses forward contracts and options to mitigate its risks associated with foreign currency fluctuations having underlying transaction and relating to firm commitments or highly probable forecast transactions. The Group does not enter into any forward and options contracts which are intended for trading or speculative purposes.

The forward exchange and options contracts are fair valued at each reporting date with the resultant gains/ losses thereon being recorded in Statement of Profit and Loss.

The details of forward contracts outstanding at the year end are as follows:-

| Currency | Buy | | | Sell | | |
|---|---|---|---|---|---|---|
| | Number of contracts | Amount | Indian rupees equivalent | Number of contracts | Amount | Indian rupees equivalent |
| **US Dollar** | | | | | | |
| **30 Sept 2023** | **148** | **94** | **7,796** | **209** | **178** | **14,791** |
| 30 Sept 2022 | 185 | 92 | 7,487 | 257 | 200 | 16,305 |
| **Euro** | | | | | | |
| **30 Sept 2023** | **292** | **339** | **29,844** | **302** | **205** | **18,112** |
| 30 Sept 2022 | 381 | 323 | 25,739 | 276 | 161 | 12,861 |
| **Qatari Riyal** | | | | | | |
| **30 Sept 2023** | **3** | ***** | **7** | **1** | **4** | **85** |
| 30 Sept 2022 | 3 | 2 | 35 | 1 | 4 | 83 |
| **Japanese Yen** | | | | | | |
| **30 Sept 2023** | **14** | **257** | **143** | **-** | **-** | **-** |
| 30 Sept 2022 | 12 | 138 | 78 | - | - | - |
| **Pound Sterling** | | | | | | |
| **30 Sept 2023** | **17** | **4** | **357** | **4** | **1** | **149** |
| 30 Sept 2022 | 18 | 8 | 730 | 3 | 5 | 453 |
| **Swiss Franc** | | | | | | |
| **30 Sept 2023** | **4** | **1** | **78** | **-** | **-** | **-** |
| 30 Sept 2022 | 7 | 1 | 98 | - | - | - |
| **Swedish Krona** | | | | | | |
| **30 Sept 2023** | **10** | **30** | **230** | **3** | **12** | **88** |
| 30 Sept 2022 | 8 | 11 | 80 | 6 | 16 | 114 |
| **Chinese Yuan** | | | | | | |
| **30 Sept 2023** | **29** | **65** | **735** | **-** | **-** | **-** |
| 30 Sept 2022 | 38 | 130 | 1,490 | 1 | * | 4 |

* denotes figures less than a million

**51 Derivative Instruments *(Continued)***

**b) Significant unhedged exposures in various foreign currencies as at the year end:**

**Payables**

| | Foreign currency | | Indian rupees | |
|---|---|---|---|---|
| | **Sept 2023** | Sept 2022 | **Sept 2023** | Sept 2022 |
| Bangladesh Taka | **208** | 169 | **157** | 136 |
| Sri Lankan Rupee | **329** | 378 | **84** | 84 |
| Singapore Dollar | **1** | 2 | **50** | 85 |

**Receivables and bank balances**

| | Foreign currency | | Indian rupees | |
|---|---|---|---|---|
| | **Sept 2023** | Sept 2022 | **Sept 2023** | Sept 2022 |
| Bangladesh Taka | **406** | 281 | **314** | 235 |
| Sri Lankan Rupee | **242** | 511 | **57** | 124 |
| Nepalese Rupee | **69** | 48 | **43** | 30 |
| Euro | **1** | 1 | **46** | 44 |
| United States Dollar | **1** | 1 | **83** | 99 |

The forward contracts have been converted in Indian rupees, at the spot rates, as at 30 September to facilitate reading purposes only.

The Group has a policy of hedging its foreign currency exposure on a net basis.

**c) Commodity Contracts**

The Group uses Commodity Future Contracts to hedge against fluctuation in commodity prices. The following are outstanding future contracts entered into by the Group as at the year end.

| Year | Commodity | Number of Contracts | Buy / Sell |
|---|---|---|---|
| **Sept 2023** | **Copper** | **2,040** | **Buy** |
| | **Aluminium** | **315** | **Buy** |
| | **Silver** | **82** | **Buy** |
| Sept 2022 | Copper | 1,981 | Buy |
| | Aluminium | 405 | Buy |
| | Silver | 92 | Buy |

**Note:** Each contract of copper is of 2,500 kg, aluminium is of 5,000 kg and silver is of 30 kg

**52 Capital management**

For the purpose of the Group's capital management, equity includes equity share capital and all other equity reserves attributable to the equity holders of the Group. The Group manages its capital to optimise returns to the shareholders and makes adjustments to it in light of changes in economic conditions or its business requirements. The Group's objectives are to safeguard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth and maximise the shareholders value. The Group funds its operations through internal accruals. The management and the Board of Directors monitor the return on capital as well as the level of dividends to shareholders.

## 53 Financial instruments

### A) Accounting classifications and Fair values

#### i) Category-wise classification for applicable financial assets:

| Particulars | Notes | Carrying value / Fair value | |
|---|---|---|---|
| | | **Sept 2023** | Sept 2022 |
| **I. Measured at fair value through Profit or Loss (FVTPL):** | | | |
| (a) Derivative contracts not designated as cash flow hedges | 10 & 18 | **518** | 768 |
| **Total I** | | **518** | 768 |
| **II. Measured at amortised cost:** | | | |
| (a) Trade Receivables | 8 & 14 | **48,047** | 39,194 |
| (b) Loans | 9 & 17 | **7,288** | 7,113 |
| (c) Cash and cash equivalents and other bank balances | 15 & 16 | **76,507** | 65,841 |
| (d) Other assets (excluding derivative contracts) | 10 & 18 | **2,163** | 2,190 |
| **Total II** | | **134,005** | 114,338 |
| **III. Measured at fair value through Other Comprehensive Income (FVTOCI):** | | | |
| (a) Derivative contracts designated as cash flow hedges | 18 | **91** | 414 |
| **Total III** | | **91** | 414 |
| **Total (I+II+III)** | | **134,614** | 115,520 |

#### ii) Category-wise classification for applicable financial liabilities:

| Particulars | Notes | Carrying value / Fair value | |
|---|---|---|---|
| | | **Sept 2023** | Sept 2022 |
| **I. Measured at fair value through Profit or Loss (FVTPL):** | | | |
| (a) Derivative contracts not designated as cash flow hedges | 25 & 28 | **711** | 1,299 |
| (b) Liabilities related to share based payments | 25 & 28 | **1,095** | 722 |
| (c) Lease liabilities | | **1,752** | 1,821 |
| **Total I** | | **3,558** | 3,842 |
| **II. Measured at amortised cost:** | | | |
| (a) Trade payables | 24 & 27 | **42,380** | 40,427 |
| (b) Other liabilities (excluding derivative contracts) | 25 & 28 | **4,815** | 6,214 |
| **Total II** | | **47,195** | 46,641 |
| **III. Measured at fair value through Other Comprehensive Income (FVTOCI):** | | | |
| (a) Derivative contracts designated as cash flow hedges | 28 | **216** | 273 |
| **Total III** | | **216** | 273 |
| **Total (I+II+III)** | | **50,969** | 50,756 |

The carrying amounts of financial instruments such as cash and cash equivalents, other bank balances, short term loans, trade receivables, trade payables, current security deposits and other current financial assets and liabilities (except derivative financial instrument those being measured at fair value through other comprehensive income) are considered to be same as their fair values due to their short term nature.

**53 Financial instruments *(Continued)***

**B) Fair Value Hierarchy**

The following table provides fair value measurement hierarchy of financial instruments and others:

**Quantitative disclosures fair value measurement hierarchy as at 30 September 2023:**

| | | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|---|
| **Assets at Fair value:** | | | | | |
| i) | Investment property | - | 2,004 | - | **2,004** |
| ii) | Fair values through profit and loss | | | | |
| | (a) Derivative contracts not designated as cash flow hedges | - | 518 | - | **518** |
| iii) | Fair value through Other Comprehensive Income | | | | |
| | (a) Derivative contracts designated as cash flow hedges | - | 91 | - | **91** |
| **Liabilities at Fair value:** | | | | | |
| i) | Fair values through profit and loss | | | | |
| | (a) Derivative contracts not designated as cash flow hedges | - | 711 | - | **711** |
| | (b) Liabilities related to share based payments | - | 1,095 | - | **1,095** |
| ii) | Fair value through Other Comprehensive Income | | | | |
| | (a) Derivative contracts designated as cash flow hedges | - | 216 | - | **216** |

**Quantitative disclosures fair value measurement hierarchy as at 30 September 2022:**

| | | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|---|
| **Assets at Fair value:** | | | | | |
| i) | Investment property | - | 2,818 | - | **2,818** |
| ii) | Fair values through profit and loss | | | | |
| | (a) Derivative contracts not designated as cash flow hedges | - | 768 | - | **768** |
| iii) | Fair value through Other Comprehensive Income | | | | |
| | (a) Derivative contracts designated as cash flow hedges | - | 414 | - | **414** |
| **Liabilities at Fair value:** | | | | | |
| i) | Fair values through profit and loss | | | | |
| | (a) Derivative contracts not designated as cash flow hedges | - | 1,299 | - | **1,299** |
| | (b) Liabilities related to share based payments | - | 722 | - | **722** |
| ii) | Fair value through Other Comprehensive Income | | | | |
| | (a) Derivative contracts designated as cash flow hedges | - | 273 | - | **273** |

The Group enters into foreign exchange forward and commodity contracts, which are valued using valuation techniques that employs the use of market observable inputs.

There have been no transfers between Level 1 and Level 2 during the period.

## 54 Financial Risk Management

The Holding Company's principal financial liabilities comprise of trade payable, security deposits and other financial liabilities. The Holding Company's principal financial assets include trade and other receivables, cash and cash equivalents and other financial assets that arise from its operations. The Holding Company also enters into hedging transactions to cover foreign exchange exposure risk.

The Holding Company's operating business is exposed to market risk, credit risk and liquidity risk. In order to optimize the allocation of the financial resources across the segments, as well as to achieve its aims, the Holding Company identifies, analyses and manages the associated market risks. The Holding Company seeks to manage and control these risks primarily through its regular operating activities and uses derivative financial instruments when deemed appropriate. All derivative activities for risk management purposes are carried out by teams that have the appropriate skills, experience and supervision. The Holding Company has a Risk Management Committee, which ensures that the Holding Company's financial risk taking activities are governed by appropriate policies and procedures and that financial risks are identified, measured and mitigated in accordance with the Holding Company's policies and overall risk appetite.

### A Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency rate risk and interest rate risk. Financial instrument affected by market risks includes deposits, derivative financial instruments, trade receivables, trade payables and other financials assets.

**Foreign Currency risk**

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes on foreign exchange rate. The Group operates internationally and transacts in several currencies and has foreign currency trade receivables and trade payables. Hence, the Group is exposed to foreign exchange risk. The Group holds derivative financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures.

**Foreign currency sensitivity**

The following table demonstrate the sensitivity to a reasonably possible change in major currencies like US Dollar and Euro with all other variables held constant. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities including foreign currency derivatives. The Group's exposure to foreign currency changes for all other currencies is not material.

| Particulars | | Effect on profit before tax | | Effect on equity (Cash flow hedge) | |
|---|---|---|---|---|---|
| | | **Sept 2023** | Sept 2022 | **Sept 2023** | Sept 2022 |
| US Dollar | + 5% | **282** | 305 | **14** | 24 |
| | - 5% | **(282)** | (305) | **(14)** | (24) |
| Euro | + 5% | **476** | 560 | **8** | 13 |
| | - 5% | **(476)** | (560) | **(8)** | (13) |

**Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Consequently, could have unforeseen impact on Group's cost of borrowing or returns thus impacting the profit and loss.

The Group does not have any borrowings. Surplus funds are invested in deposits at fixed interest rates. The tenure of the deposits is managed to match with the liquidity profile of the Group.

## 54 Financial Risk Management *(Continued)*

### B Credit risk

Credit risk is defined as an unexpected loss in financial instruments if the contractual partner is failing to discharge its obligations in full and on time. The Group is exposed to credit risk from its operating and financing activities like trade receivables, deposits with banks, foreign exchange transactions and other financial instruments.

**Trade Receivables and Contract assests**

The major exposure to credit risk at the reporting date is primarily from receivables comprising of trade and project unbilled receivables (net).

Credit risk on receivables is limited due to the Group's large and diverse customer base which includes public sector enterprises, state owned companies and private corporates. The effective monitoring and controlling of credit risk through credit evaluations and ratings is a core competency of the Group's risk management system.

For receivables, as a practical expedient, the Group computes expected credit loss allowance based on a provision matrix. The provision matrix is prepared based on historically observed default rates over the expected life of trade receivables and is adjusted for forward-looking estimates.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The ECL is calculated on rating and default probability percentage arrived from the historic default trend. In order to determine the default probability percentage, a simple average of customer wise specific allowances or actual bad debts incurred in succeeding year (derived rates) (whichever is higher) for the preceding three years is considered as a percentage of gross receivables positions for each grading i.e. rating and division of each customer as at reporting date.

| **The reconciliation of ECL is as follows:** | **Sept 2023** | Sept 2022 |
|---|---|---|
| Balance at the beginning of the year | **2,309** | 2,199 |
| Loss allowance based on ECL | **291** | 110 |
| **Balance at the year end** | **2,600** | 2,309 |

**Other financial assets**

Credit risk from cash and cash equivalents, term deposits and derivative financial instruments is managed by the Group's treasury department in accordance with the Group's policy. Investments of surplus funds, temporarily, are made only with approved counter parties and within credit limits assigned to each counterparty. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets.

### C Liquidity risk

The Group's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Group regularly monitors the rolling forecasts and actual cash flows, to ensure it has sufficient funds to meet the operational needs.

The table below summarise the maturity profile of the Group's financial liabilities based on contractually agreed undiscounted cash flows:

| Particulars | Notes | Total | Payable within 1 year | More than 1 year |
|---|---|---|---|---|
| **As at 30 Sept 2023** | | | | |
| Trade Payables | 24 & 29 | 42,380 | 42,368 | 12 |
| Derivative contracts | 25 & 30 | 927 | 716 | 211 |
| Other financial liabilities | 25 & 30 | 5,910 | 5,182 | 728 |
| | | **49,217** | **48,266** | **951** |
| Lease liabilities | | 2,030 | 841 | 1,189 |
| | | **51,247** | **49,107** | **2,140** |

## 54 Financial Risk Management *(Continued)*

### C Liquidity risk *(Continued)*

| Particulars | Notes | Total | Payable within 1 year | More than 1 year |
|---|---|---|---|---|
| **As at 30 Sept 2022** | | | | |
| Trade Payables | 24 & 29 | 40,427 | 40,400 | 27 |
| Derivative contracts | 25 & 30 | 1,572 | 1,362 | 210 |
| Other financial liabilities | 25 & 30 | 6,935 | 6,406 | 529 |
| | | **48,934** | **48,168** | **766** |
| Lease liabilities | | 2,114 | 740 | 1,374 |
| | | **51,048** | **48,908** | **2,140** |

## 55 Business Combination

### i) Summary of acquisition of Electric Vehicle division of Mass-Tech Controls Pvt. Ltd.

On 1 July 2023, Siemens Limited ("The Holding Company") acquired Electric Vehicle division of Mass-Tech Controls Pvt. Ltd. for a cash consideration of ₹ 380 million, subject to adjustments mutually agreed between the parties to the transaction. From the aforesaid consideration, ₹ 5 million is currently retained as a holdback for a period of 1 year from the date of acquisition.

The fair value of assets and liabilities acquired have been determined provisionally in accordance with IND AS 103 'Business Combinations'. The purchase price has been provisionally allocated to the assets acquired and liabilities assumed based on the estimated fair values at the date of acquisition. The excess of the purchase price over the fair value of the net assets acquired has been allocated to goodwill. The Group believes that the information provides a reasonable basis for estimating the fair values of assets and liabilities acquired, but the potential for measurement period adjustments exists based on a continuing review of matters related to the acquisition. The purchase price allocation is expected to be completed within one year.

The acquisition addresses fast-growing demand for EV charging infrastructure in India, expand local market presence & enable creation of export hub and scale up the Group's range of e-mobility solutions, complementing Siemens global portfolio. Provisional goodwill is primarily attributable to technologies and overall synergies from future expected economic benefits, including enhanced revenue growth from expanded capabilities.

During the year ended 30 September 2023 the Group has recognised acquisition related cost of ₹ 8 lacs included in Legal and Professional Fees.

From the acquisition date, the results of operations of Mass-Tech Controls Pvt. Ltd. is included in the financial statements for the year ended 30 September 2023 as part of the Group's Smart Infrastructure Segment and comprises revenue from operations of ₹ 85 million and net loss of ₹ 34 million. If the acquisition had occurred at the beginning of the year, Group's revenue from operations and net loss for the year ended 30 September 2023 would have been ₹ 389 million and ₹ 31 million respectively. The net loss includes one time integration costs.

**Details of purchase consideration, the net assets acquired and provisional goodwill are as follows:**

| Particulars | Sept 2023 |
|---|---|
| Purchase consideration | **380** |
| Less: Purchase price adjustments | **(1)** |
| Fair Value of Net identifiable assets acquired: | |
| Property plant and equipment | **5** |
| Other intangible assets | ***** |
| Inventories | **53** |
| Other assets and liabilities (net) | **(11)** |
| **Provisional goodwill** | **332** |

* denotes figures less than a million

**55 Business combination *(Continued)***

**ii) Summary of acquisition of C&S Electric Ltd.**

During the previous year, the Group completed the purchase price allocation in accordance with IND AS 103 'Business Combinations' for C&S Electric Ltd., a subsidiary Company which was acquired on 1 March 2021. The final sale share consideration was ₹ 21,637 million and the fair value of net identifiable assets acquired was finalised at ₹ 9,640 million, net of deferred tax impact. Goodwill of ₹12,072 million was recorded.

Subsequent changes in the sale share consideration post measurement period amounting to ₹ 227 million was accounted in the Statement of Profit and Loss for the year ended 30 September 2022.

The fair values of the assets acquired and liabilities assumed were determined using the income and cost approaches. In many cases, the determination of the fair values required estimates about discount rates, future expected cash flows and other future events that are judgmental and subject to change. Intangible assets consisting of customer relationships, technology, and trademark are valued using the multi-period excess earnings method ("MEEM"), or the relief from royalty ("RFR") method, both of which are forms of the income approach. A cost and market approach has been applied, as appropriate, for Property, plant and equipment (including land) and inventory.

Customer relationship and Order backlog intangible assets were valued using the MEEM method. The MEEM-approach calculates the cash flows based on a detailed forecast of cash inflows and cash outflows that, in general, are derived from projected financial information. The Group had identified non-compete agreements as intangible assets, however no additional value was allocated.

Technology was valued using the RfR method. The RfR-method assumes that the intangible asset has a fair value based on royalty income attributable to it.This royalty income represents the cost savings of the owner of the asset – the owner does not have to pay royalties to a third party for the license to use the intangible asset.

The fair value of leased land and owned buildings was determined by external appraiser reports. Technical machinery and equipment were valued using depreciated replacement cost approach. The new replacement costs are calculated by adjusting the original cost of a machine for inflation between its original in-service date and the valuation date based on an inflation index for India. Net book value is considered as fair value for furniture, office equipment, prepayments and construction in progress.

The technique used to arrive at fair value for inventories depends on the inventory's stage of development in the production cycle. For raw materials, replacement cost approach based on current market prices applied. The fair value of finished goods and WIP is measured based on the estimated selling price less the sum of remaining costs to complete, costs of disposal, and a reasonable profit on those costs. An adjustment has been made for WIP and finished goods related to orders in the systems business that are assumed to be loss-making due to increased raw materials prices subsequent to order intake. The provision for inventory quantity risk based on the inventories depletion span has been excluded from inventories net book value for valuation purposes.

**The amounts allocated to intangible assets are as follows :**

| Nature of Asset | Amount | Useful life (years) |
|---|---|---|
| Technology | 1,360 | 10.00 |
| **Customer Relationships:** | | |
| -Product Business | 4,233 | 12.00 |
| -System Business | 571 | 7.00 |
| Trademark | 356 | 10.00 |
| Order Backlog-Product | 107 | 0.58 |
| Order Backlog-Systems | 190 | 1.58 |
| **Total** | **6,817** | |

## 56 Goodwill

### (a) Goodwill acquired from business combination

| Particulars | Sept 2023 | Sept 2022 |
|---|---|---|
| Siemens Ltd. (acquisition of Mass-Tech Controls Pvt. Ltd.) | **332** | - |
| | **332** | - |
| Siemens Rail Automation Pvt. Ltd. | **282** | 282 |
| C&S Electric Ltd. | **12,072** | 12,072 |
| | **12,354** | 12,354 |
| **Total** | **12,686** | 12,354 |

### (b) Impairment testing of Goodwill

Goodwill majorly includes amount of ₹ 12,072 million from acquisition of C&S Electric Ltd. (subsidiary) in previous year. Goodwill is primarily attributable to overall synergies from future expected economic benefits, including enhanced revenue growth from expanded capabilities and geographic presence.

Goodwill is not amortized, instead, it is tested for impairment annually or more frequently if indicators of impairment exist. The recoverable amount of a CGU is determined based on value-in-use which require the use of certain assumptions.The estimated value-in-use of the CGUs are based on future cash flows assuming a terminal annual growth rate between 4% - 4.5% for the period subsequent to the forecast period of 6 years which consider the operating and macroeconomic environment in which the entity operates.

The Group has used a weighted average capital cost (WACC), with a discount factor which reflects the time of the cash flows and the anticipated risks. The discount rates are in the range of 12% to 13%.

Key assumptions include revenue and cost synergies over the forecast period. Synergies from the acquisition are mainly expected from broader regional coverage of the sales network, cross-selling opportunities into our existing customer base and from expanded integrated service offerings. Cost synergies comprises of improvement in the administrative and in procurement activities.

An analysis of the sensitivity of the change in key parameters mainly WACC and terminal annual growth rate based on probable assumptions, did not result in any probable scenario in which the recoverable amount would decrease below the carrying amount.

## 57 Discontinued operations

During the previous year, on 1 July 2022, the Holding Company divested its Large Drives Applications (LDA) business (Portfolio Companies Segment) as a going concern on a slump sale basis to Siemens Large Drives India Pvt. Ltd. (a subsidiary of Siemens Large Drives GmbH, which in turn is a subsidiary of Siemens AG), for a cash consideration of ₹ 4,400 million. The gain on the sale transaction is ₹ 3,559 million for the year ended 30 September 2022. The tax expense on this transaction is ₹ 853 million (including write-off of deferred tax assets of ₹ 49 million) for the year ended 30 September 2022.

**Revenue, expenses and net cash flows relating to discontinued operations is as follows:**

| | Sept 2022 |
|---|---|
| **Income** | |
| Revenue from operations | 4,243 |
| **Total income** | 4,243 |
| **Expenses** | |
| Purchases of stock-in-trade | 2,396 |
| Decrease/(increase) in inventories of finished goods, work-in-progress and traded goods | (113) |
| Project bought outs and other direct costs | 956 |
| Employee benefits expense | 429 |
| Finance costs | 8 |
| Depreciation and amortisation expense | 23 |

**57 Discontinued operations *(Continued)***

| | Sept 2022 |
|---|---|
| Other expenses | 403 |
| **Total expenses** | 4,102 |
| | |
| **Profit before tax** | 141 |
| Gain from sale of discontinued operations | 3,559 |
| Tax credit/(expense) | (889) |
| **Profit after tax** | 2,811 |
| | |
| Net cash generated from operating activities | 634 |
| Net cash used in investing activities | (128) |
| Net cash used in financing activities | (1) |

**58** During the previous year, the Holding Company had executed a Power Purchase Agreement and entered into a Share Subscription and Shareholders Agreement for the subscription of 26% of the paid-up equity share capital of Sunsole Renewables Pvt. Ltd. (Sunsole). On 28 February 2022, Sunsole had allotted 26% of its paid-up equity share capital to the Holding Company as first tranche allotment for a consideration of ₹ 2.7 million and ₹ 11.4 million as second tranche allotment on 5 August 2022. The Holding Company has accounted for the investment as per Equity Method under IND AS 28 'Investments in Associates and Joint Ventures'. The share of loss of the associate for the year ended 30 September 2023 is not material to the Group.

**59 Information required for Consolidated Financial Statements pursuant to Schedule III of The Companies Act, 2013**

| Name of the entity | 30 September 2023 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Net Assets | | Share in Profit and Loss | | Share in Other Comprehensive income | | Share in Total Comprehensive income | |
| | % | Amount | % | Amount | % | Amount | % | Amount |
| **Parent** | | | | | | | | |
| Siemens Ltd. | 95.34% | 130,245 | 91.34% | 19,113 | 99.02% | (1,266) | 90.84% | 17,847 |
| **Subsidiaries** | | | | | | | | |
| Siemens Rail Automation Pvt. Ltd. | 0.60% | 817 | 2.79% | 585 | 0.20% | (3) | 2.96% | 582 |
| C&S Electric Ltd. | 4.00% | 5,445 | 5.82% | 1,218 | 0.77% | (10) | 6.15% | 1,208 |
| Non-controlling interest in subsidiary | 0.06% | 86 | 0.05% | 10 | 0.01% | * | 0.05% | 10 |
| **Associate** | | | | | | | | |
| Sunsole Renewable Pvt. Ltd. | | - | | (1) | | * | | (1) |
| **Sub total** | | 136,593 | | 20,925 | | (1,279) | | 19,646 |
| Inter Company Elimination & Consolidation Adjustments | | (5,636) | | (1,306) | | - | | (1,306) |
| **GRAND TOTAL** | 100% | 130,957 | 100% | 19,619 | 100% | (1,279) | 100% | 18,340 |

Net Assets and Share of Profit and Loss reported in the above table have been considered from the respective audited financial statements after making necessary changes for consolidation adjustments having impact on the consolidated net assets and net profits.

**60** Asset held for sale pertains to Land & building and Other assets to be sold from Property, plant and equipment, Investment properties and Right of use assets. These assets are measured at the lower of carrying value and fair value less cost to sell.

**61 Relationship with Struck off Companies:**

| Sr. No. | Name of Company | Nature of transactions | Transactions during the year ended | | Balance outstanding as at | | Relationship |
|---|---|---|---|---|---|---|---|
| | | | Sept 2023 | Sept 2022 | Sept 2023 | Sept 2022 | |
| 1 | Indo Electricals Ltd. | Supply of product | - | * | - | * | Vendor |

*denotes figures less than a million

**62 Other Notes:**

i) The Group & it's associate does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

ii) The Group & it's associate does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

iii) The Group & it's associate has not traded or invested in Crypto currency or Virtual Currency during the financial year.

iv) The Group & it's associate has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

v) The Group & it's associate has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group 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 Group & it's associate does not have 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.

vii) The Group & it's associate is in compliance with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013, read with Companies (restriction on number of layers) Rules, 2017.

63 Pursuant to the amendment in the Companies (Accounts) Rules, 2014 effective from 11 August 2022, requires that books of accounts and other relevant books and papers maintained in electronic mode should remain accessible in India at all times and backup must be taken on servers physically located in India. The books of accounts are maintained by the Group in electronic mode and are accessible in India at all times. The Group did not have an established process of maintaining daily back-up of books of accounts on a server physically located in India upto 20 June 2023. Effective 21 June 2023, the Group has kept back-up of books of accounts on servers physically located in India on daily basis and has also taken a back-up of books of accounts and records for the period 1 October 2022 to 20 June 2023 on 21 June 2023.

64 Previous period figures have been regrouped / reclassified wherever necessary, to conform to current period classification.

**As per our report of even date**

**For B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No: 101248W/W-100022

**Farhad Bamji**
*Partner*
Membership No: 105234

Mumbai
Date: 28 November 2023

**For and on behalf of the Board of Directors of Siemens Limited**

**Deepak S. Parekh**
*Chairman*
DIN: 00009078

**Sunil Mathur**
*Managing Director and Chief Executive Officer*
DIN: 02261944

**Daniel Spindler**
*Executive Director and Chief Financial Officer*
DIN: 08533833

**Shyamak R. Tata**
*Director and Chairman of Audit Committee*
DIN: 07297729

**Ketan Thaker**
*Company Secretary*
ACS No:16250

Mumbai
Date: 28 November 2023

# Siemens Limited

CIN : L28920MH1957PLC010839

**Registered Office:** Birla Aurora, Level 21, Plot No. 1080, Dr. Annie Besant Road, Worli, Mumbai – 400030
**Phone:** +91 22 6251 7000; **Fax:** +91 22 22 2436 2403 **Website:** www.siemens.co.in
**E-mail:** Corporate-Secretariat.in@siemens.com

Dear Member(s),

**Sub.: Green Initiative - Electronic mode of service of documents**

The Ministry of Corporate Affairs ("MCA") has allowed paperless compliances by companies through electronic mode by providing the same under the Companies Act, 2013 and rules framed thereunder. The Members can receive various notices and correspondences including Annual Reports i.e. Audited Financial Statements, Directors' Report, Auditors' Report, etc., through electronic mode (e-mail). The initiative taken by the MCA is a welcome move for the society at large, as this will reduce paper consumption to a great extent, ensure prompt receipt of communication and avoid loss of document in postal transit.

We are sure that you will whole-heartedly support this initiative for a greener environment and co-operate with the Company to make it a success. We therefore request you to fill up the E-communication Registration Form below, for registering your e-mail ID as under:

i) In respect of shares held in physical form, to the Registrar and Share Transfer Agent ("RTA"), TSR Consultants Private Limited at csg-unit@tcplindia.co.in, or to the Company at Corporate-Secretariat.in@siemens.com; and

ii) In respect of shares held in demat (electronic) mode, to your respective Depository Participant(s).

Please note that the E-Communication Registration Form should be signed by the sole / first named Member as per the specimen signature recorded with the RTA. Even after registering for E-communication, the Members are entitled to receive such communication in physical form, upon request. These documents will also be available on the Company's website www.siemens.co.in for your ready reference under the Investor Relations section.

Let's be part of this 'Green Initiative'.

Thanking You, Yours faithfully,

For **Siemens Limited**

**Ketan Thaker**
Company Secretary

## E-COMMUNICATION REGISTRATION FORM

**TSR Consultants Private Limited**
Unit: Siemens Limited
C-101 247 Park, L.B.S Marg,
Vikhroli (West), Mumbai – 400 083

Folio no. / DP ID & Client ID : _____

Name of sole / first named Member : _____

Name of Joint Holder(s) : _____

E-mail ID address (to be registered) : _____

Phone number (alongwith STD Code) / Mobile no. : _____

(in case the shares are held in physical form)

Date: _____ Signature of the Member: _____

**Note:** Members holding shares in demat mode are requested to register their e-mail ID with their respective Depository Participant ("DP"). Members are requested to keep DP / RTA / Company informed as and when there is any change in the e-mail address. Unless the e-mail ID given above is changed by you by sending another communication in writing / e-mail, the Company will continue to send the documents to you on the above mentioned e-mail ID.

# Notes

Notes

Siemens Limited's Kalwa Factory Complex was in the limelight with high-profile visits of Dr. Robert Habeck, Minister for Economic Affairs and Climate Action, Germany and Dr. Roland Busch, President and Chief Executive Officer, Siemens AG. The Smart Infrastructure Electrical Products factory completed 50 years during the financial year.

Siemens Limited achieved a significant milestone for its Siemens Xcelerator platform with the inclusion of 100 India-relevant digital use and reference cases across multiple industries such as Food & Beverage, Data Centers, Commercial Buildings, Power Utilities and others. Tata Consultancy Services (TCS), Koncept Engineers, Safex Technologies and Sonicbolt Technologies were announced as Siemens Xcelerator Ecosystem Partners – a crucial component with a far-reaching impact on the digital transformation of organizations.

Siemens Limited received an order for 1,200 locomotives of 9,000 horsepower (HP) from Indian Railways. The Company will design, manufacture, commission and test the locomotives. Deliveries are planned over an eleven-year period, and the contract includes 35 years of full service maintenance. The locomotives will be assembled in the Indian Railways factory in Dahod, in Gujarat.

Siemens Limited launched industry-ready 5G routers - Scalance MUM856-1 and MUM853-1. The router can be used to remotely monitor and service plants, machines, control elements, and other industrial devices via a public 5G network – flexibly and with high data rates.

**Siemens Limited**
CIN: L28920MH1957PLC010839

Birla Aurora, Level 21, Plot No. 1080,
Dr. Annie Besant Road, Worli, Mumbai – 400030
Toll-Free Helpline: 1800 209 1800
Website: http://www.siemens.co.in
Facebook: www.facebook.com/SiemensPayItForward
Twitter: www.twitter.com/siemensindia

www.sapprints.com

# Price Waterhouse Chartered Accountants LLP

**Review Report**

To
The Board of Directors
Siemens Limited,
Birla Aurora, Level 21, Plot No. 1080,
Dr. Annie Besant Road, Worli,
Mumbai - 400030

1. We have reviewed the standalone unaudited financial results of Siemens Limited (the "Company") for the quarter ended March 31, 2024 and the year to date results for the period October 1, 2023 to March 31, 2024, which are included in the accompanying 'Statement of standalone unaudited financial results for the quarter and six months ended 31 March 2024', the Statement of standalone assets and liabilities as on that date and the Statement of standalone cash flows for the six months ended on that date together with notes thereon (the "Statement"). The Statement has been prepared by the Company pursuant to Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations, 2015"), which has been initialled by us for identification purposes.

2. This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the Statement has not been prepared in all material respects in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India and has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

Price Waterhouse Chartered Accountants LLP
LLPIN AAC - 5001
FRN 012754N/N500016
Mumbai

Price Waterhouse Chartered Accountants LLP, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai - 400 028
T: +91 (22) 66691500, F: +91 (22) 66547804 / 07

Registered office and Head office: Sucheta Bhawan, 11A Vishnu Digambar Marg, New Delhi 110 002

Price Waterhouse (a Partnership Firm) converted into Price Waterhouse Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAC-5001) with effect from July 25, 2014. Post its conversion to Price Waterhouse Chartered Accountants LLP, its ICAI registration number is 012754N/N500016 (ICAI registration number before conversion was 012754N)

5. (a) The standalone unaudited financial results of the Company for the quarter ended March 31, 2023 and the year to date results for the period October 1, 2022 to March 31, 2023 and quarter ended December 31, 2023 were reviewed by another firm of chartered accountants who issued their unmodified conclusion, vide their reports dated May 11, 2023 and February 13, 2024, respectively.

   (b) The standalone financial statements of the Company for the year ended September 30, 2023, were audited by another firm of Chartered Accountants under the Companies Act, 2013, who issued an unmodified opinion vide their report dated November 28, 2023.

   Our conclusion on the Statement is not modified in respect of above matters.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Sumit Seth
Partner
Membership No.: 105869
UDIN: 24105869BKFWTO5276

Place: Mumbai
Date: May 14, 2024

**SIEMENS LIMITED**

**Statement of standalone unaudited financial results for the quarter and six months ended 31 March 2024**

(Rs. in million)

| No. | Particulars | Quarter ended | | | Six months ended | | Year ended |
|---|---|---|---|---|---|---|---|
| | | 31 March 2024 (Unaudited) | 31 December 2023 (Unaudited) | 31 March 2023 (Unaudited) | 31 March 2024 (Unaudited) | 31 March 2023 (Unaudited) | 30 September 2023 (Audited) |
| 1 | **Revenue from operations** | | | | | | |
| a) | Revenue from contracts with customers | 52,478 | 43,947 | 44,005 | 96,425 | 79,967 | 177,007 |
| b) | Other operating revenue | 660 | 411 | 647 | 1,071 | 1,138 | 2,644 |
| | **Total revenue from operations (a+b)** | **53,138** | **44,358** | **44,652** | **97,496** | **81,105** | **179,651** |
| 2 | Other income (refer note 2) | 4,606 | 1,557 | 1,880 | 6,163 | 2,829 | 5,487 |
| 3 | **Total income** | **57,744** | **45,915** | **46,532** | **103,659** | **83,934** | **185,138** |
| 4 | **Expenses** | | | | | | |
| a) | Cost of materials consumed | 7,703 | 10,775 | 8,770 | 18,478 | 16,720 | 34,517 |
| b) | Purchases of stock-in-trade | 13,476 | 14,715 | 13,620 | 28,191 | 27,790 | 55,673 |
| c) | Changes in inventories of finished goods, work-in-progress and stock-in-trade | 3,585 | (4,721) | (710) | (1,136) | (4,130) | (2,964) |
| d) | Project bought outs and other direct costs | 11,414 | 9,594 | 9,266 | 21,008 | 15,073 | 36,271 |
| e) | Employee benefits expense | 4,557 | 5,195 | 4,724 | 9,752 | 9,242 | 18,531 |
| f) | Finance costs | 302 | 29 | 74 | 331 | 124 | 203 |
| g) | Depreciation and amortisation expense | 556 | 541 | 538 | 1,097 | 1,053 | 2,235 |
| h) | Other expenses, net | 4,518 | 3,570 | 3,433 | 8,088 | 5,369 | 15,221 |
| | **Total expenses** | **46,111** | **39,698** | **39,715** | **85,809** | **71,241** | **159,687** |
| 5 | **Profit before tax for the period / year (3-4)** | **11,633** | **6,217** | **6,817** | **17,850** | **12,693** | **25,451** |
| 6 | **Tax expense** | | | | | | |
| a) | Current tax | 2,493 | 1,601 | 1,778 | 4,094 | 3,173 | 6,683 |
| b) | Deferred tax expense / (credit) | 176 | (18) | (121) | 158 | (16) | (345) |
| | | **2,669** | **1,583** | **1,657** | **4,252** | **3,157** | **6,338** |
| 7 | **Profit for the period / year (5-6)** | **8,964** | **4,634** | **5,160** | **13,598** | **9,536** | **19,113** |
| 8 | **Other comprehensive income / (loss)** | | | | | | |
| a) | **Items that will not be reclassified to profit or loss** | | | | | | |
| | Re-measurement of defined benefit obligations, net | (457) | 37 | (1,349) | (420) | (1,505) | (1,494) |
| | Income tax effect | 115 | (9) | 340 | 106 | 379 | 376 |
| b) | **Items that will be reclassified to profit or loss** | | | | | | |
| | Fair value changes on derivatives designated as cash flow hedges, net | (24) | 75 | 8 | 51 | 11 | (198) |
| | Income tax effect | 6 | (19) | (2) | (13) | (3) | 50 |
| | **Other comprehensive income / (loss) for the period / year** | **(360)** | **84** | **(1,003)** | **(276)** | **(1,118)** | **(1,266)** |
| 9 | **Total comprehensive income (including other comprehensive income/ (loss)) for the period / year [7+8]** | **8,604** | **4,718** | **4,157** | **13,322** | **8,418** | **17,847** |
| 10 | Paid-up equity share capital<br>*(Face Value of equity shares : Rs. 2 each fully paid up)* | 712 | 712 | 712 | 712 | 712 | 712 |
| 11 | Other Equity | | | | | | 129,533 |
| 12 | **Earnings Per Share (EPS) of Rs. 2 each (in Rupees) **** | | | | | | |
| | - Basic and diluted EPS | 25.18 | 13.02 | 14.50 | 38.20 | 26.79 | 53.67 |
| | ** not annualised except year end EPS | | | | | | |

Price Waterhouse Chartered Accountants LLP
LLPIN AAC - 5001
FRN 012754N/N500016
Mumbai

SIEMENS LIMITED
MUMBAI

**SIEMENS LIMITED**

**Statement of standalone assets and liabilities**

(Rs. in million)

| No. | Particulars | As at 31 March 2024 (Unaudited) | As at 30 September 2023 (Audited) |
|---|---|---|---|
| A | **ASSETS** | | |
| 1 | **Non-current assets** | | |
| a) | Property, plant and equipment | 8,009 | 7,942 |
| b) | Capital work-in-progress | 376 | 476 |
| c) | Right-of-Use assets | 1,404 | 1,277 |
| d) | Investment properties | 647 | 654 |
| e) | Goodwill (refer note 3) | 327 | 332 |
| f) | Other intangible assets | 12 | 10 |
| g) | Financial assets | | |
| | (i) Investments | 22,201 | 22,201 |
| | (ii) Trade receivables | 1,387 | 941 |
| | (iii) Loans | 1,152 | 2,071 |
| | (iv) Other financial assets | 491 | 506 |
| h) | Contract Assets | 2,522 | 1,493 |
| i) | Deferred tax assets (net) | 2,710 | 2,826 |
| j) | Current tax assets (net) | 7,233 | 7,635 |
| k) | Other non-current assets | 2,672 | 2,624 |
| | **Total non-current assets** | **51,143** | **50,988** |
| 2 | **Current assets** | | |
| a) | Inventories | 25,256 | 22,611 |
| b) | Financial assets | | |
| | (i) Trade receivables | 49,983 | 43,845 |
| | (ii) Cash and cash equivalents | 14,398 | 9,826 |
| | (iii) Bank balances other than cash and cash equivalents | 58,115 | 62,353 |
| | (iv) Loans | 6,950 | 5,213 |
| | (v) Other financial assets | 1,921 | 2,115 |
| c) | Contract assets | 12,721 | 11,401 |
| d) | Other current assets | 3,375 | 2,172 |
| | | **172,719** | **159,536** |
| e) | Assets classified as held for sale | 3 | 371 |
| | **Total current assets** | **172,722** | **159,907** |
| | **TOTAL ASSETS** | **223,865** | **210,895** |
| B | **EQUITY AND LIABILITIES** | | |
| 1 | **Equity** | | |
| a) | Equity share capital | 712 | 712 |
| b) | Other equity | 138,372 | 129,533 |
| | **Total equity** | **139,084** | **130,245** |
| 2 | **Liabilities** | | |
| | **Non-current liabilities** | | |
| a) | Financial liabilities | | |
| | (i) Lease liabilities | 878 | 868 |
| | (ii) Trade payables | | |
| | Total outstanding dues of creditors other than micro and small enterprises | 6 | 12 |
| | (iii) Other financial liabilities | 554 | 887 |
| b) | Non-current provisions | 3,505 | 3,253 |
| | **Total non-current liabilities** | **4,943** | **5,020** |
| | **Current liabilities** | | |
| a) | Financial liabilities | | |
| | (i) Lease liabilities | 753 | 656 |
| | (ii) Trade payables | | |
| | Total outstanding dues of micro and small enterprises | 2,610 | 2,837 |
| | Total outstanding dues of creditors other than micro and small enterprises | 41,086 | 37,471 |
| | (iii) Other financial liabilities | 3,831 | 5,528 |
| b) | Contract liabilities | 15,979 | 13,783 |
| c) | Other current liabilities | 2,204 | 1,582 |
| d) | Current provisions | 12,381 | 11,892 |
| e) | Current tax liabilities (net) | 994 | 1,000 |
| | | **79,838** | **74,749** |
| f) | Advances received against assets held for sale | - | 881 |
| | **Total liabilities** | **84,781** | **80,650** |
| | **TOTAL EQUITY AND LIABILITIES** | **223,865** | **210,895** |

Price Waterhouse Chartered Accountants LLP
LLPIN AAC - 5001
FRN 012754N/N500016
Mumbai

SIEMENS LIMITED
MUMBAI

**SIEMENS LIMITED**

**Statement of standalone cash flows for the six months ended 31 March 2024**

(Rs. in million)

| Particulars | Six months ended | |
|---|---|---|
| | 31 March 2024 (Unaudited) | 31 March 2023 (Unaudited) |
| ***Cash flow from operating activities*** | | |
| **Profit before tax** | **17,850** | **12,693** |
| **Adjustments for:** | | |
| Finance costs | 331 | 124 |
| Bad debts | 28 | 18 |
| Loss allowance on trade and other receivables / advances, net | 65 | (234) |
| Depreciation and amortisation expense | 1,097 | 1,053 |
| Profit on sale of property, plant and equipment and assets held for sale, net | (2,176) | (95) |
| Unrealised exchange loss / (gain), net | (108) | 578 |
| Interest income | (2,516) | (1,904) |
| Dividend received from subsidiaries | (1,462) | (782) |
| **Operating profit before working capital changes** | **13,109** | **11,451** |
| **Working capital adjustments** | | |
| (Increase) / decrease in inventories | (2,651) | (5,238) |
| (Increase) / decrease in trade and other receivables | (9,607) | (1,334) |
| Increase / (decrease) in trade payables and other liabilities | 3,178 | (2,478) |
| Increase / (decrease) in provisions | 320 | 632 |
| **Net change in working capital** | **(8,760)** | **(8,418)** |
| **Cash generated from operations** | 4,349 | 3,033 |
| Income tax paid (net of refunds) | (3,646) | (4,396) |
| **Net cash generated from / (used in) operating activities** | **703** | **(1,363)** |
| ***Cash flow from investing activities*** | | |
| Purchase of property, plant and equipment and other intangible assets | (752) | (714) |
| Proceeds from sale of property, plant and equipment and assets held for sale | 1,608 | 269 |
| Receipt on account of purchase price adjustment for Mass-Tech (refer note 3) | 11 | - |
| Payment of holdback purchase consideration for investment in subsidiary (C&S Electric Limited) | - | (1,785) |
| Dividend received from subsidiaries | 1,462 | 782 |
| Interest received | 2,111 | 1,816 |
| Inter corporate deposits given | (2,350) | (2,840) |
| Refund of inter corporate deposits given | 1,590 | 2,030 |
| Deposits (with original maturity more than 3 months) with banks matured / (placed), net | 4,203 | 9,179 |
| **Net cash generated from investing activities** | **7,883** | **8,737** |
| ***Cash flow from financing activities*** | | |
| Interest paid | (56) | (43) |
| Payment of principal of lease liabilities | (340) | (273) |
| Payment of interest of lease liabilities | (60) | (64) |
| Dividend paid (including tax thereon) | (3,561) | (3,561) |
| **Net cash used in financing activities** | **(4,017)** | **(3,941)** |
| **Net increase in cash and cash equivalents** | **4,569** | **3,433** |
| **Cash and cash equivalents at beginning of the period** | **9,826** | **9,024** |
| **Effect of exchange gain / (loss) on cash and cash equivalents** | **3** | **(1)** |
| **Cash and cash equivalents at the end of the period** | **14,398** | **12,456** |
| ***Non cash transaction from investing and financing activities*** | | |
| Acquisition of Right-of-Use assets | 412 | 309 |

Price Waterhouse Chartered Accountants LLP
LLPIN AAC - 5001
FRN 012754N/N500016
Mumbai

SIEMENS LIMITED
MUMBAI

## SIEMENS LIMITED

**Segmentwise revenue, results, assets and liabilities for the quarter and six months ended 31 March 2024**

(Rs. in million)

| Particulars | Standalone | | | | | |
|---|---|---|---|---|---|---|
| | Quarter ended | | | Six months ended | | Year ended |
| | 31 March 2024 (Unaudited) | 31 December 2023 (Unaudited) | 31 March 2023 (Unaudited) | 31 March 2024 (Unaudited) | 31 March 2023 (Unaudited) | 30 September 2023 (Audited) |
| **1. Segment Revenue** | | | | | | |
| Energy (refer note 1) | 16,375 | 11,454 | 15,554 | 27,829 | 27,155 | 60,803 |
| Smart Infrastructure | 17,669 | 15,058 | 13,699 | 32,727 | 25,587 | 56,627 |
| Mobility | 7,155 | 6,168 | 4,488 | 13,323 | 7,937 | 19,832 |
| Digital Industries | 10,419 | 10,379 | 8,982 | 20,798 | 16,728 | 35,229 |
| Portfolio Companies* | 2,171 | 2,219 | 2,425 | 4,390 | 4,872 | 9,547 |
| Others | 275 | 161 | 337 | 436 | 570 | 1,172 |
| | **54,064** | **45,439** | **45,485** | **99,503** | **82,849** | **183,210** |
| **Less : Inter segment revenue** | 926 | 1,081 | 833 | 2,007 | 1,744 | 3,559 |
| **Total revenue from operations** | **53,138** | **44,358** | **44,652** | **97,496** | **81,105** | **179,651** |
| **2. Segment Results** | | | | | | |
| Energy (refer note 1) | 2,243 | 1,251 | 1,766 | 3,494 | 3,097 | 6,873 |
| Smart Infrastructure | 2,584 | 1,635 | 1,676 | 4,219 | 2,890 | 6,587 |
| Mobility | 557 | 334 | 278 | 891 | 273 | 533 |
| Digital Industries | 1,721 | 1,313 | 969 | 3,034 | 3,060 | 5,035 |
| Portfolio Companies* | 214 | 142 | 308 | 356 | 644 | 1,097 |
| Others | 10 | 14 | 14 | 24 | 24 | 42 |
| **Profit from operations** | **7,329** | **4,689** | **5,011** | **12,018** | **9,988** | **20,167** |
| **Add :** | | | | | | |
| **a) Other Income (refer note 2)** | 4,606 | 1,557 | 1,880 | 6,163 | 2,829 | 5,487 |
| **Less :** | | | | | | |
| **b) Finance costs** | 302 | 29 | 74 | 331 | 124 | 203 |
| **Profit before tax** | **11,633** | **6,217** | **6,817** | **17,850** | **12,693** | **25,451** |
| **3. Segment Assets** | | | | | | |
| Energy (refer note 1) | 44,142 | 43,629 | 36,264 | 44,142 | 36,264 | 41,218 |
| Smart Infrastructure | 50,827 | 50,977 | 47,533 | 50,827 | 47,533 | 47,300 |
| Mobility | 18,479 | 17,426 | 13,447 | 18,479 | 13,447 | 14,461 |
| Digital Industries | 13,868 | 16,285 | 12,159 | 13,868 | 12,159 | 11,476 |
| Portfolio Companies* | 1,996 | 2,102 | 1,860 | 1,996 | 1,860 | 2,044 |
| Others | 1,826 | 1,765 | 2,541 | 1,826 | 2,541 | 1,839 |
| **Total Segment Assets** | **131,138** | **132,184** | **113,804** | **131,138** | **113,804** | **118,338** |
| Unallocated (including cash and bank balances) | 92,724 | 86,989 | 82,017 | 92,724 | 82,017 | 92,186 |
| Assets classified as held for sale | 3 | 371 | - | 3 | - | 371 |
| **Total Assets** | **223,865** | **219,544** | **195,821** | **223,865** | **195,821** | **210,895** |
| **4. Segment Liabilities** | | | | | | |
| Energy (refer note 1) | 36,312 | 34,391 | 30,959 | 36,312 | 30,959 | 33,880 |
| Smart Infrastructure | 19,646 | 19,899 | 17,328 | 19,646 | 17,328 | 18,656 |
| Mobility | 11,964 | 11,091 | 8,553 | 11,964 | 8,553 | 9,709 |
| Digital Industries | 7,137 | 7,921 | 6,459 | 7,137 | 6,459 | 6,915 |
| Portfolio Companies* | 2,745 | 2,658 | 2,899 | 2,745 | 2,899 | 2,861 |
| Others | 1,040 | 1,134 | 1,747 | 1,040 | 1,747 | 1,290 |
| **Total Segment Liabilities** | **78,844** | **77,094** | **67,945** | **78,844** | **67,945** | **73,311** |
| Unallocated | 5,937 | 6,631 | 7,138 | 5,937 | 7,138 | 6,458 |
| Advances received against assets held for sale | - | 855 | - | - | - | 881 |
| **Total Liabilities** | **84,781** | **84,580** | **75,083** | **84,781** | **75,083** | **80,650** |

*During the quarter ended 31 December 2023, there has been a reorganisation in Digital Industries segment, due to which the Low Voltage Motors business is reported under Portfolio Companies segment. Accordingly, the comparative figures for the previous periods have been restated.

Price Waterhouse Chartered Accountants LLP
LLPIN AAC - 5001
FRN 012754N/N500016
Mumbai

SIEMENS LIMITED
MUMBAI

**Notes :**

1 The Board of Directors of the Company, at its meeting held on 14 May 2024, basis the recommendations of the Audit Committee and Committee of Independent Directors, has approved a scheme of arrangement amongst the Company, Siemens Energy India Limited ("SEIL") (a wholly owned subsidiary of the Company, which was incorporated on 7 February 2024) and their respective shareholders and creditors, providing for the demerger of the Company's energy business to SEIL ("Proposed Transaction") in compliance with Sections 230 to 232 and other applicable provisions of the Companies Act, 2013. The Proposed Transaction is, inter alia, subject to receipt of requisite approvals from the statutory and regulatory authorities, including the approval from BSE Limited, National Stock Exchange of India Limited, the Securities and Exchange Board of India, the respective shareholders and creditors of the Company and SEIL and National Company Law Tribunal.

2 Other income includes the following:

(Rs. in million)

| Particulars | Quarter ended | | | Six months ended | | Year ended |
|---|---|---|---|---|---|---|
| | 31 March 2024 | 31 December 2023 | 31 March 2023 | 31 March 2024 | 31 March 2023 | 30 September 2023 |
| Gain on sale of properties (including assets held for sale) | 1,923 | 256 | 62 | 2,179 | 62 | 243 |
| Dividend received from subsidiaries | 1,462 | - | 782 | 1,462 | 782 | 782 |

3 During the previous year, on 1 July 2023, the Company acquired Electric Vehicle division of Mass-Tech Controls Private Limited ("Mass-Tech") for a cash consideration of Rs. 380 million, subject to adjustments mutually agreed between the parties to the transaction.

The fair value of assets and liabilities acquired have been determined provisionally in accordance with IND AS 103 'Business Combinations'. The purchase price has been provisionally allocated to the assets acquired and liabilities assumed based on the estimated fair values at the date of acquisition. The excess of the purchase price over the fair value of the net assets acquired has been allocated to goodwill. The Company believes that the information provides a reasonable basis for estimating the fair values of assets and liabilities acquired, but the potential for measurement period adjustments exists based on a continuing review of matters related to the acquisition. The purchase price allocation is expected to be completed within one year.

Details of purchase consideration, the net assets acquired and provisional goodwill are as follows:

(Rs. in million)

| Particulars | As at 31 March 2024 | As at 30 September 2023 |
|---|---|---|
| Purchase consideration | 380 | 380 |
| Less: Purchase price adjustments | (12) | (1) |
| **Net Purchase Consideration** | **368** | **379** |
| Less: Fair Value of net identifiable assets acquired | 41 | 47 |
| **Provisional goodwill** | **327** | **332** |

4 Previous period figures have been reclassified to conform the current year's classification wherein, "Contract liabilities" amounting to Rs. 4,142 million have been netted off with "Contract assets-Current"; "Contract assets – Current" amounting to Rs. 1,493 million has been reclassed to "Contract assets - Non-current" and "Non-current provisions" amounting Rs. 728 million has been reclassed to "Current provisions".

5 The above standalone financial results were reviewed and approved by the Audit Committee and Board of Directors at their meetings held on 14 May 2024.

Price Waterhouse Chartered Accountants LLP
LLPIN AAC - 5001
FRN 012754N/N500016
Mumbai

SIEMENS LIMITED
MUMBAI

For **Siemens Limited**

**Sunil Mathur**
Managing Director and Chief Executive Officer

Place : Mumbai
Date : 14 May 2024

**Siemens Limited**
Registered office : Birla Aurora, Level 21, Plot No. 1080, Dr. Annie Besant Road, Worli, Mumbai - 400030
Corporate Identity Number: L28920MH1957PLC010839
Tel.: +91 22 6251 7000; Fax: +91 22 2436 2404
Email / Contact : Corporate-Secretariat.in@siemens.com / www.siemens.co.in/contact
Website: www.siemens.co.in

# Price Waterhouse Chartered Accountants LLP

**Review Report**

To
The Board of Directors
Siemens Limited,
Birla Aurora, Level 21, Plot No. 1080,
Dr. Annie Besant Road, Worli,
Mumbai – 400030

1. We have reviewed the consolidated unaudited financial results of Siemens Limited (the "Parent"), its subsidiaries (the parent and its subsidiaries hereinafter referred to as the "Group") and its share of the net profit after tax and total comprehensive income of its associate company (refer paragraph 4 below) for the quarter ended March 31, 2024 and the year to date results for the period October 1, 2023 to March 31, 2024 which are included in the accompanying 'Statement of consolidated unaudited financial results for the quarter and six months ended 31 March 2024', the Statement of consolidated assets and liabilities as on that date and the Statement of consolidated cash flows for the six months ended on that date together with notes thereon (the "Statement"). The Statement is being submitted by the Parent pursuant to the requirement of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations, 2015"), which has been initialled by us for identification purposes.

2. This Statement, which is the responsibility of the Parent's Management and has been approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

   We also performed procedures in accordance with the circular issued by the Securities and Exchange Board of India under Regulation 33 (8) of the Listing Regulations, 2015, to the extent applicable.

4. The Statement includes the results of the Parent and the following entities:

   **Subsidiaries:**
   C&S Electric Limited
   Siemens Rail Automation Private Limited
   Siemens Energy India Limited (w.e.f February 7, 2024)

   **Associate Company:**
   Sunsole Renewables Private Limited

Price Waterhouse Chartered Accountants LLP
LLPIN AAC - 5001
FRN 012754N/N500016
Mumbai

Price Waterhouse Chartered Accountants LLP, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai - 400 028
T: +91 (22) 66691500, F: +91 (22) 66547804 / 07

Registered office and Head office: Sucheta Bhawan, 11A Vishnu Digambar Marg, New Delhi 110 002

Price Waterhouse (a Partnership Firm) converted into Price Waterhouse Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAC-5001) with effect from July 25, 2014. Post its conversion to Price Waterhouse Chartered Accountants LLP, its ICAI registration number is 012754N/N500016 (ICAI registration number before conversion was 012754N)

# Price Waterhouse Chartered Accountants LLP

To the Board of Directors of Siemens Limited
Review Report on Consolidated Unaudited Financial Results



5. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement has not been prepared in all material respects in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India and has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, 2015, including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. The consolidated unaudited financial results includes the interim financial information of one subsidiary which have not been reviewed, whose interim financial information reflect total assets of Rs. 3,563 million and net assets of Rs. 518 million as at March 31, 2024 and total revenues of Rs. 567 million and Rs. 1,160 million, total net profit after tax of Rs. 134 million and Rs. 286 million and total comprehensive income of Rs. 133 million and Rs. 285 million, for the quarter ended March 31, 2024 and for the period from October 1, 2023 to March 31, 2024, respectively, and cash flows (net) of Rs. 813 million for the period from October 1, 2023 to March 31, 2024, as considered in the consolidated unaudited financial results. The consolidated unaudited financial results also include the Group's share of net profit after tax and total comprehensive income of Rs. 1 million and Rs. 1 million for the quarter ended March 31, 2024 and for the period from October 1, 2023 to March 31, 2024, respectively, as considered in the consolidated unaudited financial results, in respect of one associate company, based on its interim financial information which have not been reviewed by their auditors. According to the information and explanations given to us by the Parent's Management, these interim financial information are not material to the Group. Our conclusion on the Statement is not modified in respect of the above matter.

7. (a) The comparative figures of the Group as set out in the Statement for the quarter ended March 31, 2023 and the year to date results for the period October 1, 2022 to March 31, 2023 and quarter ended December 31, 2023 were reviewed by another firm of Chartered Accountants who issued their unmodified conclusion, vide their reports dated May 11, 2023 and February 13, 2024, respectively.

   (b) The consolidated financial statements of the Group for the year ended September 30, 2023, were audited by another firm of Chartered Accountants under the Companies Act, 2013 who, vide their report dated November 28, 2023, expressed an unmodified opinion on those financial statements.

Our conclusion on the Statement is not modified in respect of the above matters.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Sumit Seth
Partner
Membership No.: 105869
UDIN: 24105869BKFWTP4745

Place: Mumbai
Date: May 14, 2024

**SIEMENS LIMITED**

**Statement of consolidated unaudited financial results for the quarter and six months ended 31 March 2024**

(Rs. in million)

| No. | Particulars | Quarter ended | | | Six months ended | | Year ended |
|---|---|---|---|---|---|---|---|
| | | 31 March 2024 (Unaudited) | 31 December 2023 (Unaudited) | 31 March 2023 (Unaudited) | 31 March 2024 (Unaudited) | 31 March 2023 (Unaudited) | 30 September 2023 (Audited) |
| 1 | **Revenue from operations** | | | | | | |
| a) | Revenue from contracts with customers | 56,810 | 47,813 | 47,901 | 104,623 | 87,537 | 192,792 |
| b) | Other operating revenue | 689 | 439 | 677 | 1,128 | 1,192 | 2,746 |
| | **Total revenue from operations (a+b)** | **57,499** | **48,252** | **48,578** | **105,751** | **88,729** | **195,538** |
| 2 | Other income (refer note 2) | 3,210 | 1,641 | 1,166 | 4,851 | 2,183 | 4,962 |
| 3 | **Total income** | **60,709** | **49,893** | **49,744** | **110,602** | **90,912** | **200,500** |
| 4 | **Expenses** | | | | | | |
| a) | Cost of materials consumed | 10,269 | 13,258 | 11,290 | 23,527 | 21,447 | 44,056 |
| b) | Purchases of stock-in-trade | 13,205 | 14,389 | 13,407 | 27,594 | 27,441 | 54,870 |
| c) | Changes in inventories of finished goods, work-in-progress and stock-in-trade | 3,644 | (4,904) | (850) | (1,260) | (4,319) | (2,911) |
| d) | Project bought outs and other direct costs | 11,720 | 10,001 | 9,407 | 21,721 | 15,387 | 37,811 |
| e) | Employee benefits expense | 4,899 | 5,635 | 5,077 | 10,534 | 10,040 | 20,130 |
| f) | Finance costs | 313 | 34 | 99 | 347 | 136 | 228 |
| g) | Depreciation and amortisation expense | 800 | 785 | 785 | 1,585 | 1,546 | 3,208 |
| h) | Other expenses, net | 4,980 | 3,912 | 4,035 | 8,892 | 6,529 | 16,710 |
| | **Total expenses** | **49,830** | **43,110** | **43,250** | **92,940** | **78,207** | **174,102** |
| 5 | **Profit before share of profit / (loss) of associate for the period / year (3-4)** | **10,879** | **6,783** | **6,494** | **17,662** | **12,705** | **26,398** |
| 6 | Share of profit / (loss) of associate | 1 | * | * | 1 | * | (1) |
| 7 | **Profit before tax for the period / year (5+6)** | **10,880** | **6,783** | **6,494** | **17,663** | **12,705** | **26,397** |
| 8 | **Tax expense** | | | | | | |
| a) | Current tax | 2,758 | 1,807 | 1,959 | 4,565 | 3,501 | 7,336 |
| b) | Deferred tax expense / (credit) | 93 | (81) | (183) | 12 | (141) | (558) |
| | | **2,851** | **1,726** | **1,776** | **4,577** | **3,360** | **6,778** |
| 9 | **Profit for the period / year (7-8)** | **8,029** | **5,057** | **4,718** | **13,086** | **9,345** | **19,619** |
| 10 | **Other comprehensive income / (loss)** | | | | | | |
| a) | **Items that will not be reclassified to profit or loss** | | | | | | |
| | Re-measurement of defined benefit obligations, net | (479) | 37 | (1,350) | (442) | (1,506) | (1,511) |
| | Income tax effect | 120 | (9) | 340 | 111 | 379 | 380 |
| b) | **Items that will be reclassified to profit or loss** | | | | | | |
| | Fair value changes on derivative designated as cash flow hedges, net | (24) | 75 | 8 | 51 | 11 | (198) |
| | Income tax effect | 6 | (19) | (2) | (13) | (3) | 50 |
| | **Other comprehensive income / (loss) for the period / year** | **(377)** | **84** | **(1,004)** | **(293)** | **(1,119)** | **(1,279)** |
| 11 | **Total comprehensive income (including other comprehensive income/(loss)) for the period / year [9+10]** | **7,652** | **5,141** | **3,714** | **12,793** | **8,226** | **18,340** |
| | **Profit for the period attributable to:** | | | | | | |
| | - Owners of the Company | 8,025 | 5,054 | 4,714 | 13,079 | 9,341 | 19,609 |
| | - Non controlling interest | 4 | 3 | 4 | 7 | 4 | 10 |
| | **Other comprehensive income / (loss) attributable to:** | | | | | | |
| | - Owners of the Company | (377) | 84 | (1,004) | (293) | (1,119) | (1,279) |
| | - Non controlling interest | * | - | - | * | - | * |
| | **Total comprehensive income (including other comprehensive income / (loss)) attributable to:** | | | | | | |
| | - Owners of the Company | 7,648 | 5,138 | 3,710 | 12,786 | 8,222 | 18,330 |
| | - Non controlling interest | 4 | 3 | 4 | 7 | 4 | 10 |
| 12 | Paid-up equity share capital | | | | | | |
| | *(Face Value of equity shares : Rs. 2 each fully paid up)* | 712 | 712 | 712 | 712 | 712 | 712 |
| 13 | Other Equity | | | | | | 130,159 |
| 14 | **Earnings Per Share (EPS) of Rs. 2 each (in Rupees) **** | | | | | | |
| | - Basic and diluted EPS | 22.55 | 14.21 | 13.26 | 36.76 | 26.25 | 55.09 |
| | ** not annualised except year end EPS | | | | | | |

* denotes figures less than a million

Price Waterhouse Chartered Accountants LLP
LLPIN AAC - 5001
FRN 012754N/N500016
Mumbai

SIEMENS LIMITED
MUMBAI

**SIEMENS LIMITED**

**Statement of consolidated assets and liabilities**

(Rs. in million)

| No. | Particulars | As at 31 March 2024 (Unaudited) | As at 30 September 2023 (Audited) |
|---|---|---|---|
| A | **ASSETS** | | |
| 1 | **Non-current assets** | | |
| a) | Property, plant and equipment | 9,644 | 9,622 |
| b) | Capital work-in-progress | 404 | 496 |
| c) | Right-of-Use assets | 2,465 | 2,376 |
| d) | Investment properties | 647 | 654 |
| e) | Goodwill (refer note 3) | 12,681 | 12,686 |
| f) | Other intangible assets | 4,735 | 5,047 |
| g) | Intangible assets under development | 3 | 5 |
| h) | Investment accounted using equity method | 14 | 13 |
| i) | Financial assets | | |
| | (i) Trade receivables | 1,426 | 975 |
| | (ii) Loans | 1,152 | 2,071 |
| | (iii) Other financial assets | 558 | 588 |
| j) | Contract assets | 2,522 | 1,493 |
| k) | Deferred tax assets (net) | 1,662 | 1,627 |
| l) | Current tax assets (net) | 7,334 | 7,749 |
| m) | Other non-current assets | 2,726 | 2,679 |
| | **Total non-current assets** | **47,973** | **48,081** |
| 2 | **Current assets** | | |
| a) | Inventories | 28,208 | 25,052 |
| b) | Financial assets | | |
| | (i) Trade receivables | 53,806 | 47,072 |
| | (ii) Cash and cash equivalents | 17,217 | 11,917 |
| | (iii) Bank balances other than cash and cash equivalents | 59,308 | 64,590 |
| | (iv) Loans | 6,953 | 5,217 |
| | (v) Other financial assets | 1,999 | 2,184 |
| c) | Contract assets | 12,853 | 11,541 |
| d) | Other current assets | 3,501 | 2,483 |
| | **Total current assets** | **183,845** | **170,056** |
| | Assets classified as held for sale | 3 | 371 |
| | **TOTAL ASSETS** | **231,821** | **218,508** |
| B | **EQUITY AND LIABILITIES** | | |
| 1 | **Equity** | | |
| a) | Equity share capital | 712 | 712 |
| b) | Other equity | 138,453 | 130,159 |
| | **Equity attributable to the owners of the Company** | **139,165** | **130,871** |
| | Non controlling interest | 86 | 86 |
| | **Total equity** | **139,251** | **130,957** |
| 2 | **Liabilities** | | |
| | **Non-current liabilities** | | |
| a) | Financial liabilities | | |
| | (i) Lease liabilities | 992 | 1,016 |
| | (ii) Trade payables | | |
| | Total outstanding dues of creditors other than micro and small enterprises | 6 | 12 |
| | (iii) Other financial liabilities | 622 | 939 |
| b) | Non-current provisions | 3,717 | 3,470 |
| | **Total non-current liabilities** | **5,337** | **5,437** |
| | **Current liabilities** | | |
| a) | Financial liabilities | | |
| | (i) Lease liabilities | 834 | 736 |
| | (ii) Trade payables | | |
| | Total outstanding dues of micro and small enterprises | 3,436 | 3,370 |
| | Total outstanding dues of creditors other than micro and small enterprises | 43,272 | 38,998 |
| | (iii) Other financial liabilities | 4,194 | 5,898 |
| b) | Contract liabilities | 18,620 | 16,340 |
| c) | Other current liabilities | 2,411 | 1,974 |
| d) | Current provisions | 13,263 | 12,696 |
| e) | Current tax liabilities (net) | 1,203 | 1,221 |
| | | **87,233** | **81,233** |
| f) | Advances received against assets held for sale | - | 881 |
| | **Total liabilities** | **92,570** | **87,551** |
| | **TOTAL EQUITY AND LIABILITIES** | **231,821** | **218,508** |

Price Waterhouse Chartered Accountants LLP
LLPIN AAC - 5001
FRN 012754N/N500016
Mumbai

SIEMENS LIMITED
MUMBAI

**SIEMENS LIMITED**

**Statement of consolidated cash flows for the six months ended 31 March 2024**

(Rs. in million)

| Particulars | Six months ended | |
|---|---|---|
| | 31 March 2024 (Unaudited) | 31 March 2023 (Unaudited) |
| ***Cash flow from operating activities*** | | |
| **Profit before tax** | **17,663** | **12,705** |
| **Adjustments for:** | | |
| Share of profit of associate | (1) | * |
| Finance costs | 347 | 136 |
| Bad debts | 30 | 18 |
| Loss allowance on trade and other receivables / advances, net | 82 | (137) |
| Depreciation and amortisation expense | 1,585 | 1,546 |
| Profit on sale of property, plant and equipment and assets held for sale, net | (2,173) | (94) |
| Unrealised exchange loss / (gain), net | (107) | 584 |
| Interest income | (2,655) | (1,994) |
| **Operating profit before working capital changes** | **14,771** | **12,764** |
| **Working capital adjustments** | | |
| (Increase) / decrease in inventories | (3,162) | (5,624) |
| (Increase) / decrease in trade and other receivables | (10,071) | (2,137) |
| Increase / (decrease) in trade payables and other liabilities | 4,085 | (1,034) |
| Increase / (decrease) in provisions | 370 | 704 |
| **Net change in working capital** | **(8,778)** | **(8,091)** |
| **Cash generated from operations** | **5,993** | **4,673** |
| Income tax paid (net of refunds) | (4,116) | (4,663) |
| **Net cash generated from operating activities** | **1,877** | **10** |
| ***Cash flow from investing activities*** | | |
| Purchase of property, plant and equipment and other intangible assets | (787) | (725) |
| Proceeds from sale of property, plant and equipments and assets held for sale | 1,606 | 116 |
| Receipt on account of purchase price adjustment for Mass-Tech (refer note 3) | 11 | - |
| Payment of holdback purchase consideration for investment in subsidiary (C&S Electric Limited) | - | (1,785) |
| Interest received | 2,257 | 1,896 |
| Inter corporate deposits given | (2,350) | (2,840) |
| Refund of inter corporate deposits given | 1,590 | 2,030 |
| Deposits (with original maturity of more than 3 months) with banks matured / (placed), net | 5,283 | 10,624 |
| **Net cash generated from investing activities** | **7,610** | **9,316** |
| ***Cash flow from financing activities*** | | |
| Interest paid | (114) | (46) |
| Payment of principal of lease liabilities | (440) | (312) |
| Payment of interest of lease liabilities | (68) | (73) |
| Dividend paid (including tax thereon) | (3,568) | (3,562) |
| **Net cash used in financing activities** | **(4,190)** | **(3,993)** |
| **Net increase in cash and cash equivalents** | **5,297** | **5,333** |
| **Cash and cash equivalents at beginning of the period** | **11,917** | **10,006** |
| **Effect of exchange gain / (loss) on cash and cash equivalents** | **3** | **(1)** |
| **Cash and cash equivalents at the end of the period** | **17,217** | **15,338** |
| ***Non cash transaction from investing and financing activities*** | | |
| Acquisition of Right-of-Use assets | 418 | 313 |

* denotes figures less than a million

Price Waterhouse Chartered Accountants LLP
LLPIN AAC - 5001
FRN 012754N/N500016
Mumbai

SIEMENS LIMITED
MUMBAI

## SIEMENS LIMITED

**Segmentwise revenue, results, assets & liabilities for the quarter and six months ended 31 March 2024**

(Rs. in million)

| Particulars | Consolidated | | | | | |
|---|---|---|---|---|---|---|
| | Quarter ended | | | Six months ended | | Year ended |
| | 31 March | 31 December | 31 March | 31 March | 31 March | 30 September |
| | 2024 (Unaudited) | 2023 (Unaudited) | 2023 (Unaudited) | 2024 (Unaudited) | 2023 (Unaudited) | 2023 (Audited) |
| **1. Segment Revenue** | | | | | | |
| Energy (refer note 1) | 16,375 | 11,454 | 15,554 | 27,829 | 27,155 | 60,803 |
| Smart Infrastructure | 21,655 | 18,523 | 17,249 | 40,178 | 32,446 | 70,744 |
| Mobility | 7,573 | 6,597 | 4,864 | 14,170 | 8,702 | 21,602 |
| Digital Industries | 10,419 | 10,379 | 8,982 | 20,798 | 16,728 | 35,229 |
| Portfolio Companies * | 2,171 | 2,219 | 2,425 | 4,390 | 4,872 | 9,547 |
| Others | 275 | 161 | 337 | 436 | 570 | 1,172 |
| | **58,468** | **49,333** | **49,411** | **107,801** | **90,473** | **199,097** |
| **Less : Inter segment revenue** | 969 | 1,081 | 833 | 2,050 | 1,744 | 3,559 |
| **Total revenue from operations** | **57,499** | **48,252** | **48,578** | **105,751** | **88,729** | **195,538** |
| **2. Segment Results** | | | | | | |
| Energy (refer note 1) | 2,243 | 1,251 | 1,766 | 3,494 | 3,097 | 6,873 |
| Smart Infrastructure | 3,097 | 1,964 | 1,947 | 5,061 | 3,275 | 7,450 |
| Mobility | 698 | 492 | 423 | 1,190 | 558 | 1,166 |
| Digital Industries | 1,721 | 1,313 | 969 | 3,034 | 3,060 | 5,035 |
| Portfolio Companies * | 214 | 142 | 308 | 356 | 644 | 1,097 |
| Others | 10 | 14 | 14 | 24 | 24 | 42 |
| **Profit from operations** | **7,983** | **5,176** | **5,427** | **13,159** | **10,658** | **21,663** |
| **Add :** | | | | | | |
| **a) Other Income (refer note 2)** | 3,210 | 1,641 | 1,166 | 4,851 | 2,183 | 4,962 |
| **Less :** | | | | | | |
| **b) Finance costs** | 313 | 34 | 99 | 347 | 136 | 228 |
| **Profit before tax** | **10,880** | **6,783** | **6,494** | **17,663** | **12,705** | **26,397** |
| **3. Segment Assets** | | | | | | |
| Energy (refer note 1) | 44,142 | 43,629 | 36,264 | 44,142 | 36,264 | 41,218 |
| Smart Infrastructure | 55,500 | 56,507 | 51,331 | 55,500 | 51,331 | 51,043 |
| Mobility | 21,762 | 21,134 | 16,963 | 21,762 | 16,963 | 18,331 |
| Digital Industries | 13,868 | 16,285 | 12,159 | 13,868 | 12,159 | 11,476 |
| Portfolio Companies * | 1,996 | 2,102 | 1,860 | 1,996 | 1,860 | 2,044 |
| Others | 1,826 | 1,765 | 2,541 | 1,826 | 2,541 | 1,839 |
| **Total Segment Assets** | **139,094** | **141,422** | **121,118** | **139,094** | **121,118** | **125,951** |
| Unallocated (including cash and bank balances) | 92,724 | 86,989 | 82,017 | 92,724 | 82,017 | 92,186 |
| Assets classified as held for sale | 3 | 371 | - | 3 | - | 371 |
| **Total Assets** | **231,821** | **228,782** | **203,135** | **231,821** | **203,135** | **218,508** |
| **4. Segment Liabilities** | | | | | | |
| Energy (refer note 1) | 36,312 | 34,391 | 30,959 | 36,312 | 30,959 | 33,880 |
| Smart Infrastructure | 24,401 | 24,994 | 21,806 | 24,401 | 21,806 | 22,785 |
| Mobility | 14,998 | 14,099 | 11,283 | 14,998 | 11,283 | 12,481 |
| Digital Industries | 7,137 | 7,921 | 6,459 | 7,137 | 6,459 | 6,915 |
| Portfolio Companies * | 2,745 | 2,658 | 2,899 | 2,745 | 2,899 | 2,861 |
| Others | 1,040 | 1,134 | 1,747 | 1,040 | 1,747 | 1,290 |
| **Total Segment Liabilities** | **86,633** | **85,197** | **75,153** | **86,633** | **75,153** | **80,212** |
| Unallocated | 5,937 | 6,631 | 7,138 | 5,937 | 7,138 | 6,458 |
| Advances received against assets held for sale | - | 855 | - | - | - | 881 |
| **Total Liabilities** | **92,570** | **92,683** | **82,291** | **92,570** | **82,291** | **87,551** |

*During the quarter ended 31 December 2023, there has been a reorganisation in Digital Industries segment, due to which the Low Voltage Motors business is reported under Portfolio Companies segment. Accordingly, the comparative figures for the previous periods have been restated.

Price Waterhouse Chartered Accountants LLP
LLPIN AAC - 5001
FRN 012754N/N500016
Mumbai

SIEMENS LIMITED
MUMBAI

**Notes:**

1 The Board of Directors of the Holding Company, at its meeting held on 14 May 2024, basis the recommendations of the Audit Committee and Committee of Independent Directors, has approved a scheme of arrangement amongst the Holding Company, Siemens Energy India Limited ("SEIL") (a wholly owned subsidiary of the Holding Company, which was incorporated on 7 February 2024) and their respective shareholders and creditors, providing for the demerger of the Group's energy business to SEIL ("Proposed Transaction") in compliance with Sections 230 to 232 and other applicable provisions of the Companies Act, 2013. The Proposed Transaction is, inter alia, subject to receipt of requisite approvals from the statutory and regulatory authorities, including the approval from BSE Limited, National Stock Exchange of India Limited, the Securities and Exchange Board of India, the respective shareholders and creditors of the Holding Company and SEIL and National Company Law Tribunal.

2 Other income includes the following:

(Rs. in million)

| Particulars | Quarter ended | | | Six months ended | | Year ended |
|---|---|---|---|---|---|---|
| | 31 March 2024 | 31 December 2023 | 31 March 2023 | 31 March 2024 | 31 March 2023 | 30 September 2023 |
| Gain on sale of properties (including assets held for sale) | 1,923 | 256 | 62 | 2,179 | 62 | 243 |

3 During the previous year, on 1 July 2023, the Holding Company acquired Electric Vehicle division of Mass-Tech Controls Private Limited ("Mass-Tech") for a cash consideration of Rs. 380 million, subject to adjustments mutually agreed between the parties to the transaction.

The fair value of assets and liabilities acquired have been determined provisionally in accordance with IND AS 103 'Business Combinations'. The purchase price has been provisionally allocated to the assets acquired and liabilities assumed based on the estimated fair values at the date of acquisition. The excess of the purchase price over the fair value of the net assets acquired has been allocated to goodwill. The Group believes that the information provides a reasonable basis for estimating the fair values of assets and liabilities acquired, but the potential for measurement period adjustments exists based on a continuing review of matters related to the acquisition. The purchase price allocation is expected to be completed within one year.

Details of purchase consideration, the net assets acquired and provisional goodwill are as follows:

(Rs. in million)

| Particulars | As at 31 March 2024 | As at 30 September 2023 |
|---|---|---|
| Purchase consideration | 380 | 380 |
| Less: Purchase price adjustments | (12) | (1) |
| **Net Purchase Consideration** | **368** | **379** |
| Less: Fair Value of net identifiable assets acquired | 41 | 47 |
| **Provisional goodwill** | **327** | **332** |

4 Previous period figures have been reclassified to conform the current year's classification wherein, "Contract liabilities" amounting to Rs. 4,142 million have been netted off with "Contract assets-Current"; "Contract assets – Current" amounting to Rs. 1,493 million has been reclassed to "Contract assets - Non-current" and "Non-current provisions" amounting Rs. 791 million has been reclassed to "Current provisions".

5 The above consolidated unaudited financial results were reviewed and approved by the Audit Committee and Board of Directors at their meetings held on 14 May 2024.

For Siemens Limited

Price Waterhouse Chartered Accountants LLP
LLPIN AAC - 5001
FRN 012754N/N500016
Mumbai

SIEMENS LIMITED MUMBAI

**Sunil Mathur**
Managing Director and Chief Executive Officer

Place : Mumbai
Date : 14 May 2024

**Siemens Limited**
Registered office : Birla Aurora, Level 21, Plot No. 1080, Dr. Annie Besant Road, Worli, Mumbai - 400030
Corporate Identity Number: L28920MH1957PLC010839
Tel.: +91 22 6251 7000; Fax: +91 22 2436 2404
Email / Contact : Corporate-Secretariat.in@siemens.com / www.siemens.co.in/contact
Website: www.siemens.co.in

# Price Waterhouse Chartered Accountants LLP

The Board of Directors
Siemens Energy India Limited
Birla Aurora, Level 21, Plot No. 1080,
Dr. Annie Besant Road, Worli,
Mumbai, Maharashtra, India, 400030

**Report on special purpose financial statements**

1. This report is issued in accordance with the terms of our agreement dated May 13, 2024.

2. We have audited the accompanying special purpose financial statements of Siemens Energy India Limited (the "Company") which comprise the Balance Sheet as at March 31, 2024, and the Statement of Profit and Loss (including Other Comprehensive Income) for the period February 7, 2024 (date of incorporation of the Company) to March 31, 2024, the Statement of Changes in Equity and the Statement of Cash Flows for the period then ended, and a summary of material accounting policies and other explanatory information, which we have signed under reference to this report.

**Management's Responsibility for the Special Purpose Financial Statements**

3. Management is responsible for the preparation of these special purpose financial statements in accordance with the principles of Indian Accounting Standards ('Ind AS') notified under the Companies (Companies Indian Accounting Standards) Rules, 2015 to be read with Section 133 of the Companies Act, 2013 and Companies (Accounts) Rules, 2014, as amended to the extent considered relevant by it for the purpose for which these special purpose financial statements have been prepared (the "accounting principles generally accepted in India"). The responsibility includes the design, implementation and maintenance of internal control relevant to the preparation of special purpose financial statements that are free from material misstatement, whether due to fraud or error.

**Auditors' Responsibility**

4. Our responsibility is to express an opinion on these special purpose financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 ("the Act") and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the special purpose financial statements are free from material misstatement.

5. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the special purpose financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the special purpose financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the special purpose financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by Management, as well as evaluating the overall presentation of the financial statements.

6. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

7. Based on our audit, we report that:

   a. We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit;

   b. The Balance Sheet, Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this report are in agreement with the books of account;

Price Waterhouse Chartered Accountants LLP
LLPIN AAC - 5001
FRN 012754N/N500016
Mumbai

Price Waterhouse Chartered Accountants LLP, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai - 400 028
T: +91 (22) 66691500, F: +91 (22) 66547804 / 07

Registered office and Head office: Sucheta Bhawan, 11A Vishnu Digambar Marg, New Delhi 110 002

Price Waterhouse (a Partnership Firm) converted into Price Waterhouse Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAC-5001) with effect from July 25, 2014. Post its conversion to Price Waterhouse Chartered Accountants LLP, its ICAI registration number is 012754N/N500016 (ICAI registration number before conversion was 012754N)

c. In our opinion and to the best of our information and according to the explanations given to us, the special purpose financial statements, together with the notes thereon and attached thereto, fairly present, in all material respects, in conformity with the accounting principles generally accepted in India:

(i) in the case of the Balance Sheet, the state of affairs of the Company as at March 31, 2024;

(ii) in the case of the Statement of Profit and Loss (including Other Comprehensive Income), the loss for the period February 7, 2024 to March 31, 2024;

(iii) in the case of the Statement of Changes in Equity, the changes in equity for the period February 7, 2024 to March 31, 2024; and

(iv) in the case of the Statement of Cash Flows, of the cash flows for the period February 7, 2024 to March 31, 2024

**Emphasis of Matter – Basis of Preparation**

8. We draw attention to Note 2.1 (A) to the special purpose financial statements, which describes the basis of its preparation. The special purpose financial statements are not the statutory financial statements of the Company, and are not intended to, and do not, comply with the disclosure provisions applicable to statutory financial statements prepared under the Companies Act, 2013, as those are considered irrelevant by the Management and the intended users of the special purpose financial statements for the purposes for which those have been prepared. Our opinion is not modified in respect of this matter.

**Other Matter**

9. The special purpose financial statements dealt with by this report, have been prepared for the express purpose of onward submission by the Company to Siemens Limited ('Demerged Company') in connection with filing of the Scheme of Arrangement between Demerged Company and the Company and their respective shareholders and creditors under section 230 to 232 and other applicable provisions of the Companies Act, 2013 (the 'Scheme') with the BSE Limited ('BSE'), pursuant to the requirement of providing financial details from audited financial statements for the previous 3 years as prescribed under Annexure IV of the 'Documents to be submitted along with application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations') and with the National Stock Exchange of India Limited ('NSE') under Annexure B of the 'List of documents to be submitted for obtaining observation letter under Regulation 37 of the LODR Regulations (the 'Purpose').

**Restriction on Use**

10. Our obligations in respect of this report are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of any financial statements of the Company.

11. The report is issued at the request of the Board of Directors of the Company to whom it is addressed for Purpose stated above and shall not disclose our deliverables or refer to it or otherwise disclose in any public document or make the benefit of the Services available to anyone else or refer to the contents of the report or the finding of our work to any party or for any other purposes. Our report shall not be used for any other purposes or by any other person. Price Waterhouse Chartered Accountants LLP do not accept or assume any responsibility or any duty of care or liability to whom this report is shown or into whose hands it may come without our prior consent in writing.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N/N500016

Sumit Seth
Partner
Membership Number: 105869
UDIN: 24105869BKFWTT2529

Date: May 14, 2024
Place: Mumbai

**Siemens Energy India Limited**

Special Purpose Financial Statements
for the period February 7, 2024 to March 31, 2024

# Siemens Energy India Limited

## Balance Sheet
as at March 31, 2024

(Currency : Indian rupees)

| | Notes | March 31, 2024 |
|---|---|---|
| **ASSETS** | | |
| **Current assets** | | |
| Financial assets | | |
| - Cash and cash equivalents | 3 | **100,000** |
| | | **100,000** |
| **TOTAL** | | **100,000** |
| **EQUITY AND LIABILITIES** | | |
| **Equity** | | |
| Equity share capital | 4 | **100,000** |
| Other equity | 5 | **(543,085)** |
| | | **(443,085)** |
| **Liabilities** | | |
| **Current liabilities** | | |
| Financial liabilities | | |
| - Trade payables | | |
| Total outstanding dues of micro and small enterprises | 6 | **-** |
| Total outstanding dues of creditors other than micro and small enterprises | | **500,000** |
| - Other financial liabilities | 7 | **43,085** |
| | | **543,085** |
| **TOTAL** | | **100,000** |
| **Material and other accounting policies** | 2.1 and 2.2 | |
| **The accompanying notes are an integral part of the special purpose financial statements** | 1 to 17 | |

**As per our report of even date**

**For Price Waterhouse Chartered Accountants LLP**
Firm Registration Number: 012754N/N500016
Chartered Accountants

**Sumit Seth**
Partner
Membership No: 105869

Place : Mumbai
Date: May 14, 2024

**For and on behalf of the Board of Directors of Siemens Energy India Limited**

**Sunil Mathur**
Director
DIN : 02261944

Place : Mumbai
Date: May 14, 2024

**Harish Shekar**
Director
DIN : 10497617

Place : Mumbai
Date: May 14, 2024

# Siemens Energy India Limited

## Statement of Profit and Loss

For the period February 7, 2024 to March 31, 2024

(Currency : Indian rupees)

| Particulars | Notes | For the period February 7, 2024 to March 31, 2024 |
|---|---|---|
| **EXPENSES** | | |
| Other expenses | 8 | **543,085** |
| **Total expenses** | | **543,085** |
| **Loss before tax for the period** | | **(543,085)** |
| **Tax expense** | | |
| Current tax | | - |
| Deferred tax | | - |
| **Total tax expense** | | - |
| **Loss after tax for the period** | | **(543,085)** |
| **Other Comprehensive Income** | | - |
| **Total Comprehensive Loss for the period** | | **(543,085)** |
| **Basic and diluted earnings per equity share (in Rs.)** (Equity shares of face value of Rs 2 each) | 10 | **(10.86)** |
| **Material and other accounting policies** | 2.1 and 2.2 | |
| **The accompanying notes are an integral part of the special purpose financial statements** | 1 to 17 | |

**As per our report of even date**

**For Price Waterhouse Chartered Accountants LLP**
Firm Registration Number: 012754N/N500016
Chartered Accountants

**Sumit Seth**
Partner
Membership No: 105869

Place : Mumbai
Date: May 14, 2024

**For and on behalf of the Board of Directors of Siemens Energy India Limited**

**Sunil Mathur**
Director
DIN : 02261944

Place : Mumbai
Date: May 14, 2024

**Harish Shekar**
Director
DIN : 10497617

Place : Mumbai
Date: May 14, 2024

# Siemens Energy India Limited

## Statement of Cash flows

For the period February 7, 2024 to March 31, 2024

(Currency : Indian rupees)

| Particulars | For the period February 7, 2024 to March 31, 2024 |
|---|---|
| **Cash flow from operating activities** | |
| Loss before tax | (543,085) |
| **Operating Loss before working capital changes** | (543,085) |
| **Adjustment for changes in working capital** | |
| Increase in trade payables and other financial liabilities | 543,085 |
| **Net change in working capital** | 543,085 |
| **Net cash flow from operating activities (A)** | - |
| **Cash flow from financing activities** | |
| Issue of equity share capital | 100,000 |
| **Net cash flow from financing activities (B)** | 100,000 |
| **Net increase in cash and cash equivalents (A+B)** | 100,000 |
| **Cash and cash equivalents at beginning of the period** | - |
| **Cash and cash equivalents at the end of the period (Refer note 3 - Cash and cash equivalents)** | 100,000 |

**Note:**

1. The Statement of Cash Flow has been prepared using the 'Indirect Method' set out in Ind AS 7 - Statement of Cash Flows.
2. There is no non-cash transaction.

**Material and other accounting policies** 2.1 and 2.2

**The accompanying notes are an integral part of the special purpose financial statements** 1 to 17

**As per our report of even date**

**For Price Waterhouse Chartered Accountants LLP**
Firm Registration Number: 012754N/N500016
Chartered Accountants

**Sumit Seth**
Partner
Membership No: 105869

Place : Mumbai
Date: May 14, 2024

**For and on behalf of the Board of Directors of Siemens Energy India Limited**

**Sunil Mathur**
Director
DIN : 02261944

Place : Mumbai
Date: May 14, 2024

**Harish Shekar**
Director
DIN : 10497617

Place : Mumbai
Date: May 14, 2024

# Siemens Energy India Limited

**Statement of Changes in Equity**
For the period February 7, 2024 to March 31, 2024

(Currency : Indian rupees)

**A Equity share capital (Refer note 4)**

| Particulars | Balance at the beginning of the reporting period | Changes in equity share capital during the period | Balance at the end of the reporting period |
|---|---|---|---|
| **Equity shares of Rs. 2 each issued, subscribed and fully paid** | | | |
| **As at March 31, 2024** | - | **100,000** | **100,000** |

**B Other equity**

**Current reporting period**

| Particulars | Retained earnings |
|---|---|
| **Balance as at February 7, 2024** | - |
| Loss for the period | (543,085) |
| Other comprehensive income, net | - |
| **Total comprehensive loss for the period** | **(543,085)** |
| **Balance at March 31, 2024** | **(543,085)** |

**Material and other accounting policies** 2.1 and 2.2

**The accompanying notes are an integral part of the special purpose financial statements** 1 to 17

**As per our report of even date**

**For Price Waterhouse Chartered Accountants LLP**
Firm Registration Number: 012754N/N500016
Chartered Accountants

**Sumit Seth**
Partner
Membership No: 105869

Place : Mumbai
Date: May 14, 2024

**For and on behalf of the Board of Directors of Siemens Energy India Limited**

**Sunil Mathur**
Director
DIN : 02261944

Place : Mumbai
Date: May 14, 2024

**Harish Shekar**
Director
DIN : 10497617

Place : Mumbai
Date: May 14, 2024

**Siemens Energy India Limited**

**Notes forming part of special purpose financial statements**

(Currency: Indian rupees)

## 1. Background

Siemens Energy India Limited ("The Company") is a Company incorporated on February 7, 2024 and domiciled in India with its registered office at Birla Aurora, Level 21, Plot No. 1080, Dr. Annie Besant Road, Worli, Mumbai – 400030.

The Company is incorporated on February 7, 2024 as a wholly owned subsidiary of Siemens Limited to take over the energy business undertaking from Siemens Limited which offers fully integrated products, solutions and services across the energy value chain of oil and gas production, power generation and transmission for various customers such as utilities, independent power producers and engineering, procurement and construction (EPC) companies comprising of the entire part of the business.

## 2.1 Material accounting policies

### (A) Basis of preparation of special purpose financial statements

The special purpose financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Companies Act.

The financial statements have been prepared and presented under the historical cost convention.

The financial statements are presented in INR, which is the functional currency.

The Company (the 'Resulting Company') is proposing to enter into a draft scheme of arrangement for demerger, transfer and vesting of the energy business undertaking from Siemens Limited (the 'Demerged Company') into the Company and reduction and cancellation of the pre-scheme share capital of the Company, between the Company, the Demerged Company and their respective shareholders and creditors in terms of the provisions of Sections 230 to 232 of the Companies Act, 2013 (the 'Act').

The Special Purpose Financial Statements of the Resulting Company have been prepared for onward submission to Siemens Limited in connection with filing of the Scheme of Arrangement between Demerged Company and the Company and their respective shareholders and creditors under the Act with the BSE Limited ('BSE'), pursuant to the requirement of providing financial details from audited financial statements for the previous 3 years as prescribed under Annexure IV of the 'Documents to be submitted along with application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations') and with the National Stock Exchange of India Limited ('NSE') under Annexure B of the 'List of documents to be submitted for obtaining observation letter under Regulation 37 of the LODR Regulations.

The special purpose financial statements are not considered as the statutory financial statements of the Company, and would not comply with the disclosure provisions applicable to statutory financial statements prepared under the Companies Act, 2013.

The special purpose financial statements were authorised for issue in accordance with a resolution of Board of Directors on May 14, 2024.

Price Waterhouse Chartered Accountants LLP
LLPIN AAC - 5001
FRN 012754N/N500016
Mumbai

SIEMENS ENERGY INDIA LIMITED

**(B) Current versus non-current classification**

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle. Based on the nature of business and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

**(C) Significant accounting judgements, estimates and assumptions**

The preparation of special purpose financial statements in conformity with Ind AS requires management to make estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively.

The key assumptions concerning the future and other key sources of estimating 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 period, is described below.

The Company has based its assumptions and estimates on parameters available when the special purpose 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.

**Taxes -** Significant management judgment 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.

**(D) Cash and Cash equivalents**

For the purpose of presentation in the statement of Cash Flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts.

**(E) 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.

**Financial assets**

**Initial recognition and measurement**

On initial recognition, financial assets are recognised at fair value except trade receivables which are recognized at transaction price as they do not contain a significant financing component.

Price Waterhouse Chartered Accountants LLP
LLPIN AAC - 5001
FRN 012754N/N500018
Mumbai

SIEMENS ENERGY INDIA LIMITED

**Subsequent measurement**

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business where the objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**Financial liabilities**

**Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss (FVTPL), or as payables, as appropriate.

The transaction costs are attributed to the acquisition or issue of the financial liabilities.

The Company's financial liabilities include trade and other payables.

**Subsequent measurement**

Financial liabilities are initially measured at fair value minus, in case of financial liabilities not at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial liabilities.

Subsequent to initial recognition these financial liabilities are measured at amortised cost using effective interest method.

**2.2 Other accounting policies**

**(A) Taxation**

Income-tax expense comprises current tax (i.e. amount of tax for the year determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effect of temporary differences between accounting income and taxable income for the year) computed in accordance with the relevant provisions of the Income Tax Act, 1961. Current tax and deferred tax are recognised in the Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

The current tax payable is based on taxable profit for the year. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted, by the end of the reporting period. Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant taxpaying units intend to settle the asset and liability on a net basis.

Deferred tax is provided using the balance sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet

date. Deferred tax assets are generally recognised for all deductible temporary differences to the extent it is probable that taxable profits will be available against those deductible temporary differences and can be realised. Deferred tax assets are reviewed as at each balance sheet date and written down to the extent it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

**(B) Earnings per share**

**Basic earnings per share**

Basic earnings per share is calculated by dividing:
- the profit/ loss attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

**Diluted earnings per share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:
- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

Price Waterhouse Chartered Accountants LLP
LLPIN AAC - 5001
FRN 012754N/N500016
Mumbai

SIEMENS ENERGY INDIA LIMITED

# Siemens Energy India Limited

## Notes forming part of special purpose financial statements (continued)

(Currency : Indian rupees)

| 3 | **Cash and cash equivalents** | **March 31, 2024** |
|---|---|---|
| | **Balances with banks** | |
| | Current accounts | 100,000 |
| | | 100,000 |

| 4 | **Equity Share capital** | **March 31, 2024** |
|---|---|---|
| | **Authorised** | |
| | 50,000 equity shares of Rs 2 each | 100,000 |
| | | 100,000 |
| | **Issued, Subscribed and fully paid-up** | 100,000 |
| | 50,000 equity shares of Rs 2 each | 100,000 |

a) **Shares held by Holding Company:**
50,000 equity shares of Rs. 2 each fully paid up are held by Siemens Limited, the Holding Company

b) **Reconciliation of the number of shares outstanding at the beginning and at the end of the period:**

| Particulars | March 31, 2024 | |
|---|---|---|
| | Number | Amount |
| Shares outstanding at the beginning of the period | - | - |
| Add: Shares issued during the period | 50,000 | 100,000 |
| Shares outstanding at the end of the period | 50,000 | 100,000 |

c) **Details of shareholders holding more than 5% shares in the Company :**

| Name of shareholder | March 31, 2024 | |
|---|---|---|
| | No. of shares held | No. of shares held |
| Siemens Limited, the Holding Company | 50,000 | 50,000 |

As per records of the Company, including its register of shareholders / members the above shareholding represents both legal and beneficial ownerships of shares.

d) **Details of shares held by promoters**

| Promoter name | March 31, 2024 | | |
|---|---|---|---|
| | No. of shares | % of total shares | % change during the period |
| Siemens Limited, the Holding Company | 50,000 | 100% | 100% |

e) **Terms / rights attached to equity shares:**
The Company has only one class of equity shares having a par value of Rs. 2 per share. Each holder of equity shares is entitled to one vote per share. They entitle the holder to participate in dividends. In the event of liquidation of Company the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts (if any). The distribution will be in proportion to the number of equity shares held by the share holders.

5 **Other equity**

**Nature and purpose of reserve**
Retained earnings represents losses for the period.

| 6 | **Trade payables - Current** | **March 31, 2024** |
|---|---|---|
| | Total outstanding dues of micro and small enterprises | - |
| | Total outstanding dues of creditors other than micro and small enterprises | 500,000 |
| | | 500,000 |

| 7 | **Other Financial Liabilities - Current** | **March 31, 2024** |
|---|---|---|
| | Payable to Holding Company | 43,085 |
| | | 43,085 |

Price Waterhouse Chartered Accountants LLP
LLPIN AAC - 5001
FRN 012754N/N500016
Mumbai

SIEMENS ENERGY INDIA LIMITED

# Siemens Energy India Limited

## Notes forming part of special purpose financial statements (continued)

(Currency : Indian rupees)

| 8 Other expenses | For the period February 7, 2024 to March 31, 2024 |
|---|---|
| Legal and professional fees | 35,707 |
| Payments to auditors | 500,000 |
| Rates and taxes | 3,076 |
| Printing and stationery | 4,302 |
| | 543,085 |

| Payments to auditors | For the period February 7, 2024 to March 31, 2024 |
|---|---|
| In other capacities: | |
| For other services (audit of special purpose financial statements) | 500,000 |
| | 500,000 |

**9 Related party transactions**

**9.1 Parties where control exists**

| | |
|---|---|
| Siemens AG (Germany) | Ultimate Holding Company |
| Siemens Limited (India) | Holding Company |

**9.2 Key Managerial personnel**

| | |
|---|---|
| Directors | Mr. Sunil Mathur |
| | Mr. Harish Shekar |
| | Mr. Ketan Thaker |

**9.3.1 Related party transactions**

| Particulars | For the period February 7, 2024 to March 31, 2024 |
|---|---|
| | Holding Company |
| **Reimbursement of incorporation expenses** | |
| - Siemens Limited | 43,085 |

**9.3.2 Related party balances**

| Particulars | March 31, 2024 |
|---|---|
| | Holding Company |
| **Reimbursement of expenses payable** | |
| - Siemens Limited | 43,085 |

| 10 Earnings per share: | For the period February 7, 2024 to March 31, 2024 |
|---|---|
| Loss attributable to equity shareholders of the Company (A) | (543,085) |
| Weighted average number of equity shares outstanding during the period (B) | 50,000 |
| **Basic earnings per equity share (A/B)** | (10.86) |

Note: There is no dilution to the basic earnings per share as there are no anti- dilutive instruments.

Price Waterhouse Chartered Accountants LLP
LLPIN AAC - 5001
FRN 012754N/N500016
Mumbai

SIEMENS ENERGY INDIA LIMITED

# Siemens Energy India Limited

**Notes forming part of special purpose financial statements (Continued)**

(Currency : Indian rupees)

**11 Capital management:**

For the purpose of the Company's capital management, equity includes equity share capital and all other equity reserves attributable to the equity holders of the Company. The Company manages its capital to optimise returns to the shareholders and makes adjustments to it in light of changes in economic conditions or its business requirements.

**12 Financial instruments:**

The carrying amounts of financial instruments such as cash and cash equivalents, trade payables and other current financial liabilities approximates to their fair values due to their short term nature.

**13 Financial risk management:**

**(A) Credit risk:**

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk primarily arises from cash and cash equivalents. Credt risk on cash and cash equivalents are limited as the Company has banking relationship with banks having high credit ratings.

**(B) Liquidity risk:**

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Further, refer to note 15 of the special purpose financial statements.

**14 Segment information:**

Based on the management approach as defined in Ind AS 108, the Chief Operating Decision maker evaluates the Company's performance as a whole. Currently, there are no business transactions in the Company and hence segment information has not been provided.

15 In accordance with the Company's accounting policy in Note 2.2 (A), the deferred tax assets on carry forward tax losses and deductible temporary differences as at March 31, 2024 are not recognised.

16 The Company has accumulated loss of INR 543,085 as at March 31, 2024. Based on the support letter received from Siemens Limited, the Holding Company, the Company would be able to meet its financial obligations as and when they fall due for payment in normal course of business until the earlier of, the Effective Date (as defined under the scheme of arrangement) or until a period of twelve months from the date of the letter has expired. Accordingly, these special purpose financial statements have been prepared on going concern basis.

17 The Company was incorporated on February 7, 2024 and its first financial period for the purpose of these special purpose financial statements is February 7, 2024 to March 31, 2024 and hence comparitive information is not applicable.

**As per our report of even date**

**For Price Waterhouse Chartered Accountants LLP**
Firm Registration Number: 012754N/N500016
Chartered Accountants

**Sumit Seth**
Partner
Membership No: 105869

Place : Mumbai
Date: May 14, 2024

**For and on behalf of the Board of Directors of Siemens Energy India Limited**

**Sunil Mathur**
Director
DIN : 02261944

Place : Mumbai
Date: May 14, 2024

**Harish Shekar**
Director
DIN : 10497617

Place : Mumbai
Date: May 14, 2024

SIEMENS ENERGY INDIA LIMITED