

Date: 7th July, 2023

Ref: TRIL/SECT/2023-24/NSE-BSE/COMPL/32

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| To, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Security Code : 532928 | To, National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051 Trading Symbol : TRIL |
| To, National Securities Depository Limited Trade World, 5th floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013 | To, Central Depository Services (India) Limited Phiroze Jeejeebhoy Towers, 17th Floor, Dalal Street, Fort Mumbai - 400 023 |

Dear Sir/Madam,

Sub: Intimation of 29th Annual General Meeting and Annual Report for the financial year 2023-24 and Book Closure, Cut-off date and period of e-Voting for 29th Annual General Meeting

The 29th Annual General Meeting of the Company will be held on Monday, 31st July, 2023 at 11:00 a.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”). With reference to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we send herewith 29th Annual Report for the financial year 2022-23.

Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 29th July, 2023 to Monday, 31st July, 2023 (both day inclusive) for the purpose of AGM as well as Dividend. Record date for Dividend is 28th July, 2023

Monday, 24th July, 2023 will be the cut-off date for the purpose of offering remote e-Voting facility to our members in respect of the businesses to be transacted at the 29th Annual General Meeting. The remote e-Voting period commences on Friday, 28th July, 2023 (9.00 a.m.) and ends on Sunday, 30th July, 2023 (5.00 p.m.). E-voting during 29th AGM will open during AGM. The e-Voting module shall be disabled for voting thereafter.

Please take the same on your record.

Thanking you,

Yours faithfully,

For Transformers and Rectifiers (India) Limited

**Rakesh Kiri
Company Secretary**

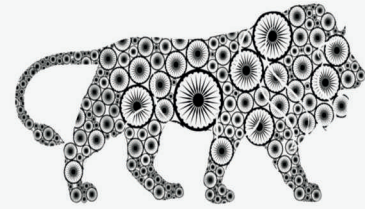
**C.C: To
Link Intime India Private Limited,
C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400 083**

T & R is one of the leading manufacturers of a wide range of transformers globally. Today T & R is second largest Transformer manufacturing company based on Capacity in India. It has capability to develop world class power, distribution, furnace and specialty transformers with world class infrastructure at three plants around the city of Ahmedabad (Gujarat, India). T & R is managed by a highly skilled and experienced team of approximately 1200 employees, who consistently ensure that each and every activity factors in an adherence to high quality benchmarks established by the organisation.

CIN No.: L33121GJ1994PLC022460



ISO 9001:2015 | ISO 14001:2015 | ISO 45001:2018



40+ years of experience in
**Manufacturing, Designing,
and Servicing** of Energy Efficient
Transformers & Reactors

29th Annual Report 2022-23

TRANSFORMERS & RECTIFIERS (INDIA) LTD.

transformers & rectifiers (india) ltd

HEAD OFFICE & SITE 1: SURVEY NO. 427P3-4 & 431P1-2, OPP. NOVA PETROCHEMICALS, SARKHEJ-BAYLA HIGHWAY, POST: MORAIYA, TALUKA: SANAND, AHMEDABAD - 382 213, GUJARAT, INDIA.

Bureau Veritas Certification Holding SAS - UK Branch certifies that the Management System of the above organization has been audited and found to be in accordance with the requirements of the Management System standards detailed below.

Standards

ISO 9001:2015, ISO 14001:2015 & ISO 45001:2018

Scope of certification

DESIGN OF DISTRIBUTION TRANSFORMERS, POWER TRANSFORMERS, PHASE SHIFTING TRANSFORMERS, FURNACE TRANSFORMERS, TRACK SIDE TRANSFORMERS, CONVERTER DUTY TRANSFORMERS, SERIES & SHUNT REACTORS.

MANUFACTURE AND SERVICE OF POWER TRANSFORMERS (UP TO 750 MVA, 765 KV CLASS), FURNACE TRANSFORMERS, TRACK SIDE TRANSFORMERS, CONVERTER DUTY TRANSFORMERS (UP TO 300 MVA, 220 KV CLASS) AND SERIES & SHUNT REACTORS (UP TO 180 MVA, 765 KV CLASS).

MANUFACTURE OF INSULATION COMPONENTS FOR ALL TYPES OF TRANSFORMERS AND SERIES/SHUNT REACTORS (UP TO 765 KV CLASS).

Original cycle start date For ISO 9001 & ISO 14001: **15 November 2011**
 Original cycle start date For ISO 45001: **14 November 2020**
 Expiry date of previous cycle For ISO 9001 & ISO 14001: **14 November 2020**
 Expiry date of previous cycle For ISO 45001: **Not Applicable**
 Recertification Audit date: **14 October 2020**
 Recertification cycle start date: **15 November 2020**
 Subject to the continued satisfactory operation of the organization's Management System, this certificate expires on: **14 November 2023**
 Certificate No.: **IND.20.11046/IMU** Version : 1 Revision date: **15 November 2020**

Signed on behalf of BVCS SAS - UK Branch
 Jagdishwan N. MANKAR
 Head - CERTIFICATION, South Asia
 Commodities, Industry & Facilities Division
 Address: Bureau Veritas (India) Private Limited (Certification Business), 72 Business Park, Marol Industrial Area, MIDC Cross Road "C", Andher (East), Mumbai - 400 083, India.
 Further clarifications regarding the scope of this certificate and the applicability of the management system requirements may be obtained by contacting the organization.
 To check this certificate validity please call +91 22 8274 2000.

TRANSFORMERS & RECTIFIERS (INDIA) LTD.

transformers & rectifiers (india) ltd

Standards

ISO 9001:2015, ISO 14001:2015 & ISO 45001:2018

| SITE | ADDRESS | SCOPE |
|---------------------|--|--|
| SITE 1: HEAD OFFICE | SURVEY NO. 427P3-4 & 431P1-2, OPP. NOVA PETROCHEMICALS, SARKHEJ-BAYLA HIGHWAY, POST: MORAIYA, TALUKA: SANAND, AHMEDABAD - 382 213, GUJARAT, INDIA. | DESIGN OF DISTRIBUTION TRANSFORMERS, POWER TRANSFORMERS, PHASE SHIFTING TRANSFORMERS, FURNACE TRANSFORMERS, TRACK SIDE TRANSFORMERS, CONVERTER DUTY TRANSFORMERS, SERIES & SHUNT REACTORS. MANUFACTURE AND SERVICE OF POWER TRANSFORMERS (UP TO 750 MVA, 765 KV CLASS), FURNACE TRANSFORMERS, TRACK SIDE TRANSFORMERS, CONVERTER DUTY TRANSFORMERS (UP TO 300 MVA, 220 KV CLASS) AND SERIES & SHUNT REACTORS (UP TO 180 MVA, 765 KV CLASS). MANUFACTURE OF INSULATION COMPONENTS FOR ALL TYPES OF TRANSFORMERS AND SERIES/SHUNT REACTORS (UP TO 765 KV CLASS). |
| SITE 2 | SURVEY NO. 36A, 36B, OPP. NDA STORES, SARKHEJ-BAYLA HIGHWAY, VILLAGE: CHANDODAR, TALUKA: SANAND, AHMEDABAD - 382 213, GUJARAT, INDIA. | MANUFACTURE AND SERVICE OF DISTRIBUTION TRANSFORMERS, POWER TRANSFORMERS (UP TO 200 MVA, 220 KV CLASS), FURNACE TRANSFORMERS, TRACK SIDE TRANSFORMERS, CONVERTER DUTY TRANSFORMERS (UP TO 100 MVA, 120 KV CLASS), SERIES AND SHUNT REACTORS (UP TO 100 MVA, 220 KV CLASS). |
| SITE 3 | 35A-35B, G.V.M.M. INDUSTRIAL, SITE "E", CHOKAL, AHMEDABAD - 382 415, GUJARAT, INDIA. | MANUFACTURE AND SERVICE OF DISTRIBUTION TRANSFORMERS, POWER TRANSFORMERS (UP TO 50 MVA, 66 KV CLASS), FURNACE TRANSFORMERS AND CONVERTER DUTY TRANSFORMERS (UP TO 15 MVA, 23 KV CLASS). |

Certificate No. **IND.20.11046/IMU** Version: 1 Revision date: **15 November 2020**

Signed on behalf of BVCS SAS UK Branch
 Jagdishwan N. MANKAR
 Head - CERTIFICATION, South Asia
 Commodities, Industry & Facilities Division
 Address: Bureau Veritas (India) Private Limited (Certification Business), 72 Business Park, Marol Industrial Area, MIDC Cross Road "C", Andher (East), Mumbai - 400 083, India.
 Further clarifications regarding the scope of this certificate and the applicability of the management system requirements may be obtained by contacting the organization.
 To check this certificate validity please call +91 22 8274 2000.

National Accreditation Board for Testing and Calibration Laboratories

CERTIFICATE OF ACCREDITATION

TRANSFORMER OIL TESTING LABORATORY

has been assessed and accredited in accordance with the standard
ISO/IEC 17025:2017

"General Requirements for the Competence of Testing & Calibration Laboratories"

for its facilities at
 SURVEY NO. 427P3-4 & 431P1-2, SARKHEJ-BAYLA HIGHWAY, POST: MORAIYA, TALUKA: SANAND, AHMEDABAD, GUJARAT, INDIA

in the field of
TESTING

Certificate Number: **TC-5011**
 Issue Date: **13/01/2022** Valid Until: **12/01/2024**

This certificate remains valid for the Scope of Accreditation as specified in the annexure subject to continued satisfactory compliance to the above standard & the relevant requirements of NABL.
 (To see the scope of accreditation of this laboratory, you may also visit NABL website www.nabl-india.org)

Name of Legal Identity: **TRANSFORMERS AND RECTIFIERS INDIA LTD**
 Signed for and on behalf of NABL.

N. Venkateswaran
 Chief Executive Officer

National Accreditation Board for Testing and Calibration Laboratories

CERTIFICATE OF ACCREDITATION

POWER TRANSFORMER TESTING LABORATORIES, TRANSFORMERS & RECTIFIERS (INDIA) LTD

has been assessed and accredited in accordance with the standard
ISO/IEC 17025:2017

"General Requirements for the Competence of Testing & Calibration Laboratories"

for its facilities at
 SURVEY NO. 427P3-4 & 431P1-2, SARKHEJ-BAYLA HIGHWAY, POST: MORAIYA, TALUKA: SANAND, AHMEDABAD, GUJARAT, INDIA

in the field of
TESTING

Certificate Number: **TC-6833**
 Issue Date: **11/02/2022** Valid Until: **10/02/2024**

This certificate remains valid for the Scope of Accreditation as specified in the annexure subject to continued satisfactory compliance to the above standard & the relevant requirements of NABL.
 (To see the scope of accreditation of this laboratory, you may also visit NABL website www.nabl-india.org)

Name of Legal Identity: **TRANSFORMERS AND RECTIFIERS INDIA LTD**
 Signed for and on behalf of NABL.

N. Venkateswaran
 Chief Executive Officer

GOVERNMENT OF INDIA

MINISTRY OF COMMERCE & INDUSTRY

DIRECTORATE GENERAL OF FOREIGN TRADE

Certificate of Recognition

"Evo Star Export house"

M/s TRANSFORMERS AND RECTIFIERS (INDIA) LIMITED

(INC 0895001268 and Income Tax PAN: AACCT2459)

are hereby accorded the status of Two Star Export house in accordance with the provisions of the Foreign Trade Policy, 2015-2020. This Certificate is valid for a period of 3 years effective from 24/05/2021 to 24/05/2023 subject to the conditions prescribed in Para 2.30(b) of the Handbook of Procedures (2015-2020).

Rajmuthuraj
 Joint Director General of Foreign Trade/ Development Commissioner (SEZ)

Date: 06/07/2021

Place: AHMEDABAD

Order No.: ARD/STAP/PL/2006/7624613

AWARDS

Winner of the BEST EQUIPMENT SUPPLIER AWARD

SINCE LAST 4 YEARS from GETCO

(Gujarat Energy Transmission Corp. Ltd.) one of the leading utilities of India.

AWARDED

Forbes

200 Best Under A Billion

SEPTEMBER 2010

CENTRAL POWER RESEARCH INSTITUTE

VALUED CUSTOMER AWARD

Testing and Certification Category 2019-20

Awarded to: Transformers & Rectifiers (India) Limited, Mumbai



TRANSFORMERS AND RECTIFIERS (INDIA) LIMITED

Board of Directors:

Mr. Jitendra U. Mamtora (DIN: 00139911)

Chairman and Whole-time Director

Mr. Satyen J. Mamtora (DIN: 00139984)

Managing Director

Mrs. Karuna J. Mamtora (DIN: 00253549)

Executive Director

Mr. Bhaskar Sen (DIN 01776530)

Independent Director

Mr. Subir Kumar Das (DIN: 02237356)

Independent Director

Mr. Rajendra Shantilal Shah (DIN: 00061922)

Independent Director

Key Managerial Personnel:

Mr. Amarendra Kumar Gupta

Chief Financial Officer

Mr. Rakesh Kiri

Company Secretary

Committees of Board of Directors

- Audit Committee
- Stakeholder's Grievances and Relationship Committee
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee
- Management Committee
- Transfer Committee

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Bankers

Consortium Member Bank

- State Bank of India
- Bank of Baroda
- Axis Bank
- SBM Bank (India) Limited
- Canara Bank
- Karur Vysya bank

Other Bank

- Bandhan Bank
- DCB Bank

Statutory Auditor

Manubhai & Shah LLP

Chartered Accountants,

Branch: G-4, Capstone,

Opp. Chirag Motors,

Ellisbridge, Ahmedabad 380006

Registered Office and Moriya Plant

Survey No.427 P/3-4 & 431 P/1-2,

Sarkhej-Bavla Highway,

Village: Moraiya, Taluka: Sanand,

District: Ahmedabad - 382 213 Gujarat.

Email: cs@transformerindia.com

Website: www.transformerindia.com

Changodar Plant :

Survey No. 345-350, Opposite P.W.D. Stores,

Sarkhej Bavla Highway, Changodar,

Ahmedabad, Gujarat, India – 382410

Odhav Plant-1 :

233, Odhav Industrial Estate,

Odhav, Ahmedabad, Gujarat 382415

Odhav Plant-2 :

353 & 353 E, Odhav Industrial Estate,

Odhav, Ahmedabad, Gujarat 382415

Registrar and Share Transfer Agent

Link Intime India Private Limited

C 101, 247 Park,

L B S Marg, Vikhroli West,

Mumbai - 400 083

Listing

BSE Limited

National Stock Exchange of India Limited

Depositories

NSDL

CDSL

ISIN

INE763I01026

CIN

L33121GJ1994PLC022460



VISION

To consolidate our National and International presence as a leading manufacturer of Power, Furnace & Rectifier Transformers and maintain a leading position in the T & D industry.

MISSION

To emerge as a preferred solution provider for quality Transformers with a team of dedicated professionals and business associates who are ethical, value driven and create excellent customer relationships.



NOTICE

Notice is hereby given that the 29th Annual General Meeting of the members of **Transformers and Rectifiers (India) Limited** will be held on Monday, 31st day of July, 2023 at 11:00 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

Item No. 1 : Adoption of Financial Statements

To consider and adopt:

- the audited financial statement of the Company for the financial year ended 31st March, 2023, the reports of the Board of Directors and Auditors thereon; and
- the audited consolidated financial statement of the Company for the financial year ended 31st March, 2023.

Item No. 2 : Dividend

To declare a dividend on equity shares for the financial year ended 31st March 2023 and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in terms of the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby granted for payment of dividend @ 15% (i.e. ₹ 0.15/- per share) on 132564110 Equity Shares of ₹ 1/- each fully paid up for the year ended 31st March, 2023.

Item No. 3 : Appointment of Director

To appoint a Director in place of Mrs. Karuna J. Mamtara (DIN: 00253549) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

Item No. 4 : Approval for continuation of Directorship of Mr. Rajendra Shantilal Shah (DIN: 00061922), as an Independent Director, who has already attained the age of 75 years, from 1st February, 2023 for the remaining period of his current tenure, i.e. 24th May, 2026

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Special Resolution**.

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of Members be and is hereby accorded to Mr. Rajendra Shantilal Shah (DIN: 00061922), Independent Director of the company, to continue to hold office of Independent Director of the company till his current tenure of appointment which ends on 24th May, 2026 notwithstanding that Mr. Rajendra Shantilal Shah has already crossed 75 years of age on 1st February, 2023"

Item no. 5 : Ratification of remuneration payable to Cost Auditor for the financial year 2023-24.

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Cost Audit and Record) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Kushal & Co., Cost Accountants (Firm Registration No: 001124) on the recommendation of the Audit Committee and approval by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2023-24, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

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

By Order of the Board of Directors
For Transformers and Rectifiers (India) Limited

Rakesh Kiri
Company Secretary

Registered Office:
Survey No. 427 P/3-4, & 431 P/1-2,
Sarkhej-Bavla Highway, Village: Moraiya,
Taluka: Sanand, Dist. Ahmedabad-382213
Gujarat, INDIA
CIN: L33121GJ1994PLC022460

Place: Ahmedabad
Date: 4th May, 2023

**NOTES:**

- The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
- Pursuant to General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No.3/2022 dated May 5,2022 and General Circular No.10/2022 dated December 28,2022 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid - 19" issued by the Ministry of Corporate Affairs, Government of India (collectively, referred to as the "MCA Circulars"), the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc. authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorisation shall be sent to the Scrutinizer by email through their registered email address to scrutinizer@tapanshah.in with copies marked to the Company at cs@transformerindia.com.
- Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members during AGM, on web site of the Company.
- The Register of Members and Share Transfer Register will remain closed from 29th July, 2023 to 31st July, 2023 (both day inclusive) for the purpose of Annual General Meeting of the Company and payment of Dividend.
- Members holding shares in dematerialized form are requested to intimate all changes with respect to their address/bank details/mandate etc. to their respective Depository Participant. The Company or its share transfer agent will not act on any direct request from these members for change of such details. However request for any change in respect of shares held in physical form should be sent to Company or Registrar & Share Transfer Agent.
- Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary, at the Company's Registered Office. Members are requested to note that dividends not encashed or claimed within seven years from date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund as per Section 124 of the Companies Act, 2013.
- Members who have not so far encashed the dividend are advised to submit their claim to the Company (Email Id: cs@transformerindia.com) or RTA (Email Id: rnt.helpdesk@linkintime.co.in) quoting their Folio No. /DP ID Client ID.
- In terms of Regulation 12 and Schedule I of SEBI Listing Regulation require all companies to use the facilities of electronic clearing services for payment of dividend. In compliance with these regulations, payment of dividend will be made only by electronic mode directly into the bank account of Members and no dividend warrants or demand drafts will be issued without bank particulars.
- Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the Meeting so as to enable the management to keep the information ready.
- Pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, the details of Directors seeking appointment / re-appointment in the Annual General Meeting to be held on Monday, 31st July, 2023 are provided hereunder. The Directors have furnished consent/ declaration for appointment/ reappointment as required under the Companies Act, 2013 and the Rules made thereunder.

| Name of Director | Mrs. Karuna J. Mamtora | Mr. Rajendra Shantilal Shah |
|--|--|--|
| DIN | 00253549 | 00061922 |
| Date of Birth | 28.11.1950 | 01.02.1948 |
| Date of appointment (Original) | 11/07/1994 | 25.05.2021 |
| Qualifications | Bachelor's degree in Arts | Bachelor's degree in Mechanical Engineering |
| Expertise in specific functional areas | She has been associated with the Organization since inception and has been instrumental in undertaking Corporate Social Responsibility activities of the Company. She acts as the Chairperson of Corporate Social Responsibility Committee of the Company. Currently she is in charge of General Administrative functions and the Human Resource Development of the Company. | Shri Rajendra Shantilal Shah holds a Bachelor's degree in Mechanical Engineering from Lukhdhirji Engineering College, Morbi. He was awarded the AMA Atlas Dycechem "Outstanding Entrepreneur of the Year Award 2001" by the Ahmedabad Management Association. He has been associated since incorporation of Harsha Engineering Limited and is currently responsible for quality, marketing, logistics, production, maintenance and technology functions. He has 35 years of experience in the precision engineering and auto-component manufacturing sector. |



| | | |
|---|--|-------|
| Terms and Conditions of appointment and proposed remuneration to be paid | NA | NA |
| Relationship with other Directors / Key Managerial Personnel | Mr. Jitendra U. Mamtora, Chairman and Whole-time Director and Mr. Satyen J. Mamtora, Managing Director are relatives of Mrs. Karuna J. Mamtora, Executive Director | NA |
| Number of Board meetings attended during the year (Financial Year 2022-23) | 5 | 5 |
| Directorships held in other companies | 2 | 3 |
| *Chairman/ Member of the Committees of the Board of Directors of the Company | 0 | 1 |
| *Chairman/ Member of the committees of Directors of other Company | 0 | 1 |
| No. of Shares held | 2677360 | 66220 |

*Chairmanship/membership of the Audit Committee and Stakeholders' Grievance Relationship Committee has been considered.

- All the documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days upto the date of AGM.
- The Ministry of Corporate Affairs ("MCA"), Government of India, has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by companies vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No.3/2022 dated May 5,2022 and General Circular No.10/2022 dated December 28,2022 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid - 19" issued by the Ministry of Corporate Affairs, Government of India (collectively, referred to as the "MCA Circulars") respectively in terms of which a company would have ensured compliance with the provisions of Section 20 of the Companies Act 2013, if service of documents have been made through electronic mode. In such a case, the Company has to obtain e-mail addresses of its members for sending the notices/documents through e-mail giving an advance opportunity to each shareholder to register their e-mail address and changes therein, if any, from time to time with the Company.

The Company has welcomed the Green Initiative and accordingly has e-mailed the soft copies of the Financial Statements for the financial year ended 31st March, 2023, to all those Members whose e-mail IDs are available with the Company's Registrar and Transfer Agent. In view of the above, the Company hereby request members who have not updated their email IDs to update the same with their respective Depository Participant(s) or the Link Intime India Private Limited, Registrar and Transfer Agent (R&T) of the Company. Further, members holding shares in electronic mode are also requested to ensure to keep their email addresses updated with the Depository Participants/R&T of the Company. Members holding shares in physical mode are also requested to update their email addresses by writing to the R &T of the Company quoting their folio number(s).

- In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 substituted by the Companies (Management and Administration) Amendment Rule, 2015 and Regulation 44 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 29th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services India Ltd (CDSL). The detailed process, instructions and manner for e-voting facility is enclosed herewith. Members if the Company holding shares either in the physical form or in Dematerialized form, as on cutoff date i.e. Monday, 24th July, 2023 may cast their vote by electronic means or in the AGM. The detailed process instruction and manner for e-voting facility is enclosed herewith.
- The Members who have cast their vote by remote e-voting may also attend the AGM, but shall not be entitled to cast their vote again.
- The remote e-Voting period commences on Friday, 28th July, 2023 (9:00 a.m.) and ends on Sunday, 30th July, 2023 (5:00 p.m.). During this period, Members holding shares either in physical form or demat form, as on Monday, 24th July, 2023 i.e. cutoff date, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
- The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on cutoff date. A person, whose names is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cutoff date only shall be entitled to avail facility of remote e-voting and e-voting at AGM.



- Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on cutoff date, may cast vote after following the instructions for e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting your vote.
- The Board of Directors has appointed Mr. Tapan Shah, Practicing Company Secretary as a Scrutinizer to scrutinize the e-voting at AGM and remote e-voting process in a fair and transparent manner.
- The Scrutinizer shall, immediately after the conclusion of voting at the meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than two days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman, who shall countersign the same.
- The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.transformerindia.com and on the website of CDSL www.evotingindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited [BSE] and National Stock Exchange of India Limited [NSE], where the equity shares of the Company are listed.

CDSL e-Voting System - For Remote e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No.3/2022 dated May 5,2022 and General Circular No.10/2022 dated December 28,2022 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid - 19" issued by the Ministry of Corporate Affairs, Government of India (collectively, referred to as the "MCA Circulars"). The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.transformerindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

- (i) The voting period begins on Friday, 28th July, 2023 (9:00 a.m.) and ends on Sunday, 30th July, 2023 (5:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 24th July, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.



(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/ EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM. |
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |



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

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

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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|--|--|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). |

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant **Transformers and Rectifiers (India) Limited** on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians – Remote Voting only
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.



- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; **cs@transformerindia.com**, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **15 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **15 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **cs@transformerindia.com** or **rnt.helpdesk@linkintime.co.in**
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to **helpdesk.evoting@cdslindia.com** or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to **helpdesk.evoting@cdslindia.com** or call on 022-23058542/43.

IEPF Related Information:

1. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2012-13 and Fraction Share Amount, from time to time, to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Details of dividends so far transferred to the IEPF Authority are available on the website of IEPF Authority and the same can be accessed through the link: **www.iepf.gov.in**
2. The details of unpaid and unclaimed dividends lying with the Company as on 31st March 2023 are uploaded on the website of the Company and can be accessed through: **http://www.transformerindia.com/** and Details of unpaid and unclaimed dividends up to 31st March 2023 are also uploaded on the website of the IEPF Authority and can be accessed through the link: **www.iepf.gov.in**.
3. In compliance with to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer. Details of shares so far transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through: **http://www.transformerindia.com/** The said details have also been uploaded on the website of the IEPF Authority and can be accessed through the link: **www.iepf.gov.in**.



4. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority.
5. Due dates for transfer to IEPF, of the unclaimed/unpaid dividends for the financial year 2020-21 and 2021-22, are as under:

| Financial Years | Date of Declaration | Due Date |
|-----------------|---------------------------------|---------------------------------|
| 2020-21 | 7 th September, 2021 | 13 th November, 2028 |
| 2021-22 | 1 st August, 2022 | 7 th October, 2029 |

6. Members who have not encashed their dividend warrants pertaining to the aforesaid years may approach the Company/its Registrar, for obtaining payments thereof as earliest and before the due date mentioned above.
7. Any member, who has not claimed final dividend in respect of the financial year 2020-21 onwards, is requested to approach the Company/ the Registrar and Share Transfer Agents of the Company for claiming the same as early as possible as but not later than 14th October, 2028 for final dividend of financial year 2020-21 and not later than 7th September, 2029 for final dividend of financial year 2021-22

Dividend Related Information:

- The dividend, as recommended by the Board, if approved at the AGM, in respect of equity shares held in electronic form will be payable to the beneficial owners of shares as on Friday, 28th July, 2023 as per the details furnished to the Company by Depositories for this purpose. In case of shares held in physical form, dividend will be paid to the shareholders, whose names shall appear on the Register of Members as on Friday, 28th July, 2023. Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. Dividend warrants / demand drafts will be dispatched to the registered address of the Members who have not updated their bank account details.
- Members are requested to register / update their complete bank details:
 - with their Depository Participant(s) with which they maintain their demat accounts, if shares are held in dematerialised mode, by submitting forms and documents as may be required by the Depository Participant(s); and
 - with the Company / Link Intime (RTA) by emailing at cs@transformerindia.com or rnt.helpdesk@linkintime.co.in, if shares are held in physical mode, by submitting:
 - Scanned copy of the signed request letter which shall contain Member's name, folio number, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details),
 - Self-attested copy of the PAN card, and
 - Cancelled cheque leaf.

TDS PROVISION

Tax Deductible at Source / Withholding tax: Pursuant to the requirement of Income Tax Act, 1961, the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders. The withholding tax rate would vary depending on the residential status of the shareholder and documents submitted by shareholder with the Company/ Link Intime/ Depository Participant.

A. Resident Shareholders:

A.1. Tax Deductible at Source for Resident Shareholders:

| Sr. | Particulars | Withholding tax rate | Documents required (if any) / Remarks |
|-----|---|-----------------------------------|--|
| 1 | Valid PAN updated in the Company's Register of Members | 10% | No document required. If dividend does not exceed ₹ 5,000/-, no TDS/ withholding tax will be deducted. |
| 2 | No PAN/Valid PAN not updated in the Company's Register of Members | 20% | TDS/ Withholding tax will be deducted, regardless of dividend amount, if PAN of the shareholder is not registered with the Company/ Link Intime/ Depository Participant. All the shareholders are requested to update, on or before 31 st July, 2023, their PAN with their Depository Participant (if shares are held in electronic form) and Company / Link Intime (if shares are held in physical form). Please quote all the folio numbers under which you hold your shares while updating the records. |
| 3 | Availability of lower/nil tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961 | Rate specified in the certificate | Lower tax deduction certificate obtained from Income Tax Authority to be submitted on or before 31 st July, 2023. |

A.2. No Tax Deductible at Source on dividend payment to resident shareholders if the Shareholders submit following documents as mentioned in below table with the Company / Link Intime/ Depository Participant on or before 31st July, 2023.

| Sr. | Particulars | Withholding tax rate | Documents required (if any) / Remarks |
|-----|----------------------------|----------------------|---|
| 1 | Submission of form 15G/15H | NIL | Declaration in Form No. 15G (applicable to an individual who is below 60 years) / Form 15H (applicable to an individual who is 60 years and above), fulfilling certain conditions |



| | | | |
|---|--|-----|---|
| 2 | Shareholders to whom section 194 of the Income Tax, 1961 does not apply as per second proviso to section 194 such as LIC, GIC. etc. | NIL | Documentary evidence for exemption u/s 194 of Income Tax Act, 1961 |
| 3 | Shareholder covered u/s 196 of Income Tax Act, 1961 such as Government, RBI, corporations established by Central Act & mutual funds. | NIL | Documentary evidence for coverage u/s 196 of Income Tax Act, 1961 |
| 4 | Category I and II Alternate Investment Fund | NIL | SEBI registration certificate to claim benefit under section 197A (1F) of Income Tax Act, 1961 |
| 5 | <ul style="list-style-type: none"> • Recognised provident funds • Approved superannuation fund • Approved gratuity fund | NIL | Necessary documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT) |
| 6 | National Pension Scheme | NIL | No TDS/ withholding tax as per section 197A (1E) of Income Tax Act, 1961 |
| 7 | Any resident shareholder exempted from TDS deduction as per the provisions of Income Tax Act or by any other law or notification | NIL | Necessary documentary evidence substantiating exemption from deduction of TDS |

B. Non-Resident Shareholders:

The table below shows the withholding tax on dividend payment to non-resident shareholders who submit, on or before 31st July, 2023, the following document(s), as mentioned in below table, to the Company / Link Intime. In case all necessary documents are not submitted, then the TDS/ Withholding tax will be deducted @ 20% (plus applicable surcharge and cess).

| Sr. | Particulars | Withholding tax rate | Documents required (if any) / Remarks |
|-----|---|--|--|
| 1 | Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) / Other Non-Resident shareholders | 20% (plus applicable surcharge and cess) or tax treaty rate, whichever is beneficial | FPI registration certificate in case of FIIs / FPIs. To avail beneficial rate of tax treaty following tax documents would be required: <ol style="list-style-type: none"> 1. Tax Residency certificate issued by revenue authority of country of residence of shareholder for the year in which dividend is received 2. PAN or declaration as per Rule 37BC of Income Tax Rules, 1962 in a specified format. 3. Form 10F filled & duly signed 4. Self-declaration for non-existence of permanent establishment/ fixed base in India (Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non- Resident shareholder and review to the satisfaction of the Company) |
| 2 | Indian Branch of a Foreign Bank | NIL | Lower tax deduction certificate u/s 195(3) obtained from Income Tax Authority Self-declaration confirming that the income is received on its own account and not on behalf of the Foreign Bank and the same will be included in taxable income of the branch in India |
| 3 | Availability of Lower/NIL tax deduction certificate issued by Income Tax Authority | Rate specified in certificate | Lower tax deduction certificate obtained from Income Tax Authority |
| 4 | Any non-resident shareholder exempted from WHT deduction as per the provisions of Income Tax Act or any other law such as The United Nations (Privileges and Immunities) Act 1947, etc. | NIL | Necessary documentary evidence substantiating exemption from WHT deduction |

- 5) The Company will issue soft copy of the TDS certificate to its shareholders through e-mail registered with Link Intime India Private Limited post payment of the dividend. Shareholders will be able to download Form 26AS from the Income Tax Department's website <https://incometaxindiaefiling.gov.in>
- 6) The aforementioned forms for tax exemption can be downloaded from Link Intime's website. The URPL for the same is : <https://www.linkintime.co.in/client-downloads.html> - On this page select the General tab. All the forms are available in under the head "Form 15G/15H/10F"



The aforementioned documents (duly completed and signed) are required to be uploaded on the url mentioned below <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html>

On this page the user shall be prompted to select / share the following information to register their request.

1. Select the company (Dropdown)
2. Folio / DP-Client ID
3. PAN
4. Financial year (Dropdown)
5. Form selection
6. Document attachment - 1 (PAN)
7. Document attachment - 2 (Forms)
8. Document attachment - 3 (Any other supporting document)

Please note that the upload of documents (duly completed and signed) on the website of Link Intime India Private Limited should be made on or before 31st July, 2023 in order to enable the Company to determine and deduct appropriate TDS / Withholding Tax.

Incomplete and/or unsigned forms and declarations will not be considered by the Company. No communication on the tax determination/ deduction shall be considered after 31st July, 2023, 6:00 PM.

- 7) Application of TDS rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Record Date, and other documents available with the Company/ Link Intime.
- 8) In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund.
- 9) No TDS will be deducted in case of resident individual shareholders who furnish their PAN details and whose dividend does not exceed ₹ 5,000/-. However, where the PAN is not updated in Company/ Link Intime/ Depository Participant records or in case of an invalid PAN, the Company will deduct TDS u/s 194 without considering the exemption limit of ₹ 5,000/-.

All the shareholders are requested to update their PAN with their Depository Participant (if shares are held in electronic form) and Company / Link Intime (if shares are held in physical form) against all their folio holdings on or before 31st July, 2023.

- 10) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, such shareholder will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.

This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.



EXPLANATORY STATEMENTS

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business the accompanying Notice.

Item No. 2

Board of Director has recommended dividend for the financial year 2022-23 based on the audited financials for the financial year ended 31st March, 2023 and the profit earned by the Company for that year, at 15% i.e. ₹ 0.15 (Rupees Fifteen Paise) per equity share of ₹ 1 (Rupees One) each fully paid-up of the Company.

Thus, the Company accord approval of the Members of the Company for dividend @ 15% (i.e. ₹ 0.15/- per share) on 132564110 Equity Shares of ₹ 1/- each fully paid up for the year ended 31st March, 2023

Item No. 3

Mrs. Karuna J. Mamtara, Executive Director, retires by rotation and being eligible offers herself for re-appointment.

Brief resume and nature of expertise:

Mrs. Karuna J. Mamtara aged 72 years; Executive Director of the Company holds a Bachelor's degree in Arts from Gujarat University. She has been associated with the Organization since inception and has been instrumental in undertaking Corporate Social Responsibility activities of the Company. She acts as the Chairperson of Corporate Social Responsibility Committee of the Company. Currently she is in charge of General Administrative functions and the Human Resource Development of the Company.

Mrs. Karuna J. Mamtara holds 2677360 Equity Shares of your Company. She is on the Board of your Company from 11th July, 1994. Apart from Transformers and Rectifiers (India) Limited, Mrs. Karuna J. Mamtara is a Director of Transpares Limited and TARIL Infrastructure Limited.

Your Director recommends the re-appointment of Mrs. Karuna J. Mamtara as a Director of the Company.

Except Mrs. Karuna J. Mamtara, Mr. Jitendra U. Mamtara and Mr. Satyen J. Mamtara, relatives of Mrs. Karuna J. Mamtara, none of the other Directors, Key Managerial Personnel and their relatives are interested in this resolution.

Item No. 4

Mr. Rajendra Shantilal Shah, Independent Director, was appointed on the Board of the company on 25th May, 2021 in compliance of Section 149 of the Companies Act, 2013, and his appointment as an Independent Director of the Company for a fixed tenure of 5 years was made at the 27th Annual General Meeting held on 7th September, 2021. His current term in the office of Independent Director is up to 24th May, 2026.

Mr. Rajendra Shantilal Shah is currently holding member of Audit Committee and Nomination and Remuneration Committee.

In terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

"No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person."

Recently, on 1st February, 2023 he has attained the age of 75 years and hence, as per the requirement of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a special resolution needs to be passed seeking the approval of the shareholders for continuation of his directorship in the company.

Mr. Rajendra Shantilal Shah holds a Bachelor's degree in Mechanical Engineering from Likhdirji Engineering College, Morbi. He was awarded the AMA Atlas Dycechem "Outstanding Entrepreneur of the Year Award 2001" by the Ahmedabad Management Association. He has been associated since incorporation of Harsha Engineering Limited and is currently responsible for quality, marketing, logistics, production, maintenance and technology functions. He has 37 years of experience in the precision engineering and auto-component manufacturing sector. He is Independent Director at AIA Engineering Limited and Dishman Carbogen Amcis Limited. He is trustee of NGO(s) i.e. Aastha Charitable Trust Society for the Welfare of the Mentally Retarded and Society for the Welfare of the Mentally Retarded. He holds 66220 Share in Transformers and Rectifiers (India) Limited.

The Board is of the opinion that the continued valuable contribution of Mr. Rajendra Shantilal Shah could be of great use for your company. He possesses required expertise as a Non-Executive Independent Director. He has diverse experience in the Engineering Industry for last 37 years. His opinions and suggestions in the past have proven to be beneficial for the company.

Other than Mr. Rajendra Shantilal Shah none of the Directors, Key Managerial Personnel of the company and their respective relatives, are concerned or interested in the above Resolution, financially or otherwise.

The Board commends the above mentioned Resolution as set out in Item No. 4 as a Special Resolution for your approval.

**Item No. 5**

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of Kushal & Co., Cost Accountants, Ahmedabad as the Cost Auditors of the Company to audit the cost accounts/cost records of the Company for the financial year 2023-24 on a remuneration of ₹ 50,000/- plus taxes and reimbursement.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Audit and Record) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2023-24.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board of Directors commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Shareholders.

**By Order of the Board of Directors
For Transformers and Rectifiers (India) Limited**

Rakesh Kiri
Company Secretary

Registered Office:
Survey No. 427 P/3-4, & 431 P/1-2,
Sarkhej-Bavla Highway, Village: Moraiya,
Taluka: Sanand, Dist. Ahmedabad-382213
Gujarat, INDIA
CIN: L33121GJ1994PLC022460

Place: Ahmedabad
Date: 4th May, 2023



BOARD OF DIRECTOR'S REPORT

Dear Members,

Your Directors have pleasure in presenting the 29th Annual Report on the business and operations together with the Audited accounts for the financial year ended 31st March, 2023. The performance of the Company for the financial year ended on 31st March, 2023 is summarised below:

Financial Highlight

(₹ in Lakhs)

| Particulars | Standalone | | Consolidated | |
|--|---------------|---------------|---------------|---------------|
| | 2022-2023 | 2021-2022 | 2022-2023 | 2021-2022 |
| Revenue from Operations | 135986 | 112898 | 138085 | 116175 |
| Other Income | 1186 | 1246 | 816 | 980 |
| Total Revenue | 137172 | 114144 | 138901 | 117155 |
| Cost of Raw Materials Consumed (includes decrease/(increase) in stock) | 104031 | 92038 | 102357 | 92397 |
| Purchase of Stock in trade | 4942 | - | 4942 | - |
| Employee Benefits Expenses | 3807 | 2987 | 4118 | 3244 |
| Finance Costs | 4663 | 4227 | 4796 | 4359 |
| Depreciation and Amortization | 2257 | 1531 | 2453 | 1699 |
| Other Expenses | 12630 | 11265 | 14528 | 13126 |
| Total Expenses | 132330 | 112048 | 133194 | 114825 |
| Share in Profit of Joint Venture | - | - | - | - |
| Profit/(Loss) before tax | 4842 | 2096 | 5707 | 2330 |
| Tax Expense | 1133 | 793 | 1472 | 902 |
| Net Profit/(Loss) after tax | 3709 | 1303 | 4235 | 1428 |
| Other Comprehensive Income/(Expenses) | 14 | (3) | 17 | (3) |
| Total Comprehensive Income for the year | 3723 | 1300 | 4252 | 1425 |

Dividend

The Board of Directors had recommended Final Dividend @15%, i.e. ₹ 0.15/- per equity share of ₹ 1 each for the financial year 2022-23 subject to approval of shareholders at 29th Annual General Meeting. (Previous year - 15% i.e. ₹ 0.15/- per equity share other than Promoter).

Review of Operations

For the financial year ended 31st March, 2023, your Company has reported standalone total revenue of ₹ 1,37,172 Lakhs and Net Profit of ₹ 3,709 Lakhs as compared to previous financial year 2021-22's total revenue of ₹ 1,14,144 Lakhs and Net profit of ₹ 1,303 Lakhs.

For the financial year ended 31st March, 2023, your Company has reported consolidated total revenue of ₹ 1,38,901 Lakhs and Net Profit of ₹ 4,235 Lakhs as compared previous financial year 2021-22 total revenue of ₹ 1,17,155 Lakhs and Net Profit of ₹ 1,428 Lakhs.

Share Capital

The Paid up Equity Share Capital as at 31st March, 2023 stood at ₹ 1326 lakhs.

MVA Production

During the financial year 2022-23, Your Company has manufactured 20,937 MVA, out of which Changodar unit produced 5,691 MVA, Moraiya unit produced 14,082 MVA & Odhav unit produced 1,164 MVA, against the last year's total production of 26651 MVA.

Consolidated Financial Statements

The Consolidated Financial Statements of the Company pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and prepared in accordance with the Accounting Standards prescribed by the Institute of Chartered Accountants of India are attached herewith this Annual Report.

Order Book

As on 30th April, 2023, the Company has Order Book position of ₹ 1,79,734 Lakhs. The table below indicates the division of our order book between our business segments:



(₹ in Lakhs)

| Type of Transformers | Order Book | % |
|------------------------------|----------------|------------|
| Central Utilities | 67,367 | 37 |
| State Utilities | 34,619 | 19 |
| EPC Player | 33,776 | 19 |
| Industrial/ Private Customer | 31,980 | 18 |
| Renewable Segment | 1,847 | 1 |
| Export | 8,496 | 5 |
| Third Party Export | 1,651 | 1 |
| Grand Total | 179,734 | 100 |

Exports

During the financial year, the Company has achieved export sales and service of ₹ 5845.46 Lakhs and export service income of ₹ 558.14 Lakhs.

Fixed Deposit

The Company has neither accepted nor invited any deposit from public, falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

Particulars of Loans, Guarantees and Investments

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statement.

Achievements:**❖ Order from Solar Power Plants**

- Your Company received order for Solar Power Plants for 4 nos. 250 MVA 2x33KV/400 KV from a reputed EPC Company
- Your Company received order for 8 nos. 315 MVA 2x33/400 KV from a Maharatna PSU

❖ Order from Private Sector Industry

- Your Company received maiden order for 400 KV Generator transformers of 3 nos. 210 MVA from a very reputed steel plant in private sector

• Order from Metro Projects/ Railways

- Your Company received order for Delhi Metro (DMRC) and Chennai Metro Projects

❖ Order from Central Power Utility

- Your Company received order for 72 nos. Transformers & Reactors from a leading Central Power Utility in India

❖ Order from Power Distribution Company - PPP Model

- Your Company has received order for 2 nos. 250 MVA ICT from one of the PPP model Company

Subsidiaries and Joint Venture Company

As on 31st March, 2023, your Company has Four (4) Subsidiaries namely Transpares Limited (51% holding), Transweld Mechanical Engineering Works Limited (Wholly Owned Subsidiary), TARIL Infrastructure Limited (Wholly Owned Subsidiary), Savas Engineering Company Private Limited (Wholly Owned Subsidiary) and One (1) Joint Venture Company TARIL Switchgear Private Limited (Formally known as T&R Switchgear Private Limited)(60% holding). Further there has been no material change in the nature of business of the subsidiaries.

Shareholders interested in obtaining a copy of the audited annual accounts of the Subsidiary Companies may write to the Company Secretary.

In terms of proviso to sub-section (3) of Section 129 of the Companies Act, 2013 the salient features of the financial statement of the subsidiaries is set out in the prescribed form AOC-1, which forms part of this Board of Director's Report as **Annexure - 1**

The Performance of Subsidiaries and Joint Venture Company are as under:***Transpares Limited***

Transpares Limited (Transpares) is the Subsidiary of the Company and the Company holds 51% Shares of Transpares. For the financial year ended 2022-23 Transpares achieved sales of ₹ 3991 Lakhs against ₹ 3607 Lakhs during the previous financial year 2021-22. Total profit before tax for the financial year 2022-23 is ₹ 416 Lakhs as against the total profit before tax of ₹ 151 Lakhs for the previous financial year 2021-22.



Profit after tax (PAT) is ₹ 298 Lakhs during the financial year 2022-23 as against Profit after tax (PAT) of ₹ 95 Lakhs for the previous financial year 2021-22.

Transweld Mechanical Engineering Works Limited

Transweld Mechanical Engineering Works Limited ("Transweld") is the wholly owned subsidiary of the Company. For the financial year ended 2022-23 Transweld achieved sales of ₹ 1280 Lakhs against ₹ 1092 Lakhs during the previous financial year 2021-22. Total profit before tax for the financial year 2022-23 is ₹ 3 Lakhs as against the Total loss before tax of ₹ 15 Lakhs for the previous financial year 2021-22.

Loss after tax (LAT) is ₹ 11 Lakhs during the financial year 2022-23 as against the Loss after tax (LAT) of ₹ 16 Lakhs for the previous financial year 2021-22.

TARIL Infrastructure Limited

TARIL Infrastructure Limited ("TARIL") is the wholly owned subsidiary of the Company. For the financial year ended 2022-23 TARIL achieved sales of ₹ 2038 Lakhs against ₹ 1383 Lakhs during the previous financial year 2021-22. Total profit before tax for the financial year 2022-23 is ₹ 344 Lakhs as against the total profit before tax for the financial year is ₹ 252 Lakhs for the previous financial year 2021-22.

Profit after tax (PAT) is ₹ 257 Lakhs during the financial year 2022-23 as against the Profit after tax (PAT) of ₹ 212 Lakhs for the previous financial year 2021-22.

Savas Engineering Company Private Limited

Savas Engineering Company Private Limited ("Savas") is the wholly owned subsidiary of the Company. For the financial year ended 2022-23 Savas achieved sales of ₹ 4082 Lakhs against ₹ 3678 Lakhs during the previous financial year 2021-22. Total Profit before tax for the financial year 2022-23 is ₹ 41 Lakhs as against the total profit before tax of ₹ 39 Lakhs for the previous financial year 2021-22.

Loss after tax (LAT) is Rs 53 Lakhs during the financial year 2022-23 as against profit after tax (PAT) of ₹ 7 Lakhs for the previous financial year 2021-22.

Joint Venture Company:

TARIL Switchgear Private Limited (formerly known as T&R Switchgear Private Limited)

TARIL Switchgear Private Limited (formerly known as T&R Switchgear Private Limited) ("TARIL Switchgear") is the joint venture Company. For the financial year ended 2022-23 TARIL Switchgear achieved sales of ₹ 1948 Lakhs against ₹ 1087 Lakhs during the previous financial year 2021-22. Total loss before tax for the financial year 2022-23 is ₹ 7 Lakhs as against the total loss before tax of ₹ 168 Lakhs for the previous financial year 2021-22.

Loss after tax (LAT) is ₹ 8 Lakhs during the financial year 2022-23 as against loss after tax of ₹ 169 Lakhs for the previous financial year 2021-22.

Directors

The Board of Directors of your Company comprises of Six (6) Directors of which Three (3) are Executive Directors and Three (3) are Non-Executive and Independent Directors as on 31st March, 2023.

In terms of the provision of Section 149 of the Companies Act, 2013 and Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Company shall have atleast one Woman Director on the Board of the Company. Your Company has Mrs. Karuna J. Mamtora as Director on the Board of the Company since its inception, who is presently the Executive Director of your Company.

As per the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mrs. Karuna J. Mamtora being longest in the office shall retire at the ensuing Annual General Meeting and being eligible for re-appointment, offers herself for re-appointment.

Details of Director seeking re-appointment as required under the Listing Regulations are provided in the Notice forming part of this Annual Report. Their re-appointments are appropriate and in the best interest of the Company.

In Annual General meeting held on 1st August, 2022, the Company has taken approval from the its members for re-appointment of Mr. Jitendra U. Mamtora as Chairman and Whole-time Director and Mrs. Karuna J. Mamtora as Executive Director of the Company.

Mr. Satyen J. Mamtora was re-appointed as a Managing Director of the Company w.e.f 1st April, 2022 as approved by the members through Postal Ballot process, as on 27th June, 2022.

All Independent Directors have given declarations that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms and conditions of the Independent Directors are incorporated on the website of the Company www.transformerindia.com



To familiarize the Independent Directors with the strategy, operations and functions of our Company, the Executive Directors/Senior Managerial Personnel make presentations to the Independent Directors about the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management. Further, the Company has devised a Familiarization Program for Independent Director and same been placed on the web site of the Company at the Link: <http://www.transformerindia.com/wp-content/uploads/2023/02/Details-of-Familiarization-programme-2022-23.pdf>

None of the Directors of the Company is disqualified for being appointed as Director as specified in Section 164 (2) of the Companies Act, 2013.

Appointments and Resignations of the Key Managerial Personnel

Mr. Jitendra U. Mamtora, Chairman and Whole-time Director of the Company has been reappointed w.e.f. 1st January, 2023, Mrs. Karuna J. Mamtora (DIN: 00253549), Executive Director of the Company has been reappointed w.e.f. 1st April, 2023 and Mr. Satyen J. Mamtora, Managing Director of the Company has been reappointed w.e.f. 1st April, 2022

Mr. Ramesh Birajdar had resigned from the post of Chief Financial Officer of the Company w.e.f. 4th July, 2022 and Mr. Amarendra Kumar Gupta has been appointed as Chief Financial Officer of the Company w.e.f. 4th July, 2022.

Mr. Jitendra U. Mamtora, Chairman and Whole-time Director, Mr. Satyen J. Mamtora, Managing Director, Mrs. Karuna J. Mamtora, Executive Director, Mr. Mathew Kurian, Chief Executive Officer, Mr. Amarendra Kumar Gupta, Chief Financial Officer and Mr. Rakesh Kiri, Company Secretary of the Company are the Key Managerial Personnel as per the provisions of the Companies Act, 2013 as on 31st March, 2023.

Mr. Mathew Kurian has resigned from the post of Chief Executive Officer due to his ill health w.e.f. 4th May, 2023.

Number of the Meetings of the Board of Directors

Regular Board Meetings are held once in a quarter, inter-alia, to review the quarterly results of the Company.

During the financial year 2022-23, the Board of Directors met Five (5) times i.e. 14th May, 2022, 4th July, 2022, 8th August, 2022, 10th November, 2022 and 6th February, 2023. Detailed information on the Board Meetings is included in the Corporate Governance Report, which forms part of this Annual Report.

The details of number of meetings of Committees held during the financial year 2022-23 forms part of Corporate Governance Report.

Committees of the Board of Directors

Your Company has several Committees which have been established as part of the best Corporate Governance practices and are in compliance with the requirements of the relevant provisions of applicable laws and statutes.

The Company has following Committees of the Board of Directors:

- Audit Committee
- Stakeholder's Grievances and Relationship Committee
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee
- Management Committee
- Transfer Committee

The details with respect to the compositions, powers, terms of reference and other information of relevant committees are given in details in the Corporate Governance Report which forms part of this Annual Report.

Corporate Social Responsibility Committee

In Compliance with Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has established Corporate Social Responsibility (CSR) Committee and statutory disclosures with respect to CSR Committee and an Annual Report on CSR Activities forms part of this Board of Director's Report as **Annexure-2**.

Board Diversity

Your Company has over the years been fortunate to have eminent persons from diverse fields as Directors on its Board. The Nomination and Remuneration Committee has formalized a policy on Board Diversity to ensure diversity of experience, knowledge, perspective, background, gender, age and culture.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 and Regulation 25 of the SEBI (Listing Obligations and



Disclosure Requirements) Regulations, 2015, a structured questionnaire was prepared after taking into consideration of the various aspects of the Board's functioning, Composition of the Board and Committees, culture, execution and performance of specific duties, obligation and governance. The performance evaluation of the Independent Directors was completed.

During the financial year under review, the Independent Directors met on 6th February, 2023 inter alia, to discuss:

- Performance evaluation of Non-Independent Directors and Board of Directors as a whole;
- Performance evaluation of the Chairman of the Company;
- Evaluation of the quality of flow of information between the Management and Board for effective performance by the Board.

The Board of Directors expressed their satisfaction with the evaluation process.

Policy on Director's Appointment and Remuneration

The Company has a Nomination and Remuneration Committee. The Committee reviews and recommend to the Board of Directors about remuneration for Directors and Key Managerial Personnel and other employee up to one level below of Key Managerial Personnel. The Company does not pay any remuneration to the Non-Executive Directors of the Company other than sitting fee for attending the Meetings of the Board of Directors and Committees of the Board. Remuneration to Executive Directors is governed under the relevant provisions of the Act and approvals.

The Company has devised the Nomination and Remuneration Policy for the appointment, re-appointment and remuneration of Directors, Key Managerial Personnel and Senior Management Personnel. All the appointment, re-appointment and remuneration of Directors, Key Managerial Personnel and Senior Management Personnel are as per the Nomination and Remuneration Policy of the company.

Vigil Mechanism

The Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy. The policy enables the employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct. Further the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for adequate safe guards against victimization of Whistle Blower who avails of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in exceptional cases. The functioning of vigil mechanism is reviewed by the Audit Committee from time to time. None of the Whistle blowers has been denied access to the Audit Committee of the Board. The Whistle Blower Policy of the Company is available on the website of the Company www.transformerindia.com.

Risk Management Policy

The Company is aware of the risks associated with the business. It regularly analyses and takes corrective actions for managing/mitigating the same.

The Company has framed a formal Risk Management Framework for risk assessment and risk minimization which is periodically reviewed to ensure smooth operation and effective management control. The Audit Committee also reviews the adequacy of the risk management framework of the Company, the key risks associated with the business and measure and steps in place to minimize the same.

Sexual Harassment of Women at Workplace

The Company has constituted Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the company has complied with provisions of the same.

There were no incidences of sexual harassment reported during the year under review, in terms of the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Directors' Responsibility Statement

As stipulated in Section 134(3)(c) read with sub section 5 of the Companies Act, 2013, Directors subscribe to the "Directors' Responsibility Statement", and confirm that:

- a) In preparation of annual accounts for the year ended 31st March, 2023, the applicable accounting standards have been followed and that no material departures have been made from the same;
- b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that year;
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors had prepared the annual accounts for the year ended 31st March, 2023 on going concern basis.
- e) The Directors had laid down the internal financial controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and



- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Insurance

Assets of your Company are adequately insured against various perils.

Corporate Governance

The Company endeavors to maximize the wealth of the Shareholders by managing the affairs of the Company with pre-eminent level of accountability, transparency and integrity.

A separate section on Corporate Governance standards followed by your Company, as stipulated under Regulation 27 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as an annexure to this Report.

A Certificate from Mr. Tapan Shah, Practicing Company Secretary, conforming compliance to the conditions of Corporate Governance as stipulated under Regulation 27 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Report.

Secretarial Standards

Secretarial Standards for the Board of Directors and General Meetings (SS-1 & SS-2) are applicable to the Company. The Company has complied with the provisions of both Secretarial Standards.

Management Discussion and Analysis

The Management Discussion and Analysis Report for the financial year under review as stipulated under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in the separate section forming part of this Annual Report.

Material Changes and Commitment affecting Financial Position of the Company

There are no material changes and commitments, affecting the financial position of the Company which has occurred between the end of financial year as on 31st March, 2023 and the date of Director's Report i.e. 4th May, 2023.

Particular of Employees

The information required pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In term of Section 136 of the Companies Act, 2013, the Report is being sent to all shareholders and others entitled thereto, excluding the aforesaid information and the said particulars are available for inspection by the Members at the Registered Office of the Company during the business hours on working days of the Company. The members interested in obtaining such particulars may write to the Company Secretary.

The ratio of remuneration of each Director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are forming part of this Board of Director's Report as **Annexure-3**.

Annual Return

Draft of Annual Return as on 31st March, 2023 in Form MGT-7 is available on the website of the Company www.transformerindia.com

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

Information relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo, required under Section 134 (3) (m) of the Companies Act, 2013 forms part of this Board of Director's Report as **Annexure-4**.

Contracts or Arrangements with Related Parties

All the related party transactions that were entered during the financial year were in the Ordinary course of business of the Company and were on arm's length basis. There were no materially significant related party transactions entered by the Company with its Promoters, Directors, Key Managerial Personnel or other persons which may have potential conflict with the interest of the Company.

All Related Party transactions are placed before the Audit Committee for approval, wherever applicable. Prior omnibus approval for normal business transactions is also obtained from the Audit Committee for the related party transactions which are of repetitive nature and accordingly the required disclosures are made to the Committee on quarterly basis in terms of the approval of the Committee.

The policy on Related Party Transactions as approved by the Board of Directors is uploaded on the website of the Company www.transformerindia.com



The particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013, as prescribed in Form AOC - 2 which forms part of this Board of Director's Report as **Annexure-5**

Internal financial control systems and their adequacy

Your Company has laid down the set of standards, processes and structure which enables to implement internal financial control across the Organization and ensure that the same are adequate and operating effectively. To maintain the objectivity and independence of Internal Audit, the Internal Auditor reports to the Chairman of the Audit Committee of the Board.

The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with the operating systems, accounting procedures and policies of the Company. Based on the report of Internal Auditor, the process owners undertake the corrective action in their respective areas and thereby strengthen the Control. Significant audit observation and corrective actions thereon are presented to the Audit Committee of the Board.

Reporting of frauds by Statutory Auditors under Section 143(12)

There were no incidences of reporting of frauds by Statutory Auditors of the Company u/s 143(12) of the Act read with Companies (Accounts) Rules, 2014.

Details of Significant and Material Orders passed by the Regulators, Courts and Tribunals

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

Disclosure of proceedings pending or application made under Insolvency and Bankruptcy Code, 2016

No application was filed for corporate insolvency resolution process, by a financial or operational creditor or by the Company itself under the IBC before the NCLT.

Disclosure of reason for difference between valuation done at the time of taking loan from Bank and at the time of one-time settlement

There were no instances of one-time settlement with any Bank of Financial Institution

AUDITORS

Statutory Auditors

The Statutory Auditors, M/s Manubhai & Shah LLP (Firm Registration No. 106041W), Chartered Accountants has been appointed to hold the office from the conclusion of this 28th Annual General Meeting till the conclusion of 33rd Annual General Meeting of the Company. The Company has received the consent from the Auditors and confirmation to the effect that they are not disqualified to be appointed as the Auditors of the Company in the terms of the provisions of the Companies Act, 2013 and the Rules made thereunder.

Internal Auditor

M/s Sharp & Tannan Associates., Chartered Accountants, Ahmedabad has been appointed as Internal Auditors of the Company for financial year 2023-24. Internal Auditors are appointed by the Board of Directors of the Company on a yearly basis, based on the recommendation of the Audit Committee. The Internal Auditor reports their findings on the Internal Audit of the Company, to the Audit Committee on a quarterly basis. The scope of internal audit is approved by the Audit Committee.

Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company had appointed Mr. Tapan Shah, Practicing Company Secretary to undertake the Secretarial Audit of the Company for the financial year 2022-23. The Report of the Secretarial Audit Report for the financial year 2022-23 is annexed to this Board of Director's Report as **Annexure-6**.

Cost Auditor

As per Section 148 read with Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 the Board of Directors of your Company has appointed M/s Kushal & Co., Cost Accountants as the Cost Auditor of the Company for the financial year 2023-24 on the recommendations made by the Audit Committee. The remuneration proposed to be paid to the Cost Auditors, subject to the ratification by the members at the ensuing Annual General Meeting, would be ₹ 50,000/- (Rupees Fifty Thousands only) excluding GST (if applicable) and out of pocket expenses, if any.

The Cost Audit report for the financial year 2021-22 has been filed within the due date. The due date for submission of the Cost Audit Report for the financial year 2022-23 is within 180 days from 31st March, 2023.

Statutory Auditor's Report

The Statutory Auditors' Report on the accounts of the Company for the accounting year ended 31st March, 2023 is self-explanatory and do not call for further explanations or comments that may be treated as adequate compliance of Section 134 of



the Companies Act, 2013.

General

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Companies Act, 2013.
2. Issue of Equity Shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and ESOS.
4. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
5. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

Acknowledgment

Your Directors would like to express their appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the executives, staff and workers of the Company.

By Order of the Board of Directors

Jitendra U. Mamtara
Chairman and Whole-time Director
(DIN : 00139911)

Place : Ahmedabad
Date : 4th May, 2023

**ANNEXURE - 1****Subsidiaries and Joint Ventures Company
FORM AOC - 1**

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures
(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

(₹ in Lakhs)

| Sr. No | Name of the subsidiary Companies and joint ventures Companies | Subsidiary Companies | | | | Joint Ventures Company |
|--------|--|----------------------|--------------------------------------|--------------------------|-------------------------------------|---|
| | | Transpare Ltd | Transweld Mechanical Engg. Works Ltd | TARIL Infrastructure Ltd | Savas Engineering Company Pvt. Ltd. | TARIL Switchgear Pvt. Ltd. (Formerly Known as T&R Switchgear Pvt. Ltd.) |
| 1 | Reporting period for the subsidiary concerned, if different from the holding company's reporting period | N.A | N.A | N.A | N.A | N.A |
| 2 | Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries. | N.A | N.A | N.A | N.A | N.A |
| 3 | Share capital | 193.68 | 25.00 | 25.00 | 19.05 | 210.19 |
| 4 | Reserves & surplus | 1397.56 | 536.28 | 497.55 | 308.33 | (437.93) |
| 5 | Total assets | 2508.08 | 1427.02 | 743.42 | 3562.02 | 788.11 |
| 6 | Total Liabilities | 916.84 | 865.74 | 220.87 | 3234.63 | 1015.85 |
| 7 | Investments | 35.13 | - | - | - | - |
| 8 | Turnover | 3990.89 | 1279.61 | 2037.70 | 4081.70 | 1948.38 |
| 9 | Profit before taxation | 416.23 | 2.52 | 344.49 | 40.98 | (7.02) |
| 10 | Less : Provision for taxation | 117.83 | 13.31 | 87.74 | 94.30 | 0.59 |
| 11 | Profit after taxation | 298.40 | (10.78) | 256.75 | (53.32) | (7.60) |
| 12 | Other Comprehensive Income(net of Tax) | 1.54 | - | - | 1.68 | - |
| 13 | Total Comprehensive Income | 299.94 | (10.78) | 256.75 | (51.64) | (7.60) |
| 14 | Proposed Dividend | -- | | -- | -- | -- |
| 15 | % of shareholding | 51% | 100% | 100% | 100% | 60% |

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations - N.A.
- Names of subsidiaries which have been liquidated or sold during the year - N.A.

By Order of the Board of Directors

Jitendra U. Mamtora
Chairman and Whole-time Director
(DIN : 00139911)

Place : Ahmedabad
Date : 4th May, 2023



ANNEXURE - 2

The Annual Report on Corporate Social Responsibility (CSR) Activities For Financial year 2022-23

1 Brief outline on CSR Policy of the Company :

The Company framed and adopted CSR policy in compliance with the provisions of amended Companies (Corporate Social Responsibility Policy) Rules and Section 135 of Companies Act, 2013 and policy may be accessed through the web-link: <http://www.transformerindia.com/download/CSRPolicy25052021.pdf>

2. Composition of CSR Committee

| Sr. | Name of Director | Designation / Nature of Directorship | Number of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|-----|-------------------------|--------------------------------------|--|--|
| 1 | Mrs. Karuna J. Mamtara | Chairperson/Executive Director | 1 | 1 |
| 2 | Mr. Jitendra U. Mamtara | Member/ Executive Director | 1 | 1 |
| 3 | Mr. Subir Kumar Das | Member/ Independent Director | 1 | 1 |

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 :

www.transformerindia.com

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 :

Not Applicable

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

| Sr. | Financial Year | Amount available for set-off from preceding financial years (in INR) | Amount required to be set-off for the financial year, if any (in INR) |
|-----|----------------|--|---|
| 1 | 2022-23 | - | 1.62 |

6 Average net profit of the company as per section 135(5) : ₹ 1,056.92 Lakhs

7 a) Two percent of average net profit of the company as per section 135(5) : ₹ 21.14 Lakhs

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

c) Amount required to be set off for the financial year, if any : ₹ 1.62 Lakhs

d) Total CSR obligation for the financial year (7a+7b-7c). : ₹ 19.52 Lakhs

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

| Total Amount Spent for the Financial Year (in Lakhs) | Amount Unspent (in Lakhs) | | | | |
|--|---|------------------|---|--------|------------------|
| | Total Amount transferred to Unspent CSR Account as per section 135(6) | | Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5) | | |
| | Amount | Date of transfer | Name of the Fund | Amount | Date of transfer |
| 22.00 | NA | | NA | | |

b) Details of CSR amount spent against ongoing projects for the financial year : Not Applicable



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

| Sr. | Name of the Project | Item from the list of activities in Schedule VII to the Act | Local area (Yes/No) | Location of the project (State & District) | Amount spent for the project (in Lakhs) | Mode of Implementation - Direct (Yes/No) | Mode of Implementation - Through Implementing Agency (Name & CSR Reg. No.) |
|-----|--|---|---------------------|--|---|--|--|
| 1 | Promoting health care including preventive health care | Promoting Health Care | Yes | Ahmedabad, Gujarat | 22.00 | No | Raginiben Bipinchandra Sevakarya Trust Ahmedabad - CSR00012645 |
| | | | | Total | 22.00 | | |

d) Amount spent in Administrative Overheads : Nil

e) Amount spent on Impact Assessment, if applicable : Not Applicable

f) Total amount spent for the Financial Year (8b+8c+8d+8e) : ₹ 22.00 Lakhs

| Sr. | Particular | Amount (in Lakhs) |
|-------|---|-------------------|
| (i) | Two percent of average net profit of the company as per section 135(5) | 21.14 |
| (ii) | Total amount spent for the Financial Year | 22.00 |
| (iii) | Excess amount spent for the financial year [(ii)-(i)] | 0.86 |
| (iv) | Excess amount carried forward of the last financial year | 1.62 |
| (v) | Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any | 0.00 |
| (vi) | Amount available for set off in succeeding financial years [(iii)-(iv)] | 2.48 |

9 a) Details of Unspent CSR amount for the preceding three financial years : Not Applicable

b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s) :
Not Applicable

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

a) Date of creation or acquisition of the capital asset(s) :

b) Amount of CSR spent for creation or acquisition of capital asset :

c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. :

d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset) :

Not Applicable

11 Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5) :

Not Applicable

Date : 4th May, 2023

Place : Ahmedabad

Satyen J. Mamtora
Managing DirectorKaruna J. Mamtora
Chairperson - CSR Committee

**ANNEXURE - 3****Particular of Employees**

A. The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

a) **The ratio of remuneration of each director to the median employee's remuneration for the financial year and such other details as prescribed is given below:**

| Sr. No. | Name | Designation | Ratio |
|---------|-------------------------|----------------------------------|-------|
| 1 | Mr. Jitendra U. Mamtora | Chairman and Whole-time Director | 16:1 |
| 2 | Mr. Satyen J. Mamtora | Managing Director | 19:1` |
| 3 | Mrs. Karuna J. Mamtora | Executive Director | 6:1 |

b) **The Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:**

| Sr. No. | Name | Designation | % |
|---------|----------------------------|----------------------------------|-----|
| 1 | Mr. Jitendra U. Mamtora | Chairman and Whole-time Director | 1% |
| 2 | Mr. Satyen J. Mamtora | Managing Director | 15% |
| 3 | Mrs. Karuna J. Mamtora | Executive Director | 1% |
| 4 | Mr. Amarendra Kumar Gupta* | Chief Financial Officer | - |
| 5 | Mr. Rakesh Kiri | Company Secretary | 27% |

*The remuneration paid in FY 2022-23 was for part of the year. Therefore, percentage increase is not comparable with FY 2021-22, hence not stated.

c) **The percentage increase in the median remuneration of employees in the financial year:**

The median remuneration of the employees in the financial year were increased by 10.2 %

d) **The number of permanent employees on the rolls of the Company:**

There were 538 employees as on 31st March, 2023.

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

Average increase in salaries of employees other than managerial personnel in financial year 2022-23 was 7.55% and Average increase in the managerial remuneration in financial year 2022-23 was 5%

f) **Affirmation that the remuneration is as per the remuneration policy of the Company:**

Yes, it is confirmed.

B. Particulars of Employee in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Not Applicable

C. Employee employed throughout Financial year or part thereof, was in receipt of remuneration of in aggregate is in excess of that drawn by the Managing Director or Whole Time Director or Manager and holds by himself or along with his spouse and dependent children, not less than Two percent (2%) of the Equity Shares of the Company.

Not Applicable



ANNEXURE - 4

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required under the Companies (Accounts) Rules, 2014

(A) Conservation of Energy

i) the steps taken or impact on conservation of energy for financial year 2022-23:

In a continuous endeavor to conserve and save energy, several measures have been adopted in financial year 2022-23, notable amongst them are:

1. Plucked all VPD's Leak rate, achieved standard LPS, and reduced process time with quality of job imported. Energy saving by 10%. Option exercised in Changodar and Moriya Plant.
2. Rectangular Oven vacuum system modification to achieve fast vacuuming to save energy and time.
3. 2 Nos Mobile vacuum system modification, replaced water cooled pump to air cooled pump to save energy by 50%.
4. Testing and QA area AC replace to reduce tonnage of ACs to save energy by 20%.
5. All Electrical equipment's are shut down during the Lunch/ Dinner break leading to efficient use of energy.

ii) the steps taken by the Company for utilizing alternate sources of energy;

1. Uses of natural lights are resorted at various departments to save energy.
2. Transparent roof sheets provided in shops to use natural lights.

iii) the capital investment on energy conservation equipment;

There are no such specific investments done by the Company

(B) Technology absorption

i) the effort made towards technology absorption;

- Your Company successfully absorbed technology for Multiple numbers of 420 kV Shunt Reactors designed and manufactured as per FUJI Japan technology tested and delivered to site.

ii) the benefit derived like product improvement, cost reduction, product development or import substitution;

- Your Company has received order for 2 nos. 250 MVA ICT from one of the PPP model Company
- Your Company received order for 72 nos. Transformers & Reactors from a leading Central Power Utility in India
- Your Company received order for Delhi Metro (DMRC) and Chennai Metro Projects
- Your Company received order for Solar Power Plants for 4 nos. 250 MVA 2x33KV/400 KV from a reputed EPC Company
- Your Company received order for 8 nos. 315 MVA 2x33/400 KV from a Maharatna PSU
- Your Company received maiden order for 400 KV Generator transformers of 3 nos. 210 MVA from a very reputed steel plant in private sector

iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year);

| Details of technology imported | Year of import | Status of implementation/absorption |
|---|----------------|--|
| <p>The Company has entered into a Technology License Agreement (TLA) with Fuji Electrical Company Limited ("Fuji") to use its technology and know-how; to design, manufacture and supply:</p> <ul style="list-style-type: none"> • Generator step up transformers with single phase or three phase, 420 kV Voltage and upto 1000 MVA bank capacity; • Shunt reactors with three phase 420 kV voltage and upto 125 MVA capacity; • Shunt reactor with single phase, 765 kV voltage and upto 133 MVA capacity. | 2014 | <ol style="list-style-type: none"> 1. Technology for 765 kV class shunt reactors has been fully absorbed 2. Manufacturing Training for shunt reactor imparted by FUJI experts at TRIL Moraiya plant. 3. Multiple numbers of 420 kV Shunt Reactors designed and manufactured |

iv) The expenditure incurred on Research and Development

In pursuits of R&D endeavors, the Company is continuously incurring R&D expenditure both on Capital and Revenue which has not been separately reflected but which is being shown as part of Regular heads of accounts in Fixed Assets and in Statement of Profit and Loss respectively.

**(C) Foreign Exchange Earnings and Outgo:**

| Particulars | ₹ in Lakhs | |
|-----------------------------------|-------------|-------------|
| | 2022-23 | 2021-22 |
| 1. Foreign Exchange Earnings | 7341 | 16919 |
| 2. Foreign Exchange Outgo | | |
| (a) Import of Raw Material | 2002 | 5197 |
| (b) Import of Capital Goods | 0 | 15 |
| (c) Expenses | 643 | 2968 |
| Total Expense | 2645 | 8180 |
| 3. Net saving in Foreign Exchange | 4696 | 8738 |

ANNEXURE - 5**Particulars of Contracts / Arrangements made with related parties****FORM AOC – 2**

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

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

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

No such transactions were entered during the financial year 2022-23.

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

The contracts or arrangement or transactions entered with the related parties during the financial year 2022-23 were not material and the same were disclosed in the notes to accounts forming part of the financial statements for the year ended 31st March, 2023.

By Order of the Board of Directors

Jitendra U. Mamtor
Chairman and Whole-time Director
(DIN : 00139911)

Place : Ahmedabad
Date : 4th May, 2023



ANNEXURE - 6

SECRETARIAL AUDIT REPORT

For the financial year ended 31/03/2023

[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,
TRANSFORMERS AND RECTIFIERS (INDIA) LIMITED
CIN: L33121GJ1994PLC022460
Survey No. 427 P/3-4 & 431 P/1-2,
Sarkhej- Bavla Highway, Village: Moraiya,
Dist.: Ahmedabad - 382213, Gujarat.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Transformers and Rectifiers (India) Limited** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and based on the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit through electronically by way of scan copy or soft copy through mail or otherwise, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 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:

I have examined through electronically by way of scan copy or soft copy through mail or otherwise the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023 and made available to me, according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made there under as applicable;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment;
- (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, as amended from time to time;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time;
 - c) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018, as amended from time to time; and
 - d) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulation, 2009
- (vi) Secretarial Standards issued by the Institute of Company Secretaries of India (SS - 1 and SS -2)

I have also examined compliance with the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time, pursuant to the Listing Agreement of the said Company with stock exchanges.

Further being a Transformer (Electric) Industry, there are no specific applicable laws to the Company, which requires approvals or compliances under any Act or Regulations.

During the period under review the Company has generally complied with the all material aspects of applicable provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above

During the Period under review, provisions of the following Acts, Rules, Regulations, Guidelines, etc. were not applicable to the Company:

- i. Securities and Exchange Board of India (Share Based Employee Benefits and sweat equity) Regulations, 2021
- ii. Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2016 and 2021;
- iii. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- iv. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 & 2018; and
- v. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 & 2018;
- vi. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investment and External Commercial Borrowings;

I further report that -

The Compliance by the Company of applicable financial laws, like direct and indirect tax laws and names of the related parties under IND AS-24 has not been reviewed in this Audit, since the same have been subject to review by statutory financial auditor and other designated professionals.

I further report that -

Based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit and on the basis of Compliance Certificates issued by the Managing Director and CFO and Company Secretary of the Company and taken on record by the Board of Directors at their meetings, in my opinion, adequate systems and processes and control mechanism exist in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, standards and guidelines and general laws like various labor laws, competition law, environmental laws, etc.

**I 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, in compliance of the law. The change in the KMP (CFO) that took place during the period under review was carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent generally 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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that during the audit period, there were few specific events/ actions in pursuance of the above referred laws, rules, regulations, standards, etc. having a major bearing on the Company's affairs, details of which are as stated below:

- I. In Annual General meeting held on 1st August, 2022, the Company has taken approval from the its members for re-appointment of Mr. Jitendra U. Mamtara as Chairman and Whole-time Director and Mrs. Karuna J. Mamtara as Executive Director of the Company.
- II. Mr. Satyen J. Mamtara was re-appointed as a Managing Director of the Company as approved by the members through Postal Ballot process, as on 27th June, 2022.

Place : Ahmedabad
Date : 04/05/2023

Practicing Company Secretary: Tapan Shah
FCS No.: 4476
C P No.: 2839
UDIN: F004476E000233485
PR No.: 673/2020

Note: This Report is to be read with my letter of above date which is annexed as **Annexure A** and forms an integral part of this report.

Annexure A

To,

The Members,

TRANSFORMERS AND RECTIFIERS (INDIA) LIMITED

CIN: L33121GJ1994PLC022460

Survey No. 427 P/3-4 & 431 P/1-2,

Sarkhej- Bavla Highway, Village: Moraiya,

Dist.: Ahmedabad - 382213, Gujarat.

My report of the above date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done based on the records and documents provided, on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed by me provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Ahmedabad
Date : 04/05/2023

Practicing Company Secretary: Tapan Shah
FCS No.: 4476
C P No.: 2839
UDIN: F004476E000233485
PR No.: 673/2020



CORPORATE GOVERNANCE REPORT

"Corporate Governance refers to the set of systems, principles and processes by which Company is governed. They provide the guideline as to how the Company can be directed or controlled so as to fulfill its goals and objectives in a manner that adds to the value of the Company and benefit to all the stakeholders in the long term. Strong and improved Corporate Governance practices are indispensable in today's competitive world and complex economy".

Transformers and Rectifiers (India) Limited's (TRIL) philosophy of Corporate Governance is founded on the pillars of fairness, accountability, disclosures and transparency. These pillars have been strongly cemented which is reflected in your Company's business practices and work culture. TRIL firmly believe that the practice of each of these creates the right corporate culture that fulfills the true purpose of Corporate Governance.

TRIL's philosophy is to view the Corporate Governance from the view point of business strategy rather than mere compliance norms. The Company believes in adopting and adhering to the best recognized corporate governance practices and continuously benchmarking itself against each such practice. As a responsible Corporate, we use this framework to maintain accountability in all our affairs, and employ democratic and open processes. Strong Governance practices of the Company have been rewarded in terms of improved share valuations, stakeholder's confidence, market capitalizations etc.

1. Company's Philosophy on Corporate Governance:

Transformers and Rectifiers (India) Limited (TRIL or the Company) commitment for effective Corporate Governance continues and the Company has always been at their benchmarking efforts to follow the internal systems and policies within accepted standards for the creation of golden & trustable value towards the shareholders.

The Board of Directors represents the interest of the Company's stakeholders, for optimizing long term value by way of providing necessary guidance and strategic vision to the Company.

The Company's continued endeavor is to achieve good governance which ensures our performance rules with integrity whereby ensuring the truth, transparency, accountability and responsibility in all our dealings with our employees, shareholders, consumers and the community at large. Apart from the compliance with the statutory provisions of the Companies Act, Allied Acts and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is in compliance with all the requirements of the Corporate Governance code as enriched in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. We believe that sound Corporate Governance is critical to enhance and retain stakeholder's trust.

2. Board of Directors:

(a) Composition

The Board of Directors of the Company has been constituted in manner which ensure the optimum combination of Executive/Non-Executive and Independent /Non-Independent Directors to ensure proper governance and management and adhere to the requirements of the Corporate Governance code under Regulation 17(1) and Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Your Company's Board comprises of Six (6) Directors of which Three (3) are Executive and Non-Independent Directors and Three (3) are Non-Executive and Independent Directors. The Chairman of the Board of Directors is Executive Director.

Mrs. Karuna J. Mamtora serves as an Executive Director on the Board of Directors. Thus, the Company complies with the requirement of appointment of Women Director under the Companies Act, 2013 and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(b) Attendance at the Board Meetings and at the last AGM and number of directorships held by Directors in Companies as well as Committees as a member or chairperson is as under:

| Name of Directors and their Designation | Status - Category | No. of Board Meetings held | No. of Board Meetings attended | Attendance at Last AGM | *No. of Outside Directorship held | **Outside Committees | |
|---|-------------------|----------------------------|--------------------------------|------------------------|-----------------------------------|----------------------|----------|
| | | | | | | Member | Chairman |
| Mr. Jitendra U. Mamtora, Chairman and Whole-time Director | ED & NID | 5 | 5 | Yes | - | - | - |
| Mr. Satyen J. Mamtora, Managing Director | ED & NID | 5 | 5 | Yes | 2 | - | - |
| Mrs. Karuna J. Mamtora, Executive Director | ED & NID | 5 | 5 | No | 2 | - | - |
| Mr. Bhaskar Sen, Independent Director | ID & NED | 5 | 5 | Yes | - | - | - |



| | | | | | | | |
|---|----------|---|---|-----|---|---|---|
| Mr. Subir Kumar Das, Independent Director | ID & NED | 5 | 5 | Yes | 5 | 3 | - |
| Mr. Rajendra Shantilal Shah, Independent Director | ID & NED | 5 | 5 | Yes | 4 | 5 | 3 |

- **Including Private Companies, ** Committees include Audit Committee & Stakeholder's Grievance and Relationship Committee for the purpose of Regulation 26(1)(b) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015*
- *WTD-Whole Time Director, MD- Managing Director, ED-Executive Director, ID-Independent Director , NID- Non-Independent Director and NED-Non-Executive Director.*

None of the Directors of Board is a member of more than Ten (10) Committees and no Director is Chairman of more than five committees across all the companies in which they are Director. The necessary disclosures regarding Committee positions have been made by all the Directors pursuant to Regulation 26 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

None of the Independent Director of the Company is holding position of Independent Director in more than Seven (7) Listed Company. Further, none of the Director of the Company is serving as a Whole-time Director in any Listed Company and holding position of Independent Director in more than Three (3) Listed Companies pursuant to Regulation 25(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

(c) Information on Board of Directors and Board Meetings

The Board Meetings are held at least once in every quarter inter-alia, to review the quarterly results of the Company. The gap between the two Board Meetings does not exceed 120 days. Every Director on the Board is free to suggest any item for inclusion in the agenda for the consideration of the Board. The Board Meetings were held virtually. All the mandatory items as prescribed in Regulation 17(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are placed before the Board of Directors.

During the financial year, five (5) Board Meetings were held respectively on 14th May, 2022, 4th July, 2022, 8th August, 2022, 10th November, 2022 and 6th February, 2023.

The Board of Directors periodically reviews Letter of Assurance to strengthen the legal framework step by step in order to ensure the compliance with all the applicable Laws pursuant to Regulation 17(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Board of Directors has its own plan on orderly succession for appointment to the Board of Directors and Senior Management pursuant to Regulation 17(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Management Committee oversees day to day operations of the Company, which consist of Three (3) Executive Directors subject to supervision and control of the Board of Directors. The Management Committees appointed by the Board of Director make decision within the authority delegated. All decisions/ recommendation of the Committees are placed before the Board of Director for information and/or it's its approval.

The Performance evaluation of Independent Directors and all Committees has been evaluated by the Board of Directors in its Board Meeting held on 1st May, 2023 for the financial year 2022-23 pursuant to Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

A separate Meeting of Independent Directors was held on 6th February, 2023 to review the performance of Non-Independent Directors and Board of Directors as whole pursuant to Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the terms and conditions of Independent Directors are incorporated on the website of the Company www.transformerindia.com.

Code of Conduct

The Code of Conduct seeks to ensure that the Board of Directors and Senior Management Personnel observe a total commitment to their duties and responsibilities while ensuring complete adherence with the applicable statutes on the hand and values and ethics on the other.

In Compliance with Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted a Code of Ethics for principal Executives and the Senior Management Personnel covering duties of Independent Directors as laid down in the Companies Act 2013. All the Board Members and Senior Management Personnel have affirmed Compliance with the Code of Conduct. The Code of Conduct is available on the website of the Company at www.transformerindia.com. A declaration to this effect duly signed by Mr. Jitendra U. Mamtora, Chairman and Whole-time Director of the Company is attached herewith and forms part of Corporate Governance Report.

**(d) CEO and CFO Certification**

Pursuant to Regulation 17(8) and Regulation 33(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, CEO and CFO of the Company have certified to the Board of Directors the financial statement for the financial year ended 31st March, 2023 on page No. 45

(e) Risk Management

The Company has framed a formal Risk Management Framework for risk assessment and risk minimization which is periodically reviewed to ensure smooth operation and effective management control. The Audit Committee also reviews the adequacy of the risk management framework of the Company, the key risks associated with the business and measure and steps in place to minimize the same. The Board undertakes periodic review of various matters including risk management, forex, internal audit reports etc.

(f) Disclosure of relationships between Directors inter-se

None of the Directors are related to each other except Mr. Jitendra U. Mamtora, Chairman and Whole-time Director, Mr. Satyen J. Mamtora, Managing Director and Mrs. Karuna J. Mamtora, Executive Director of the Company are relatives.

(g) Board of Director's Shareholding

The details of Shares held by Executive and Non-Executive Directors pursuant to Regulation 26(4) of the SEBI (LODR), Regulation, 2015 as on 31st March, 2023 are as under:

| Sr. No. | Name of Director | Designation | No. of Shares held | % Held |
|---------|----------------------------|----------------------------------|--------------------|--------|
| 1. | Mr. Jitendra U. Mamtora | Chairman and Whole-time Director | 88589920 | 66.83 |
| 2. | Mrs. Karuna J. Mamtora | Executive Director | 2677360 | 2.02 |
| 3. | Mr. Satyen J. Mamtora | Managing Director | 970000 | 0.73 |
| 4. | Mr. Bhaskar Sen | Independent Director | - | - |
| 5. | Mr. Sureshchandra Agarwal | Independent Director | - | - |
| 6 | Mr. Subir Kumar Das | Independent Director | - | - |
| 7 | Mr. Rajendra Shatilal Shah | Independent Director | 66220 | 0.05 |

(h) Details of familiarization Programs

At the Board Meetings, apart from the regular agenda items, it is ensured that the Independent Directors are provided a deep and thorough insight into the business model of the Company and updates through detailed presentations of various business unit heads. The Independent Directors get an open forum for discussion and share their experience.

Familiarization Programs imparted to Independent Directors pursuant to Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is available on the website of the Company at www.transformerindia.com.

(i) Credit Ratings:

India Ratings and Research (Ind-Ra) has revised the credit rating as on 8th February, 2023 Outlook to Stable from Negative while affirming the Long-Term Issuer Rating at 'IND BBB+'. Please find below Ind-Ra for Bank Facilities of the Company

| Instrument Type | Rating/Outlook |
|--|-------------------------|
| Fund-based working capital limits | IND BBB+/Stable/IND A2 |
| Non-fund-based working capital limits | IND BBB+/Stable /IND A2 |
| Long-term loans December 2025 | IND BBB+/Stable |
| Long-term loans February 2026 | IND BBB+/Stable |
| Proposed fund-based working capital limits | IND BBB+/Stable /IND A2 |
| Proposed non-fund-based working capital limits | IND BBB+/Stable /IND A2 |

(j) Fees of Statutory Auditor:

The Company has obtained the services of statutory auditor of the company i.e. Manubhai and Shah LLP, Chartered Accountant, Ahmedabad and paid/payable during the Financial year 2022-23, towards services ₹ 12 lakhs and Statutory Auditor of the Company is not appointed as an Auditor for any subsidiary company.



3. Audit Committee

The Audit Committee serves as the link between the Statutory and Internal Auditors and the Board of Directors. The primary objective of the Audit Committee is to monitor and provide effective supervision of the Management's financial reporting process with the view to ensure accurate, timely and proper disclosures and transparency, integrity and quality of financial reporting.

(a) Brief description of terms of reference:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgment by management.
 - d) Significant adjustments made in the financial statements arising out of audit findings.
 - e) Compliance with listing and other legal requirements relating to financial statements.
 - f) Disclosure of any related party transactions.
 - g) Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of 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;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
21. Management discussion and analysis of financial condition and results of operations;
22. Statement of significant related party transactions (as defined by the audit committee), submitted by management;



23. Transactions done with promoter or promoter group holding 20% or more of Equity or Preference share capital will require prior approval of audit committee.
24. Review the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments made.
25. Disclosures of transactions of the listed entity with any person or entity belonging to the promoter/promoter group which holds 10% or more shareholding in the listed entity.
26. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
27. Management letters / letters of internal control weaknesses issued by the statutory auditors;
28. Internal audit reports relating to internal control weaknesses; and
29. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
30. Statement of Deviations:
 - a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - b) Annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7).

(b) Composition, Name of Members and Chairperson

The Audit Committee comprises of Four (4) Directors out of which Three (3) are Non-Executive and Independent Directors namely Mr. Bhaskar Sen, Mr. Subir Kumar Das and Mr. Rajendra Shantilal Shah and One (1) Executive and Non- Independent Director namely Mr. Jitendra U. Mamtara. The Chairman of the Audit Committee is an Independent Director. The Constitution of the Committee meets the requirements of Section 177 of the Companies Act, 2013 as well as Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Statutory Auditors and Internal Auditors attend the meetings by invitation. Mr. Rakesh Kiri, Company Secretary attended the meetings as Secretary. Mr. Bhakar Sen as a Chairman of the Audit Committee was present at the 28th Annual General Meeting held on 1st August, 2023.

(c) Meetings and Attendance during the financial year 2022-23:

During the financial year, five (5) Audit Committee Meetings were held as on 14th May, 2022, 4th July, 2022, 8th August, 2022, 10th November, 2022 and 6th February, 2023

| Sr. No. | Name of Members | Designation | Status Category | No. of Meetings held/ attended |
|---------|-----------------------------|-------------|-----------------|--------------------------------|
| 1. | Mr. Bhaskar Sen | Chairman | ID & NED | 5/5 |
| 2. | Mr. Jitendra U. Mamtara | Member | ED | 5/5 |
| 3. | Mr. Subir Kumar Das | Member | ID & NED | 5/5 |
| 4. | Mr. Rajendra Shantilal Shah | Member | ID & NED | 5/5 |

The Committee is authorised by the Board of Directors in the manner as envisaged under Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as under Section 177 of the Companies Act, 2013. The Committee has been assigned task as listed under Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee reviews the information as listed under Regulation 18(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as under Section 177 of the Companies Act, 2013.

4. Nomination and Remuneration Committee

(a) Brief description of terms of reference

The terms of reference of the Remuneration Committee are inter alia:

- 1) To recommend to the Board, the remuneration packages of Company's Managing/Whole Time/Executive Directors, including all elements of remuneration package (i.e. salary, benefits, bonuses, perquisites, commission, performance incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc.)
- 2) The Company's policy on specific remuneration packages for Company's Managing/Joint Managing/ Executive Directors, including pension rights and any compensation payment.
- 3) To implement, supervise and administer any share or stock option scheme of the Company.



- 4) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a) use the services of an external agencies, if required;
 - b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c) consider the time commitments of the candidates.
 - 5) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, Key managerial personnel and other employees.
 - 6) Formulation of criteria for evaluation of performance of Independent Directors and the Board.
 - 7) Devising a policy on Board diversity.
 - 8) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
 - 9) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
 - 10) The Nomination and Remuneration Committee shall recommend to the board, all remuneration payable to the Senior Management, in any form;
 - 11) The Board is required to make provision for orderly succession of all persons termed as Senior Management;
 - 12) Members of the Senior Management must comply with a code of conduct framed by the company; and
 - 13) Members of the Senior Management must disclose any transactions which may result in a conflict of interest.
- (b) Composition, Name of Members and Chairperson**

The Nomination and Remuneration Committee comprises of Three (3) Non-Executive and Independent Directors namely Mr. Bhaskar Sen, Mr. Subir Kumar Das and Mr. Rajendra Shantilal Shah. The Chairman of the Nomination and Remuneration Committee is an Independent Director. The Constitution of the Committee meets the requirements of Section 178 of the Companies Act, 2013 as well as Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(c) Meeting and the attendance record is as per the table provided below

During the financial year, three (3) Nomination and Remuneration Committee Meetings were held as on 14th May, 2022, 4th July, 2023 and 6th February, 2023. The Committee reviews the information as listed under Regulation 19(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as under Section 178 of the Companies Act, 2013.

| Sr. No. | Name of Members | Designation | Status Category | No. of Meetings held/ attended |
|---------|-----------------------------|-------------|-----------------|--------------------------------|
| 1. | Mr. Bhaskar Sen | Chairman | ID & NED | 3/3 |
| 2. | Mr. Subir Kumar Das | Member | ID & NED | 3/3 |
| 3. | Mr. Rajendra Shantilal Shah | Member | ID & NED | 3/3 |

(d) Performance evaluation criteria for Independent Directors:

In the Nomination and Remuneration Committee Meetings held on 4th May, 2023, the Committee set criteria for evaluating performance evaluation of Independent Director pursuant to Section 178 of the Companies Act, 2013

5. Remuneration of Directors:

(a) Remuneration Policy:

The Objective of Remuneration Policy is directed towards having the compensation structure that will reward and retain the talent.

The Company has adopted and implemented the provision of Section 178 of the Companies Act, 2013 on the requirement of the Committee to recommend to the Board a policy, relating to the remuneration of the Directors, Key management personnel and Senior Management.

The remuneration payable to Directors, Key Managerial Personnel and Senior Management Person will involve a balance between fixed and incentive pay reflecting short term and long term performance objectives appropriate to the working of the Company and its goal.

The remuneration levels are governed by industry pattern, qualification and experience of employee, responsibilities shouldered, individual performance and Company performance.



Non-Executive Directors have no pecuniary relationship or transaction with the Company, except receiving sitting fees for attending Meetings. The Company does not pay any severance fee and no stock option is available to the directors.

(b) Disclosures with respect to Remuneration

The aggregate value of salary, perquisites, commissions, Performance incentive & Sitting fees paid for the year 2022-2023 to all the Directors are as follows.

(₹ In Lakhs)

| Name of Director | Status Category | Sitting Fees | | | | | | Remuneration | Total |
|------------------------------|-----------------|--------------|--------------|--------------|--------------|--------------|--------------|----------------|----------------|
| | | BM | AC | SGRC | NRC | IDM | CSR | Fixed Salary | |
| Mr. Jitendra U. Mamtora | ED | - | - | - | - | - | - | 60.612 | 60.612 |
| Mrs. Karuna J. Mamtora | ED | - | - | - | - | - | - | 22.212 | 22.212 |
| Mr. Satyen J. Mamtora | ED | - | - | - | - | - | - | 75.156 | 75.156 |
| Mr. Bhaskar Sen* | ID & NED | 0.500 | 0.375 | 0.200 | 0.150 | 0.050 | 0.000 | - | 1.275 |
| Mr. Subir Kumar Das* | ID & NED | 0.500 | 0.375 | 0.200 | 0.150 | 0.050 | 0.050 | - | 1.325 |
| Mr. Rajendra Shantilal Shah* | ID & NED | 0.500 | 0.375 | 0.000 | 0.150 | 0.050 | 0.000 | - | 1.075 |
| Total | | 1.000 | 1.500 | 1.125 | 0.400 | 0.450 | 0.150 | 157.980 | 161.655 |

*Sitting Fees paid to Independent Directors

Note: BM-Board Meeting, AC-Audit Committee Meeting, SGRC-Shareholders Grievance and Relationship Committee Meeting, NRC- Nomination and Remuneration Committee Meeting, IDM- Independent Director Meeting, CSR - Corporate Social Responsibility committee, Fixed Salary includes Salary, Perks & Retirement Benefits.

6. Stakeholder's Grievances and Relationship Committee

A. Composition and Attendance

The Stakeholder's Grievances and Relationship Committee comprises of Three (3) Directors out of which Two (2) are Non-Executive Directors namely Mr. Subir Kumar Das (Chairman) and Mr. Bhaskar Sen and One (1) Executive Director namely Mr. Satyen J. Mamtora. The Chairman of this Committee is Non-Executive Independent Director. Mr. Rakesh Kiri, Company Secretary attended the meeting as Secretary.

Four (4) Shareholder Grievance Committee meeting were held on 14th May, 2022, 8th August, 2022, 10th November, 2022 and 6th February, 2023.

| Sr. No. | Name of Members | Designation | Status Category | No. of Meetings held/ attended |
|---------|-----------------------|-------------|-----------------|--------------------------------|
| 1. | Mr. Subir Kumar Das | Chairman | ID & NED | 4/4 |
| 2. | Mr. Bhaskar Sen | Member | ID & NED | 4/4 |
| 3. | Mr. Satyen J. Mamtora | Member | ED | 4/4 |

B. Compliance Officer

Mr. Rakesh Kiri, Company Secretary is the Compliance Officer of the Company and can be contacted at Survey No. 427 P/3-4 & 431 P/1-2, Sarkhej-Bavla Highway, Village: Moraiya, Taluka Sanand, Ahmedabad-382213, Gujarat Tel. 02717- 661 624, Fax : 02717 - 661 716, Email : cs@transformerindia.com

C. Complaints

The Committee is authorised to redress the Shareholders' and Investor's complaints. No Complaint was unresolved as on 1st April, 2022 and during the financial year 2022-23; One (1) complaint was received and resolved by the Company. Hence there were no complaints remained unattended/ pending as on 31st March, 2023.

D. Terms of Reference

The Stakeholder's Grievance & Relationship Committee specifically look into various aspects of interest of shareholders, debenture holders and other security holder pertaining to the requests/complaints of the shareholders related to transfer of shares, dematerialization of shares, non-receipt of annual accounts, non-receipt of dividend or revalidation of expired dividend warrants, recording the change of address, nomination, etc. The role of the Stakeholders' Relationship Committee has been specified in Part D of the Schedule II of the Listing Regulations. It covers as under:



- 1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- 2) Review of measures taken for effective exercise of voting rights by shareholders.
- 3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- 4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company

The equity shares of the Company are compulsorily traded in electronic form on the stock exchanges and hence the handling of physical transfer of shares is minimal. The Board has delegated the said powers for approving transfer and transmission of shares and issue of duplicate shares to Transfer Committee. The status of transfer, duplicate etc., is periodically reported to the Committee. Other details for shareholders have been provided separately in Shareholders' Information.

7. Corporate Social Responsibility Committee

A. Composition and Attendance:

The Corporate Social Responsibility Committee constituted under Board to oversee and give directions to Company's CSR activities under section 135 of Companies Act, 2013. The CSR Committee comprises of Three (3) Directors namely Mrs. Karuna J. Mamtara, Executive Director, Mr. Jitendra U. Mamtara, Whole-time Director and Mr. Subir Kumar Das, Independent Director of the Company. Mrs. Karuna J. Mamtara acts as the Chairperson of the Corporate Social Responsibility Committee.

During the financial year 2022-23, One (1) Meeting of CSR Committee was held on 4th July, 2022.

| Sr. No. | Name of Members | Designation | Status Category | No. of Meetings held/ attended |
|---------|-------------------------|-------------|-----------------|--------------------------------|
| 1. | Mrs. Karuna J. Mamtara | Chairperson | ED | 1/1 |
| 2. | Mr. Jitendra U. Mamtara | Member | ED | 1/1 |
| 3. | Mr. Subir Kumar Das | Member | ID & NED | 1/1 |

B. Terms of reference:

The Corporate Social Responsibility Committee is constituted to perform the following functions:

- 1) Formulate and recommend to the Board, a Corporate Social Responsibility policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
- 2) Recommend the amount of expenditure to be incurred on the activities referred in CSR policy.
- 3) Monitor the Corporate Social Responsibility policy of the Company from time to time.

The Company has framed a Corporate Social Responsibility policy and placed it on the website of the Company i.e. www.transformersindia.com

8. Subsidiaries and Joint Venture Company

As on 31st March, 2023 your Company has Four (4) Subsidiaries namely Transpares Limited (51% holding), Transweld Mechanical Engineering Works Limited (Wholly Owned Subsidiary), TARIL Infrastructure Limited (Wholly Owned Subsidiary), Savas Engineering Company Private Limited (Wholly Owned Subsidiary) and One (1) Joint Venture Companies namely TARIL Switchgear Private Limited (Formally known as T&R Switchgear Private Limited).

Pursuant to amended Regulation 24(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company need not required to appoint any Independent Director to its subsidiary Companies, as there is no material subsidiary.

Financial Statements of our unlisted subsidiary companies were reviewed by the Audit Committee of the Company pursuant to Regulation 24(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Minutes of their Board Meetings as well as statements of all significant transactions of unlisted subsidiary Companies are placed before the Board for their review pursuant to Regulation 24(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**9. Information about General Body Meetings****A. Annual General Meetings/Extra-Ordinary General Meetings**

The Location, date and time of last three Annual General Meetings/Extra-Ordinary General Meetings held are as under.

| Financial Year | Date | Time | No. of Special resolution | Place of Meeting |
|----------------|----------------------------------|------------|---------------------------|---|
| 2021-22 (AGM) | 1 st August, 2022 | 11:00 a.m. | 2 | Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") |
| 2020-21 (AGM) | 7 th September, 2021 | 11:00 a.m. | 1 | |
| 2019-20 (AGM) | 30 th September, 2020 | 11:00 a.m. | 2 | |

B. Special Resolutions

Particulars of Special Resolution passed are as follows:

| Financial Year | Date | Particulars |
|----------------|----------------------------------|--|
| 2021-22 (AGM) | 1 st August, 2022 | 1. To reappoint Mr. Jitendra U. Mamtora (DIN: 00139911) as Chairman and Whole-time Director of the Company 2. To re-appoint Mrs. Karuna J. Mamtora (DIN: 00253549) as an Executive Director of the Company |
| 2020-21 (AGM) | 7 th September, 2021 | 1. To Issue of Equity Shares by way of private placement to Qualified Institutional Buyers or preferential allotment |
| 2019-20 (AGM) | 30 th September, 2020 | 1. To reappoint Mr. Jitendra U. Mamtora (DIN: 00139911) as Chairman and Whole-time Director of the Company 2. To Issue of Equity Shares by way of private placement to Qualified Institutional Buyers or preferential allotment |

C. Postal Ballot:

During the financial year under review the Company had not transacted any business through Postal Ballot

| Financial Year | Date | Particulars |
|----------------|-----------------------------|---|
| 2022-23 | 27 th June, 2022 | Re-appointment of Mr. Satyen J. Mamtora as a Managing Director of the company |

10. Means of Communication

| | |
|--|---|
| 30 th June, 2023 | 45 days from end of Quarter 30 th June, 2023 |
| 30 th September, 2023 | 45 days from end of Quarter 30 th September, 2023 |
| 31 st December, 2023 | 45 days from end of Quarter 31 st December, 2023 |
| Audited Results for the year ended on 31 st March, 2024 | 60 days from end of Financial Year (As per Regulation 33 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) |

The Company has published its Quarterly/Half yearly Financial Results in daily newspapers both English and vernacular language where the registered office of the Company is situated as per the SEBI (LODR) Regulations, 2015. (Financial Express). The result was also submitted to Stock Exchanges pursuant to Regulation 47 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The result and presentations made to Institutional Investors or to the Analysts were also displayed on Company's website www.transformerindia.com

NSE Electronic Application Processing System (NEAPS):

The NEAPS is a web based application designed by NSE for Corporates. The Shareholding Pattern, Corporate Governance Report, Reconciliation of Share Capital Audit and various other corporate announcements are filed electronically on NEAPS.

BSE Listing Centre:

The electronic system introduced by BSE Limited for submission of Quarterly/ Half Yearly / yearly compliance like Share holding Pattern, Corporate Governance Report, Board Meeting intimation of the company and other corporate announcements in E-Mode. BSE Listing Centre is web based application designed by Bombay Stock Exchange for Corporates.

SEBI Complaints Redress System (SCORES):

Securities Exchange Board of India introduced for quick resolution of Investors Grievances SEBI Complaints Redress System (SCORES). The investor complaints are processed in a centralized web based complaints redress system. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

**11. General Information for Shareholders****A. Annual General Meeting:**

Date: 31st July, 2023
 Time: 11:00 a.m.
 Mode of AGM/ Venue: Through Video Conferencing/ Other Audio Visual Means

B. Financial Year: 1st April, 2022 to 31st March, 2023**C. Book Closure:** The Register of Members and Share Transfer Books of the Company will be closed from Saturday, 29th July, 2023 to Monday, 31st July, 2023 (both days inclusive) for the purpose of ensuing Annual General Meeting and payment of dividend.**D. Dividend payment date:** Before 30th August, 2023**E. Listing on Stock Exchanges:** Equity Shares of the Company are listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).

The Company had paid listing fees to BSE Limited and National Stock Exchange of India Limited for financial year 2022-23.

As on 31st March, 2023, there were 49692 Shareholders of the Company.

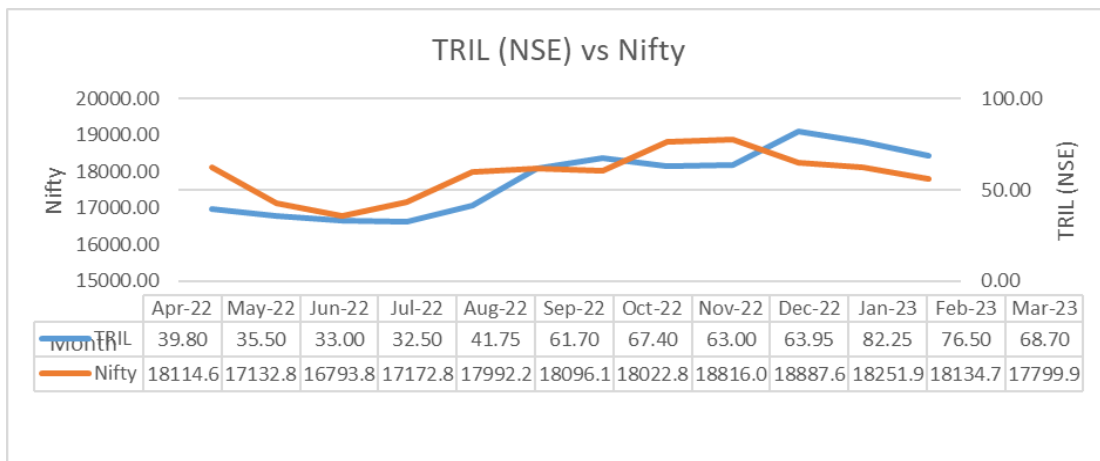
F. Stock Code

| Security | Group & Stock Code at BSE | Scrip ID at NSE | ISIN |
|---------------|-------------------------------------|-----------------|--------------|
| Equity Shares | TRIL/B (S&P BSE Small Cap) & 532928 | TRIL | INE763I01026 |

G. Market Price Data

The Monthly High and Low share price of BSE & NSE Compared to SENSEX & Nifty during the financial year 2022-23 are as under:

| Months | BSE Share Price | | Sensex | | NSE Share Price | | Nifty | |
|--------|-----------------|-------|----------|----------|-----------------|-------|----------|----------|
| | High | Low | High | Low | High | Low | High | Low |
| Apr-22 | 39.90 | 32.50 | 60845.10 | 56009.07 | 39.80 | 33.10 | 18114.65 | 16824.70 |
| May-22 | 35.70 | 27.15 | 57184.21 | 52632.48 | 35.50 | 27.20 | 17132.85 | 15735.75 |
| Jun-22 | 32.80 | 25.10 | 56432.65 | 50921.22 | 33.00 | 25.05 | 16793.85 | 15183.40 |
| Jul-22 | 32.50 | 26.80 | 57619.27 | 52094.25 | 32.50 | 26.85 | 17172.80 | 15511.05 |
| Aug-22 | 41.65 | 29.50 | 60411.20 | 57367.47 | 41.75 | 29.20 | 17992.20 | 17154.80 |
| Sep-22 | 61.75 | 37.65 | 60676.12 | 56147.23 | 61.70 | 37.75 | 18096.15 | 16747.70 |
| Oct-22 | 67.15 | 50.85 | 60786.70 | 56683.40 | 67.40 | 50.20 | 18022.80 | 16855.55 |
| Nov-22 | 63.10 | 53.70 | 63303.01 | 60425.47 | 63.00 | 53.75 | 18816.05 | 17959.20 |
| Dec-22 | 65.00 | 48.45 | 63583.07 | 59754.10 | 63.95 | 48.50 | 18887.60 | 17774.25 |
| Jan-23 | 82.25 | 55.00 | 61343.96 | 58699.20 | 82.25 | 55.60 | 18251.95 | 17405.55 |
| Feb-23 | 76.40 | 57.10 | 61682.25 | 58795.97 | 76.50 | 57.00 | 18134.75 | 17255.20 |
| Mar-23 | 66.90 | 53.00 | 60498.48 | 57084.91 | 68.70 | 52.25 | 17799.95 | 16828.35 |

H. Price Movement Chart: TRIL vis-à-vis Nifty

**I. Registrar and Shares Transfer Agents (RTA)**

Members are requested to correspond with the Company's Registrar and Transfer Agents for all matters related to share transfers, dematerialization, complaints for non-receipt of refund order/dividends etc. at the following address:

Link Intime India Private Limited

C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400 083

Tel No: 022 - 4918 6000 - 270

Fax No: 022 - 4918 6060

Email: rnt.helpdesk@linkintime.co.in

Our RTA has a separate cell to take care of telephone calls, emails (rnt.helpdesk@linkintime.co.in), letters etc. received from shareholders and separate set of telephone lines on hunting, with the **primary number** as 022- 4918 6000.

J. Share Transfer System

Applications for transfer of shares in physical form are processed by the Company's RTA, Link Intime India Private Limited, Mumbai. The Transfer Committee constituted for transfer/transmission of shares, issue of duplicate shares, demat/remat request and allied matters considers and approves the share transfer once in ten days' subject to transfer instrument being valid and complete in all respects.

The Company obtained Certificates from Company Secretary in Practice for Compliance of Share transfer formalities pursuant to Regulation 40(9) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on yearly basis. The Company also carried out quarterly Secretarial Audit for the reconciliation of Share Capital regularly.

K. Distribution of Shareholding (As of 31st March 2023)

| No. of Shares of ₹ 1/- each | Shareholders | | Share Amount | |
|-----------------------------|--------------|----------------|------------------|----------------|
| | Number | % | ₹ | % |
| Upto - 500 | 40741 | 81.987 | 5774315 | 4.36 |
| 501 - 1000 | 4234 | 8.5205 | 3411506 | 2.57 |
| 1001 - 2000 | 2294 | 4.6164 | 3428069 | 2.59 |
| 2001 - 3000 | 868 | 1.7468 | 2215435 | 1.67 |
| 3001 - 4000 | 358 | 0.7204 | 1283964 | 0.97 |
| 4001 - 5000 | 345 | 0.6943 | 1649403 | 1.24 |
| 5001 - 10000 | 456 | 0.9177 | 3449026 | 2.60 |
| 10001 & above | 396 | 0.7969 | 111352392 | 84.00 |
| Total | 49692 | 100.000 | 132564110 | 100.000 |

L. Shareholding Pattern (As of 31st March 2023)

| Sr. No. | Categories | No. of shares | % of total Shareholding |
|----------|-----------------------------------|---------------|-------------------------|
| A | Promoters Holding | | |
| | Promoters | | |
| | Indian | 99299150 | 74.91 |
| | Foreign | - | - |
| B | Non-Promoter Holding | | |
| | Institutional : | | |
| | Mutual Fund | - | - |
| | Financial Institutions/Banks | - | - |
| | FII's/ Foreign Portfolio Investor | 256891 | 0.19 |
| | Non-Institutional : | | |



| | | | |
|--|--------------------------------|------------------|---------------|
| | Bodies Corporate | 972000 | 0.73 |
| | Individuals : | | |
| | Capital upto ₹1 Lakhs | 28070606 | 21.18 |
| | Capital greater than ₹ 1 Lakhs | 1454868 | 1.10 |
| | Any Others : | | |
| | Clearing Member | 212358 | 0.16 |
| | NRIs | 709123 | 0.53 |
| | Trusts | 3930 | 0.00 |
| | Others | 1585184 | 1.20 |
| | Grand Total | 132564110 | 100.00 |

M. Proceeds from Public Issue/Rights Issue/Preferential Issue/Warrant Conversion

During the financial year, the Company has not raised any fund through Public Issue/ Rights Issue/Preferential Issue/Warrant Conversion.

N. Code of Conduct for prevention of Insider Trading

The Company has adopted the Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders in accordance with the requirement of SEBI (Prohibition of Insider Trading) Regulations, 2015 and Companies Act, 2013.

O. Disclosure of accounting treatment in preparation of Financial Statement

Your Company has followed all relevant Ind-AS laid down by the Institute of Chartered Accountants of India (ICAI) while preparing Financial Statements.

P. Demat & Liquidity

As on 31st March, 2023:

| Mode | No. of Equity Shares | % of Total Holding |
|----------------|----------------------|--------------------|
| Dematerialized | 132564030 | 99.9999 |
| Physical | 80 | 00.0001 |
| Total | 132564110 | 100.0000 |

The trading in the Company's equity shares is compulsorily in dematerialized mode. The Company has tied up with National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL). Thus the investors can exercise dematerialization and transfer actions through a recognized Depository Participant (DP) who is connected to NSDL or CDSL. Requests for dematerialization of physical shares are processed and completed within an average period of 15 days from the date of receipt of documents provided they are in order.

As on 31st March, 2023 there were 94538019 Equity shares & 38026011 Equity shares held in dematerialized form with NSDL & CDSL respectively.

Q. Outstanding GDRs/ADRs/Warrants/Options or any Convertible Instruments

The Company has no outstanding GDRs/ADRs/Warrants/Options or any convertible instruments as on 31st March 2023.

R. Plant Locations

1. Unit I, Moraiya, Ahmedabad
2. Unit II, Changodar, Ahmedabad
3. Unit III, Odhav, Ahmedabad
4. Unit IV, Odhav, Ahmedabad

S. Investors Communication

For Share Transfers/Dematerialization or other queries relating to Shares:

Link Intime India Private Limited

C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400 083

Tel No: 022 - 4918 6000 - 270

Fax No: 022 - 4918 6060

Email: rnt.helpdesk@linkintime.co.in

**For other inquiry:**

Mr. Rakesh Kiri, Company Secretary & Compliance Officer
Transformers and Rectifiers (India) Limited
Survey No. 427 P/3-4 & 431 P/1-2, Sarkhej-Bavla Highway,
Village: Moraiya, Sanand, Dist.: Ahmedabad - 382 213
Telephone: 02717-661661, Fax: 02717 - 661716
Email: cs@transformerindia.com

11. Other Disclosures**A. Related Party Transaction**

All the transactions entered into with Related Parties as defined under Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 during the financial year were in the Ordinary Course of business and on arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. Prior approval of the Audit Committee is obtained for all Related Party Transactions. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Related Party Transactions during the year have been disclosed vide Note No. 49 of notes on financial statements as per the requirement of "Ind AS 24 - Related Party Disclosure" issued by ICAI.

The Board has approved a policy for related party transactions which has been uploaded on Company's website www.transformerindia.com

B. Management Discussion and Analysis

The Management Discussion and Analysis Report have been given separately in this Annual Report as required under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 on page No.48

C. Disclosures with respect to demat Suspense Account/unclaimed suspense account

The Company had transferred 18 cases consists of 3060 Share to IEPF via Corporate Action to Client ID IN30070810656671 and received Letter from NSDL as on 22nd December, 2017.

D. Details of non-compliance by the Company

Your Company has complied with all the requirement of regulatory authorities. No penalty/strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital markets, during the last 7 years except financial year 2020-21.

E. Vigil Mechanism

The Company has implemented a Whistle Blower Policy covering the employees. The Policy enables the employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of the Company's code of Conduct. Employees can lodge their Complaints through anonymous e-mails besides usual means of communications like written complaints. No personnel has been denied access to the Audit Committee.

F. Policy on Material Subsidiaries

The Company has formulated the Policy for determining 'Material Subsidiaries' which has been put up on the website of the Company www.transformerindia.com

G. Policy on Related Party Transactions

The Company has formulated the Policy on dealing with Related Party Transactions which has been put up on the website of the Company www.transformerindia.com

13. Non-Mandatory Requirements

- (a) **The Board:** Since the Company has an Executive Chairman on its Board, there is no requirement for maintaining separate office.
- (b) **Shareholder's Right:** Half yearly financial results including summary of the significant events are presently not being sent to shareholders of the Company. However quarterly financial results are published in the leading newspapers and are also available on the website of the company.
- (c) **Audit Qualification:** There is no qualification in the Auditor's Report on the Financial Statements to the shareholders of the Company.
- (d) **Separate Post of Chairman and CEO:** The Company had appointed Mr. Mathew Kurian as Chief Financial Officer w.e.f. 6th February, 2023. However, due to ill health Mr. Mathew Kurian has resigned w.e.f. 4th May, 2023
- (e) **Reporting of Internal Auditors:** The Company's Internal Auditor, reports directly to the Audit Committee

**Declaration regarding Compliance by Members of Board of Directors and Senior Management Personnel with the Code of Conduct of Board of Directors and Senior Management**

The Board of Directors of the Company has adopted code of conduct; followed by all Members of the Board of Directors and all Senior Management Personnel of the Company in compliance with the Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This code is available on the Company's website www.transformerindia.com.

This is to confirm that the Company has received a declaration of compliance with the Code of Conduct as applicable to them from each Member of the Board of Directors and Senior Management Personnel.

By Order of the Board of Directors

Jitendra U. Mamtora
Chairman and Whole-time Director
(DIN : 00139911)

Place : Ahmedabad
Date : 4th May, 2023



CEO/CFO CERTIFICATION

We, Jitendra U. Mamtora, Chairman and Whole-time Director and Amarendra Kumar Gupta, Chief Financial Officer of the Company, to the best of our knowledge and belief certify that:

- (a) We have reviewed the financial statement and cash flow statement for the financial year ended 31st March, 2023 and to the best of our knowledge and belief:
 - These statements do not contain any materially untrue statement or omit any material fact nor do they contain statements that might be misleading;
 - These statements together present a true and fair view of the company's affairs and are in compliance with the existing Accounting Standards and/or applicable laws and regulations;
- (b) To the best of our knowledge and belief, no transactions entered into by the Company during the financial year ended 31st March, 2023 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 financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps have been taken to rectify these deficiencies.
- (d) We have indicated to Auditors and Audit Committee:
 1. There has not been any significant change in internal control over financial reporting during the financial year under reference;
 2. There has not been any significant change in accounting policies during the financial year requiring disclosure in the notes to the financial statements; and
 3. We are not aware of any instance during the financial year of significant fraud with involvement therein of the management or any employee having a significant role in the company's internal control system over financial reporting.

Date : 4th May, 2023
Place : Ahmedabad

Jitendra U. Mamtora
Chairman and Whole-time Director

Amarendra Kumar Gupta
Chief Financial Officer



CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

Registration No.: L33121GJ1994PLC022460

Nominal Capital: ₹ 200,000,000/-

To,

The Members of

TRANSFORMERS AND RECTIFIERS (INDIA) LIMITED

I have examined the compliance of conditions of corporate governance by **TRANSFORMERS AND RECTIFIERS (INDIA) LIMITED**, for the year ended on March 31, 2023 as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time, pursuant to the Listing Agreement of the said Company with stock exchanges.

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

In my opinion and to the best of my information and according to the explanations given to me and the representations made by the Directors and the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, I certify that the Company has complied with the mandatory conditions as stipulated in abovementioned Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, pursuant to the Listing Agreement of the said Company with stock exchanges.

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

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

Place : Ahmedabad

Date : 4th May, 2023

Practicing Company Secretary: **TAPAN SHAH**

Membership No. : **FCS4476**

C P No. : **2839**

UDIN: F004476E000233421

PR No.: 673/2020



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
Transformers and Rectifiers (India) Limited
Survey No. 427 P/3-4 & 431 P/1-2
Sarkhej Bavla Highway,
Village:Moraiya, Tal:Sanand
Ahmedabad-382213

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **TRANSFORMERS AND RECTIFIERS (INDIA) LIMITED**, having **CIN L33121GJ1994PLC022460** and having registered office at Survey No. 427 P/3-4 & 431 P/1-2 Sarkhej Bavla Highway, Village:Moraiya, Tal:Sanand, Ahmedabad-382213 (hereinafter referred to as 'the Company'), produced before me 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, amended from time to time.

In my opinion and to the best of my 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 me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 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. | Jitendra U. Mamtora | 00139911 | 11/07/1994 |
| 2. | Satyen J. Mamtora | 00139984 | 01/04/2010 |
| 3. | Karunaben J. Mamtora | 00253549 | 11/07/1994 |
| 4. | Bhaskar Sen | 01776530 | 09/07/2007 |
| 5. | Subir Kumar Das | 02237356 | 14/11/2018 |
| 6. | Rajendra Shantilal Shah | 00061922 | 25/05/2021 |

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my 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.

Place : Ahmedabad
Date : 4th May, 2023

Practicing Company Secretary: **TAPAN SHAH**
Membership No. : **FCS4476**
C P No. : **2839**
UDIN: **F004476E000233386**
PR No.: **673/2020**



MANAGEMENT DISCUSSION & ANALYSIS REPORT

Global Economy:

Global economic growth slowed to 3.4% in 2022 compared to 6.3% in 2021 due to Russian Ukraine war, high inflation, pandemic slowdown, higher interests' rates, global liquidity crunch, trade and energy prices, global equities saw a substantial value drawdown. The S&P GSCI TR index reflected declines in various commodities, including crude oil and natural gas.

The difficulties of 2022 resulted in reduced expenditure, slowed trade, and higher energy costs.

Inflation: Global inflation was 8.8% in 2022, among the highest in last 10 years.

Federal Reserve: The Federal Reserve increased its benchmark interest rate to its highest in 15 years.

Consumer Prices: US consumer prices increased about 6.5% in 2022, which was the largest increase in 40 years.

Commodities: Primary commodity prices declined 28.2 percent between August 2022 and February 2023. The decrease was led by energy commodities, down 46.4 percent.

Crude Oil: Crude oil prices retreated by 15.7 percent between August 2022 and February 2023 as the slowing global economy weakened demand. China experienced its first annual decline in oil consumption this century and European natural gas prices declined by 76.1 percent amid lower consumption and high storage levels.

GDP Performance of major economies:

China: Reported GDP growth of 3.0% in 2022 compared to 8.4% in 2021.

United States: Reported GDP growth of 2.1% in 2022 compared to 5.9% in 2021.

United Kingdom: Reported GDP growth of 4.0% in 2022 compared to 7.6% in 2021.

Germany: Reported GDP growth of 1.8% in 2022 compared to 2.6% in 2021.

Italy: Reported GDP growth of 3.7% in 2022 compared to 7.0% in 2021.

Japan: Reported GDP growth of 1.1% in 2022 compared to 2.1% in 2021.

Global economic growth is expected to fall from 3.4 % in 2022 to 2.9 % in 2023 due to the rise in interest rates, inflation and Russia's war in Ukraine continue to weigh on economic activity. The rapid spread of COVID-19 in China dampened the growth in 2022, but the recent reopening of boundaries has paved way for a faster-than-expected recovery. Global inflation is expected to fall from 8.8 % in 2022 to 6.6 % in 2023, still above pre-pandemic (2017-19) levels of about 3.5 percent.

On the positive side, the reopening of China's economy, a stronger boost from pent-up demand in numerous economies or a faster fall in inflation are plausible.

On the downside, severe health outcomes in China could hold back the recovery, Russia's war in Ukraine could escalate, and tighter global financing costs could worsen debt distress. Financial markets could also suddenly reprice in response to adverse inflation news, while further geopolitical fragmentation could hamper economic progress. (Source: IMF data)

Indian Economy:

Despite slowdown in global economy, India economic growth in FY23 as per IMF is estimated at 6.8% as compared to 9.1% in FY22 due to geopolitical tensions, tightening of financial conditions worldwide and decreasing external demand. India is on track to become the fastest-growing economy in the world. India has set an ambitious target of becoming a \$ 5 trillion economy by 2025 and more than double its annual exports to \$ 2 trillion by 2030 aided by rise in value added manufactured products and services exports.

In FY23, India overtook UK to become the fifth largest global economy, India emerged as the second fastest-growing G20 economy and India surpassed China to become the world's most populous nation.

India's exports, which include both goods and services, reached US\$750 billion in FY 2023 due to the government's



vigorous policy implementation. GST revenue increased by 21.4% year over year to \$18.1 trillion in FY 2023.

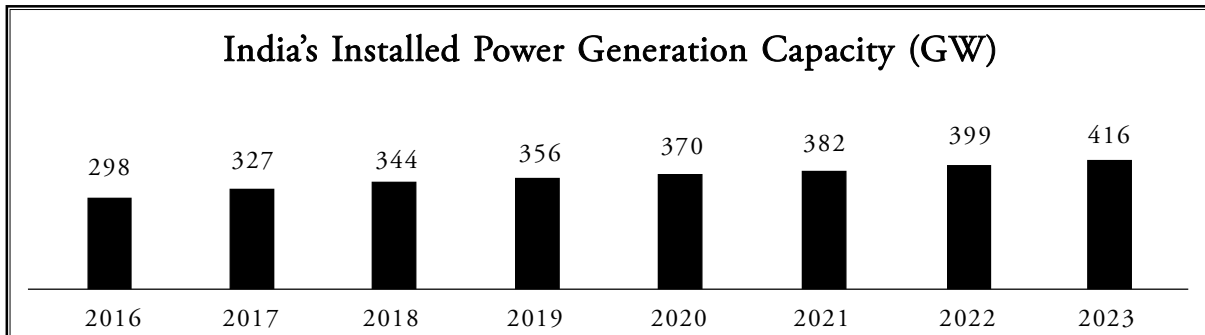
Union Budget 2023-24 aimed at strengthening India's economic status in the 75th year of India's independence. The Vision for 'Amrit Kaal' was articulated in the Budget which centred around opportunities for citizens with focus on youth, growth & job creation and strong & stable macro-economic environment. Seven priorities, termed Saptarishi, were adopted to guide the country towards 'Amrit Kaal', thus providing a blueprint for an empowered and inclusive economy. The priorities being, inclusive development, reaching the last mile, infrastructure & investment, unleashing the potential, green growth, youth power and financial

As per IMF, Indian economy is projected to grow at 5.9% in FY24 after having grown at an estimated 6.8% in FY23, to be among the fastest growing major economies. India's economy will rise because of strong domestic demand, which will be aided by the government's ongoing push for infrastructure expenditure. However, the geopolitical environment, energy price volatility, and external difficulties of the global economic slump may keep the Indian economy on guard

Indian Power Sector Overview:

India's power sector has undergone a remarkable transformation, aimed at providing reliable, affordable, and sustainable energy to its people. Over the last 9 years, significant strides have been made in enhancing power generation capacity, expanding access to electricity, promoting renewable energy, and implementing innovative policies.

With an installed generation capacity of more than 416 GW as of March 31, 2023, India is currently the third-largest generator of electricity in the world. With a compound annual growth rate (CAGR) of 7.7% over the previous thirteen years, India's installed power capacity has increased significantly. Due to the nation's strong economic growth and the government's effort to give power to everyone, the demand for energy has increased significantly during the past three years.



(Source: CEA, Power Ministry)

Indian Renewable Sector Overview:

Our Hon'ble Prime Minister, Shri Narendra Modi, announced India's aim of achieving net zero emissions by 2070 at Glasgow.

- The five core components of India's climate response were first proposed by India at COP26:
- India will take its non-fossil energy capacity to 500 GW by 2030.
- India will meet 50% of its energy requirements from renewable by 2030.
- India will reduce the total projected carbon emissions by one billion tonnes from now till 2030.
- By 2030, India will reduce the carbon intensity of its economy by less than 45%.
- By the year 2070, India will achieve the target of Net zero

As per the updated Nationally Determined Contributions (NDC), India now stands committed to achieve about 50 percent cumulative electric power installed capacity from non-fossil fuel-based energy resources by 2030. So far, a total of 167.75 GW Renewable Energy capacity has been installed as on 31.12.2022 in the country. Further, projects of 78.75 GW capacity are under various stages of implementation and 32.60 GW capacity are under various stages of bidding.



India stands 4th globally in Renewable Energy Installed Capacity, 4th in Wind Power capacity & 4th in Solar Power capacity as per REN21 Renewables 2022 Global Status Report.

The installed Renewable energy capacity (including large hydro) has increased from 76.37 GW in March 2014 to 167.75 GW in December 2022, i.e., an increase of around 2.20 times. Total Solar Power Capacity in the country has increased from 2.63 GW in March 2014 to 63.30 GW in December 2022, i.e., an increase of 24.07 times. (Source: MNRE Annual Report 2022-23)

Indian Green Hydrogen Sector Overview:

India has set its sight on becoming energy independent by 2047 and achieving Net Zero by 2070. To achieve this target, increasing renewable energy use across all economic spheres is central to India's Energy Transition. Green Hydrogen is considered a promising alternative for enabling this transition. Hydrogen can be utilized for long-duration storage of renewable energy, replacement of fossil fuels in industry, clean transportation, and potentially also for decentralized power generation, aviation, and marine transport.

Hydrogen is a flexible energy source that can be applied to a variety of energy system applications, such as the integration of renewable energy sources, clean transportation, and industrial. The government believes by 2030, hydrogen costs will be down by 50%. Hydrogen demand is expected to see a five-fold jump to 28 MT by 2050 where 80% of the demand is expected to be green in nature. Indian steel mills, fertiliser factories, and oil refineries are the main consumers of hydrogen. Most of the need is now satisfied by grey hydrogen generated from fossil fuels. Green hydrogen is now more practical due to the falling cost of renewable electricity because of the greater deployment of renewable power capacity. (Source: National Green Hydrogen Mission)

Growth Drivers:

In the upcoming years, the need to move power from massive renewable energy projects will be the key factor driving the growth of the transmission industry.

India is on track to achieve 500 GW Power Target from Renewable resources by 2030, Installed Capacity for Renewable Power is 167.75 GW and projects already awarded/ execution stage are to the tune of 111.35 GW Power.

In 2022, India's renewable energy sector is expected to boom with a likely investment of US\$ 15 billion, as the government focuses on electric vehicles, green hydrogen, and manufacturing of solar equipment.

In the fiscal year 2022-2023, India added 14,625 circuit kilometres and 75,902 MVA of new transformation capacity. To properly transmit power from areas with high amounts of renewable energy to the rest of the country, the power transmission sector will need even more capacity.

The push by the government to go green in the automotive industry will result in a tremendous demand for electrical power for charging stations. It will result in increased demand for distribution transformers, generator transformers, and transmission equipment.

The government has identified 10 potential states that could be the key enablers in manufacturing green hydrogen in the country, the states are Karnataka, Odisha, Gujarat, Rajasthan, Maharashtra, Tamil Nadu, Andhra Pradesh, Kerala, Madhya Pradesh and West Bengal - are likely to have green hydrogen or ammonia manufacturing zones or clusters, helping India kickstart its National Green Hydrogen Mission in its initial years.

Taking the lead in India's big leap towards green hydrogen manufacturing, the Gujarat cabinet clears 1.99 lakh hectare land for green hydrogen projects (Source : MNRE Annual Report 2022-23, Ministry of Power).

Technology focus:

The advantages of high-voltage direct current (HVDC) transmission over conventional high-voltage alternating current (HVAC) technologies are well established for long-distance, point-to-point power transfers. HVDC has also been deployed in subterranean and submarine applications where overhead lines are impractical and where HVAC has higher electrical losses. HVDC also has the unique capability to connect asynchronous grids; this capability may have more value in the future with greater numbers of microgrids. HVDC technologies can also provide extremely rapid stability control, power flow control, and the ability to segment parts of the power system—all of which can enhance the grid's flexibility, reliability, and resilience. In HVDC, losses are 50% lower compared to HVAC.



(₹ In Lakhs)

| Particulars | Standalone | | | | Consolidated | | | |
|--|------------------|----------------|------------------|----------------|------------------|----------------|------------------|----------------|
| | FY2023 | | FY2022 | | FY2023 | | FY2022 | |
| | ₹ | % | ₹ | % | ₹ | % | ₹ | % |
| Net Sales | 127094.86 | 92.66% | 109595.79 | 96.02% | 131160.53 | 94.42% | 112524.39 | 96.05% |
| Service Income | 1364.30 | 0.99% | 1332.52 | 1.17% | 2148.73 | 1.55% | 1641.64 | 1.40% |
| Other Operating Income | 7526.24 | 5.49% | 1329.55 | 1.16% | 4775.24 | 3.44% | 2008.61 | 1.71% |
| Other Income | 1186.35 | 0.86% | 1885.95 | 1.65% | 816.5 | 0.59% | 980.81 | 0.84% |
| Total Income | 137171.75 | 100.00% | 114143.81 | 100.00% | 138901.00 | 100.00% | 117155.45 | 100.00% |
| Raw Material Consumed | 104030.88 | 75.84% | 92037.58 | 80.63% | 102356.72 | 73.69% | 92397.27 | 78.87% |
| Purchase of Stock in trade | 4942.37 | 3.60% | - | 0.00% | 4942.37 | 3.56% | - | 0.00% |
| Employee Cost | 3807.06 | 2.78% | 2987.33 | 2.62% | 4117.85 | 2.96% | 3244.02 | 2.77% |
| Other Expenses | 12629.3 | 9.21% | 11265.25 | 9.87% | 14527.77 | 10.46% | 13126.49 | 11.20% |
| Total Expenses | 125409.61 | 91.43% | 106290.16 | 93.12% | 125944.71 | 90.67% | 108767.78 | 92.84% |
| EBIDTA | 11762.14 | 8.57% | 7853.65 | 6.88% | 12956.29 | 9.33% | 8387.67 | 7.16% |
| Finance Charge | 4663.25 | 3.40% | 4226.63 | 3.70% | 4796.79 | 3.45% | 4358.71 | 3.72% |
| Depreciation | 2257.16 | 1.65% | 1530.91 | 1.34% | 2452.67 | 1.77% | 1698.92 | 1.45% |
| Profit Before Taxes & Exceptional Items | 4841.73 | 3.52% | 2096.11 | 1.84% | 5706.83 | 4.11% | 2330.04 | 1.99% |
| Exceptional Item | - | - | - | - | - | - | - | - |
| Share in Profit/ Loss of Associates | - | - | - | - | - | - | - | - |
| Profit Before Tax | 4841.73 | 3.52% | 2096.11 | 1.84% | 5706.83 | 4.11% | 2330.04 | 1.99% |
| Taxation | 1133.27 | 0.83% | 792.66 | 0.69% | 1472.31 | 1.06% | 902.05 | 0.77% |
| PAT | 3708.46 | 2.69% | 1303.45 | 1.15% | 4234.52 | 3.05% | 1427.99 | 1.22% |
| Other Comprehensive Income | 14.20 | 0.01% | (3.25) | 0.00% | 17.41 | 0.01% | (3.16) | 0.00% |
| Total Comprehensive Income for the year | 3722.66 | 2.70% | 1300.20 | 1.15% | 4251.93 | 3.06% | 1424.83 | 1.22% |
| Profit attributable to Owners of Company | - | - | - | - | 4087.47 | - | 1395.07 | - |
| Non-Controlling Interest | - | - | - | - | 164.46 | - | 29.76 | - |

Standalone

Total income of the Company has increase to ₹ 1,37,171.75 Lakhs in financial year 2022-2023 from ₹ 1,14,143.81 Lakhs in financial year 2021-2022. Total Profit before tax for the financial year 2022-2023 is ₹ 4,841.73 lakhs as against the total profit before tax of ₹ 2,096.11 lakhs for the previous financial year 2021-2022. Profit after tax for financial year 2022-2023 stood at ₹ 3,708.46 Lakhs compared to Profit after tax ₹ 1303.45 Lakhs during financial year 2021-2022.

Consolidated

Total income of the Company has increase to ₹ 1,38,901 lakhs in financial year 2022-2023 from ₹ 1,17,155.45 lakhs in financial year 2021-2022. Total Profit before tax for the financial year 2022-2023 is ₹ 5,706.83 lakhs as against the total Profit before tax of ₹ 2,330.04 lakhs for the previous financial year 2021-2022. Profit after tax for financial year 2022-2023 stood at ₹ 4,234.52 lakhs compared to Profit after tax ₹ 1,427.99 Lakhs during financial year 2021-2022.

CAVEAT

This section of the Annual Report has been included in adherence to the spirit enunciated in the Code of Corporate Governance approved by the Securities and Exchange Board of India. Shareholders and Readers are cautioned that in the case of data and information external to the Company, though the same are based on sources believed to be reliable, no representation is made on its accuracy or comprehensiveness. Further, though utmost care has been taken to ensure that the opinions expressed by the management herein contain its perceptions on most of the important trends having a material impact on the Company's operations, no representation is made that the following presents an exhaustive coverage on and of all issues related to the same. The opinions expressed by the management may contain certain forward-looking statements in the current scenario, which is extremely dynamic, and increasingly fraught with risk and uncertainties. Actual results, performances, achievements or sequence of events may be materially different from the views expressed herein. Readers are hence cautioned not to place undue reliance on these statements, and are advised to conduct their own investigation and analysis of the information contained or referred to in this section before taking any action with regard to their own specific objectives. Further, the discussion following herein reflects the perceptions on major issues as on date and the opinions expressed here are subject to change without notice. The Company undertakes no obligation to publicly update or revise any of the opinions or forward-looking statements expressed in this report, consequent to new information, future events, or otherwise.



INDEPENDENT AUDITORS' REPORT

To the Members of Transformers & Rectifiers (India) Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of Transformers and Rectifiers (India) Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and notes to the Standalone Financial Statements, including a summary of the significant accounting policies and other explanatory information (herein after referred to as "the Standalone Financial Statements").

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 (hereinafter referred to as "the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, (hereinafter referred to as "Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing (hereinafter referred to as "SAs") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (hereinafter referred to as "ICAI") 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 made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

Key Audit Matter

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

| Sr. No. | Key Audit Matters | Auditor's Response |
|---------|---|--|
| 1 | <p>Revenue recognition</p> <p>The Company is in the business of supplying transformers and rectifiers. The Company has major types of customers such as state electricity board and industrial customers.</p> <p>Revenue from sale of transformers and rectifiers is considered as key audit matter as there is a risk of accuracy of recognition and measurement of sales in the Standalone Financial Statements considering following aspects:</p> <ul style="list-style-type: none"> - Determination of performance obligations for recognition of revenue. - Estimation of variable consideration in pricing. - Cut off transactions. | <p>Principal audit procedure</p> <p>Our approach was a combination of test of internal controls and substantive procedures which included the following:</p> <ul style="list-style-type: none"> - Evaluated the design of internal control. - For evaluation of operative effectiveness of internal control, tested revenue by verifying, on sample basis, agreements executed with the customers, relevant documentary evidence of satisfaction of performance obligation for timing of recognition of revenue, accuracy of revenue recognition including variable consideration included in pricing, cut off transactions at the year-end and tax amount of invoice. - Performed substantive testing by verifying invoices and relevant documentary evidence on sample basis. - Obtained balance confirmation for selected samples and verified the reconciliation, if any, for the confirmation received. - Evaluated the appropriateness of accounting policies, related disclosure made and overall presentation in the Standalone Financial Statements in terms of Ind AS 115. |



| | | |
|---|--|--|
| 2 | <p>Recoverability assessment of trade receivables</p> <p>As at the balance sheet date, the value of trade receivable is ₹ 63,021 lakhs representing 54.87 % of total assets.</p> <p>Trade receivables of the Company comprises mainly receivables from state electricity board and industrial customers.</p> <p>Recoverability of assessment of trade receivables is considered as a key audit matter because of the significance of trade debtors to the financial statements as a whole and assessing the allowance for impairment of debtors requires management to make subjective judgement over both the timing of recognition and estimation of amount required for such impairment.</p> | <p>Principal audit procedure</p> <ul style="list-style-type: none"> -Obtained understanding of the process implemented by the Company for impairment of trade receivables. -Tested the accuracy of ageing of trade receivables at year end on a sample basis. -Verified the working of impairment of trade receivables. -Obtained a list of outstanding receivables and identified any debtors with financial difficulty through discussion with management. -Evaluated the historical accuracy of impairment of trade receivables on a sample basis by examining the actual write-offs, the reversal of previous recorded allowance and new allowance recorded. -Tested subsequent settlement of trade receivables after the balance sheet date on a sample basis. -Evaluated the appropriateness of accounting policy as per Ind AS 109 and overall presentation in the standalone financial statements with reference to trade receivables. |
| 3 | <p>Contingent Liabilities</p> <p>Contingent Liabilities are for ongoing litigations and claims with various authorities and third parties. These relate to indirect tax and claims not acknowledge as debt.</p> <p>Contingent liabilities are considered as key audit matters as the amount involved is significant and it also involves significant management judgement to determine possible outcome and future cash outflows of these disputes.</p> | <p>Principal audit procedure:</p> <ul style="list-style-type: none"> -Obtained details of disputed claims as on March 31, 2023 from the management. -Discussed with the management about the significant judgment considered in determining possible outcome and future cash outflows of these disputes. -Verified relevant documents related to disputes. -Evaluated the appropriateness of accounting policies, related disclosure made and overall presentation in the Standalone Financial Statements in terms of Ind AS 37. |

Information Other than the Standalone Financial Statements and Auditors' Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility and Sustainability Report, Corporate Governance and Shareholder's Information, but does not include the Standalone Financial Statements and our auditor's report thereon. The other information report is expected to be made available to us after the date of this auditor's report.

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 during the course of our audit or otherwise appears to be materially misstated.

When we read the Board's report, If we conclude that there is a material misstatement of this other information, we are required to communicate to those charged with governance and necessary action in accordance with SAs will be taken.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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, management is responsible for assessing the Company's ability to continue as



a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are 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 financial controls 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 system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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 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 standalone the 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.

Other Matter

The Standalone Financial Statements of the Company for the year ended March 31, 2022, were audited by predecessor auditor whose report dated May 14, 2022 expressed an unmodified opinion on those Standalone Financial Statements.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit 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.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the 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 March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of internal financial control over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial control over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements. Refer Note 43 to the standalone Ind AS financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) 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 or entity, including foreign entity ("Intermediaries"), which the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (c) Based on the audit procedures 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 (a) and (b) above, contain any material misstatement.
 - v. (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
 - (b) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
 - vi. Provison to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure - B**", a statement on the matters specified in the paragraph 3 and 4 of the order.

For, Manubhai & Shah LLP
Chartered Accountants
ICAI Firm Registration No.
106041W/W100136

K. B. Solanki
Partner

Membership No. 110299
UDIN: 23110299BGYPY5831

Place: Ahmedabad
Date: May 04, 2023



ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act.

We have audited the internal financial controls over financial reporting of **Transformers and Rectifiers (India) Limited** ("the Company") as of March 31, 2023 in conjunction with our audit of the Standalone Financial Statements of the Company for the period ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the SA prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. 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 over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgment, 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 system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting 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 control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) 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 Standalone Financial Statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For, Manubhai & Shah LLP
Chartered Accountants
ICAI Firm Registration No.
106041W/W100136

K. B. Solanki
Partner

Membership No. 110299
UDIN: 23110299BGYPY5831

Place: Ahmedabad
Date: May 04, 2023



ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of Section 143(11) of the Companies Act, 2013 ('the Act') of the Company

- 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) The Property, Plant and Equipment have been physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, certain property, plant and equipment have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
According to the information and explanations given to us and on the basis of our examination of the records of the Company provided to us, we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements are held in the name of the Company as at the balance sheet date
- c) The company has not revalued any of its Property, Plant and Equipment (including Right of Use assets) and intangible assets during the year.
- d) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. a) The inventories have been physically verified by the management at reasonable intervals. In our opinion, the coverage and procedure of such physical verification by the management is appropriate. No material discrepancies noticed on such physical verification.
- b) The Company has been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any point of time during the year, from banks on the basis of security of current assets. The quarterly statements filed by the Company with such banks are in agreement with the books of account of the company.
- iii. During the year, the Company has not provided any guarantee or security to companies, firms, limited liability partnerships and any other parties. During the year, the Company has made investment and granted unsecured loans to other parties.
 - a) During the year, the Company has provided loans in respect of which:
 - i. Aggregate amount of loan given and guarantee provided to subsidiaries is Rs. Nil and balances of loan given of ₹ 1,271.24 Lakhs and guarantee of ₹ 695 Lakhs provided are outstanding as on March 31, 2023.
 - ii. During the year, aggregate amount of loan provided to other parties (Employees) is ₹ 113.62 Lakhs and balance outstanding at the balance sheet date is ₹ 130.77 Lakhs.
 - b) In respect of investments made during the year, prima facie, not prejudicial to the interest of the Company.
 - c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest, wherever applicable, have been stipulated and the repayments of principal amounts and receipts of interest have generally been regular as per stipulation.
 - d) In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
 - e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
 - f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.



- v. The Company has not accepted any deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. We have broadly reviewed the books of account maintained by the Company in respect of the rules made by the Central Government of India, where the maintenance of cost records has been prescribed under subsection (1) of Section 148 of the Act, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues, including goods and service tax, provident fund, employee's state insurance, income tax, and other material statutory dues, as applicable, with appropriate authorities. As explained to us, the Company did not have any dues on account of duty of customs.
- b) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, no undisputed amounts payable as applicable were in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.
- c) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of goods and service tax, duty of customs and cess which have not been deposited on account of any dispute. The particulars of dues of excise, custom and service tax as at March 31, 2023 which have not been deposited on account of dispute, are as follows:

| Name of Statute | Nature of Dues | Rs. in Lakhs | Period for which the amount relates | Forum where the dispute is pending |
|--------------------------|---|--------------|---|--|
| Central Excise Act, 1944 | Excise duty | 498.33 | Financial Year 2007 - 08 to 2017-18 | Central Excise & Service Tax Appellate Tribunal, Ahmedabad |
| Central Excise Act, 1944 | Excise duty | 177.31 | Financial Year 2014-15 to 2016-17 | Additional Commissioner of Central Excise, Ahmedabad |
| Central Excise Act, 1944 | Service Tax CENVAT on CHA and Other service | 145.92 | Financial Year 2011-12 to 2015-16 | Assistant Commissioner Excise, Ahmedabad |
| Custom Act, 1962 | Custom Duty | 231.30 | December 27, 2013 to September 23, 2016 | Central Excise & Service Tax Appellate Tribunal, Mumbai |
| Finance Act, 1994 | Service Tax | 48.94 | Financial Year 2014-15 & 2015-16 | Commissioner of (Appeals), Bhopal |

- viii. The Company does not have any transactions related to previously unrecorded income in the books of the account that have been surrendered or disclosed as income during the year in the tax assessments under Income Tax Act, 1961.
- ix. a) The Company has not defaulted in repayment of loan and payment of interest thereon to the lender.
- b) The Company has not been declared wilful defaulter by any bank or financial institution or other lender.
- c) In our opinion and according to the information and explanations given to us, the company has utilized the money obtained by way of term loans during the year for the purposes for which they were obtained.
- d) On an overall examination of the Standalone Financial Statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- e) On an overall examination of the Standalone Financial Statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary.
- f) The Company has not raised any loans during the year on pledge of securities held in its subsidiaries and therefore reporting on clause 3(ix)(f) of the Order is not applicable.
- x. a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Therefore, paragraph 3 (x)(a) of the Order is not applicable.
- b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.



- xi. a) According to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- b) No report under sub-section 12 of section 143 of the Act has been filed in Form ADT - 4 as prescribed under rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government of India, during the year and up to the date of this report.
- c) As represented to us by the Management, there are no whistle blower complaints received by the Company during the year.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and details of such transactions have been disclosed in the Standalone Financial Statements as required by the applicable accounting standards.
- xiv. (a) In our opinion the Company has adequate internal audit system commensurate with size and nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year till date, in determining the nature, timing and extent of our audit procedures.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3 (xvi)(d) of the Order is not applicable.
- xvii. The company has not incurred any cash losses during the financial year covered by our audit and immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- 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 and 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 indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there is no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.

For, Manubhai & Shah LLP
Chartered Accountants
ICAI Firm Registration No.
106041W/W100136

Place: Ahmedabad
Date: May 04, 2023

K. B. Solanki
Partner
Membership No. 110299
UDIN: 23110299BGYPY5831



Standalone Balance Sheet

CIN : L33121GJ1994PLC022460
As at 31st March 2023

(₹ in Lakhs)

| Particulars | Notes | As at | |
|--|-------|-----------------------------|-----------------------------|
| | | 31 st March 2023 | 31 st March 2022 |
| I. Assets | | | |
| (1) Non Current Assets | | | |
| (a) Property, Plant & Equipment | 5 | 12,955.93 | 14,383.31 |
| (b) Capital work-in-progress | 5(f) | 336.83 | 63.35 |
| (c) Right of Use Assets | 5 | 67.77 | 116.72 |
| (d) Intangible Assets | 5 | 531.98 | 450.93 |
| (e) Intangible assets under development | 5(g) | 0.54 | 279.35 |
| (f) Financial Assets | | | |
| (i) Investments | 6 | 562.40 | 634.40 |
| (ii) Loans | 7 | 496.24 | 553.96 |
| (iii) Others | 8 | 1,773.57 | 1,115.74 |
| (g) Other Non Current Assets | 9 | 1,533.48 | 1,327.73 |
| Total Non Current Assets | | 18,258.74 | 18,925.49 |
| (2) Current Assets | | | |
| (a) Inventories | 10 | 24,455.65 | 24,193.53 |
| (b) Financial Assets | | | |
| (i) Investments | 11 | 49.98 | 17.01 |
| (ii) Trade receivables | 12 | 63,021.08 | 50,233.27 |
| (iii) Cash and Cash Equivalents | 13 | 44.17 | 1,044.00 |
| (iv) Bank Balances other than (iii) above | 14 | 1,797.23 | 3,420.11 |
| (v) Loans | 15 | 834.09 | 817.87 |
| (vi) Others | 16 | 160.17 | 198.32 |
| (c) Other Current Assets | 17 | 6,224.70 | 8,518.48 |
| Total Current Assets | | 96,587.07 | 88,442.59 |
| Total Assets | | 114,845.81 | 107,368.08 |
| II. Equity and Liabilities | | | |
| Equity | | | |
| (a) Equity Share Capital | 18 | 1,325.64 | 1,325.64 |
| (b) Other Equity | 19 | 36,921.48 | 33,397.64 |
| Total Equity | | 38,247.12 | 34,723.28 |
| Liabilities | | | |
| (1) Non Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 20 | 6,278.22 | 5,442.28 |
| (ii) Lease Liabilities | 21 | 8.63 | 65.52 |
| (b) Provisions | 22 | 411.53 | 377.75 |
| (c) Deferred Tax Liabilities (Net) | 23 | 174.17 | 818.74 |
| (d) Other Non Current Liabilities | 24 | 713.02 | 527.81 |
| Total Non Current Liabilities | | 7,585.57 | 7,232.10 |
| (2) Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 25 | 25,899.21 | 26,080.58 |
| (ii) Lease Liabilities | 26 | 66.40 | 58.99 |
| (iii) Trade Payables | 27 | | |
| (a) Total outstanding due of Micro and Small Enterprises | | 632.42 | 1,718.94 |
| (b) Total outstanding dues of creditors other than Micro and Small Enterprises | | 33,248.79 | 30,132.51 |
| (iv) Others | 28 | 299.42 | 277.47 |
| (b) Other Current Liabilities | 29 | 7,678.72 | 6,679.23 |
| (c) Provisions | 30 | 80.27 | 64.30 |
| (d) Current Tax Liabilities (Net) | 31 | 1,107.89 | 400.68 |
| Total Current Liabilities | | 69,013.12 | 65,412.70 |
| Total Liabilities | | 76,598.69 | 72,644.80 |
| Total Equity and Liabilities | | 114,845.81 | 107,368.08 |

Significant Accounting Policies and Notes to Standalone Financial Statements 1-65

As per our report of even date attached

For and on behalf of the Board

For Manubhai & Shah LLP
Chartered Accountants
ICAI Firm Reg. No.106041 W/W100136

Satyen J. Mamtora
(Managing Director)
(DIN : 00139984)

Jitendra U. Mamtora
(Chairman and Whole Time Director)
(DIN : 00139911)

Krishnakant Solanki
Partner
Membership No. 110299

Rakesh Kiri
Company Secretary

Amarendra Kumar Gupta
Chief Financial Officer

Place : Ahmedabad
Date : 4th May 2023

Place : Ahmedabad
Date : 4th May 2023

**Standalone Statement of Profit and Loss**

CIN : L33121GJ1994PLC022460

For the Year ended on 31st March 2023

(₹ in Lakhs)

| Particulars | Notes | Year Ended on 31 st March 2023 | Year Ended on 31 st March 2022 |
|--|-------|--|--|
| I. Revenue from Operations | 32 | 135,985.40 | 112,898.21 |
| II. Other Income | 33 | 1,186.35 | 1,245.60 |
| III. Total Revenue (I + II) | | 137,171.75 | 114,143.81 |
| IV. Expenses | | | |
| (a) Cost of Materials Consumed | 34 | 101,002.82 | 97,438.40 |
| (b) Purchases of Stock In Trade | 35 | 4,942.37 | - |
| (c) Changes in Inventories of Finished Goods and Process Stock | 36 | 3,028.06 | (5,400.82) |
| (d) Employee Benefits Expenses | 37 | 3,807.06 | 2,987.33 |
| (e) Finance Cost | 38 | 4,663.25 | 4,226.63 |
| (g) Depreciation & Amortization Expenses | 5 | 2,257.16 | 1,530.91 |
| (h) Other Expenses | 39 | 12,629.30 | 11,265.25 |
| Total Expenses | | 132,330.02 | 112,047.70 |
| V. Profit Before Tax (III-IV) | | 4,841.73 | 2,096.11 |
| VI. Tax Expenses: | 40 | | |
| (a) Current Tax | | 1,683.44 | 558.52 |
| (b) Tax relating to Earlier Years | | 99.16 | (5.98) |
| (c) Deferred Tax | | (649.33) | 240.12 |
| Net Tax Expenses | | 1,133.27 | 792.66 |
| VII. Profit for The Year (V-VI) | | 3,708.46 | 1,303.45 |
| VIII. Other Comprehensive Income (OCI) | 41 | | |
| (a) Items that will not be reclassified subsequently to profit or loss | | | |
| (i) Remeasurement of defined benefit obligations | | 18.97 | (4.97) |
| (ii) Income Tax relating to above | | (4.77) | 1.72 |
| (b) Items that will be reclassified subsequently to profit or loss | | - | - |
| Other Comprehensive Income for the year | | 14.20 | (3.25) |
| IX. Total Comprehensive Income for The Year (VII+VIII) | | 3,722.66 | 1,300.20 |
| X. Earnings Per Equity Share | | | |
| (1) Basic (₹) | 42 | 2.80 | 0.98 |
| (2) Diluted (₹) | | 2.80 | 0.98 |
| Nominal Value per Share (₹) | | 1.00 | 1.00 |

Significant Accounting Policies and Notes to**Standalone Financial Statements**

1-65

As per our report of even date attached**For and on behalf of the Board**

For Manubhai & Shah LLP
Chartered Accountants
ICAI Firm Reg. No.106041W/W100136

Satyen J. Mamtora
(Managing Director)
(DIN : 00139984)

Jitendra U. Mamtora
(Chairman and Whole Time Director)
(DIN : 00139911)

Krishnakant Solanki
Partner
Membership No. 110299

Rakesh Kiri
Company Secretary

Amarendra Kumar Gupta
Chief Financial Officer

Place : Ahmedabad
Date : 4th May 2023

Place : Ahmedabad
Date : 4th May 2023

**Standalone Statement of Cash Flow**

CIN : L33121GJ1994PLC022460

For the Year ended on 31st March 2023

(₹ in Lakhs)

| Particulars | Year Ended on 31 st March 2023 | Year Ended on 31 st March 2022 |
|--|--|--|
| (A) Cash flow From Operating Activities | | |
| 1. Net Profit Before Tax | 4,841.73 | 2,096.11 |
| 2. Adjustments for: | | |
| (a) Depreciation and Amortization | 2,257.16 | 1,530.91 |
| (b) Finance Cost | 4,653.40 | 4,211.77 |
| (c) Finance Charges on lease liability | 9.85 | 14.86 |
| (d) Interest Income | (463.52) | (495.06) |
| (e) Amortization of financial guarantee liability | (10.82) | (9.30) |
| (f) Finance Income | (0.45) | (0.38) |
| (g) Unrealized foreign exchange losses/(gain) | (155.95) | (100.71) |
| (h) Provision of Impairment in Investment | 72.00 | - |
| (i) Miscellaneous amount written back | (175.27) | (13.79) |
| (j) Excess Provision Written Back | (320.95) | (198.91) |
| (k) Provision for doubtful debts and bad debts written off | 1,139.32 | 1,062.98 |
| (l) Insurance claim receivable | - | (34.29) |
| (m) Dividend received from subsidiary | (76.55) | (76.55) |
| (n) Interest on Refund received from Income Tax | (3.85) | (20.12) |
| (o) Loss/(gain) on Sales of Property, Plant and Equipment | 24.43 | 3.82 |
| (p) Loss on Insurance Claim | - | 30.73 |
| (q) Fair value (gain)/loss on Investment in Mutual Funds | (0.82) | (2.98) |
| (r) Amortisation of Lease Deposit | 0.46 | 0.42 |
| | 6,948.44 | 5,903.40 |
| Operating Profit Before Working Capital Changes (1 + 2) | 11,790.17 | 7,999.51 |
| 3. Adjustments for Working Capital Changes: | | |
| (i) (Increase)/ Decrease in Operating Assets | | |
| (a) Trade receivables | (13,396.14) | (10,285.26) |
| (b) Loans & Advances | 41.50 | (685.64) |
| (c) Other assets | 2,079.64 | (2,852.14) |
| (d) Other Financial assets | (28.16) | 153.21 |
| (ii) Increase/ (Decrease) in Operating Liabilities | | |
| (a) Trade Payables | 2,230.26 | 5,690.27 |
| (b) Provisions | 68.72 | 62.37 |
| (c) Other Financial Liabilities | 0.09 | (17.68) |
| (d) Other Liabilities | 1,184.71 | 3,967.25 |
| (iii) (Increase)/ Decrease in Inventories | (262.12) | (4,631.96) |
| Cash generated from operations | 3,708.67 | (600.07) |
| Less: Direct Taxes Paid (Net Refund including Interest) | 1,035.17 | (11.78) |
| Net Cash from Operating Activities (A) | 2,673.50 | (588.29) |
| (B) Cash flow from Investing Activities | | |
| (a) Purchase of Property, Plant and Equipment and Intangible Assets (including recognition of Right of Use Assets) | (1,062.36) | (693.18) |
| (b) Sale of Property, Plant and Equipment | 74.06 | 15.16 |
| (c) Earmarked deposits / balances with bank (Placed) / Realized | 941.32 | (200.92) |
| (d) Interest received | 553.55 | 413.75 |
| (e) Investment in Subsidiary | - | - |
| (f) (Purchase)/ Sale of Mutual Funds | (32.15) | - |
| (g) Dividend Income from Subsidiary | 76.55 | 76.55 |
| Net Cash from Investing Activities (B) | 550.97 | (388.64) |
| (C) Cash flow From Financing Activities | | |
| (a) Proceeds from Long Term Borrowings | 5,088.01 | 60.00 |
| (b) Repayment of Long Term Borrowings | (4,285.06) | (1,652.79) |
| (c) Net Increase/(Decrease) in Working Capital Borrowings | (148.38) | 7,684.91 |
| (d) Finance Cost | (4,630.57) | (4,068.37) |
| (e) Dividend & Tax on Dividend Paid | (198.82) | (33.26) |
| (f) Recognition of Lease Obligations | 8.63 | 85.33 |
| (g) Reversal of Lease Obligations | - | (9.44) |
| (h) Payment of Lease Obligations (including finance cost of ₹ 5.50 lakhs (P.Y. ₹ 14.86 lakhs)) | (58.11) | (66.06) |
| Net Cash From Financing Activities (C) | (4,224.30) | 2,000.32 |
| (D) Net Increase/(Decrease) In Cash & Cash Equivalents (A+B+C) | (999.83) | 1,023.39 |
| (E) Cash & Cash Equivalents-Opening Balance | 1,044.00 | 20.61 |
| (F) Cash & Cash Equivalents-Closing Balance | 44.17 | 1,044.00 |

(₹ in Lakhs)
As at 31st March 2023 As at 31st March 2022

Note :**1 A) Components of Cash & Cash Equivalents :**

| | | |
|------------------------------------|--------------|-----------------|
| Cash on hand | 1.12 | 2.46 |
| Balances with Banks | | |
| In Current Accounts | 43.05 | 1,041.54 |
| Cash & Cash Equivalents | 44.17 | 1,044.00 |

2 The previous year's figures have been regrouped wherever necessary.

3 Reconciliation of change in liabilities and financial asset arising from financial activities :

(₹ in Lakhs)

| Particulars | Opening Balance | Cash Flow | Non Cash Changes | Closing Balance |
|-----------------------|-----------------|-----------|------------------|-----------------|
| Long Term borrowings | 6,673.29 | 802.95 | - | 7,476.24 |
| Short Term borrowings | 24,849.57 | (148.38) | - | 24,701.19 |

As per our report of even date attached
For Manubhai & Shah LLP
Chartered Accountants
ICAI Firm Reg. No.106041W/W100136

Krishnakant Solanki
Partner
Membership No. 110299
Place : Ahmedabad
Date : 4th May 2023

For and on behalf of the Board

Satyen J. Mamtora
(Managing Director)
(DIN : 00139984)

Rakesh Kiri
Company Secretary

Place : Ahmedabad
Date : 4th May 2023

Jitendra U. Mamtora
(Chairman and Whole Time Director)
(DIN :00139911)

Amarendra Kumar Gupta
Chief Financial Officer

**Standalone Statement of Changes in Equity**

CIN : L33121GJ1994PLC022460

For the year ended 31st March, 2023**(A) Equity Share Capital**

| Particulars | (₹ In Lakhs) |
|--|--------------|
| | Amount |
| Balance as at 1 st April 2021 | 1,325.64 |
| Changes during the year | - |
| Balance as at 31 st March 2022 | 1,325.64 |
| Changes during the year - Issued during the period | - |
| Balance as at 31 st March 2023 | 1,325.64 |

(B) Other Equity

| Particulars | Reserves and Surplus | | | Total |
|---|-----------------------|--------------------|----------------------|-----------|
| | Securities Premium | General Reserve | Retained Earnings | |
| Balance as at 1 st April 2021 | 13,474.85 | 2,188.93 | 16,466.92 | 32,130.70 |
| Profit for the year | - | - | 1,303.45 | 1,303.45 |
| Dividend Paid | - | - | (33.26) | (33.26) |
| Remeasurement of defined benefit plans (net of tax) | - | - | (3.25) | (3.25) |
| Balance as at 31 st March 2022 | 13,474.85 | 2,188.93 | 17,733.86 | 33,397.64 |
| Profit for the year | - | - | 3,708.46 | 3,708.46 |
| Dividend Paid | - | - | (198.82) | (198.82) |
| Remeasurement of defined benefit plans (net of tax) | - | - | 14.20 | 14.20 |
| Balance as at 31 st March 2023 | 13,474.85 | 2,188.93 | 21,257.70 | 36,921.48 |

Proposed Dividend

The Board of Directors, in its meeting on 4th May 2023, have proposed a final dividend of ₹ 0.15/- per equity share (Face value of Re. 1/- each) for the financial year ended on 31st March 2023. The proposal is subject to the approval of shareholders at the Annual General Meeting and, if approved, would result in a cash outflow of ₹ 198.82 Lakhs.

The Board of Directors, in its meeting on 14th May 2022, had proposed a final dividend of ₹ 0.15/- per equity share (Face value of Re. 1/- each) for the financial year ended on 31st March 2022. The proposal was approved by shareholders at the Annual General Meeting and this resulted in a cash outflow of ₹ 198.82 Lakhs.

As per our report of even date attached

For Manubhai & Shah LLP
Chartered Accountants
ICAI Firm Reg. No.106041W/W100136

Krishnakant Solanki
Partner
Membership No. 110299

Place : Ahmedabad
Date : 4th May 2023

For and on behalf of the Board

Satyen J. Mamtora
(Managing Director)
(DIN : 00139984)

Rakesh Kiri
Company Secretary

Place : Ahmedabad
Date : 4th May 2023

Jitendra U. Mamtora
(Chairman and Whole Time Director)
(DIN : 00139911)

Amarendra Kumar Gupta
Chief Financial Officer



Notes to Standalone Financial Statements

CIN : L33121GJ1994PLC022460

For the Year ended on 31st March 2023

COMPANY OVERVIEW AND SIGNIFICANT ACCOUNTING POLICIES

1 Corporate Information

Transformers and Rectifiers (India) Ltd. ('TRIL' or 'the Company') is a public limited company domiciled and incorporated in India having its registered office at Survey No. 427 P/3-4 and 431 P/1-2 Sarkhej-Bavla Highway, Village: Moraiya, Taluka: Sanand. The Company's shares are listed and traded on the National Stock Exchange of India Ltd. (NSE) and Bombay Stock Exchange of India Ltd. (BSE). The company is a manufacturer of Power, Furnace and Rectifier Transformers.

2 Basis of Preparation

(a) Statement of Compliance

These Financial Statements have been prepared in accordance with the applicable Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Companies Act, 2015 ("Act") read with the Companies (Indian Accounting Standards) Rules and other relevant provisions of the Act and Rules thereunder, as amended from time to time.

(b) Basis of Measurement

The Financial Statements have been prepared on the historical cost convention on accrual basis except for certain financial assets and liabilities that are measured at fair value, amortised cost or present value, as disclosed in accounting policies and Defined Benefit Plans where Plan Assets are measured at fair value at the end of each reporting period:

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

As the operating cycle cannot be identified in normal course due to the special nature of the industry, the same has been assumed to have duration of 12 months. Accordingly, all assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in Ind AS-1 'Presentation of Financial Statements' and Schedule III to the Companies Act, 2013.

The Financial Statements have been presented in Indian Rupees (INR), which is also the Company's functional currency. All values are rounded off to the nearest two decimal lakhs, unless otherwise indicated.

(c) 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 under current market conditions.

The Company categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed in their measurement which are described as follows:

(i) Level 1: Quoted Prices (unadjusted) in active markets for identical assets or liabilities

(ii) Level 2: inputs that are observable, either directly or indirectly, other than quoted prices included within level 1 for the asset or liability.

(iii) Level 3 : inputs are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or Company's assumptions about pricing by market participants.

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.

Investments in Subsidiaries and Joint ventures

The Company records the investments in equity instruments of subsidiaries and joint ventures at cost less impairment loss, if any.

When the Company issues financial guarantees on behalf of subsidiaries, initially it measures the financial guarantees at their fair values and subsequently measures at the higher of:

(i) the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109 'Financial Instruments'; and

(ii) the amount initially recognized less, when appropriate, the cumulative amount of income recognized in accordance with principles enunciated in Ind AS 115 "Revenue from Contracts with Customers"

The Company records the initial fair value of financial guarantee as deemed investment with a corresponding liability recorded as deferred revenue under financial guarantee obligation. Such deemed investment is added to the carrying amount of investment in subsidiaries. Deferred revenue is recognized in the Statement of Profit and Loss over the remaining period of financial guarantee issued as other income.

On disposal of investment in subsidiary and joint venture, the difference between net disposal proceeds and the carrying amounts (including corresponding value of dilution in deemed investment) are recognized in the Statement of Profit and Loss.

**(d) Recent Accounting Pronouncements**

Recent pronouncements 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 March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023, as below:

The following amendments are relevant to the company:

(a) Amendments :

Ind 1 Presentation of Financial Statements The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Company does not expect this amendment to have any significant impact in its financial statements.

Ind AS 12 – Income Taxes The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Company is evaluating the impact, if any, in its financial statements.

Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”. Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements.

3 Significant Accounting Policies**(a) Property, Plant and Equipment**

The Company has elected to continue with the carrying value of its Property Plant & Equipment (PPE) recognised as of April 1, 2016 (transition date) measured as per the Previous GAAP and used that carrying value as its deemed cost as on the transition date as per Para D7AA of Ind AS 101.

Land and buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated in the Balance Sheet at cost less accumulated depreciation and impairment losses, if any. Freehold land is not depreciated.

Property, Plant & Equipment (PPE) comprises of Tangible assets and Capital Work in progress (except Right Of Use assets). PPE are stated at cost, net of tax/duty credit availed, if any, after reducing accumulated depreciation and accumulated impairment losses, if any; until the date of the Balance Sheet. The cost of PPE comprises of its purchase price or its construction cost (net of applicable tax credit, if any), any cost directly attributable to bring the asset into the location and condition necessary for it to be capable of operating in the manner intended by the management. Direct costs are capitalized until the asset is ready for use and includes borrowing cost capitalised in accordance with the Company’s accounting policy.

Capital work in progress includes the cost of PPE that are not yet ready for the intended use.

An item of PPE is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

Depreciation of these PPE commences when the assets are ready for their intended use.

Depreciation is provided on the cost of Property, Plant and Equipment (other than land and properties under construction) less their estimated residual value, using the straight-line method over the useful life of PPE as stated in the Schedule II to the Companies Act, 2013 or based on technical assessment by the Company.

Useful lives of each class of PPE as prescribed under Part C of Schedule II to the Companies Act, 2013 and adopted by the company are as under:-

| Asset Description | Assets Useful life (in Years) |
|--------------------------------------|-------------------------------|
| Factory Building | 30 |
| Building other than Factory Building | 60 |
| Plant and Equipments | 15 |
| Electrical installations | 10 |



| | |
|----------------------------------|--------|
| Air conditioners & refrigerators | 5 |
| Office Equipments | 5 |
| Computers | 3 |
| Furniture and Fixtures | 10 |
| Vehicles | 8 & 10 |

Useful lives of following class of PPE is based on technical assessment by the Company which is as under:-

| Asset Description | Assets Useful life (in Years) |
|--|-------------------------------|
| Plant and Machinery acquired before 1 st April 2014 | 21 |
| Electrical Installation acquired before 1 st April 2014 | 21 |

The estimated useful lives, residual values and depreciation method are reviewed on an annual basis and if necessary, changes in estimates are accounted for prospectively.

As per internal technical evaluation carried out by the management, the management of the company believes that its Property, Plant & Equipment are of such nature that separate components are not distinctly identifiable having different useful life. And therefore, Component level accounting and reporting is not practically feasible for the company.

Depreciation on additions/deletions to PPE during the year is provided for on a pro-rata basis with reference to the date of additions/deletions.

Depreciation on subsequent expenditure on PPE arising on account of capital improvement or other factors is provided for prospectively over the remaining useful life.

(b) Intangible Assets

Company has elected to continue with the carrying value of its Intangible assets recognised as of April 1, 2016 (transition date) measured as per the Previous GAAP and used that carrying value as its deemed cost as on the transition date as per Para D7AA of Ind AS 101.

Intangible assets with finite useful life acquired separately, are recognized only if it is probable that future economic benefits that are attributable to the assets will flow to the enterprise and the cost of assets can be measured reliably. The intangible assets are recorded at cost and are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Intangible assets are amortized over the estimated period of benefit, not exceeding ten years.

Intangible assets is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset, and recognized in the Statement of Profit and Loss when the asset is derecognized.

Intangible assets are amortised on Straight Line Method from the date they are available for use, over the useful lives of the assets as estimated by the Management as under:

| Asset Description | Assets Useful life (in Years) |
|----------------------|-------------------------------|
| Computer Software | 3 to 5 |
| Technical Know - How | 10 |
| Design and Prototype | 5 |

(c) Impairment of non-financial assets

The Company reviews at each reporting period whether there is any indication that an asset may be impaired. If at the end of reporting period any such indication exists, the company estimates the recoverable amount of the asset. 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 recognized in the Statement of Profit & Loss. If at the reporting period, there is an indication that there is change in the previously assessed impairment loss, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the Statement of Profit and Loss.



An assessment is made at an interval of 3 years to see if there are any indications that impairment losses recognized earlier may no longer exist or may have come down. The impairment loss is reversed, if there has been a change in the estimates which has the effect of increasing the asset's recoverable amount since the previous impairment loss was recognized. If it is so, the carrying amount of the asset is increased to the lower of its recoverable amount and the carrying amount that has been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. After a reversal, the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life. Reversals of Impairment loss are recognized in the Statement of Profit and Loss.

(d) Inventories

Inventories are valued at lower of cost and net realizable value after providing for obsolescence and other losses, where considered necessary. The basis of determining the value of each class of inventory is as follows:

| Inventories | Cost Formulae |
|--|---|
| Raw Material & Store & Spares | At Moving Weighted Average Cost (Net of eligible credit) |
| Raw Material in Transit | At Invoice Price |
| Scrap | At net realisable value |
| Process Stock | At Cost comprising of raw material cost, labour cost and appropriate proportion of manufacturing expenses and overheads as per stage of completion. |
| Finished Goods (including Finished goods in transit) | At Cost comprising of raw material cost, labour cost and appropriate proportion of manufacturing expenses and overheads. |

(e) Revenue and Income Recognition

Revenues are recognized when the Company satisfies the performance obligation by transferring a promised product or service to a customer, in an amount that reflects the consideration which the company expects to receive in exchange of those goods or services. A product is transferred when the customer obtains control of that product, which is either at the point in time when the product is delivered to the Customer premises or at the point in time when the title is passed to the customer based on the contractual terms.

Revenue from services is recognised at a point in time or over the time depending upon the terms of the contract as and when performance obligations are fulfilled.

Revenue is measured at the transaction price of the consideration received or receivable duly adjusted for variable consideration and the same represents amounts receivable for goods and services provided in the normal course of business. Revenue also excludes tax collected from customers. Contract modifications are accounted for as a part of existing contract or separate contract based on conditions prescribed in Ind AS 115. Any retrospective revision in prices is accounted for in the year of such revision.

Interest on investments is booked on a time proportion basis taking into account the amounts invested and the rate of interest.

Dividend income is recognised when the right to receive the same is established.

Export incentives are accrued in the year when the right to receive the same is established in respect of exports made and are accounted to the extent there is no significant uncertainty about the measurability and ultimate realization/ utilization of such benefits/ duty credit.

Other income is recognized on accrual basis except when realization of such income is uncertain.

(f) Foreign Exchange Transactions

Transactions in currencies other than the Company's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated using exchange rate prevailing on the last day of the reporting period.

Non monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of transaction.

Exchange differences on monetary items are recognized in the Statement of Profit and Loss in the period in which they arise.

(g) Leases

As Lessee

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:



- the contract involves the use of an identified asset;
- the Company has substantially all of the economic benefits from use of the asset throughout the period of the lease and
- the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognises a 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 low value leases and corresponding Right-of-use Asset. For these short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The Right-of-use Assets are initially recognized at cost, which comprises the initial amount of the lease liabilities 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 and adjusted for any remeasurement of the lease liabilities.

Right-of-use Assets are depreciated 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 it is not readily determinable, using the incremental borrowing rate. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components, except for leases where the company has elected to use practical expedient not to separate non-lease payments from the calculation of the lease liability and ROU asset where the entire consideration is treated as lease component.

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of Property, Plant and Equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered of low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term or another systematic basis if that basis is more representative of the pattern of the lessee's benefit.

As lessor

Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease except where-

- (i) Another systematic basis is more representative of the time pattern of the benefit derived from the asset given on lease.; or
- (ii) The payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

(h) Employees Benefits

(i) Defined Contribution Plan

The company's contribution to defined contribution plan paid/payable for the year is charged to the Statement of Profit and loss.

(ii) Defined Benefit Plan

The liabilities towards defined benefit schemes are determined using the Projected Unit Credit method. Actuarial valuations under the Projected Unit Credit method are carried out at the balance sheet date. Actuarial gains and losses are recognized in the Statement of Profit and Loss in the period of occurrence of such gains and losses. Past service cost is recognized immediately to the extent that the benefits are already vested and otherwise it is amortized on straight-line basis over the remaining average period until the benefits become vested.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as reduced by plan assets.

(iii) Short Term Employee Benefits

Short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized undiscounted during the period employee renders services. These benefits include salaries, wages, bonus, performance incentives, etc.

**(iv) Other Long Term Employee Benefits**

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as an actuarially determined liability at present value of the defined benefit obligation at the balance sheet date.

(i) Borrowing Cost

Borrowing costs are interest and ancillary costs incurred in connection with the arrangement of borrowings.

General and specific borrowing costs attributable to acquisition and construction of qualifying assets is added to the cost of the assets upto the date the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted. All other borrowing costs are recognised in the Statement of Profit and Loss in the period in which they are incurred.

(j) Income Taxes

Income tax expense represents the sum of the current tax and deferred tax.

(i) Current Tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates and laws that have been enacted or substantively enacted by the end of the reporting period.

(ii) Deferred Tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognized as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with asset will be realized.

(iii) Current and Deferred Tax Expense for the Year

Current and deferred tax expense is recognized in the Statement of Profit and Loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

(k) Financial Instruments

Financial assets and financial liabilities are recognized when Company becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the Statement of Profit and Loss.

(l) Financial Assets**a. Classification and Measurement****(i) Cash and Cash Equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months



or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

(ii) Financial Assets at Amortized Cost

Financial assets are subsequently measured at amortized cost using the effective interest method if these financial assets are held within a business whose 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.

(iii) Financial Assets at Fair Value through Other Comprehensive Income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets 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.

(iv) Financial Assets at Fair Value through Profit and Loss

Financial assets are measured at fair value through Statement of profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition.

b. Impairment of Financial Assets

In accordance with Ind AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the financial assets and credit risk exposure.

i) Simplified Approach

The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade Receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

ii) General Approach

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-months ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-months ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-months ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. On that basis, the Company estimates provision on trade receivables at the reporting date. The specific/individual impairment assessment is carried out for major customers.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as expense (or income) in the Statement of Profit and Loss.

c. Derecognition of Financial Assets

The Company derecognizes a financial asset when the contractual right to receive the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety (except for equity instruments designated as FVTOCI), the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognized in the Statement of Profit and Loss.

**(m) Financial Liabilities****a. Classification and Measurement****(i) Financial Guarantee Contracts**

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Company are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and
- the amount initially recognized less, when appropriate, the cumulative amount of income recognized in accordance with principles enunciated in Ind AS 115.

(ii) Other Liabilities

Other Financial liabilities are measured at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

(iii) Financial Liabilities and Equity Instruments

Classification as Debt or Equity:

Debt and equity instruments issued by the Company are classified as financial liabilities or as equity in accordance with the substance of the Contractual arrangements and the definitions of a financial liability and an equity instrument.

(iv) Derecognition of Financial Liabilities

The company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in Statement of Profit and Loss.

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Equity Instruments issued by a Company are recognized at the proceeds received.

Offsetting

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

(n) Government grants

Government grants are recognized only when there is reasonable assurance that the conditions attached to them shall be complied with, and the grants will be received. Deferred income is recognized in the statement of profit or loss on a systematic and rational basis over the useful life of the asset. Government grants related to revenue are recognized on a systematic basis in the statement of profit or loss over the periods as and when related obligations are achieved to match them with the related costs which they are intended to compensate.

(o) Earnings Per Share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of exceptional items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of exceptional items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

(p) Provisions, Contingent Liabilities and Contingent Assets**(i) Provisions**

Provisions are recognized when, based on the Company's present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its



carrying amount is the present value of those cash flows (when the effect of the time value of money is material)

(ii) Contingent Liabilities and Assets

Show-cause notices issued by various Government Authorities are generally not considered as obligations. When the demand notices are raised against such show cause notices and are disputed by the Company, these are classified as disputed obligations.

"The treatment in respect of disputed obligations are as under: "a) a provision is recognized in respect of present obligations where the outflow of resources is probable;" b) all other cases are disclosed as contingent liabilities unless the possibility of outflow of resources is remote."

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the Company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability. Contingent liabilities are disclosed on the basis of judgment of the management/independent experts and reviewed at each balance sheet date to reflect the current management estimate.

Contingent assets are disclosed in the Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

(q) Statement of Cash Flow

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows are segregated into operating, investing and financing activities.

(r) Segment Reporting

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit / loss amounts are evaluated regularly by the Chief Operating Decision Making Body (CODM) in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company.

4 Critical Accounting Judgments, Estimates, Assumptions and Key Sources of Estimation Uncertainty

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities at the date of the financial statements. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

(a) Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the financial statements:

(i) Classification of Investment in T & R Switchgear Private Limited (Earlier known as T&R Jingke Electrical Equipments Pvt. Limited) as subsidiary

The Company has entered into a Joint Venture Agreement on October 5 2016 with Jiangsu Jingke Smart Electric Company Limited (JV partner incorporated under the laws of People's Republic of China). As per agreement, the company acquired 60% equity shares in the special purpose entity incorporated namely TARIL Switchgear Private Limited (formely known as T&R Jingke Electrical Equipments Private Limited). Till March 31, 2022, the Company accounted for investment in TARIL Switchgear Private Limited as joint venture. The company has reassessed such investment and considered such investment as investment in subsidiary due to control over board of the special purpose entity from the current financial year.

(ii) Evaluation of Indicators for Impairment of Property, Plant and Equipment

The evaluation of applicability of indicators of impairment of assets requires assessment of external factors (significant decline asset's value, significant changes in the technological, market, economic or legal environment, market interest rates etc.) and internal factors (obsolescence or physical damage of an asset, poor economic performance of the asset etc.) which could result in significant change in recoverable amount of the Property, Plant and Equipment.

(b) Assumptions and Estimation Uncertainties

Information about estimates and assumptions that have the significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may differ from these estimates.

(i) Defined Benefit Obligations

The cost of the defined benefit gratuity plan, the present value of the gratuity obligation and compensated



absences are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate, the management 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 the specific countries. 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.

(ii) Useful lives of Property, Plant and Equipment/Intangible Assets

Property, Plant and Equipment/ Intangible Assets are depreciated/amortised over their estimated useful lives, after taking into account estimated residual value. The useful lives and residual values are based on the Company's historical experience with similar assets and taking into account anticipated technological changes or commercial obsolescence. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation/amortisation to be recorded during any reporting period. The depreciation/amortisation for future periods is revised, if there are significant changes from previous estimates and accordingly, the unamortised/depreciable amount is charged over the remaining useful life of the assets.

(iii) Contingent Liabilities

In the normal course of business, Contingent Liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the Notes but are not recognised. Potential liabilities that are remote are neither recognised nor disclosed as contingent liability. The management decides whether the matters need to be classified as 'remote', 'possible' or 'probable' based on expert advice, past judgements, experiences etc.

(iv) Evaluation of Indicators for Impairment of Property, Plant and Equipment

The evaluation of applicability of indicators of impairment of assets requires assessment of external factors (significant decline in asset's value, economic or legal environment, market interest rates etc.) and internal factors (obsolescence or physical damage of an asset, poor economic performance of the idle assets etc.) which could result in significant change in recoverable amount of the Property, Plant and Equipment and such assessment is based on estimates, future plans as envisaged by Company.

(v) Allowance for impairment of trade receivables

The expected credit loss is mainly based on the ageing of the receivable balances and historical experience. The receivables are assessed on an individual basis or assessed for impairment collectively, depending on their significance. Moreover, trade receivables are written off on a case-to-case basis if deemed not to be collectible on the assessment of the underlying facts and circumstances.

(vi) Provisions

Provisions and liabilities are recognised in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

(vii) Revenue Recognition

The Company's contracts with customers include promises to transfer products and service to the customers. The Company assesses the products and service promised in a contract and identifies distinct performance obligations, if any, in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables. Judgement is also required to determine the transaction price for the contract. The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over time. The Company considers indicators such as to who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product, bill and hold agreements, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc. The judgment is also exercised in determining the variable consideration, if any, involved in transaction price.

**5 Property, Plant and Equipment (Including Right of Use Assets) & Intangible Assets**

(₹ In Lakhs)

| Particulars /Assets | Tangible Assets | | | | | | | Intangible Assets | | | | Gross Total | | |
|---------------------------------|-----------------|----------|--------------------|------------------------|----------------------|----------|-------------------|-------------------|---------------------|-----------|-------------------|-------------|--------------------|-----------------------|
| | Freehold Land | Building | Plant & Equipments | Electric Installations | Furniture & Fixtures | Vehicles | Office Equipments | Computers | Right of Use Assets | Total | Computer Software | | Technical Know-How | Design and Prototypes |
| GROSS BLOCK | | | | | | | | | | | | | | |
| At 1 st April 2021 | 296.05 | 6,971.41 | 11,792.05 | 611.22 | 270.14 | 1,552.96 | 269.50 | 82.17 | 187.14 | 22,032.64 | 70.10 | 1,249.10 | 805.55 | 2,124.75 |
| Additions - | - | 6.05 | 114.59 | 0.73 | 1.52 | 80.12 | 32.63 | 18.91 | 92.55 | 347.10 | 2.22 | - | - | 2.22 |
| Deduction/Adjustments | - | - | - | - | - | 52.21 | 0.31 | - | 7.10 | 59.62 | - | - | - | - |
| At 31 st March 2022 | 296.05 | 6,977.46 | 11,906.64 | 611.95 | 271.66 | 1,580.87 | 301.82 | 101.08 | 272.59 | 22,320.12 | 72.32 | 1,249.10 | 805.55 | 2,126.97 |
| Additions - | - | 2.96 | 301.95 | 42.14 | 1.36 | 254.48 | 27.28 | 33.84 | 12.45 | 676.46 | 18.25 | - | 270.00 | 288.25 |
| Deduction/Adjustments | - | 4.41 | 26.30 | - | - | 470.38 | 0.63 | - | 3.82 | 505.54 | - | - | - | - |
| At 31 st March 2023 | 296.05 | 6,976.01 | 12,182.29 | 654.09 | 273.02 | 1,364.97 | 328.47 | 134.92 | 281.22 | 22,491.04 | 90.57 | 1,249.10 | 1,075.55 | 2,415.22 |
| ACCUMULATED DEPRECIATION | | | | | | | | | | | | | | |
| At 1 st April 2021 | - | 968.87 | 3,545.82 | 368.29 | 173.83 | 1,145.94 | 182.79 | 64.48 | 98.70 | 6,548.72 | 55.55 | 653.42 | 741.07 | 1,450.04 |
| Additions | - | 194.77 | 880.46 | 49.44 | 30.16 | 58.63 | 27.17 | 7.11 | 57.17 | 1,304.91 | 7.89 | 153.63 | 64.48 | 226.00 |
| Deduction/Adjustments | - | - | - | - | - | 33.31 | 0.23 | - | - | 33.54 | - | - | - | - |
| At 31 st March 2022 | - | 1,163.64 | 4,426.28 | 417.73 | 203.99 | 1,171.26 | 209.73 | 71.59 | 155.87 | 7,820.09 | 63.44 | 807.05 | 805.55 | 1,676.04 |
| Additions | - | 207.69 | 1,524.68 | 50.19 | 26.56 | 147.40 | 23.34 | 12.52 | 57.58 | 2,049.96 | 7.34 | 172.79 | 27.07 | 207.20 |
| Deduction/Adjustments | - | 2.39 | 5.02 | - | - | 394.71 | 0.59 | - | - | 402.71 | - | - | - | - |
| At 31 st March 2023 | - | 1,368.94 | 5,945.94 | 467.92 | 230.55 | 923.95 | 232.48 | 84.11 | 213.45 | 9,467.34 | 70.78 | 979.84 | 832.62 | 1,883.24 |
| Net Block | | | | | | | | | | | | | | |
| At 31 st March 2022 | 296.05 | 5,813.82 | 7,480.36 | 194.22 | 67.67 | 409.61 | 92.09 | 29.49 | 116.72 | 14,500.03 | 8.88 | 442.05 | - | 450.93 |
| At 31 st March 2023 | 296.05 | 5,607.07 | 6,236.35 | 186.17 | 42.47 | 441.02 | 95.99 | 50.81 | 67.77 | 13,023.70 | 19.79 | 269.26 | 242.93 | 531.98 |

5(a) The aggregate depreciation charge for the year has been included under depreciation and amortisation expense in the Statement of Profit and Loss.

5(b) Contractual obligations: Refer note 45 for disclosure on contractual commitments for the acquisition and construction of property, plant and equipment.

5(c) Refer note 20(a) and 25 for information on property plant and equipment given as a security by the Company.

5(d) The Company has elected to continue with the carrying value of its Property Plant & Equipment (PPE) & Intangible assets recognised as of April 1, 2016 (transition date) measured as per the Previous GAAP and used that carrying value as its deemed cost as on the transition date as per Para D7AA of Ind AS 101.

5(e) The Company has not carried out revaluation of Property, Plant and Equipment.

**5(f) Capital work-in-progress** (₹ in Lakhs)

| Particulars | As at 31 st March, 2023 | | As at 31 st March, 2022 | |
|---|------------------------------------|---------------|------------------------------------|--------------|
| | (₹) | (₹) | (₹) | (₹) |
| Construction Work in Progress - Fixed Assets | | | | |
| Balance as at beginning of the year | 63.35 | | 5.11 | |
| Add: Additions during the year | 279.84 | | 71.76 | |
| Less: Transfer to Property, Plant and Equipment | 6.36 | | 8.41 | |
| Less: Transfer to Statement of Profit and Loss | - | | 5.11 | |
| Balance as at ending of the year | | 336.83 | | 63.35 |
| TOTAL | | 336.83 | | 63.35 |

5(f1) Ageing Schedule of Capital work-in-progress (Projects in process):

| As at 31 st March 2023 | | | | | | (₹ in Lakhs) |
|---|------------------|--------------|--------------|------------|-----------|---------------------|
| Particulars | (₹) | (₹) | (₹) | (₹) | Total (₹) | |
| | Less than 1 year | 1 to 2 years | 2 to 3 years | 3 and more | | |
| i) Projects in Progress | 279.84 | 56.99 | - | - | 336.83 | |
| ii) Projects temporarily suspended | | | | | | |
| As at 31st March 2022 | | | | | | (₹ in Lakhs) |
| Particulars | (₹) | (₹) | (₹) | (₹) | Total (₹) | |
| | Less than 1 year | 1 to 2 years | 2 to 3 years | 3 and more | | |
| i) Projects in Progress | 63.35 | - | | | 63.35 | |
| ii) Projects temporarily suspended | | | | | | |

No Capital work in progress assets are impaired and suspended during the year.

5(g) Intangible Assets Under Development (₹ in Lakhs)

| Particulars | As at 31 st March, 2023 | | As at 31 st March, 2022 | |
|---|------------------------------------|-------------|------------------------------------|---------------|
| | (₹) | (₹) | (₹) | (₹) |
| Work in Progress - Intangible Asset: | | | | |
| Balance as at beginning of the year | 279.35 | | - | |
| Add: Net expenditure during the year | 6.14 | | 279.35 | |
| Less: Transfer to Intangible Assets | 284.95 | | | |
| Less: Transfer to Statement of P & L | - | | | |
| Balance as at ending of the year | | 0.54 | | 279.35 |
| TOTAL | | 0.54 | | 279.35 |

5(g1) Ageing Schedule of Capital work-in-progress (Projects in process):

| As at 31 st March 2023 | | | | | | (₹ in Lakhs) |
|---|------------------|--------------|--------------|------------|-----------|---------------------|
| Particulars | (₹) | (₹) | (₹) | (₹) | Total (₹) | |
| | Less than 1 year | 1 to 2 years | 2 to 3 years | 3 and more | | |
| i) Projects in Progress | 0.54 | - | - | - | 0.54 | |
| ii) Projects temporarily suspended | - | - | - | - | - | |
| As at 31st March 2022 | | | | | | (₹ in Lakhs) |
| Particulars | (₹) | (₹) | (₹) | (₹) | Total (₹) | |
| | Less than 1 year | 1 to 2 years | 2 to 3 years | 3 and more | | |
| i) Projects in Progress | 279.35 | - | - | - | 279.35 | |
| ii) Projects temporarily suspended | - | - | - | - | - | |

No Intangible Assets under development are impaired and suspended during the year.



| | | (₹ in Lakhs) | | | |
|-------------|--|-----------------------------|----------|-----------------------------|---------|
| | | As at | | As at | |
| | | 31 st March 2023 | | 31 st March 2022 | |
| 6 | Investments | | | | |
| | Investments in Unquoted Equity Instruments | 476.76 | | 548.76 | |
| | Other investments | 85.64 | | 85.64 | |
| | Total | 562.40 | | 634.40 | |
| | | (₹ in Lakhs) | | | |
| 6(a) | Particulars | As at | | As at | |
| | | 31 st March 2023 | | 31 st March 2022 | |
| | | Nos. | Amount | Nos. | Amount |
| | (i) Investment in Subsidiaries (At Cost) | | | | |
| | a) Transpares Limited - (Unquoted-Equity Shares of Rs.10 each fully paid up) | 987,768 | 137.19 | 987,768 | 137.19 |
| | b) Transweld Mechanical Engineering Works Limited - (Unquoted-Equity Shares of Rs.10 each fully paid up) | 250,000 | 32.50 | 250,000 | 32.50 |
| | c) TARIL Infrastructure Limited - (Unquoted-Equity Shares of Rs.10 each fully paid up) | 250,000 | 25.00 | 250,000 | 25.00 |
| | d) Savas Engineering Company Private Limited - (Unquoted-Equity Shares of Rs.10 each fully paid up) (Refer Note : 6(b)) | 190,500 | 409.80 | 190,500 | 409.80 |
| | Less : Provision of Impairment in Investment | | (127.73) | | (55.73) |
| | e) TARIL Switchgear Private Limited (Earlier known as a T&R Switchgear Private Limited)-(Unquoted- Equity Shares of Rs.10 each fully paid up - (Refer Note: 6(c)) | 1,261,140 | 17.11 | 1,261,140 | 17.11 |
| | Less : Provision of Impairment in Investment | | (17.11) | | (17.11) |
| | Total | 476.76 | | 548.76 | |
| | (ii) Investment in Subsidiaries- Deemed Equity | | | | |
| | a) Transpares Limited - (Refer Note: 6(d)) | | 31.62 | | 31.62 |
| | b) TARIL Infrastructure Limited - (Refer Note: 6(e)) | | 8.89 | | 8.89 |
| | c) Savas Engineering Company Private Limited - (Refer Note: 6(f)) | | 45.13 | | 45.13 |
| | Total | 85.64 | | 85.64 | |
| | Aggregate carrying value of unquoted Investments | 562.40 | | 634.40 | |
| | Aggregate amount of impairment in value of Investments | 144.84 | | 72.84 | |
| 6(b) | The Company has investment of ₹ 409.80 lakhs in 1,90,500 equity shares of its wholly owned subsidiary and deemed equity of ₹ 45.13 Lakhs, Savas Engineering Private Limited (SEPL). The Company also has outstanding balance of loan given of ₹1,199.56 lakhs as on March 31, 2023. The remaining maturity period as on March 31, 2023 of loan of ₹ 470.06 lakhs is till July 2028 and loan of ₹ 729.50 lakhs is till March 2024. SEPL has been regular in repayment of loan and interest thereon during the year. The company has carried out impairment testing on its investment and loans based on book values of net assets as at 31 st March 2023 of SEPL and accordingly, additional impairment of ₹72 lakhs (previous year ₹ Nil) has been provided. | | | | |
| 6(c) | TARIL Switchgear Private Limited (Earlier known as a T & R Switchgear Private Limited) The Company has entered into a Joint Venture Agreement on October 5 2016 with Jiangsu Jingke Smart Electric Company Limited (JV partner incorporated under the laws of People's Republic of China). As per agreement, the company acquired 60% equity shares in the special purpose entity incorporated namely TARIL Switchgear Private Limited (formely known as T&R Jingke Electrical Equipments Private Limited). Till March 31, 2022, the Company accounted for investment in TARIL Switchgear Private Limited as joint venture. The company has reassessed such investment and considered such investment as investment in subsidiary due to control over board of the special purpose entity from the current financial year. On account of negative net worth of said special purpose entity, the company has made full impairment provision against its investment in equity shares. | | | | |
| 6(d) | The amount of ₹ 31.62 Lakhs (P.Y. ₹ 31.62 Lakhs) shown as deemed equity investments denotes the fair value of financial guarantee given for Transpares Limited without any consideration. | | | | |
| 6(e) | The amount of ₹ 8.89 Lakhs (P.Y. ₹ 8.89 Lakhs) shown as deemed equity investments denotes the fair value of financial guarantee given for TARIL Infrastructure Limited without any consideration. | | | | |



- 6(f) The amount of ₹ 45.13 Lakhs (P.Y. ₹ 45.13 Lakhs) shown as deemed equity investments denotes the fair value of financial guarantee given for Savas Engineering Company Private Limited without any consideration.
- 6(g) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(₹ in Lakhs)

| 7 | Loans | As at | As at |
|---|---------------------------------|-----------------------------|-----------------------------|
| | | 31 st March 2023 | 31 st March 2022 |
| Unsecured, Considered Good unless otherwise stated | | | |
| Loans to Related Parties | | | |
| | Subsidiary (Refer note 49 & 50) | 405.08 | 470.06 |
| Other Loans | | | |
| | Loan to Employees | 91.16 | 83.90 |
| | Total | 496.24 | 553.96 |

(₹ in Lakhs)

| 8 | Others | As at | As at |
|---|---|-----------------------------|-----------------------------|
| | | 31 st March 2023 | 31 st March 2022 |
| Unsecured, Considered Good unless otherwise stated | | | |
| | Other Deposits | 31.16 | 30.61 |
| | Other Receivables | 105.65 | 105.65 |
| | Margin Money Deposits with Banks having more than 12 months maturity* | 1,592.10 | 910.54 |
| | Interest receivable | 44.66 | 68.94 |
| | Total | 1,773.57 | 1,115.74 |

*The Company has pledged above margin money deposits with bank against credit facilities towards bank guarantee and letter of Credit.

(₹ in Lakhs)

| 9 | Other Non-Current Assets | As at | As at |
|---|--|-----------------------------|-----------------------------|
| | | 31 st March 2023 | 31 st March 2022 |
| Unsecured, Considered Good unless otherwise stated | | | |
| | Advances given for capital assets | 149.28 | 41.96 |
| | Deposits & balances with government & other authorities | 925.12 | 926.56 |
| | Advance Tax and TDS (Net of Provisions) & Income tax Refund receivable | 59.39 | 42.91 |
| | Prepaid expenses | 399.69 | 316.30 |
| Unsecured, Considered doubtful | | | |
| | Advances given for capital assets | 85.59 | 85.59 |
| | Less : Impairment of advance | (85.59) | (85.59) |
| | Deposits & balances with government & other authorities | 78.00 | 78.00 |
| | Less : Impairment on doubtful assets | (78.00) | (78.00) |
| | Total | 1,533.48 | 1,327.73 |

(₹ in Lakhs)

| 10 | Inventories | As at | As at |
|----|--|-----------------------------|-----------------------------|
| | | 31 st March 2023 | 31 st March 2022 |
| | Raw materials | 8,030.04 | 4,606.13 |
| | Raw materials in transit | 170.80 | 380.83 |
| | Finished goods (Including FG in Transit) (Refer 10(a)) | 6,451.02 | 8,341.80 |
| | Process stock | 9,691.41 | 10,828.69 |
| | Scrap | 267.84 | 156.08 |
| | | 24,611.11 | 24,313.53 |
| | Less: Impairment for Non - Moving Inventories | 155.46 | 120.00 |
| | Total | 24,455.65 | 24,193.53 |

10(a) Finished goods includes ₹1,474.85 lakhs goods in transit during the year (P.Y. ₹ 5,067.78 lakhs).

10(b) For details of inventories given as security against borrowings (Refer Note :20 & 25).



| | | (₹ in Lakhs) | |
|---|-------------------|-----------------------------|-----------------------------|
| | | As at | As at |
| | | 31 st March 2023 | 31 st March 2022 |
| 11 | Investment | | |
| Investments Carried at fair value through Statement of Profit and Loss(FVTPL) | | | |
| Investments in Mutual Funds | | | |
| Unquoted | | | |
| IDBI MF Dividend Yield Fund-Regular Plan Growth Nil (P.Y.: 100,000) units of face value of 10 each | | - | 17.01 |
| Baroda BNP Paribus Flexi Multi Asset Fund- MF Regular Plan Growth 499,965(P.Y.: Nil) units of face value of 10 each | | 49.98 | - |
| Total | | 49.98 | 17.01 |
| Aggregate carrying value of unquoted Investments | | 49.98 | 17.01 |
| Aggregate market value of unquoted Investments | | 49.98 | 17.01 |

| | | (₹ in Lakhs) | |
|---|--------------------------|-----------------------------|-----------------------------|
| | | As at | As at |
| | | 31 st March 2023 | 31 st March 2022 |
| 12 | Trade Receivables | | |
| Unsecured, Considered Good unless otherwise stated | | | |
| Others | | 63,021.08 | 50,233.27 |
| Credit Impaired | | 2,133.08 | 2,386.55 |
| Less: Allowance for doubtful receivables | | 2,133.08 | 2,386.55 |
| Total | | 63,021.08 | 50,233.27 |

| | | (₹ in Lakhs) | |
|---------------------------------------|---|-----------------------------|-----------------------------|
| | | As at | As at |
| | | 31 st March 2023 | 31 st March 2022 |
| 12(a) | Movement in Allowance for Doubtful Debts | | |
| Balance at the beginning of the year | | 2,386.55 | 1,733.68 |
| Add: Allowance loss recognized | | 1,280.86 | 851.78 |
| Less: Reversed during the year | | 541.84 | 198.91 |
| Less: Amount written off as bad debts | | 992.49 | - |
| Balance at the end of the year | | 2,133.08 | 2,386.55 |

12(b) For details of security against borrowings (Refer Note :20 & 25).

12(c) Ageing Schedule for Trade receivables

| As at 31 st March, 2023 | | (₹ in Lakhs) | | | | |
|---|--|--------------------|-----------------|-----------------|-------------------|------------------|
| Particulars | Outstanding for following periods from due date of payment | | | | | Total |
| | Less than 6 months | 6 months to 1 year | 1 to 2 years | 2 to 3 years | More than 3 years | |
| i) Undisputed - considered good | 52,964.92 | 5,277.83 | 3,693.49 | - | - | 61,936.24 |
| ii) Undisputed - which have significant increase in credit risk | - | - | - | 1,084.84 | - | 1,084.84 |
| iii) Undisputed - credit impaired | - | - | - | 389.80 | 1,027.73 | 1,417.53 |
| iv) Disputed - considered good | - | - | - | - | - | - |
| v) Disputed - which have significant increase in credit risk | - | - | - | - | - | - |
| vi) Disputed - credit impaired | - | - | - | - | 715.55 | 715.55 |
| Total | 52,964.92 | 5,277.83 | 3,693.49 | 1,474.64 | 1,743.28 | 65,154.16 |
| Less Impairment | | | | | | 2,133.08 |
| Total | | | | | | 63,021.08 |



| As at 31 st March, 2022 | | | | | | | (₹ in Lakhs) |
|---|--|--------------------|-----------------|-----------------|-------------------|------------------|--------------|
| Particulars | Outstanding for following periods from due date of payment | | | | | Total | |
| | Less than 6 months | 6 months to 1 year | 1 to 2 years | 2 to 3 years | More than 3 years | | |
| i) Undisputed - considered good | 38,837.00 | 6,476.81 | 3,981.96 | - | - | 49,295.77 | |
| ii) Undisputed - which have significant increase in credit risk | | | | 937.49 | - | 937.49 | |
| iii) Undisputed - credit impaired | - | - | | 97.67 | 1,371.85 | 1,469.52 | |
| iv) Disputed - considered good | | | | | | - | |
| v) Disputed - which have significant increase in credit risk | | | | | | - | |
| vi) Disputed - credit impaired | - | - | | 58.71 | 858.32 | 917.03 | |
| Total | 38,837.00 | 6,476.81 | 3,981.96 | 1,093.87 | 2,230.17 | 52,619.82 | |
| Less Impairment | | | | | | 2,386.55 | |
| Total | | | | | | 50,233.27 | |

| | | As at | As at |
|-----------|------------------------------------|-----------------------------|-----------------------------|
| | | 31 st March 2023 | 31 st March 2022 |
| 13 | Cash & Cash Equivalents | | |
| | Balances with banks | | |
| | In Cash Credit accounts | 43.05 | 1,039.93 |
| | In Current accounts | - | 1.61 |
| | Cash On Hand | 1.12 | 2.46 |
| | Total | 44.17 | 1,044.00 |

| | | As at | As at |
|-----------|--------------------------------------|-----------------------------|-----------------------------|
| | | 31 st March 2023 | 31 st March 2022 |
| 14 | Other Bank Balances | | |
| | Earmarked Balances with Banks | | |
| | Unpaid Dividend Account | 0.47 | 0.46 |
| | Margin Money Deposits with Banks* | 1,796.76 | 3,419.65 |
| | Total | 1,797.23 | 3,420.11 |

*The Company has pledged above margin money deposit with bank as margin money against credit facilities towards bank guarantee and letter of Credit.

| | | As at | As at |
|-----------|---|-----------------------------|-----------------------------|
| | | 31 st March 2023 | 31 st March 2022 |
| 15 | Loans | | |
| | Unsecured, Considered Good unless otherwise stated | | |
| | Loans to Related Parties | | |
| | Subsidiary (Refer note 49 & 50) | 794.48 | 787.63 |
| | Loans | | |
| | Loan to Employees | 39.61 | 30.24 |
| | Total | 834.09 | 817.87 |

| | | As at | As at |
|-----------|----------------------------|-----------------------------|-----------------------------|
| | | 31 st March 2023 | 31 st March 2022 |
| 16 | Others | | |
| | Deposits | | |
| | - Considered Good | 144.32 | 116.72 |
| | Interest Receivable | | |
| | - Considered Good | 15.85 | 81.60 |
| | Total | 160.17 | 198.32 |



| | | (₹ in Lakhs) | |
|----|---|-----------------------------|-----------------------------|
| | | As at | As at |
| 17 | Other Current Assets | 31 st March 2023 | 31 st March 2022 |
| | Deposits & balances with government & other authorities | 1,757.94 | 4,533.92 |
| | Advance tax and TDS (net of provisions) | 0.25 | 53.09 |
| | Export benefit receivable | 67.24 | 98.26 |
| | Prepaid expenses | 482.42 | 443.96 |
| | Advances to suppliers | 3,827.93 | 2,688.79 |
| | Contract Assets (Unbilled Revenue) | 81.56 | 698.64 |
| | Employee Advances | 7.36 | 1.82 |
| | Total | 6,224.70 | 8,518.48 |

| | | (₹ in Lakhs) | |
|----|---|-----------------------------|-----------------------------|
| | | As at | As at |
| 18 | Equity Share Capital | 31 st March 2023 | 31 st March 2022 |
| | Authorized | | |
| | 200,000,000 (P.Y. 200,000,000) | | |
| | Equity Shares of Re. 1/- each | 2,000.00 | 2,000.00 |
| | | 2,000.00 | 2,000.00 |
| | Issued, Subscribed and Fully Paid Up | | |
| | 132,564,110 (P.Y. 132,564,110) | | |
| | Equity Shares of Re. 1/- each | 1,325.64 | 1,325.64 |
| | Total | 1,325.64 | 1,325.64 |

18(a) Reconciliation of the number of Equity Shares outstanding at the beginning and at the end of the reporting period :

| Particulars | | As at | |
|----------------------------------|------|-----------------------------|-----------------------------|
| | | 31 st March 2023 | 31 st March 2022 |
| At the Beginning of the Period | Nos. | 132,564,110 | 132,564,110 |
| Issued during the period | Nos. | - | - |
| Outstanding at the end of Period | Nos. | 132,564,110 | 132,564,110 |

18(b) Details of Promoters holding :

| Name of Promoters | Shareholding at the beginning of the year (01.04.2022) | | Shareholding at the end of the year (31.03.2023) | | % change during the year |
|---------------------------|--|----------------------------------|--|----------------------------------|--------------------------|
| | No of Shares | % of total Shares of the company | No of Shares | % of total Shares of the company | |
| Jitendra U. Mamtora | 88,589,920 | 66.83% | 88,589,920 | 66.83% | - |
| Jitendra U. Mamtora (HUF) | 6,829,310 | 5.15% | 6,829,310 | 5.15% | - |
| Karuna J. Mamtora | 2,677,360 | 2.02% | 2,677,360 | 2.02% | - |
| Satyen J. Mamtora | 970,000 | 0.73% | 970,000 | 0.73% | - |
| Janki Mamtora | 213,640 | 0.16% | 213,640 | 0.16% | - |
| Aakanksha Mamtora | 15,000 | 0.01% | 15,000 | 0.01% | - |
| Dilip Mamtora | 1,960 | 0.00% | 1,960 | 0.00% | - |
| Bipin Mamtora | 1,960 | 0.00% | 1,960 | 0.00% | - |

| Name of Promoters | Shareholding at the beginning of the year (01.04.2021) | | Shareholding at the end of the year (31.03.2022) | | % change during the year |
|---------------------------|--|----------------------------------|--|----------------------------------|--------------------------|
| | No of Shares | % of total Shares of the company | No of Shares | % of total Shares of the company | |
| Jitendra U. Mamtora | 88,589,920 | 66.83% | 88,589,920 | 66.83% | - |
| Jitendra U. Mamtora (HUF) | 6,829,310 | 5.15% | 6,829,310 | 5.15% | - |
| Karuna J. Mamtora | 2,677,360 | 2.02% | 2,677,360 | 2.02% | - |
| Satyen J. Mamtora | 970,000 | 0.73% | 970,000 | 0.73% | - |
| Janki Mamtora | 213,640 | 0.16% | 213,640 | 0.16% | - |
| Aakanksha Mamtora | 15,000 | 0.01% | 15,000 | 0.01% | - |
| Dilip Mamtora | 1,960 | 0.00% | 1,960 | 0.00% | - |
| Bipin Mamtora | 1,960 | 0.00% | 1,960 | 0.00% | - |



| 18(c) Details of Shareholders holding more than 5 % of equity Shares: | | As at | As at |
|---|-----------|-----------------------------|-----------------------------|
| | | 31 st March 2023 | 31 st March 2022 |
| Jitendra U. Mamtora | Nos | 88,589,920 | 88,589,920 |
| | Holding % | 66.83% | 66.83% |
| Jitendra U. Mamtora (HUF) | Nos | 6,829,310 | 6,829,310 |
| | Holding % | 5.15% | 5.15% |

18(d) Right, Preferences and restrictions attached to Equity Shares

The company has only one class of equity shares having a par value of ₹ 1 per share. Each shareholder is eligible for one vote per share held. The final dividend, whenever proposed by the Board of Directors is subject to approval of the shareholders in ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the equity share holders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

| 19 Other Equity | | As at | As at |
|----------------------------|--------------|-----------------------------|-----------------------------|
| | | 31 st March 2023 | 31 st March 2022 |
| Securities Premium Reserve | | 13,474.85 | 13,474.85 |
| General Reserve | | 2,188.93 | 2,188.93 |
| Retained Earnings | | 21,257.70 | 17,733.86 |
| | Total | 36,921.48 | 33,397.64 |

(₹ in Lakhs)

| 19(a) Particulars relating to Other Equity | | As at | As at |
|---|--|-----------------------------|-----------------------------|
| | | 31 st March 2023 | 31 st March 2022 |
| Securities Premium Reserve | | | |
| Balance as per last year | | 13,474.85 | 13,474.85 |
| | | 13,474.85 | 13,474.85 |
| General Reserve | | | |
| Balance as per last year | | 2,188.93 | 2,188.93 |
| | | 2,188.93 | 2,188.93 |
| Surplus in Profit and Loss Statement | | | |
| Balance as per last year | | 17,733.86 | 16,466.92 |
| Add : Profit for the year | | 3,708.46 | 1,303.45 |
| Add: Dividend Paid | | (198.82) | (33.26) |
| Other comprehensive income arising from remeasurement of defined benefit obligation (net of income tax) | | 14.20 | (3.25) |
| | | 21,257.70 | 17,733.86 |

(₹ in Lakhs)

19(b) Securities Premium Reserve is used to record the premium on issue of equity shares. The reserve is utilized in accordance with the provision of the Companies Act, 2013.

19(c) The General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes.

| 20 Borrowing - Non - Current | | As at | As at |
|----------------------------------|--|-----------------------------|-----------------------------|
| | | 31 st March 2023 | 31 st March 2022 |
| Secured Loans | | | |
| From Banks | | | |
| Term Loans | | 3,203.56 | 2,426.93 |
| From Others | | | |
| Term Loans | | 74.66 | - |
| Unsecured Loans | | | |
| From Banks | | | |
| Term Loans | | 1,166.99 | 1,215.35 |
| From Promoters/Directors* | | 1,833.01 | 1,800.00 |
| | | 6,278.22 | 5,442.28 |

* Promoters of the company are guarantors for the Term loan as the said term loan is secured by way of mortgage charge on personal property of the Promoter.

**20(a) Loans consist of the following:****Term Loans from Banks/Others**

| Term Loans | Securities |
|--------------------------------|---|
| Loans from Bank | |
| Bandhan Bank | Exclusive charge on industrial property of Moraiya and pledge of company's 10,00,000 shares owned by a director of face value ₹ 1 and personal guarantee of some of the directors. (Previous year -Same securities given to RBL Bank) |
| Yes Bank | Secured against vehicles |
| HDFC Bank | Secured against vehicles |
| ICICI Bank | Secured against vehicles |
| BOB Bank | Secured against vehicles |
| Standard Chartered Bank | Secured against personal property of Promoter |
| Loans from Others | |
| BMW Financial Services | Secured against vehicles |

The terms of repayment of the above loans are as follows:

| Term Loans from Banks | Maturity of Loan |
|--------------------------------|--|
| Bandhan Bank | Date of Maturity : Different Loans are having different dates of maturity, last month being September-2030 |
| Yes Bank | Date of Maturity : December-2022 |
| HDFC Bank | Date of Maturity : Different Loans are having different dates of maturity, last month being October-2022 |
| ICICI Bank | Date of Maturity : Different Loans are having different dates of maturity, last month being May-2024 |
| BOB Bank | Date of Maturity : Different Loans are having different dates of maturity, last month being December-2027 |
| Standard Chartered Bank | Date of Maturity : March-2035 |
| Loans from Others | Maturity of Loan |
| BMW Financial Services | Date of Maturity : Different Loans are having different dates of maturity, last month being November-2026 |

20(b) The Company has borrowed funds from Banks and Other lenders. The borrowed funds are utilised for the specific purpose for which it was taken.

20(c) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

| | | (₹ in Lakhs) | |
|--|--------------|-----------------------------------|-----------------------------------|
| | | As at | As at |
| 21 Lease Liabilities | | 31st March 2023 | 31st March 2022 |
| Lease Liability Obligation | | 8.63 | 65.52 |
| | Total | 8.63 | 65.52 |
| | | (₹ in Lakhs) | |
| | | As at | As at |
| 22 Provisions-Non Current | | 31st March 2023 | 31st March 2022 |
| Provision for Employee Benefits | | | |
| Gratuity | | 288.86 | 270.53 |
| Compensated Absences | | 122.67 | 107.22 |
| | Total | 411.53 | 377.75 |



| | | (₹ in Lakhs) | |
|----|---|-----------------------------|-----------------------------|
| | | As at | As at |
| 23 | Deferred Tax Liabilities (Net) | 31 st March 2023 | 31 st March 2022 |
| | Deferred Tax Liabilities | | |
| | Property, plant and equipment & Intangible Assets | 1,406.33 | 2,302.42 |
| | Others | - | 2.48 |
| | Defined benefit obligation | 4.49 | 9.26 |
| | Total (A) | 1,410.82 | 2,314.16 |
| | Deferred Tax Assets | | |
| | Impairment/Expenses Disallowed Under Income Tax | 1,236.65 | 1,495.42 |
| | In respect of unabsorbed Depreciation | - | - |
| | Total (B) | 1,236.65 | 1,495.42 |
| | Total (A-B) | 174.17 | 818.74 |

| (₹ in Lakhs) | | | | |
|--|-----------------|-----------------------------|------------------|-----------------|
| 23(a) 2022-23 | Opening Balance | Recognize in Profit or Loss | Recognize in OCI | Closing Balance |
| Deferred tax (liabilities)/assets in relation to: | | | | |
| Deferred Tax Liabilities | | | | |
| Property, plant and equipment & Intangible Assets | 2,302.42 | (896.09) | - | 1,406.33 |
| Others | 2.48 | (2.48) | - | - |
| Defined benefit obligation | 9.26 | - | (4.77) | 4.49 |
| Total Deferred Tax Liabilities | 2,314.16 | (898.57) | (4.77) | 1,410.82 |
| Deferred Tax Assets | | | | |
| Impairment/Expenses Disallowed Under Income Tax | 1,495.42 | (258.77) | - | 1,236.65 |
| MAT Credit Entitlement | - | - | - | - |
| Total Deferred Tax Assets | 1,495.42 | (258.77) | - | 1,236.65 |
| Deferred Tax Liabilities (Net) | 818.74 | (639.80) | (4.77) | 174.17 |

| (₹ in Lakhs) | | | | |
|--|-----------------|-----------------------------|------------------|-----------------|
| 2021-22 | Opening Balance | Recognize in Profit or Loss | Recognize in OCI | Closing Balance |
| Deferred tax (liabilities)/assets in relation to: | | | | |
| Deferred Tax Liabilities | | | | |
| Property, plant and equipment & Intangible Assets | 2,351.78 | (49.36) | - | 2,302.42 |
| Others | 1.77 | 0.71 | - | 2.48 |
| Defined benefit obligation | 10.98 | - | (1.72) | 9.26 |
| Total Deferred Tax Liabilities | 2,364.53 | (48.65) | (1.72) | 2,314.16 |
| Deferred Tax Assets | | | | |
| Impairment/Expenses Disallowed Under Income Tax | 1,093.47 | 401.95 | - | 1,495.42 |
| In respect of unabsorbed Depreciation | - | - | - | - |
| MAT Credit Entitlement | 691.18 | (691.18) | - | - |
| Defined benefit obligation | - | - | - | - |
| Total Deferred Tax Assets | 1,784.65 | (289.23) | - | 1,495.42 |
| Deferred Tax Liabilities (Net) | 579.88 | 240.58 | (1.72) | 818.74 |

| | | (₹ in Lakhs) | |
|----|-------------------------------|-----------------------------|-----------------------------|
| | | As at | As at |
| 24 | Other Non Current Liabilities | 31 st March 2023 | 31 st March 2022 |
| | Contract liability - Warranty | 713.02 | 527.81 |
| | Total | 713.02 | 527.81 |



| | | (₹ in Lakhs) | |
|----|--------------------------------------|-----------------------------|-----------------------------|
| | | As at | As at |
| 25 | Borrowings - Current | 31 st March 2023 | 31 st March 2022 |
| | Secured Loans | | |
| | From Banks | 19,154.91 | 19,521.25 |
| | Current Maturities of Long term debt | 1,198.02 | 1,231.01 |
| | Unsecured Loans | | |
| | From Banks (Vendor Financing) | 4,475.48 | 4,079.23 |
| | From Banks | 992.46 | 943.32 |
| | From Director | 78.34 | 305.77 |
| | Total | 25,899.21 | 26,080.58 |

25(a) Secured Loans comprise of cash credit & short term loans from banks which are secured by hypothecation of current assets of the Company on pari passu basis and collaterally secured by residual value of net fixed assets of the Company excluding fixed assets of Moraiya plant. The facilities are further secured by collateral charge on pari passu basis on immovable properties situated at Changodar, Moraiya and Odhav at Ahmedabad and Commercial office at Gurugram. It is further secured by pledge of 2,11,00,000 equity shares of Re. 1 each held by a director and personal guarantee of some of the directors.

25(b) The Company has availed borrowings from Bank against security of current assets. The Quarterly Returns or the Current Assets Statements filed by the company with the Bank are in the agreement with the books of accounts.

| | | (₹ in Lakhs) | |
|----|----------------------------------|-----------------------------|-----------------------------|
| | | As at | As at |
| 26 | Lease Liabilities-Current | 31 st March 2023 | 31 st March 2022 |
| | Lease Liability Obligation | 66.40 | 58.99 |
| | Total | 66.40 | 58.99 |

| | | (₹ in Lakhs) | |
|----|------------------------------|-----------------------------|-----------------------------|
| | | As at | As at |
| 27 | Trade Payables | 31 st March 2023 | 31 st March 2022 |
| | Micro and Small Enterprises* | 632.42 | 1,718.94 |
| | Others | 33,248.79 | 30,132.51 |
| | Total | 33,881.21 | 31,851.45 |

*The amount due to Micro and Small Enterprises as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" has been determined to the extent such parties have been identified on the basis of information available with the Company.

| | | (₹ in Lakhs) | |
|-------|--|-----------------------------|-----------------------------|
| | | As at | As at |
| 27(a) | Trade Payables -Total outstanding dues of Micro & Small Enterprises* | 31 st March 2023 | 31 st March 2022 |
| (a) | Principal & Interest amount remaining unpaid and due as at year end | | |
| | Principal Amount | 632.42 | 1,718.94 |
| | Interest | 175.14 | 198.48 |
| (b) | Interest paid by the Company in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year | - | - |
| (c) | Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006 | - | - |



| | | | |
|-----|--|--------|--------|
| (d) | Interest accrued and remaining unpaid as at year end | 175.14 | 198.48 |
| (e) | Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise | - | - |

27(b) Ageing Schedule for MSME and other Trade payables

| As at 31 st March, 2023 | | | | | | (₹ in Lakhs) |
|------------------------------------|--|-----------------|---------------|-------------------|------------------|--------------|
| Particulars | Outstanding for following periods from due date of payment | | | | Total | |
| | Less than Year 1 | 1 to 2 years | 2 to 3 years | More than 3 years | | |
| MSME: | | | | | | |
| - Disputed Dues | - | - | - | - | - | - |
| - Undisputed Dues | 632.42 | - | - | - | - | 632.42 |
| Other Trade payables | | | | | | |
| - Disputed Dues | - | 11.81 | - | - | - | 11.81 |
| - Undisputed Dues | 33,010.39 | 57.19 | 140.77 | 28.62 | 33,236.98 | |
| Total | 33,642.81 | 69.00 | 140.77 | 28.62 | 33,881.21 | |
| As at 31 st March, 2022 | | | | | | (₹ in Lakhs) |
| Particulars | Outstanding for following periods from due date of payment | | | | Total | |
| | Less than Year 1 | 1 to 2 years | 2 to 3 years | More than 3 years | | |
| MSME: | | | | | | |
| - Disputed Dues | - | - | - | - | - | - |
| - Undisputed Dues | 1,658.67 | 2.66 | 57.61 | - | - | 1,718.94 |
| Other Trade payables | | | | | | |
| - Disputed Dues | 11.81 | - | - | - | - | 11.81 |
| - Undisputed Dues | 28,735.41 | 1,216.49 | 168.80 | - | - | 30,120.70 |
| Total | 30,405.89 | 1,219.15 | 226.41 | - | 31,851.45 | |

| 28 Other Financial Liabilities | (₹ in Lakhs) | |
|--|-----------------------------------|-----------------------------------|
| | As at 31 st March 2023 | As at 31 st March 2022 |
| Interest accrued | 283.08 | 250.40 |
| Unclaimed dividend | 0.47 | 0.46 |
| Financial Guarantee Obligation (Refer Note: 28(a)) | - | 10.82 |
| Security deposit from Customer | 0.82 | 0.82 |
| Others | 15.05 | 14.97 |
| Total | 299.42 | 277.47 |

28(a) Financial guarantee obligation represents the Fair Value of financial guarantee issued on behalf of Subsidiaries, recognized with corresponding debit to Investment in Subsidiaries.

| 29 Other Current Liabilities | (₹ in Lakhs) | |
|---|-----------------------------------|-----------------------------------|
| | As at 31 st March 2023 | As at 31 st March 2022 |
| Contract Liability - Advance from customers | 6,594.10 | 6,027.18 |
| Liability for statutory payments | 168.13 | 143.09 |
| Contract liability- Warranty | 340.54 | 281.79 |
| Liability for Employees | 575.95 | 227.17 |
| Total | 7,678.72 | 6,679.23 |



| | | (₹ in Lakhs) | |
|----|--|-----------------------------|-----------------------------|
| | | As at | As at |
| 30 | Provisions | 31 st March 2023 | 31 st March 2022 |
| | Provisions for Employee Benefits | | |
| | Provision for Gratuity | 70.26 | 58.07 |
| | Provision for Compensated Absences | 10.01 | 6.23 |
| | Total | 80.27 | 64.30 |
| | | (₹ in Lakhs) | |
| | | As at | As at |
| 31 | Current Tax Liabilities (net) | 31 st March 2023 | 31 st March 2022 |
| | Current Tax Liabilities | | |
| | Provision of Income tax (Net of Advance Tax and TDS) | 1,107.89 | 400.68 |
| | Total | 1,107.89 | 400.68 |
| | | (₹ in Lakhs) | |
| | | Year Ended on | Year Ended on |
| 32 | Revenue from Operations | 31 st March 2023 | 31 st March 2022 |
| | Sale of Products | 127,094.86 | 109,595.79 |
| | Sale of Services | 1,364.30 | 1,332.52 |
| | Other Operating Income | | |
| | Scrap sales | 1,598.02 | 1,139.56 |
| | Trading sales | 4,942.37 | - |
| | Service Support Income | 759.27 | 640.35 |
| | Export Incentive | 226.58 | 189.99 |
| | Total | 135,985.40 | 112,898.21 |
| | | (₹ in Lakhs) | |
| | | Year Ended on | Year Ended on |
| 33 | Other Income | 31 st March 2023 | 31 st March 2022 |
| | Interest Income | 463.52 | 495.06 |
| | Amortization of financial guarantee liability | 10.82 | 9.30 |
| | Foreign exchange gain (net) | 68.69 | 334.50 |
| | Finance Income | 0.45 | 0.38 |
| | Other Non-Operating Income | | |
| | Gain on Lease Modification | - | 9.56 |
| | Net gain on Investments carried at FVTPL | 0.82 | 2.98 |
| | Rent Income | 51.00 | 45.75 |
| | Miscellaneous income | 14.43 | 4.41 |
| | Insurance Claim Receivable | - | 34.29 |
| | Dividend Income | 76.55 | 76.55 |
| | Interest Received from Income Tax | 3.85 | 20.12 |
| | Miscellaneous amount written back | 175.27 | 13.79 |
| | Excess Provision Written Back | 320.95 | 198.91 |
| | Total | 1,186.35 | 1,245.60 |



| | | (₹ in Lakhs) | |
|-----------|---|--|--|
| | | Year Ended on 31 st March 2023 | Year Ended on 31 st March 2022 |
| 34 | Cost of Materials Consumed | | |
| | Opening Stock | 5,023.03 | 5,791.90 |
| | Add : Purchases (Net of GST Credit) | 104,180.63 | 96,669.53 |
| | | <u>109,203.66</u> | <u>102,461.43</u> |
| | Less : Closing Stock | 8,200.84 | 5,023.03 |
| | Raw Material Consumed | <u>101,002.82</u> | <u>97,438.40</u> |
| | | (₹ in Lakhs) | |
| | | Year Ended on 31 st March 2023 | Year Ended on 31 st March 2022 |
| 35 | Purchases of Stock In Trade | | |
| | Trading Purchase | 4,942.37 | - |
| | Total | <u>4,942.37</u> | <u>-</u> |
| | | (₹ in Lakhs) | |
| | | Year Ended on 31 st March 2023 | Year Ended on 31 st March 2022 |
| 36 | Changes in Inventories of Finished Goods and Process Stock | | |
| | Opening Inventories | | |
| | Finished Goods | 8,341.80 | 7,295.01 |
| | Work in Progress | 10,828.69 | 6,474.66 |
| | | <u>19,170.49</u> | <u>13,769.67</u> |
| | Less: Closing Inventories | | |
| | Finished Goods | 6,451.02 | 8,341.80 |
| | Work in Progress | 9,691.41 | 10,828.69 |
| | | <u>16,142.43</u> | <u>19,170.49</u> |
| | (Increase)/ Decrease in Inventories | <u>3,028.06</u> | <u>(5,400.82)</u> |
| | | (₹ in Lakhs) | |
| | | Year Ended on 31 st March 2023 | Year Ended on 31 st March 2022 |
| 37 | Employee Benefits Expense | | |
| | Salaries, Wages and Bonus | 3,416.40 | 2,667.35 |
| | Contribution to Provident and other funds | 276.05 | 199.46 |
| | Employee Welfare Expenses | 114.61 | 120.52 |
| | Total | <u>3,807.06</u> | <u>2,987.33</u> |
| | | (₹ in Lakhs) | |
| | | Year Ended on 31 st March 2023 | Year Ended on 31 st March 2022 |
| 38 | Finance Costs | | |
| | Interest to Banks | 2,741.87 | 2,403.44 |
| | Interest to Others | 884.92 | 817.51 |
| | Other Finance Cost | 1,036.46 | 1,005.68 |
| | Total | <u>4,663.25</u> | <u>4,226.63</u> |



| | | (₹ in Lakhs) | |
|--|--|--|--|
| 39 Other Expenses | | Year Ended on 31 st March 2023 | Year Ended on 31 st March 2022 |
| Stores & Spares Consumed | | 62.24 | 46.46 |
| Power & Fuel | | 1,318.46 | 1,063.58 |
| Wages to Contractors | | 2,909.94 | 2,347.55 |
| Testing & Calibration charges | | 258.23 | 136.52 |
| Consultancy Charges | | 298.11 | 277.30 |
| Miscellaneous Mfg. Expenses | | 310.58 | 47.90 |
| Repairs and Maintenance: | | | |
| - Buildings | | 70.55 | 52.73 |
| - Plant & Machinery | | 315.23 | 209.37 |
| - Others | | 87.78 | 69.43 |
| Audit Fees | | 12.00 | 13.50 |
| Selling Expenses | | 383.67 | 867.81 |
| Service Expenses | | 1,183.51 | 1,495.71 |
| Legal and Professional Charges | | 631.14 | 193.43 |
| Insurance Premium | | 321.69 | 321.33 |
| Loss on Sale of Fixed Assets | | 24.43 | 3.82 |
| Rates and taxes | | 10.42 | 2.48 |
| Rent | | 9.56 | 18.83 |
| Late delivery charges | | 229.03 | 516.32 |
| Corporate Social Responsibility | | 22.00 | 14.00 |
| Freight & Forwarding & Fleet Operating Cost | | 1,236.18 | 1,239.07 |
| Stationary, Printing, Postage and Telephone Expenses | | 67.13 | 62.65 |
| Travelling Expenses & Conveyance | | 677.99 | 551.82 |
| Directors Siting Fees | | 3.68 | 2.45 |
| Provision for Doubtful Debts | | 1,059.97 | 851.78 |
| Bad debts/Misc. written off | | 79.35 | 211.20 |
| Loss on damaged goods | | - | 30.73 |
| Impairment of Inventory | | 35.45 | - |
| Impairment of Investment | | 72.00 | - |
| Excise, Service Tax & GST Expenses | | 40.78 | 341.18 |
| Advertisement and Exhibition Expenses | | 116.43 | 38.42 |
| Miscellaneous Expenses | | 781.77 | 237.88 |
| Total | | 12,629.30 | 11,265.25 |

(₹ in Lakhs)

| 39(a) Payment to Auditors comprises (net of goods and service tax, wherever applicable): | | Year Ended on 31 st March 2023 | Year Ended on 31 st March 2022 |
|--|--|--|--|
| As auditors | | 12.00 | 13.50 |
| For other services | | - | 0.10 |
| For reimbursement of expenses | | 0.31 | 0.03 |
| Total | | 12.31 | 13.63 |

**39(b) Expenditure towards Corporate Social Responsibility (CSR) activities:**

| Particulars | (₹ in Lakhs) | |
|---|--|---|
| | Year Ended on 31 st March 2023 | Year Ended on 31 st March 2022 |
| 1 Amount required to be spent by the Company during the Year | 21.14 | 13.11 |
| 2 Amount of expenditure incurred on : | | |
| (i) Construction/acquisition of any asset | - | - |
| (ii) On purpose other than (i) above | 22.00 | 14.00 |
| 3 Shortfall at the end of the year | - | - |
| 4 Total of previous years short fall | - | - |
| 5 Reason for short fall | NA | NA |
| 6 Nature of CSR Activities | Health Care | Education |
| Contribution to Raginiben Bipinchandra Sevakarya Trust-Ahmedabad in relation to CSR expenditure | 22.00 | - |
| Contribution to Shri Jagatbharti Education & Charitable Trust in relation to CSR expenditure | | 14.00 |
| 7 Details of related party transactin in relation to CSR expenditure as per relevent Accounting Standard: | - | - |
| 8 Contribution Made to | Raginiben Bipinchandra Sevakarya Trust-Ahmedabad | Shri Jagatbharti Education & Charitable Trust |

| 40 Tax Expenses | (₹ in Lakhs) | |
|--|--|--|
| | Year Ended on 31 st March 2023 | Year Ended on 31 st March 2022 |
| Current tax in relation to: | | |
| - Current years | 1,683.44 | 558.52 |
| - Earlier years | 99.16 | (5.98) |
| Deferred Tax | | |
| In respect of current year | (649.33) | 240.12 |
| Total income tax expense recognized in the current year | 1,133.27 | 792.66 |

| 40(a) The income tax expense for the year can be reconciled to the accounting profit as follows: | (₹ in Lakhs) | |
|--|--|--|
| | Year Ended on 31 st March 2023 | Year Ended on 31 st March 2022 |
| Profit before tax | 4,841.73 | 2,096.11 |
| Income tax expense calculated at 25.168% (P.Y. rate 34.944%) | 1,218.57 | 732.46 |
| Tax effects of amounts which are not deductible/(taxable) in calculating taxable income | | |
| Expenses not allowed in Income Tax | (35.83) | (19.69) |
| Un used tax credit pertaining to earlier years | (148.62) | 85.86 |
| Dividend Income taxable at differential rate | - | - |
| Adjustment of current tax of prior period | - | - |
| Other | 99.16 | (5.98) |
| Total | 1,133.27 | 792.66 |
| Effective Tax Rate | 23.41% | 37.82% |



| | | (₹ in Lakhs) | |
|---|--|--|--|
| 41 Other Comprehensive Income | | Year Ended on 31 st March 2023 | Year Ended on 31 st March 2022 |
| Items that will not be reclassified subsequently to profit or loss | | | |
| Re-measurements of the defined benefit plans | | 18.97 | (4.97) |
| Income tax related to above | | (4.77) | 1.72 |
| Total | | 14.20 | (3.25) |

| | | (₹ in Lakhs) | |
|---|--|--|--|
| 42 Earning Per Share | | Year Ended on 31 st March 2023 | Year Ended on 31 st March 2022 |
| Profit after tax for the year attributable to equity shareholders of Parent (₹ In Lakhs) | | 3,708.46 | 1,303.45 |
| Weighted Average Number of Equity Shares(Nos.) | | 132,564,110 | 132,564,110 |
| Basic EPS (₹) | | 2.80 | 0.98 |
| Diluted EPS (₹) | | 2.80 | 0.98 |
| Nominal Value Per Share (₹) | | 1.00 | 1.00 |

| | | (₹ in Lakhs) | |
|---|--|--------------------------------------|--------------------------------------|
| 43 Contingent Liabilities and Commitments | | As at 31 st March 2023 | As at 31 st March 2022 |
| (a) Contingent Liabilities not provided for in respect of : | | | |
| (i) Pending Litigations** | | | |
| (a) Excise duty, Service tax, Custom duty matters | | 1,612.01 | 1,545.56 |
| (b) Claims against the Company/ Disputed Demands not acknowledged as debts | | 450.00 | 450.00 |
| (b) Commitments: | | | |
| (i) Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances) | | 416.27 | 376.54 |

*The Company's pending litigations comprise of claims against the Company and proceedings pending with Tax/ Statutory/ Government Authorities. The Company has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its financial statements. The Company is confident of receiving adjudications in its favour in respect of all its pending litigations. Expected timing of outflow is not ascertainable at this stage, the matters being under dispute/ contingent.

The Company has not considered those disputed demands/claims as contingent liabilities, for which, the outflow of resources has been considered as remote.

44 Employee Benefit Plans

In accordance with the stipulations of the Indian Accounting Standard 19 "Employee Benefits", the disclosures of employee benefits as defined in the Indian Accounting Standard are given below:

(a) Defined Contribution Plan

The Company has recognized an amount of ₹ 149.73 Lakhs (P.Y. ₹ 121.88 Lakhs) as expenses under the defined contribution plan in the Statement of Profit and Loss.

(b) Defined Benefit Plan

Gratuity

General description and benefits of the plan

Under the gratuity plan, the eligible employees are entitled to post retirement benefit at the rate of 15 days salary for each completed year of service. Vesting period is 5 years and the payment is at actual on superannuation, resignation, termination, disablement or on death. The liability for gratuity as above is recognized on the basis of actuarial valuation.

The Company makes contribution to Life Insurance Corporation (LIC) for gratuity benefits according to the Payment of Gratuity Act, 1972.

The Company recognizes the liability towards the gratuity at each Balance Sheet date.

The most recent actuarial valuation of the defined benefit obligation for gratuity was carried out at 31st March 2023 by an actuary. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of benefit entitlement and measures each unit separately to build up the final obligation. Scheme is funded through LIC, Canara Bank and India First.

**Major Risks to the Plan****(i) Actuarial Risk**

It is the risk that benefits will come more than expected. This can arise due to one of the following reasons:

Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected

Actual Mortality rates are higher than assumed mortality rate assumption than the Gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of Cashflow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

The actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

(ii) Investment Risk

Investment performance is below expectations there would be an increase in the figure of Obligations.

(iii) Liquidity Risk

Employees with long duration and high salaries resign earlier than expected or in short span of time there may be liquidity concern for the Gratuity fund.

(iv) Legislative Risk

Changes benefit formula mentioned in Gratuity Act, especially an increase in upper limit could very significantly increase the amount of Obligation.

(v) Market Risk

Discount rates are to be based on the yield on Government bonds with tenures matching the expected payments of Gratuity Liability. Discount rate will have to be reduced if yields drop and this would result in an increase in Obligation.

The following table sets out the status of the gratuity and the amounts recognized in the Company financial statements as at 31st March 2023.

The principal assumptions used for the purposes of the actuarial valuations were as follows:

| | | As at | As at |
|--|---|---|---|
| | | 31 st March 2023 | 31 st March 2022 |
| Actuarial Assumptions | | | |
| Discount Rate | | 7.40% | 6.80% |
| Expected rate of return on plan assets | | 7.40% | 6.80% |
| Salary Growth Rate | | 4.50% | 4.50% |
| Mortality | | Indian Assured Lives Mortality (2012-14) Table | Indian Assured Lives Mortality (2012-14) Table |
| Withdrawal Rates | | 3% at younger ages and reducing to 1% at older ages | 3% at younger ages and reducing to 1% at older ages |
| (₹ in Lakhs) | | | |
| | | Gratuity (Funded) | |
| Sr. No. | Particulars | 2022-23 | 2021-22 |
| (i) | Present Value Obligation | | |
| | Present Value of funded Obligation | 406.75 | 356.37 |
| | Fair Value of Plan Assets | 47.62 | 27.77 |
| | Net Liability (Asset) | 359.13 | 328.60 |
| (ii) | Expenses recognized during the year | | |
| | Current Service Cost | 41.92 | 38.32 |
| | Net Interest Cost | 23.64 | 18.91 |
| | Total included in 'Employee Benefit Cost' | 65.56 | 57.23 |
| (iii) | Amount recognized in Other Comprehensive Income | | |
| | Components of actuarial gain/ losses on obligations: | | |
| | Due to change in financial assumptions | (24.10) | 7.49 |
| | Due to experience adjustments | 42.06 | (2.61) |
| | Return on plan assets excluding amounts included in interest income | 1.01 | 0.10 |
| | Amounts recognized in Other Comprehensive Income | 18.97 | 4.98 |



| | | |
|---|---------------|---------------|
| (iv) Reconciliation of Defined Benefit Obligation | | |
| Opening Defined Benefit Obligation | 356.37 | 315.09 |
| Current Service Cost | 41.92 | 38.32 |
| Interest Cost | 26.37 | 21.43 |
| Actuarial loss/ (gain) due to change in financial assumptions | (24.10) | 7.49 |
| Actuarial loss/ (gain) due to experience adjustments | 42.06 | (2.61) |
| Benefits Paid | | |
| | (35.87) | (23.35) |
| Closing Defined Benefit Obligation | 406.75 | 356.37 |
| (v) Reconciliation of Plan Assets | | |
| Opening Value of plan assets | 27.77 | 48.70 |
| Interest Income | 2.73 | 2.52 |
| Return on plan assets excluding amounts included in interest income | (1.01) | (0.10) |
| Contributions by employer | 54.00 | - |
| Benefits Paid | (35.87) | (23.35) |
| Closing Value of Plan Assets | 47.62 | 27.77 |
| (vi) Reconciliation of net defined benefit liability | | |
| Net opening provision in books of accounts | 328.60 | 266.39 |
| Employee Benefit Expense | 65.56 | 57.23 |
| Amounts recognized in Other Comprehensive Income | 18.97 | 4.98 |
| | 413.13 | 328.60 |
| Contributions to plan assets | (54.00) | - |
| Closing Provision in financial statements | 359.13 | 328.60 |
| (vii) Composition of the Plan Assets | | |
| Insurer Managed Funds | 100% | 100% |
| Total | 100% | 100% |
| (viii) Bifurcation of Net Liability as per Schedule III | | |
| Current Liability | 70.26 | 58.07 |
| Non - Current Liability | 288.87 | 270.53 |
| Net Liability | 359.13 | 328.60 |

(ix) Maturity Profile of Defined Benefit Obligation - Gratuity Liability

(₹ in Lakhs)

| Particulars | As at | As at |
|----------------------|-----------------------------|-----------------------------|
| | 31 st March 2023 | 31 st March 2022 |
| Less Than One Year | 70.26 | 58.07 |
| One to Three Years | 39.94 | 36.68 |
| Three to Five Years | 33.42 | 26.37 |
| More than Five Years | 215.51 | 154.43 |

The future accrual is not considered in arriving at the cash - flows.

(c) Sensitivity Analysis

(₹ in Lakhs)

| Particulars | As at | As at |
|--|-----------------------------|-----------------------------|
| | 31 st March 2023 | 31 st March 2022 |
| | Defined Benefit Obligation | Defined Benefit Obligation |
| <u>Discount Rate Varied by 1%</u> | | |
| Impact due to increase of 100 basis points | 371.13 | 323.14 |
| Impact due to decrease of 100 basis points | 448.20 | 395.32 |
| <u>Salary Growth Rate Varied by 1%</u> | | |
| Impact due to increase of 100 basis points | 449.01 | 395.84 |
| Impact due to decrease of 100 basis points | 369.89 | 322.16 |
| <u>Withdrawal Rate (W.R) Varied by 1%</u> | | |
| W.R x 101% | 410.61 | 359.32 |
| WR x 99% | 402.68 | 353.24 |



The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

45 Leases**Amount Recognized in Statement of Profit and Loss or Carrying Amount of Another Asset and Cash Flows**

| Particulars | (₹ in Lakhs) | |
|---|---|---|
| | Year Ended 31 st March 2023 | Year Ended 31 st March 2022 |
| Amortisation recognized in the Statement of Profit and Loss | 57.58 | 57.17 |
| Interest on lease liabilities | 9.85 | 14.86 |
| Expenses relating to short-term leases (leases less than 12 months) | - | - |
| Total cash outflow for leases | 58.11 | 58.51 |
| Additions to ROU during the year | 12.45 | 92.55 |
| Reversal to ROU during the year | (3.82) | (7.10) |
| Net Carrying Amount of ROU at the end the year | 67.77 | 116.72 |
| Impact during the year | | |
| <u>Statement of Profit & Loss</u> | | |
| Net Decrease in Profit after Tax | 67.43 | 62.47 |
| Increase in Depreciation & Amortization | 57.58 | 57.17 |
| Increase in Finance Cost | 9.85 | 14.86 |
| Net Gain on Lease Modification | - | (9.56) |
| <u>Balance Sheet</u> | | |
| Net Increase/(Decrease) in Property, Plant & Equipment (Net Block of Operating Lease (During the year)) | (48.95) | 28.28 |
| Increase/(Decrease) in Lease Obligation | (49.48) | 24.68 |

| Asset Class | (₹ in Lakhs) | | | | |
|----------------------|---|--------------------------|-------------|----------------------------|---|
| | Net Carrying value as on 01.04.2022* | Additions/ Adjustment | Reversal | Depreciation Recognized | Net Carrying value as on 31.03.2023 |
| Buildings | 46.48 | 12.45 | 3.82 | 22.46 | 32.65 |
| Transport Equipments | 70.24 | - | - | 35.12 | 35.12 |
| Total | 116.72 | 12.45 | 3.82 | 57.58 | 67.77 |

| Asset Class | (₹ in Lakhs) | | | | |
|----------------------|---|--------------------------|-------------|----------------------------|---|
| | Net Carrying value as on 01.04.2021* | Additions/ Adjustment | Reversal | Depreciation Recognized | Net Carrying value as on 31.03.2022 |
| Buildings | 22.58 | 47.22 | 1.27 | 22.05 | 46.48 |
| Transport Equipments | 65.86 | 45.33 | 5.83 | 35.12 | 70.24 |
| Total | 88.44 | 92.55 | 7.10 | 57.17 | 116.72 |

**As Lessor
Operating Lease**

| Particulars | (₹ in Lakhs) | |
|-----------------|---|---|
| | Year Ended 31 st March 2023 | Year Ended 31 st March 2022 |
| Operating Lease | 51.00 | 45.75 |

Operating lease pertains to part of factory building given on short term lease. This lease is for a period of 12 months.

**46 Disclosure under Regulation 34 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 186(4) of the Companies Act, 2013.**

| Name of Party | (₹ in Lakhs) | | | |
|---|--------------------------------------|--|--------------------------------------|--|
| | As at 31 st March 2023 | Maximum Amount Outstanding during the Year 2022-23 | As at 31 st March 2022 | Maximum Amount Outstanding during the Year 2021-22 |
| Details of Loan given | | | | |
| Savas Engineering Company Private Limited | 1,199.56 | 1,284.73 | 1,257.69 | 1311.93 |

Details of Investments made and Corporate Guarantees given in respect of subsidiaries are disclosed at Note No 6 & 49 respectively. The above loan and advance in the nature of loan have been utilised for the business purpose by the subsidiary.

47 Disclosures under Ind AS 115 revenue from contracts with customers

The Company derives revenues from sale of products, services and scrap from its contract with customers. The revenue have been disclosed in Note. No.32.

(a) Disaggregation of revenue from contracts with customers

The Company derives revenue from the transfer of goods and services at a point in time in the following major product lines:

| Particulars | (₹ in Lakhs) | |
|---|---|---|
| | Year Ended 31 st March 2023 | Year Ended 31 st March 2022 |
| Revenue from contracts with customers | | |
| Revenue from sale of products | 127,094.86 | 109,595.79 |
| Revenue from service income (Primarily is provided to all Customer) | 1,364.30 | 1,332.52 |
| Revenue from sale of scrap (Other Operating Income) | 1,598.02 | 1,139.56 |
| Revenue from Trading Goods (Other Operating Income) | 4,942.37 | - |
| Revenue from support Service Income (Other Operating Income) | 759.27 | 640.35 |

(b) The revenues are further disaggregated into revenues from domestic as well as export market as follows:

| Particulars | (₹ in Lakhs) | | | |
|--|---|----------|---|-----------|
| | Year Ended 31 st March 2023 | | Year Ended 31 st March 2022 | |
| | Domestic | Exports | Domestic | Exports |
| Revenue from sale of products | 121,249.40 | 5,845.46 | 93,581.51 | 16,014.28 |
| Revenue from service income (Primarily is provided to all Customer) | 806.16 | 558.14 | 427.68 | 904.84 |
| Revenue from sale of scrap (Other Operating Income) | 1,598.02 | - | 1,139.56 | - |
| Revenue from Trading Goods (Other Operating Income) | 4,942.37 | - | - | - |
| Revenue from support Service Income (Other Operating Income) | 759.27 | - | 640.35 | - |

(c) Contract assets, liabilities and receivables

The Company has recognised the following revenue-related contract assets, liabilities and receivables

| Particulars | (₹ in Lakhs) | | |
|---------------------------------------|--|-------------------------|------------------|
| | Year Ended 31 st March 2023 | | |
| | Contract Assets | Contract Liabilities | Receivables |
| Balance as the beginning of the year | 698.64 | 6,836.80 | 50,233.27 |
| Additions/Adjustment (Net) | (617.08) | 810.87 | 12,787.81 |
| Balance as the end of the year | 81.56 | 7,647.67 | 63,021.08 |



| Particulars | (₹ in Lakhs) | | |
|---------------------------------------|--|----------------------|------------------|
| | Year Ended 31 st March 2022 | | |
| | Contract Assets | Contract Liabilities | Receivables |
| Balance as the beginning of the year | 182.42 | 2,898.40 | 40,501.93 |
| Additions/Adjustment (Net) | 516.22 | 3,938.40 | 9,731.34 |
| Balance as the end of the year | 698.64 | 6,836.80 | 50,233.27 |

(d) Revenue recognised in relation to contract liabilities

The following table shows how much of the revenue recognised in the current reporting period relates to carried-forward contract liabilities.

| Particulars | (₹ in Lakhs) | |
|---|---|---|
| | Year Ended 31 st March 2023 | Year Ended 31 st March 2022 |
| Revenue recognised that was included in the contract liability balance at the beginning of the period | 5,146.49 | 1,968.46 |

(e) The company provides service type warranty to its customers, such type of warranty are considered as distinct service. The company uses expected value method in measuring the performance obligation. The revenue from contracts with customers for the year includes service type warranty of ₹ 525.76 lakhs (Previous Year ₹ 399.72 lakhs), which has been deducted from the transaction price.

(f) The revenue from contracts with customers for the year includes variable consideration relating to price variation of ₹ 9,356.44 lakhs (Previous Year ₹ 10,766.07 lakhs), which has been considered in the transaction price. There were no significant financing component in the contracts with customers or in revenues recognised from these contracts.

(g) Performance obligations**Sale of Transformers**

The performance obligation is satisfied upon delivery of the equipment and payment is generally due within 1 to 3 months from delivery.

The performance obligation to deliver the transformer with a manufacturing lead time of 4 to 8 months has a single payment option. The customer can pay the transaction price upon delivery of the transformer within the credit period, as mentioned in the contract with respective customers.

Services Income

The performance obligation is satisfied at the point in time and payment is generally due upon completion of installation and acceptance by the customers.

48 Operating Segment

The Company's operations fall under single segment namely "Transformers", taking into account the risks and returns, the organization structure and the internal reporting systems.

All non current assets are located in the company's country of domicile.

One customer contributed 10% or more to the company's revenue for FY 2022-23 amounting to ₹ 33,902.94 lakhs and Three customers contributed 10% or more to the company's revenue for FY 2021-22 amounting to ₹ 56,447.82 lakhs.

49 Related Party Disclosures**(a) List of Related Parties****Name of related Parties****1. Subsidiaries**

Transweld Mechanical Engineering Works Limited

Transpares Limited

TARIL Infrastructure Limited

Savas Engineering Company Private Limited

TARIL Switchgear Private Limited (Earlier known as a T&R Switchger Private Limited) (w.e.f. April 1,2022)
(Previous year considered as Joint Venture)

**2. Key Management Personnel**

Mr. Jitendra U. Mamtora (Chairman & Whole time Director)
 Mr. Satyendra J. Mamtora (Managing Director)
 Mrs. Karuna J. Mamtora (Executive Director)
 Mr. Subirkumar Das (Independent Director)
 Mr. Bhaskar Sen (Independent Director)
 Mr. Rajendra Shantilal Shah (Independent Director)
 Mr. Mathew Kurian (Chief Executive Officer) (W.e.f 6th Febuary ,2023)
 Mr. Amarendra Kumar Gupta (Chief Financial Officer) (w.e.f 4th Jul,2022)
 Mr. Ramesh Birajdar (Chief Financial Officer) (Resigned w.e.f 4th July,2022)
 Mr. Rakesh Kiri (Company Secretary)

3. Enterprise over which Key Managerial Personnel is having control

Benchmark HR Solutions (India) LLP
 Skytrek Tours & Travels*

4. Key Managerial Personnel relative

Jitendra U. Mamtora (HUF)
 Mrs. Aakansha Mamtora
 Ms. Janki Mamtora
 Mr. Dilip Mamtora
 Mr. Bipin Mamtora

(b) Transactions with Related Parties

| | | (₹ in Lakhs) | |
|--|------------------------|--|----------|
| Name of Related Party | Nature of Relationship | 2022-23 | 2021-22* |
| Purchase of Services | | Subsidiaries | |
| Transweld Mechanical Engineering Works Limited | | 102.01 | 126.19 |
| TARIL Infrastructure Limited | | 795.44 | 1,014.64 |
| Savas Engineering Company Private Limited | | 28.43 | 30.28 |
| Purchase of Goods | | Subsidiaries | |
| Transweld Mechanical Engineering Works Limited | | 1,022.76 | 860.00 |
| Transpares Limited | | 2,557.82 | 2,595.17 |
| Savas Engineering Company Private Limited | | 1,749.01 | 2,164.67 |
| TARIL Switchgear Private Limited | | 1,548.71 | 813.72 |
| Taril Infrastructure ltd | | - | 13.81 |
| Purchase of Capital Goods | | Subsidiaries | |
| Savas Engineering Company Private Limited | | 40.00 | - |
| Purchase of Services | | Enterprises over which Key Managerial Personnel is able to exercise Significant Influence | |
| Benchmark HR Solutions (India) LLP. | | 12.49 | 11.46 |
| Skytrek Tours & Travels ** | | 197.93 | 112.49 |
| Services Rendered | | Subsidiaries | |
| Transweld Mechanical Engineering Works Limited | | 19.44 | 24.83 |
| Savas Engineering Company Private Limited | | 23.87 | 17.88 |
| Taril Infrastructure Ltd | | 294.50 | 353.01 |
| TARIL Switchgear Private Limited | | 464.77 | 402.60 |



| | | (₹ in Lakhs) | |
|---|---------------------------------|--------------|----------|
| Sale of Goods | Subsidiaries | | |
| Transweld Mechanical Engineering Works Limited | | 699.80 | 697.49 |
| Savas Engineering Company Private Limited | | 987.30 | 1,332.49 |
| Transpares Limited | | 0.04 | 2.35 |
| Taril Infrastructure Ltd | | 291.70 | 44.93 |
| TARIL Switchgear Private Limited | | 494.50 | 725.08 |
| Rent Income | Subsidiaries | | |
| TARIL Infrastructure Limited | | 3.00 | 2.66 |
| TARIL Switchgear Private Limited | | 48.00 | 51.33 |
| Interest Income | Subsidiaries | | |
| Savas Engineering Company Private Limited | | 165.22 | 170.82 |
| Rent Expense | Key Managerial Personnel | | |
| Mrs. Karuna J. Mamtora | | 0.35 | 0.60 |
| Dividend Received | Subsidiaries | | |
| Transpares Limited | | 76.55 | 76.55 |
| Loan Given | Subsidiaries | | |
| Savas Engineering Company Private Limited | | | |
| Loan repayment received | | 114.77 | 114.95 |
| Loan given (Advance nature) | | - | 729.50 |
| Interest Income | | 205.33 | 207.05 |
| Balance as at 31 st March | | 1,199.56 | 1,257.69 |
| Balance as at 1 st April | | 1,257.69 | 580.09 |
| [Maximum outstanding during the year ₹ 1,284.73 Lakhs (Pervious year ₹ 1,360.84 Lakhs)] | | | |
| Loan Taken | Key Managerial Personnel | | |
| Mr. Jitendra U. Mamtora | | | |
| Loan taken | | 319.00 | 216.43 |
| Loan repaid | | 236.68 | 46.64 |
| Interest Expenses | | 120.48 | 113.24 |
| Balance as at 31 st March | | 1,297.26 | 1,214.94 |
| Balance as at 1 st April | | 1,214.94 | 1,045.15 |
| Mr. Satyen J. Mamtora | | | |
| Loan taken | | 268.40 | 208.67 |
| Loan repaid | | 545.14 | 322.07 |
| Interest Expenses | | 70.05 | 100.27 |
| Balance as at 31 st March | | 614.10 | 890.84 |
| Balance as at 1 st April | | 890.84 | 1,004.24 |
| Managerial Remuneration*** | Key Managerial Personnel | | |
| Mr. Jitendra U. Mamtora | | 60.61 | 60.09 |
| Mr. Satyen J. Mamtora | | 73.62 | 64.21 |
| Mrs. Karuna J. Mamtora | | 22.21 | 22.05 |
| Mr. Mathew Kurian | | 19.05 | - |
| Mr. Amarendra Kumar Gupta | | 43.69 | - |
| Mr. Ramesh Birajdar | | 10.29 | 65.64 |
| Mr. Rakesh Kiri | | 6.50 | 5.10 |
| ***The Key Management Personnel are entitled to other benefits also as per the company policy | | | |



| (₹ in Lakhs) | | |
|--|--|-------------------|
| Dividend Paid | Key Managerial Personnel relative | |
| Mr. Jitendra U. Mamtora | | 132.88 88.59 |
| Mr. Satyen J. Mamtora | | 1.46 0.97 |
| Mrs. Karuna J. Mamtora | | 4.02 2.68 |
| Jitendra U. Mamtora (HUF) | | 10.24 6.83 |
| Mrs. Aakansha Mamtora | | 0.02 0.02 |
| Ms. Janki Mamtora | | 0.32 0.21 |
| Mr. Dilip Mamtora | | - - |
| Mr. Bipin Mamtora | | - - |
| Sitting Fees | Key Managerial Personnel | |
| Mr. Subirkumar Das | | 1.33 1.05 |
| Mr. Bhaskar Sen | | 1.28 1.00 |
| Mr. Rajendra Shantilal Shah | | 1.08 0.40 |
| Balance Due to be Paid - End of the Year | Subsidiaries | |
| Transpares Limited | | 838.97 713.77 |
| TARIL Infrastructure Limited | | 285.44 456.57 |
| Balance Due to be Paid - End of the Year | Enterprises over which Key Managerial Personnel is able to exercise Significant Influence | |
| Skytrek Tours & Travels** | | 98.68 12.12 |
| Benchmark HR Solutions (India) LLP | | 21.57 20.88 |
| Balance Due to be Paid - End of the Year | Key Managerial Personnel | |
| Mrs. Karuna J. Mamtora | | - 0.60 |
| Balance Due to be Received - End of the Year | Subsidiaries | |
| Transweld Mechanical Engineering Works Limited | | 619.16 544.97 |
| Savas Engineering Company Private Limited | | 844.11 467.58 |
| Savas Engineering Company Private Limited (Loan A/c) | | 1,199.56 1,257.69 |
| TARIL Switchgear Private Limited | | 479.91 561.12 |
| Guarantee given to Bank for Loan taken | Subsidiaries | |
| Savas Engineering Company Private Limited | | 695.00 750.00 |

* All Purchase of Goods & Service and Sales of Goods and Service including GST in FY2021-22.

** M/s Skytrek Tours and Travel provides service related booking of Air and Railway ticket.

The remuneration of director and other members of Key Management Personnel during the year was as follows:

| (₹ in Lakhs) | | |
|--------------------------|----------------|----------------|
| Particulars | 2022-23 | 2021-22 |
| Short-term benefits | 231.63 | 213.19 |
| Post employment benefits | 4.34 | 3.90 |

*Does not include post employment benefit based on actuarial valuation as this is done for the Company as a Whole.



50 Details regarding loans and advances given to related parties:

| Types of Borrower | (₹ in Lakhs) | | | |
|-------------------|--------------------------------------|---------------------------|--------------------------------------|---------------------------|
| | As at 31 st March 2023 | | As at 31 st March 2022 | |
| | Total Amount Outstanding | % of Total loans given | Total Amount Outstanding | % of Total loans given |
| Subsidiary-Loan | 1,199.56 | 90.17% | 1,257.69 | 91.68% |

| Particulars | Nature | Year Ended | Total Amount Outstanding |
|----------------------------|--------|-----------------------------|-----------------------------|
| Subsidiary-Loan | Loan | 31 st March 2023 | 1,199.56 |
| (Rate of Interest -11.50%) | | 31 st March 2022 | 1,257.69 |

51 The company has sought balance confirmations from trade receivables and trade payables, wherever such balance confirmations are received by the Company, the same are reconciled and appropriate adjustments if required, are made in the books of account.

52 The Company has long-term contracts as at 31st March 2023 for which there are no material foreseeable losses. The company did not have any derivative contracts as at 31st March 2023.

53 **Financial Instruments Disclosure****Capital Management**

For the purpose of the Company's Capital Management, Capital includes issued Equity Capital and all Other Reserves attributable to the Equity shareholders of the Company. The Primary objective of the Company's Capital Management is to maximise the shareholders' value. The Company's Capital Management objectives are to maintain equity including all reserves to protect economic viability and to finance any growth opportunities that may be available in future so as to maximise shareholder's value. The Company is monitoring Capital using debt equity ratio as its base, which is total debt divided by total equity.

| Particulars | (₹ in Lakhs) | |
|-------------------------|---|---|
| | Year Ended 31 st March 2023 | Year Ended 31 st March 2022 |
| Total Debt | 32,177.43 | 31,522.86 |
| Total Equity | 38,247.12 | 34,723.28 |
| Total Debt Equity Ratio | 0.84 | 0.91 |

Disclosures

This section gives an overview of the significance of financial instruments for the Company and provides additional information on balance sheet items that contain financial instruments.

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 3 (k), (l) and (m).

(i) **Categories of Financial Instruments**

| Particulars | (₹ in Lakhs) | |
|--|--------------------------------------|--------------------------------------|
| | As at 31 st March 2023 | As at 31 st March 2022 |
| Financial Assets | | |
| Measured at fair value through Statement of profit and loss (FVTPL) | | |
| (i) Investment in Mutual Fund | 49.98 | 17.01 |
| Measured at Amortized Cost | | |
| (i) Trade and Other Receivables | 63,021.08 | 50,233.27 |
| (ii) Cash and Cash Equivalents | 44.17 | 1,043.99 |
| (iii) Other Bank Balances | 1,797.23 | 3,420.11 |
| (iv) Loans | 1,330.33 | 1,371.83 |
| (v) Other Financial Assets | 1,933.74 | 1,314.06 |
| Total | 68,176.53 | 57,400.27 |

**Financial Liabilities****Measured at Amortized Cost**

| | | |
|-------------------------------------|------------------|------------------|
| (i) Borrowings | 32,177.43 | 31,522.86 |
| (ii) Trade Payables | 33,881.21 | 31,851.45 |
| (iii) Other Financial Liabilities | 308.05 | 332.17 |
| (iv) Financial Guarantee Obligation | - | 10.82 |
| Total | 66,366.69 | 63,717.30 |

(ii) Fair Value Measurement:

This note provides information about how the Company determines fair values of various financial assets.

Fair value of the Company's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined.

Financial assets at fair value through Profit and Loss (FVTPL)

| Particulars | (₹ in Lakhs) | | |
|---|--------------|---------|---------|
| | Level 1 | Level 2 | Level 3 |
| As at 31st March 2023 | | | |
| Financial Assets | | | |
| Measured at fair value through Profit and Loss (FVTPL) | | | |
| (i) Investment in Mutual Fund | - | 49.98 | - |
| As at 31st March 2022 | | | |
| Financial Assets | | | |
| Measured at fair value through Profit and Loss (FVTPL) | | | |
| (i) Investment in Mutual Fund | - | 17.01 | - |

Valuation technique and key input: NAV declared by respective Asset Management Companies.

Fair Value of financial assets and liabilities that are not measured at fair value (but fair value disclosures are required)

Management considers that the carrying amounts of financial assets and financial liabilities recognized in the financial statements approximate their fair values.

(iii) Financial Risk Management Objectives

While ensuring liquidity is sufficient to meet Company's operational requirements, the Company's Board of Directors also monitors and manages key financial risks relating to the operations of the Company by analysing exposures by degree and magnitude of risks. These risks include market risk (including currency risk and price risk), credit risk and liquidity risk.

Market Risk

Market risk is the risk of uncertainty arising from possible market price movements and their impact on the future performance of a business. The major components of market risk are commodity price risk, foreign currency risk and interest rate risk.

The primary commodity price risk that the Company is exposed to include the price variations in the price of Copper and Cold Rolled Grain Oriented Steel (CRGO). The mentioned components form a major part of manufacturing of Transformers. The prices of these commodities lead to increase/ decrease in the cost of Transformers.

Foreign Currency Risk Management

The Company undertakes transactions denominated in different foreign currencies and consequently exposed to exchange rate fluctuations. Exchange rate exposures are managed within approved policy parameters.

The carrying amounts of the Company's unhedged foreign currency transactions at the end of the reporting period are as follows:

| Particulars | (₹ In Lakhs) | |
|----------------------------|-----------------------------------|----------|
| | Reporting Currency Amount 2022-23 | 2021-22 |
| Accounts Receivable | | |
| USD (Equivalent INR) | 598.66 | 1,744.88 |
| AUD (Equivalent INR) | 200.50 | 1,522.56 |
| Account Payable | | |
| USD (Equivalent INR) | 1,411.59 | 104.89 |
| SEK (Equivalent INR) | - | 0.76 |
| EURO (Equivalent INR) | 309.56 | 121.81 |

**Sensitivity to risk**

A 5% strengthening of the INR against key currencies to which the Company is exposed would have led to approximately an additional ₹126.01 Lakhs gain in the Statement of Profit and Loss. A 5% weakening of the INR against these currencies would have led to an equal but opposite effect of ₹ 126.01 Lakhs.

Interest Rate Risk

It is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates.

Price Risk

The Company has deployed its surplus funds into units of mutual fund. The Company is exposed to NAV (net asset value) price risks arising from investments in these funds. The value of these investments is impacted by movements in liquidity and credit quality of underlying securities.

NAV price sensitivity analysis

The Sensitivity analyses below have been determined based on the exposure to NAV price risks at the end of the reporting period. If NAV prices had been 1% higher/lower :

Profit for the year ended 31st March 2023 would increase/decrease by ₹ 25 lakhs (Previous Year ₹ 0.17 Lakhs).

Liquidity Risk

The Company manages liquidity risk by maintaining sufficient cash and cash equivalents and availability of funding through an adequate amount of committed credit facilities to meet the obligations when due. Management monitors rolling forecasts of liquidity position and cash and cash equivalents on the basis of expected cash flows. In addition, liquidity management also involves projecting cash flows considering level of liquid assets necessary to meet obligations by matching the maturity profiles of financial assets & liabilities and monitoring balance sheet liquidity ratios.

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The information included in the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company may be required to pay. The tables include both interest and principal cash flows. The contractual maturity is based on the earliest date on which the Company may be required to pay.

The following are the contractual maturities of non-derivative financial liabilities, based on contractual cash flows:

| | (₹ In Lakhs) | | | |
|---|------------------|------------------|-------------------|------------------|
| Particulars | Due in 1 Year | 1 Year - 3 Years | More than 3 Years | Total |
| As at 31st March 2023 | | | | - |
| Borrowings | 25,899.21 | 2,262.64 | 4,015.58 | 32,177.43 |
| Lease Liability | 66.40 | 8.63 | - | 75.03 |
| Trade Payables | 33,881.21 | - | - | 33,881.21 |
| Other Financial Liabilities | 299.42 | - | - | 299.42 |
| Total | 60,146.24 | 2,271.27 | 4,015.58 | 66,433.09 |
| | | | | (₹ in Lakhs) |
| As at 31st March 2022 | | | | - |
| Borrowings | 26,080.58 | 1,788.84 | 3,653.44 | 31,522.86 |
| Lease Liability | 58.99 | 65.52 | - | 124.51 |
| Trade Payables | 31,851.45 | - | - | 31,851.45 |
| Other Financial Liabilities | 277.47 | - | - | 277.47 |
| Total | 58,268.49 | 1,854.36 | 3,653.44 | 63,776.29 |

Credit Risk

The Company's customer profile include Government Companies and Industries. Accordingly, the Company's customer credit risk is moderate. The Company has a detailed review mechanism of overdue customer receivables at various levels within organization to ensure proper attention and focus for realization.



An impairment analysis is performed at each reporting date on an individual basis for major customers. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The Company applies Simplified approach for providing the expected credit losses on Trade Receivables as per the accounting policy of the company.

The following are the contractual maturities of financial assets, based on contractual cash flows:

| Particulars | (₹ In Lakhs) | | | |
|---|------------------|------------------|-------------------|------------------|
| | Up to 1 Year | 1 Year - 3 Years | More Than 3 Years | Total |
| As at 31st March 2023 | | | | |
| Loans to Employees | 39.61 | 31.98 | 59.18 | 130.77 |
| Loans to Others | 794.48 | 154.58 | 250.50 | 1,199.56 |
| Trade Receivables | 63,021.08 | - | - | 63,021.08 |
| Other Financial Assets | 160.17 | 851.11 | 922.46 | 1,933.74 |
| Total | 64,015.34 | 1,037.67 | 1,232.14 | 66,285.15 |
| As at 31st March 2022 | | | | |
| Loans to Employees | 30.24 | 22.82 | 61.08 | 114.14 |
| Loans to Others | 787.63 | 137.89 | 332.17 | 1,257.69 |
| Trade Receivables | 50,233.27 | - | - | 50,233.27 |
| Other Financial Assets | 198.32 | 927.37 | 188.37 | 1,314.06 |
| Total | 51,249.46 | 1,088.08 | 581.62 | 52,919.16 |

54 Relationship with Struck off Companies

The Company has not carried out any transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956. There is no outstanding balance as at 31st March 2023 in case of said struck off company.

55 Compliance with number of layers of companies:

The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017

56 Compliance with approved Scheme(s) of Arrangements

The Company has not applied for any Scheme of Arrangements under Sections 230 to 237 of the Companies Act, 2013.

57 The Company do not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

58 Utilisation of Borrowed funds and share premium

Details of Funds advanced or loaned or invested by Company

The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall

(i) 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

(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;

59 Details of funds received by Company

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

(i) 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

(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

60 Undisclosed Income

During the year under consideration, no tax assessment under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961) has been initiated/ongoing by the Income Tax Department.

**61 Wilful Defaulter**

The Company is not declared as wilful defaulter (as defined under the Companies Act, 2013) by any Bank or Financial Institution or other lender.

62 Ratio Analysis

(₹ In Lakhs)

| Particulars | Numerator | Denominator | 2022-23 | 2021-22 | % Changes | Remarks |
|---|---|--|---------|---------|-----------|--|
| (a) Current Ratio (in times) | Total Current Assets | Total Current Liabilities | 1.40 | 1.35 | 3.51% | |
| (b) Debt-Equity Ratio (in times) | Debt Consists of borrowings & lease liabilities | Total equity | 0.84 | 0.91 | (7.48%) | |
| (c) Debt Service Coverage Ratio (in times) | Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments | Debt service = Interest and short lease payments + Principal repayments | 1.71 | 8.57 | (80.03%) | Increased of Liability during the year due to Company have taken new WCD loan, open new overdraft facility with SBM Bank |
| (d) Return on Equity Ratio (in %) | Profit for the year less Preference dividend (if any) | Average total equity | 10.16% | 3.77% | 169.52% | Due to increased Sales and Profit |
| (e) Inventory Turnover Ratio (in %) | Cost of Goods sold | Average Inventory | 427.68% | 390.85% | 9.42% | |
| (f) Trade Receivables Turnover Ratio (in times) | Net Sales | Average trade receivables | 2.40 | 2.47 | (2.84%) | |
| (g) Trade Payables Turnover Ratio (in times) | Net Purchase + Other Expenses | Average trade payables | 3.51 | 3.64 | (3.33%) | |
| (h) Net Capital Turnover Ratio (in times) | Revenue from operations | Average working capital (i.e. Total current assets less Total current liabilities) | 5.37 | 5.12 | 4.93% | |
| (i) Net Profit Ratio (in %) | Profit for the year | Net Sales | 2.73% | 1.16% | 136.20% | Increased in profit due to decreased in Raw material cost from 82% to 79% and increased in sales by 20% |
| (j) Return On Capital Employed (in %) | Profit before tax and finance costs | Capital employed = Net worth + Total Debt + Deferred tax liabilities | 13.45% | 9.41% | 42.92% | Increased in profit due to decreased in Raw material cost from 82% to 79% and increased in sales by 20% |
| (k) Return On Investment (in %) | Income generated from invested funds | Average invested funds | 2.45% | 17.26% | (85.82%) | Due to fluctuation in NAV driven by market and external factors |



- 63 The Company has assessed internal and external information upto the date of approval of these audited financial results while reviewing the recoverability of assets, adequacy of financial resources, performance of contractual obligations, ability to service the debt & liabilities, etc. Based on such assessment, the company expects to fully recover the carrying amounts of the assets and comfortably discharge its debts & obligations. Hence, the management does not envisage any material impact on the Audited standalone financial results of the company for the quarter and year ended March 31, 2023.
- 64 Figures of corresponding previous year have been regrouped /rearranged wherever necessary, to make them comparable.
- 65 The Standalone Financial Statements were approved for issue by the Board of Directors on 4th May 2023.

As per our report of even date attached**For Manubhai & Shah LLP**

Chartered Accountants
ICAI Firm Reg. No.106041W/W100136

Krishnakant Solanki

Partner
Membership No. 110299

Place : Ahmedabad

Date : 4th May 2023

For and on behalf of the Board**Satyen J. Mamtora**

(Managing Director)
(DIN : 00139984)

Rakesh Kiri

Company Secretary

Place : Ahmedabad

Date : 4th May 2023

Jitendra U. Mamtora

(Chairman and Whole Time Director)
(DIN : 00139911)

Amarendra Kumar Gupta

Chief Financial Officer



INDEPENDENT AUDITORS' REPORT

To the Members of Transformers & Rectifiers (India) Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of Transformers and Rectifiers (India) Limited ("the Holding Company") and its subsidiaries (Holding Company and its subsidiaries collectively referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31, 2023, and 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 for the year ended on that date, and notes to the Consolidated Financial Statements, including a summary of the 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, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (hereinafter referred to as "the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (hereinafter referred to as "Ind AS") and other accounting principles generally accepted in India, of their consolidated state of affairs of the Company as at March 31, 2023, of the consolidated profit and total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (hereinafter referred to as "SAs") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (hereinafter referred to as "ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

Key Audit Matter

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

| Sr. No. | Key Audit Matters | Auditor's Response |
|---------|---|--|
| 1 | <p>Revenue recognition</p> <p>The Holding Company is in the business of supplying transformers and rectifiers. The Holding Company has major types of customers such as state electricity board and industrial customers.</p> <p>Revenue from sale of transformers and rectifiers is considered as key audit matter as there is a risk of accuracy of recognition and measurement of sales in the Consolidated Financial Statements considering following aspects:</p> <ul style="list-style-type: none"> - Determination of performance obligations for recognition of revenue. - Estimation of variable consideration in pricing. - Cut off transactions. | <p>Principal audit procedure</p> <p>Our approach was a combination of test of internal controls and substantive procedures which included the following:</p> <ul style="list-style-type: none"> - Evaluated the design of internal control. - For evaluation of operative effectiveness of internal control, tested revenue by verifying, on sample basis, agreements executed with the customers, relevant documentary evidence of satisfaction of performance obligation for timing of recognition of revenue, accuracy of revenue recognition including variable consideration included in pricing, cut off transactions at the year-end and tax amount of invoice. - Performed substantive testing by verifying invoices and relevant documentary evidence on sample basis. - Obtained balance confirmation for selected samples and verified the reconciliation, if any, for the confirmation received. - Evaluated the appropriateness of accounting policies, related disclosure made and overall presentation in the Consolidated Financial Statements in terms of Ind AS 115. |



| | | |
|---|---|--|
| 2 | <p>Recoverability of assessment of trade receivables</p> <p>In case of Holding Company, as at the balance sheet date, the value of trade receivable is ₹ 63,021 lakhs representing 53.15 % of total assets.</p> <p>Trade receivables of the Holding Company comprises mainly receivables from state electricity board and industrial customers.</p> <p>Recoverability of assessment of trade receivables is considered as a key audit matter because of the significance of trade debtors to the financial statements as a whole and assessing the allowance for impairment of debtors requires management to make subjective judgement over both the timing of recognition and estimation of amount required for such impairment.</p> | <p>Principal audit procedure</p> <ul style="list-style-type: none"> -Obtained understanding of the process implemented by the Company for impairment of trade receivables. -Tested the accuracy of ageing of trade receivables at year end on a sample basis. -Verified the working of impairment of trade receivables. -Obtained a list of outstanding receivables and identified any debtors with financial difficulty through discussion with management. -Evaluated the historical accuracy of impairment of trade receivables on a sample basis by examining the actual write-offs, the reversal of previous recorded allowance and new allowance recorded. -Tested subsequent settlement of trade receivables after the balance sheet date on a sample basis. -Evaluated the appropriateness of accounting policy as per Ind AS 109 and overall presentation in the Consolidated Financial Statements with reference to trade receivables. |
| 3 | <p>Contingent Liabilities</p> <p>Contingent Liabilities are for ongoing litigations and claims with various authorities and third parties. These relate to indirect tax and claims not acknowledge as debt.</p> <p>Contingent liabilities are considered as key audit matters as the amount involved is significant and it also involves significant management judgement to determine possible outcome and future cash outflows of these disputes.</p> | <p>Principal audit procedure:</p> <ul style="list-style-type: none"> -Obtained details of disputed claims as on March 31, 2023 from the management. -Discussed with the management about the significant judgment considered in determining possible outcome and future cash outflows of these disputes. -Verified relevant documents related to disputes. -Evaluated the appropriateness of accounting policies, related disclosure made and overall presentation in the Consolidated Financial Statements in terms of Ind AS 37. |

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated Financial Statements and our auditor's report thereon. The other information report is expected to be made available to us after the date of this auditor's report.

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 consider whether the other information is materially inconsistent with the Consolidated Financial Statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the Board's report, if we conclude that there is a material misstatement of this other information, we are required to communicate to those charged with governance and necessary action in accordance with SAs will be taken.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 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 the preparation of the Consolidated Financial Statements



by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group 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 are responsible for overseeing the financial reporting of the Group.

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 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention to 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 to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group 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 entity included in the Consolidated Financial Statements of which we are the independent auditors. For the other entity included in the Consolidated Financial Statements, which have been audited by other auditor, such other auditor remains responsible for the direction, supervision and performance of the audit carried out by them. We remain solely responsible for our audit opinion.

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 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 Matter**

- We did not audit the financial statements of subsidiaries; whose financial statements reflect total assets of ₹ 9,082.65 Lakhs as at March 31, 2023, total revenues of ₹ 13,415.66 Lakhs, total net profit after tax of ₹ 483.45, and net cash inflow is ₹ 259.27 Lakhs for the year ended on that date, as considered in the Consolidated Financial Statements. The Consolidated Financial Statements also include the Group's share of net profit (including other comprehensive income) of ₹ 486.67 Lakhs for the year ended March 31, 2023 as considered in the consolidated financial statements, in respect of subsidiaries, whose financial statements have not been audited by us. 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 the subsidiaries and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the report of the other auditor.

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 matters with respect to our reliance on the work done and the report of the other auditors.

- The Consolidated Financial Statements of the Holding Company for the year ended March 31, 2022, were audited by predecessor auditor whose report dated May 14, 2022 expressed an unmodified opinion on those Consolidated Financial Statements.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit 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 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.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow 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 Holding Company as on March 31, 2023 taken on board by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiaries incorporated in India, none of directors of the Group companies incorporated in India is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in "Annexure - A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Group's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditors' Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements of subsidiaries the remuneration paid by the Holding Company and subsidiary companies incorporated in India to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Group has disclosed the impact of pending litigations on its financial position in its Consolidated Financial Statements - Refer Note 45 to the Consolidated Financial Statements.
 - ii. The Group did not have any long-term contracts, including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Group.
 - iv. (a) The Managements of the Holding Company have represented to us that, to the best of their knowledge and belief and based on consideration of reports of other auditors on separate financial statements of subsidiaries incorporated in India, no funds (which are material either individually or in the aggregate) 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 and its subsidiaries to or in any other person or entity, including foreign entity ("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 and its subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The Managements of the Holding Company have represented to us that, to the best of their knowledge and belief and based on consideration of reports of other auditors on separate financial statements of subsidiaries incorporated in India, no funds (which are material either individually or in the aggregate) have been received by the Holding Company and its subsidiaries from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company and its subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and those performed by other auditors of the subsidiaries which are incorporated in India whose financial statements are audited under the Act, 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 (a) and (b) above, contain any material misstatement.
- v. (a) The final dividend proposed in the previous year, declared and paid by the Holding Company during the year is in accordance with Section 123 of the Act, as applicable. Based on the reports of other auditors on separate financial statements of subsidiaries incorporated in India, the interim dividend declared and paid by the subsidiaries during the year is in accordance with Section 123 of the Act.
- (b) The Board of Directors of the Holding Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
- vi. Provison to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable with effect from April 1, 2023 to the Company and its subsidiaries, which are incorporated in India, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.
2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO report issued by other auditor of subsidiaries included in the Consolidated Financial Statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in this CARO report.

For, Manubhai & Shah LLP
Chartered Accountants
ICAI Firm Reg No.106041W/W100136

Place: Ahmedabad
Date: May 04, 2023

K. B. Solanki
Partner
Membership No.110299
UDIN: 23110299BGYAPZ8500



CONSOLIDATED ANNEXURE “A” TO THE INDEPENDENT AUDITORS’ REPORT

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

In conjunction with our audit of the Consolidated Financial Statements of **Transformers and Rectifiers (India) Limited** ("the Holding Company") as of the for the year ended March 31, 2023, we have audited the internal financial controls with reference to Consolidated Financial Statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") which are incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the companies included in the Group, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 Holding Company's internal financial controls with reference to Consolidated Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Consolidated Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Consolidated Financial Statements included obtaining an understanding of internal financial controls with reference to Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, 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 is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls with reference to Consolidated Financial Statements.

Meaning of Internal Financial Controls with reference to Consolidated Financial Statements

A company's internal financial control with reference to Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to Consolidated Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) 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.

Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to Consolidated Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Consolidated Financial Statements to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Holding Company and its subsidiaries, which are incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to Consolidated Financial Statements and such internal financial controls with reference to Consolidated Financial Statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to Consolidated Financial Statements of the Holding Company, in so far as it relates to these 5 subsidiaries, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiaries incorporated in India.

For, Manubhai & Shah LLP
Chartered Accountants
ICAI Firm Reg No.106041W/W100136

Place: Ahmedabad
Date: May 04, 2023

K. B. Solanki
Partner
Membership No.110299
UDIN: 23110299BGYPZ8500

**Consolidated Balance Sheet**

CIN : L33121GJ1994PLC022460

As at 31st March 2023

(₹ in Lakhs)

| Particulars | Notes | As at | |
|--|-------|-----------------------------|-----------------------------|
| | | 31 st March 2023 | 31 st March 2022 |
| I. Assets | | | |
| (1) Non Current Assets | | | |
| (a) Property, Plant & Equipment | 5 | 14,654.22 | 16,195.82 |
| (b) Capital work-in-progress | 5(f) | 336.83 | 63.35 |
| (c) Right of Use of Asset | 5 | 67.77 | 116.72 |
| (d) Intangible Assets | 5 | 586.49 | 533.89 |
| (e) Intangible asset under development | 5(g) | 0.54 | 279.35 |
| (f) Financial Assets | | | |
| (i) Investments | 6 | 35.13 | 34.22 |
| (ii) Loans | 7 | 117.76 | 114.70 |
| (iii) Others | 8 | 1,825.46 | 1,167.49 |
| (iv) Trade Receivables | 9 | 420.75 | 14.36 |
| (g) Deferred Tax Assets | 25(a) | 0.02 | 166.15 |
| (h) Other Non Current Assets | 10 | 1,555.57 | 1,348.98 |
| Total Non Current Assets | | 19,600.54 | 20,035.02 |
| (2) Current Assets | | | |
| (a) Inventories | 11 | 27,138.52 | 26,184.65 |
| (b) Financial Assets | | | |
| (i) Investments | 12 | 49.98 | 17.01 |
| (ii) Trade receivables | 13 | 63,526.56 | 52,163.20 |
| (iii) Cash and Cash Equivalents | 14 | 474.90 | 1,207.67 |
| (iv) Bank Balances other than (iii) above | 15 | 1,812.76 | 3,430.21 |
| (v) Loans | 16 | 40.25 | 30.64 |
| (vi) Others | 17 | 169.71 | 217.87 |
| (c) Current Tax Assets (net) | 18 | 4.10 | 6.33 |
| (d) Other Current Assets | 19 | 5,750.83 | 7,638.82 |
| Total Current Assets | | 98,967.61 | 90,896.40 |
| Total Assets | | 118,568.15 | 110,931.43 |
| II. Equity and Liabilities | | | |
| Equity | | | |
| (a) Equity Share Capital | 20 | 1,325.64 | 1,325.64 |
| (b) Other Equity | 21 | 37,996.38 | 34,327.85 |
| Equity attributable to owners of Company | | 39,322.02 | 35,653.49 |
| Non Controlling Interest | | 764.58 | 673.67 |
| Total Equity | | 40,086.60 | 36,327.16 |
| Liabilities | | | |
| (1) Non Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 22 | 6,379.02 | 5,553.26 |
| (ii) Lease Liabilities | 23 | 8.63 | 65.52 |
| (b) Provisions | 24 | 427.93 | 392.73 |
| (c) Deferred Tax Liabilities (Net) | 25(b) | 184.26 | 883.57 |
| (d) Other Non current liabilities | 26 | 713.02 | 527.81 |
| Total Non Current Liabilities | | 7,712.86 | 7,422.89 |
| (2) Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 27 | 26,571.05 | 26,774.70 |
| (ii) Lease Liabilities | 28 | 66.40 | 58.99 |
| (iii) Trade Payables | 29 | | |
| (a) Total outstanding dues to Micro and Small Enterprises | | 645.96 | 1,745.28 |
| (b) Total outstanding dues to other than Micro and Small Enterprises | | 33,990.75 | 30,916.81 |
| (iv) Others | 30 | 319.12 | 283.36 |
| (b) Other Current Liabilities | 31 | 7,885.34 | 6,840.79 |
| (c) Short Term Provisions | 32 | 81.85 | 66.61 |
| (d) Current Tax Liabilities (Net) | 33 | 1,208.22 | 494.84 |
| Total Current Liabilities | | 70,768.69 | 67,181.38 |
| Total Liabilities | | 78,481.55 | 74,604.27 |
| Total Equity and Liabilities | | 118,568.15 | 110,931.43 |

Significant Accounting Policies and Notes to Consolidated Financial Statements 1-68

As per our report of even date attached
For Manubhai & Shah LLP
Chartered Accountants
ICAI Firm Reg. No. 106041 W/W100136

For and on behalf of the Board
Satyen J. Mamtora
Managing Director
(DIN : 00139984)

Jitendra U. Mamtora
Chairman and Whole Time Director
(DIN : 00139911)

Krishnakant Solanki
Partner
Membership No. 110299
Place : Ahmedabad
Date : 4th May 2023

Rakesh Kiri
Company Secretary

Amrendra Kumar Gupta
Chief Financial Officer

**Consolidated Statement of Profit and Loss**

CIN : L33121GJ1994PLC022460

For the Year ended on 31st March 2023

(₹ in Lakhs)

| Particulars | Notes | Year Ended on 31 st March 2023 | Year Ended on 31 st March 2022 |
|---|-------|--|--|
| I. Revenue from Operations | 34 | 138,084.50 | 116,174.64 |
| II. Other Income | 35 | 816.50 | 980.81 |
| III. Total Revenue (I + II) | | 138,901.00 | 117,155.45 |
| IV. Expenses | | | |
| (a) Cost of Materials Consumed | 36 | 99,571.91 | 97,489.17 |
| (b) Purchase of Stock in Trade | 37 | 4,942.37 | - |
| (c) Changes in Inventories of Finished Goods and Process Stock | 38 | 2,784.81 | (5,091.90) |
| (d) Employee Benefits Expenses | 39 | 4,117.85 | 3,244.02 |
| (e) Finance Cost | 40 | 4,796.79 | 4,358.71 |
| (f) Depreciation & Amortization Expenses | 5 | 2,452.67 | 1,698.92 |
| (g) Other Expenses | 41 | 14,527.77 | 13,126.49 |
| Total Expenses | | 133,194.17 | 114,825.41 |
| V. Share in Profit of Joint Venture | | - | - |
| VI. Profit Before Tax (III-IV+V) | | 5,706.83 | 2,330.04 |
| VII. Tax Expenses : | 42 | | |
| (a) Current Tax | | 1,895.82 | 681.99 |
| (b) Tax relating to Earlier Years | | 115.41 | 9.23 |
| (c) Deferred Tax | | (538.92) | 210.83 |
| Net Tax Expenses | | 1,472.31 | 902.05 |
| VIII. Profit for The Year (VI-VII) | | 4,234.52 | 1,427.99 |
| IX. Other Comprehensive Income (OCI) | 43 | | |
| (a) Items that will not be reclassified to profit or loss | | | |
| (i) Re-measurement of defined benefit plans | | 22.78 | (5.18) |
| (ii) Income Tax relating to above | | (5.37) | 2.02 |
| (b) Items that will be reclassified to profit or loss | | - | - |
| Total Comprehensive Income for The Year | | 17.41 | (3.16) |
| X. Total Comprehensive Income for The Year (VIII+IX) | | 4,251.93 | 1,424.83 |
| Profit for the year attributable to: | | | |
| - Owners of the Company | | 4,070.81 | 1,398.70 |
| - Non Controlling Interests | | 163.71 | 29.29 |
| Other Comprehensive Income for the year | | | |
| - Owners of the Company | | 16.66 | (3.63) |
| - Non Controlling Interests | | 0.75 | 0.47 |
| Total Comprehensive Income for the year | | | |
| - Owners of the Company | | 4,087.47 | 1,395.07 |
| - Non Controlling Interests | | 164.46 | 29.76 |
| XI. Earnings Per Equity Share | | | |
| (1) Basic (₹) | 44 | 3.07 | 1.06 |
| (2) Diluted (₹) | | 3.07 | 1.06 |
| Nominal Value per Share (₹) | | 1.00 | 1.00 |
| Significant Accounting Policies and Notes to Consolidated Financial Statements | 1-68 | | |

As per our report of even date attached
For Manubhai & Shah LLP
Chartered Accountants
ICAI Firm Reg. No. 106041 W/W100136

For and on behalf of the Board
Satyen J. Mamtora
Managing Director
(DIN : 00139984)

Jitendra U. Mamtora
Chairman and Whole Time Director
(DIN : 00139911)

Krishnakant Solanki
Partner
Membership No. 110299
Place : Ahmedabad
Date : 4th May 2023

Rakesh Kiri
Company Secretary

Amrendra Kumar Gupta
Chief Financial Officer

**Consolidated Statement of Cash Flow**

CIN : L33121GJ1994PLC022460

For the Year ended on 31st March 2023

(₹ in Lakhs)

| Particulars | Year Ended on 31 st March 2023 | Year Ended on 31 st March 2022 |
|---|--|--|
| (A) Cash flow From Operating Activities | | |
| 1. Net Profit Before Tax | 5,706.83 | 2,330.04 |
| 2. Adjustments for: | | |
| (a) Depreciation and Amortization | 2,452.67 | 1,698.92 |
| (b) Finance Cost | 4,786.94 | 4,343.85 |
| (c) Finance Charges on Lease Liability | 9.85 | 14.86 |
| (d) Interest Income | (246.14) | (291.86) |
| (e) Finance Income | (0.45) | (0.38) |
| (f) Unrealized foreign exchange losses/(gain) | (155.95) | (100.72) |
| (g) Sundry balance written back | (179.80) | (21.36) |
| (h) Excess Provision written back | (268.85) | (198.91) |
| (i) Provision for doubtful debts and Impairment/Bad debts written off | 1,216.27 | 1,224.88 |
| (j) Interest received from Income Tax | (4.00) | (20.12) |
| (k) Loss on Sales of Property, Plant and Equipment | (2.80) | 5.74 |
| (l) Fair value (gain)/loss on Investment in Mutual Funds | (1.71) | (7.74) |
| (m) Insurance claim receivable | - | (34.29) |
| (n) Loss on Insurance Claim | - | 30.73 |
| (o) Amortisation of lease deposit | 0.46 | 0.42 |
| (p) Other Adjustment to Reconcile Profit | (220.12) | - |
| | 7386.37 | 6,644.02 |
| 3. Operating Profit Before Working Capital Changes (1 + 2) | 13093.20 | 8,974.06 |
| Adjustments for Working Capital Changes: | | |
| (i) <u>(Increase)/ Decrease in Operating Assets</u> | | |
| (a) Trade receivables | (11,402.80) | (11,390.49) |
| (b) Loans & Advances | (12.67) | (11.37) |
| (c) Other assets | 497.69 | (3,223.56) |
| (d) Other Financial assets | (609.82) | 150.77 |
| (ii) <u>Increase/ (Decrease) in Operating Liabilities</u> | | |
| (a) Trade Payables | 2,179.73 | 6,084.21 |
| (b) Provisions | 50.44 | 66.41 |
| (c) Other Financial Liabilities | 58.54 | (23.51) |
| (d) Other Liabilities | 1,229.76 | 4,051.79 |
| (iii) <u>(Increase)/ Decrease in Inventories</u> | (953.86) | (4,387.43) |
| Cash generated from operations | 4130.21 | 290.88 |
| Less: Direct Taxes Paid (Net Refund) | 1291.26 | 101.70 |
| Net Cash from Operating Activities (A) | 2838.94 | 189.18 |
| (B) Cash flow from Investing Activities | | |
| (a) Purchase of Property, Plant and Equipment, Intangible Assets, Capital Advance, Intangible Asset under development and Capital work in progress (including recognition of Right of Use Assets) | (1,028.36) | (851.99) |
| (b) Sale of Property, Plant & Equipment | 113.14 | 40.58 |
| (c) Earmarked deposits / balances with bank (Placed) / Realized | 1,617.45 | (200.76) |
| (d) Interest received | 246.14 | 211.12 |
| (e) (Purchase)/ Sale of Mutual Funds | (32.17) | - |
| Net Cash from Investing Activities (B) | 916.20 | (801.05) |
| (C) Cash flow From Financing Activities | | |
| (a) Proceeds from Long term Borrowing | 5,088.01 | 190.28 |
| (b) Repayment from Long term Borrowings | (4,262.25) | (1,802.28) |
| (c) Net Increase/(Decrease) in Working Capital Borrowings | (203.65) | 7,629.98 |
| (d) Finance Cost | (4,786.94) | (4,199.74) |
| (e) Dividend paid by holding Company | (198.82) | (33.26) |
| (f) Dividend declared by subsidiary (Non-controlling Interests) | (73.55) | (73.55) |
| (g) Recognition of Lease Obligations | 12.45 | 85.33 |
| (h) Reversal of Lease Obligations | (3.82) | (9.44) |
| (i) Payment of Lease Obligations (including finance cost of ₹ 9.85 lakhs (P.Y. ₹ 14.86 Lakhs)) | (59.33) | (66.06) |
| Net Cash From Financing Activities (C) | (4,487.90) | 1,721.26 |
| (D) Net Increase/(Decrease) In Cash & Cash Equivalents (A+B+C) | (732.76) | 1,109.39 |
| (E) Cash & Cash Equivalents-Opening Balance | 1,207.66 | 98.27 |
| (F) Cash & Cash Equivalents-Closing Balance | 474.90 | 1,207.66 |

Note :**1 A) Components of Cash & Cash Equivalents :**

| | As at 31 st March 2023 | As at 31 st March 2022 |
|------------------------------------|-----------------------------------|-----------------------------------|
| Cash on hand | 1.62 | 3.93 |
| Balances with Banks | | |
| In Current Accounts | 422.89 | 155.10 |
| In Cash Credit accounts | 43.05 | 1,041.53 |
| In Deposits | 7.34 | 7.10 |
| Cash & Cash Equivalents | 474.90 | 1,207.66 |

2 The previous year's figures have been regrouped/rearranged wherever necessary.**Reconciliation of change in liabilities and financial asset arising from financial activities :**

| Particulars | Opening Balance | Cash Flow | Non Cash Changes | Closing Balance |
|-----------------------|-----------------|-----------|------------------|-----------------|
| Long Term Borrowings | 5,553.26 | 825.76 | - | 6,379.02 |
| Short Term Borrowings | 26,774.70 | (203.65) | - | 26,571.05 |

As per our report of even date attached
For Manubhai & Shah LLP
Chartered Accountants
ICAI Firm Reg. No. 106041W/W100136

Krishnakant Solanki
Partner
Membership No. 110299
Place : Ahmedabad
Date : 4th May 2023

For and on behalf of the Board

Satyen J. Mamtora
Managing Director
(DIN : 00139984)

Rakesh Kiri
Company Secretary

Jitendra U. Mamtora
Chairman and Whole Time Director
(DIN : 00139911)

Amrendra Kumar Gupta
Chief Financial Officer



Consolidated Statement of Changes in Equity

CIN : L33121GJ1994PLC022460

For the Year ended on 31st March 2023

(A) Equity Share Capital

| Particulars | (₹ In Lakhs) | |
|---|--------------|--|
| | Amount | |
| Balance as at 1 st April 2021 | 1,325.64 | |
| Changes during the year | - | |
| Balance as at 31 st March 2022 | 1,325.64 | |
| Changes during the year | - | |
| Balance as at 31 st March 2023 | 1,325.64 | |

(B) Other Equity

| Particulars | Reserves and Surplus | | Capital Reserve on | Retained Earnings | Attributable to owners of Parent | Non Controlling Interest | Total |
|---|----------------------|-------------------------------|--------------------|-------------------|----------------------------------|--------------------------|-----------|
| | Securities Premium | General Reserve Consolidation | | | | | |
| Balance as at 1 st April 2021 | 13,474.85 | 2,286.87 | 46.29 | 17,158.05 | 32,966.04 | 717.46 | 33,683.50 |
| Profit for the year | - | - | - | 1,398.70 | 1,398.70 | 29.29 | 1,427.99 |
| Remeasurement of defined benefit plans (net of tax) | - | - | - | (3.63) | (3.63) | - | (3.63) |
| Dividend Paid | - | - | - | (33.26) | (33.26) | (73.55) | (106.81) |
| Other Comprehensive Income for the Year | - | - | - | - | - | 0.47 | 0.47 |
| Balance as at 31 st March 2022 | 13,474.85 | 2,286.87 | 46.29 | 18,519.86 | 34,327.85 | 673.67 | 35,001.52 |
| Profit for the year | - | - | - | 4,070.81 | 4,070.81 | 160.67 | 4,231.48 |
| Remeasurement of defined benefit plans (net of tax) | - | - | - | 16.66 | 16.66 | - | 16.66 |
| Other Comprehensive Income for the Year | - | - | - | - | - | 0.75 | 0.75 |
| Current year Share of Loss of Minority interest of Taril Switchgear Private Limited (Formerly T&R Switchgear Private Limited) | - | - | - | (3.04) | (3.04) | 3.04 | - |
| Minority Share in Networth of Taril Switchgear Private Limited (Formerly T&R Switchgear Private Limited) as on 01.04.2022 | - | - | - | - | - | (88.05) | (88.05) |
| Minority Share in Networth of Taril Switchgear Private Limited (Formerly T&R Switchgear Private Limited) as on 01.04.2022 | - | - | - | (88.05) | (88.05) | 88.05 | - |
| Other Adjustment transferred to retained earnings | - | - | - | (129.03) | (129.03) | (73.55) | (129.03) |
| Dividend Paid | - | - | - | (198.82) | (198.82) | - | (272.37) |
| Balance as at 31 st March 2023 | 13,474.85 | 2,286.87 | 46.29 | 22,188.39 | 37,996.38 | 764.58 | 38,760.96 |

Proposed Dividend

The Board of Directors, in its meeting on 04th May 2023, have proposed a final dividend of ₹ 0.15/- per equity share (Face value of Re. 1/- each) for the financial year ended on 31st March 2023. The proposal is subject to the approval of shareholders at the Annual General Meeting and, if approved, would result in a cash outflow of ₹ 198.82 Lakhs.

The Board of Directors, in its meeting on 14th May 2022, had proposed a final dividend of ₹ 0.15/- per equity share (Face value of Re. 1/- each) for the financial year ended on 31st March 2022. The proposal was approved by shareholders at the Annual General Meeting and this resulted in a cash outflow of ₹ 198.82 Lakhs.

As per our report of even date attached

For Manubhai & Shah LLP
Chartered Accountants
ICAI Firm Reg. No. 106041W/W/100136

For and on behalf of the Board
Satyen J. Mamtora
Managing Director
(DIN: 00139984)

Jitendra U. Mamtora
Chairman and Whole Time Director
(DIN : 00139911)

Krishnakant Solanki
Partner
Membership No. 110299
Place : Ahmedabad
Date : 4th May 2023

Rakesh Kiri
Company Secretary

Amrendra Kumar Gupta
Chief Financial Officer



Notes to Consolidated Financial Statements

CIN : L33121GJ1994PLC022460

For the Year ended on 31st March 2023

COMPANY OVERVIEW AND SIGNIFICANT ACCOUNTING POLICIES

1 Corporate Information

Transformers and Rectifiers (India) Ltd. ('TRIL' or 'the Holding Company') is a public limited company domiciled and incorporated in India having its registered office at Survey No. 427 P/3-4 and 431 P/1-2 Sarkhej-Bavla Highway, Village: Moraiya, Taluka: Sanand. The Company's shares are listed and traded on the National Stock Exchange of India Ltd. (NSE) and Bombay Stock Exchange of India Ltd. (BSE). The Holding Company is a manufacturer of Power, Furnace and Rectifier Transformers.

The Consolidated Financial Statements comprise financial statements of Transformers and Rectifiers (India) Ltd. ('TRIL' or 'the Holding Company'), its Subsidiaries for the year ended 31st March 2023.

2 Basis of Preparation

(a) Statement of Compliance

These Financial Statements have been prepared in accordance with the applicable Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Companies Act, 2015 ("Act") read with the Companies (Indian Accounting Standards) Rules and other relevant provisions of the Act and Rules thereunder, as amended from time to time.

(b) Basis of Measurement

The Consolidated Financial Statements have been prepared on the historical cost on convention accrual basis except for certain financial assets and liabilities that are measured at fair value, amortised cost or present value, as disclosed in accounting policies and Defined Benefit Plans where Plan Assets are measured at fair value at the end of each reporting period:

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

As the operating cycle cannot be identified in normal course due to the special nature of the industry, the same has been assumed to have duration of 12 months. Accordingly, all assets and liabilities have been classified as current or non-current as per the Group's operating cycle and other criteria set out in Ind AS-1 'Presentation of Financial Statements' and Schedule III to the Companies Act, 2013.

The Consolidated Financial Statements have been presented in Indian Rupees (INR), which is also the Group's functional currency. All values are rounded off to the nearest two decimal lakhs, unless otherwise indicated.

(c) 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 under current market conditions.

The Group categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed in their measurement which are described as follows:

(i) Level 1: Quoted Prices (unadjusted) in active markets for identical assets or liabilities.

(ii) Level 2: inputs that are observable, either directly or indirectly, other than quoted prices included within level 1 for the asset or liability.

(iii) Level 3: inputs are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or Group's assumptions about pricing by market participants.

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.

(d) Principles of Consolidation:

The Consolidated Financial Statements incorporate the financial statements of the Holding Company and its subsidiaries (collectively referred as "the Group").

Subsidiaries are entities controlled by the Holding Company. The Holding Company controls an entity when it is exposed or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are consolidated from the date of their acquisition, being the date on which the Holding Company obtains control and continue to be consolidated until the date that such control ceases.

The Consolidated Financial Statements are prepared using uniform accounting policies consistently for material like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Holding Company's Standalone Financial Statements except otherwise stated. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.



The Consolidated Financial Statements have been prepared by combining the financial statements of the Holding Company and its subsidiaries on a line-by-line basis by adding together the book values of like items of assets, liabilities, equity, income, expenses and cash flow after eliminating in full intra-group assets, liabilities, equity, income, expenses and cash flow relating to intra-group transactions and unrealized profits. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Such unrealized profit/losses are fully attributed to the Holding Company.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Holding Company and to the non-controlling interests. Total comprehensive income is attributed to the owners of the Holding Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Holding Company.

When the Group loses control of a subsidiary, a gain or loss is recognised in the consolidated statement of profit and loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill) and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to the consolidated statement of profit and loss or transferred to another category of equity as specified/permitted by applicable Ind AS). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under Ind AS 109, or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

Non-controlling Interests

Non-controlling interests represent the proportion of income, other comprehensive income and net assets in subsidiaries that are not attributable to the Holding Company's shareholders.

Non-controlling interests are initially measured at proportionate share of the recognised amounts of the acquiree's identifiable net assets. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of the interest at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

Goodwill on Consolidation

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the cash generating unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the cash generating unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in Consolidated Statement of Profit and Loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the Profit and Loss.

(e) Investments in Joint Ventures

A Joint Venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results, assets and liabilities of joint ventures is incorporated in the Consolidated Financial Statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with Ind AS 105 'Non-current Assets Held for Sale and Discontinued Operations'. Under the equity method, an investment in a joint venture is initially recognised in the Consolidated Balance Sheet at cost and adjusted thereafter to recognize the Group's share of profit or loss and other comprehensive income of the joint venture. Distributions received from a joint venture reduces the carrying amount of investment. When the Group's share of losses of a joint venture exceeds the Group's interest in that joint venture (which includes any long term interests that, in substance, form part of the Group's net investment in the joint venture), the Group discontinues recognizing its share of further losses. Additional losses are recognized only to the extent that the Group has legal or constructive obligations or made payments on behalf of the joint venture.



Unrealized gains on transactions between the group and its Joint venture are eliminated to the extent of the Group's interest in Joint venture. Unrealized losses are also eliminated to the extent of Group's interest unless the transaction provides evidence of an impairment of the asset transferred.

If a joint venture uses accounting policies other than those of the Group accounting policies for like transactions and events in similar circumstances, adjustments are made to make the joint venture's financial statements confirm to the Group's accounting policies before applying the equity method, unless, in case of a joint venture where it is impracticable to do so.

An investment in a Joint Venture is accounted for using the equity method from the date on which the investee becomes a Joint Venture. On acquisition of the investment in a Joint Venture, 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 recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised directly in equity as capital reserve in the period in which the investment is acquired.

| Name of the Enterprises | Consolidated as | Proportion of Ownership | |
|---|-----------------|-------------------------|---------|
| | | 2022-23 | 2021-22 |
| Transpares Limited | Subsidiary | 51% | 51% |
| Transweld Mechanical Engineering Works Limited | Subsidiary | 100% | 100% |
| TARIL Infrastructure Limited | Subsidiary | 100% | 100% |
| Savas Engineering Company Private Limited | Subsidiary | 100% | 100% |
| TARIL Switchgear Private Limited (Previously known as T & R Switchgear Private Limited) | Joint Venture | - | 60% |
| TARIL Switchgear Private Limited (Previously known as T & R Switchgear Private Limited) | Subsidiary | 60% | - |

(f) Recent Accounting Pronouncements

Recent pronouncements 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 23rd March 2022, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from 1st April 2023, as below:

The following amendments are relevant to the Group:

- A) Ind AS 1 – Presentation of Financial Statements The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The group does not expect this amendment to have any significant impact in its financial statements.
- B) Ind AS 12 – Income Taxes The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The group is evaluating the impact, if any, in its financial statements.
- C) Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Group does not expect this amendment to have any significant impact in its financial statements.

3 Significant Accounting Policies

(a) Property, Plant and Equipment

The Group has elected to continue with the carrying value of its Property Plant & Equipment (PPE) recognised as of 1st April 2016 (transition date) measured as per the Previous GAAP and used that carrying value as its deemed cost as on the transition date as per Para D7AA of Ind AS 101.

Land and buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated in the Balance Sheet at cost less accumulated depreciation and impairment losses, if any. Freehold land is not depreciated.

Property, Plant & Equipment (PPE) comprises of Tangible assets and Capital Work in progress. PPE are stated at cost, net of tax/duty credit availed, if any, after reducing accumulated depreciation and accumulated impairment losses, if any; until the date of the Balance Sheet. The cost of PPE comprises of its purchase price or its construction cost (net of applicable tax credit, if any), any cost directly attributable to bring the asset to the location and condition necessary for it to be capable of operating in the manner intended by the management. Direct costs are capitalized until the asset is ready for use and includes borrowing cost capitalised in accordance with the Group's accounting policy.



Capital work in progress includes the cost of PPE that are not yet ready for the intended use.

An item of PPE is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

Depreciation of these PPE commences when the assets are ready for their intended use.

Depreciation is provided on the cost of Property, Plant and Equipment (other than land and properties under construction) less their estimated residual value, using the straight-line method over the useful life of PPE as stated in the Schedule II to the Companies Act, 2013 or based on technical assessment by the Group.

Useful lives of each class of PPE as prescribed under Part C of Schedule II to the Companies Act, 2013 and as adopted by the group are as under:-

| Asset Description | Assets Useful life (in Years) |
|--------------------------------------|-------------------------------|
| Factory Building | 30 |
| Building other than Factory Building | 60 |
| Plant and Equipments | 15 |
| Electrical installations | 10 |
| Air conditioners & refrigerators | 5 |
| Office Equipments | 5 |
| Computers | 3 |
| Furniture and Fixtures | 10 |
| Vehicles | 8 & 10 |

Useful lives of following class of PPE is based on technical assessment by the Group which is as under:-

| Asset Description | Assets Useful life (in Years) |
|--|-------------------------------|
| Plant and Machinery acquired before 1 st April 2014 | 21 |
| Electrical Installation acquired before 1 st April 2014 | 21 |

The estimated useful lives, residual values and depreciation method are reviewed on an annual basis and if necessary, changes in estimates are accounted for prospectively.

As per internal technical evaluation carried out by the management, the management of the Group believes that its Property, Plant & Equipment are of such nature that separate components are not distinctly identifiable having different useful life. And therefore, Component level accounting and reporting is not practically feasible for the Group.

Depreciation on additions/deletions to PPE during the year is provided for on a pro-rata basis with reference to the date of additions/deletions.

Depreciation on subsequent expenditure on PPE arising on account of capital improvement or other factors is provided for prospectively over the remaining useful life.

(b) Intangible Assets

The Group has elected to continue with the carrying value of its Intangible assets recognised as of 1st April 2016 (transition date) measured as per the Previous GAAP and used that carrying value as its deemed cost as on the transition date as per Para D7AA of Ind AS 101.

Intangible assets with finite useful life acquired separately, are recognized only if it is probable that future economic benefits that are attributable to the assets will flow to the group and the cost of assets can be measured reliably. The intangible assets are recorded at cost and are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Intangible assets are amortized over the estimated period of benefit, not exceeding ten years.

Intangible assets are derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset, and recognized in the Statement of Profit and Loss when the asset is derecognized.

Intangible assets are amortised on Straight Line Method from the date they are available for use, over the useful lives of the assets as estimated by the Management as under:

| Asset Description | Assets Useful life (in Years) |
|----------------------|-------------------------------|
| Computer Software | 3 to 5 |
| Technical Know - How | 10 |
| Design and Prototype | 5 |

**(c) Impairment of non - Financial Assets**

The Group reviews at each reporting period whether there is any indication that an asset may be impaired. If at the end of reporting period any such indication exists, the Group estimates the recoverable amount of the asset. 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 recognized in the Statement of Profit & Loss. If at the reporting period, there is an indication that there is change in the previously assessed impairment loss, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the Statement of Profit and Loss.

An assessment is made at an interval of 3 years to see if there are any indications that impairment losses recognized earlier may no longer exist or may have come down. The impairment loss is reversed, if there has been a change in the estimates which has the effect of increasing the asset's recoverable amount since the previous impairment loss was recognized. If it is so, the carrying amount of the asset is increased to the lower of its recoverable amount and the carrying amount that has been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. After a reversal, the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life. Reversals of Impairment loss are recognized in the Statement of Profit and Loss.

(d) Inventories

Inventories are valued at lower of cost and net realizable value after providing for obsolescence and other losses, where considered necessary. The basis of determining the value of each class of inventory is as follows:

| Inventories | Cost Formulae |
|--|---|
| Raw Material and Stores & Spares | At Moving Weighted Average Cost (Net of eligible credit) |
| Raw Material in Transit | At Invoice Price |
| Scrap | At net realisable value |
| Process Stock | At Cost comprising of raw material cost, labour cost and appropriate proportion of manufacturing expenses and overheads as per stage of completion. |
| Finished Goods (including Finished goods in transit) | At Cost comprising of raw material cost, labour cost and appropriate proportion of manufacturing expenses and overheads. |

(e) Revenue and Income Recognition

Revenues are recognized when the Group satisfies the performance obligation by transferring a promised product or service to a customer, in an amount that reflects the consideration which the Group expects to receive in exchange of those goods or services. A product is transferred when the customer obtains control of that product, which is either at the point in time when the product is delivered to the Customer premises or when the title is passed to the customer based on the contractual terms.

Revenue from services is recognised at a point in time or over the time depending upon the terms of the contract as and when performance obligations are fulfilled.

Revenue is measured at the transaction price of the consideration received or receivable duly adjusted for variable consideration and the same represents amounts receivable for goods and services provided in the normal course of business. Revenue also excludes tax collected from customers. Contract modifications are accounted for as a part of existing contract or separate contract based on conditions prescribed in Ind AS 115. Any retrospective revision in prices is accounted for in the year of such revision.

Interest on investments is booked on a time proportion basis taking into account the amounts invested and the rate of interest.

Dividend income is recognised when the right to receive the same is established.

Export incentives are accrued in the year when the right to receive the same is established in respect of exports made and are accounted to the extent there is no significant uncertainty about the measurability and ultimate realization/ utilization of such benefits/ duty credit.

Service Support income is recognized on accrual basis at point in time as per the terms of the contract.

Other income is recognized on accrual basis except when realization of such income is uncertain.

**(f) Foreign Exchange Transactions**

Transactions in currencies other than the Group's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated using exchange rate prevailing on the last day of the reporting period.

Non monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of transaction.

Exchange differences on monetary items are recognized in the consolidated Statement of Profit and Loss in the period in which they arise.

(g) Leases**As Lessee**

"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: "- the contract involves the use of an identified asset; "- the Group has substantially all of the economic benefits from use of the asset throughout the period of the lease." - the Group has the right to direct the use of the asset."

At the date of commencement of the lease, the Group recognises a 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 low value leases and corresponding Right-of-use Asset. For these short-term and low value leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The Right-of-use Assets are initially recognized at cost, which comprises the initial amount of the lease liabilities 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 and adjusted for any remeasurement of the lease liabilities.

Right-of-use Assets are depreciated 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 it is not readily determinable, using the incremental borrowing rate. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option.

The Group accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components, except for leases where the Group has elected to use practical expedient not to separate non-lease payments from the calculation of the lease liability and ROU asset where the entire consideration is treated as lease component.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of Property, Plant and Equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered of low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term or another systematic basis if that basis is more representative of the pattern of the lessee's benefit.

As lessor

Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease except where-

- (i) Another systematic basis is more representative of the time pattern of the benefit derived from the asset given on lease.; or
- (ii) The payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

(h) Employees Benefits**(i) Defined Contribution Plan**

The Group contribution to defined contribution plan paid/payable for the year is charged to the Statement of Profit and loss.

**(ii) Defined Benefit Plan**

The liabilities towards defined benefit schemes are determined using the Projected Unit Credit method. Actuarial valuations under the Projected Unit Credit method are carried out at the balance sheet date. Actuarial gains and losses are recognized in the Statement of Profit and Loss in the period of occurrence of such gains and losses. Past service cost is recognized immediately to the extent that the benefits are already vested and otherwise it is amortized on straight-line basis over the remaining average period until the benefits become vested.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as reduced by plan assets.

(iii) Short Term Employee Benefits

Short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized undiscounted during the period employee renders services. These benefits include salaries, wages, bonus, performance incentives, etc.

(iv) Other Long Term Employee Benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as an actuarially determined liability at present value of the defined benefit obligation at the balance sheet date.

(i) Borrowing Cost

Borrowing costs are interest and ancillary costs incurred in connection with the arrangement of borrowings.

General and specific borrowing costs attributable to acquisition and construction of qualifying assets is added to the cost of the assets upto the date the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted. All other borrowing costs are recognised in the Statement of Profit and Loss in the period in which they are incurred.

(j) Income Taxes

Income tax expense represents the sum of the current tax and deferred tax.

(i) Current Tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Consolidated Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's current tax is calculated using tax rates and laws that have been enacted or substantively enacted by the end of the reporting period.

(ii) Deferred Tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Consolidated Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are presented separately in the consolidated Balance sheet except where there is a right of set-off within fiscal jurisdictions and an intention to settle such balances on a net basis.

Deferred Tax Liabilities are recognised for taxable temporary differences associated with investment in subsidiaries and associate and interest in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such interest are recognised only to the extent that it is probable that there will be sufficient taxable profits against which is to utilise the benefits of the temporary difference and they are expected to reverse in the foreseeable future .



Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognized as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with asset will be realized.

(iii) Current and Deferred Tax Expense for the Year

Current and deferred tax expense is recognized in the Consolidated Statement of Profit and Loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

(k) Financial Instruments

Financial Assets and Financial Liabilities are recognized when Group becomes a party to the contractual provisions of the instruments. Financial Assets and Financial Liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of Financial Assets and Financial Liabilities (other than Financial assets and Financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the Financial assets or Financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of Financial assets or Financial liabilities at fair value through profit or loss are recognized immediately in the consolidated Statement of Profit and Loss.

(l) Financial Assets

(a) Classification and Measurement

(i) Cash and Cash Equivalents

The Group considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

(ii) Financial Assets at Amortized Cost

Financial assets are subsequently measured at amortized cost using the effective interest method if these financial assets are held within a business whose 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.

(iii) Financial Assets at Fair Value through Other Comprehensive Income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets 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.

(iv) Financial Assets at Fair Value through Profit and Loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition.

(b) Impairment of Financial Assets

In accordance with Ind AS 109, the Group applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the financial assets and credit risk exposure.

(i) Simplified Approach

The Group follows 'simplified approach' for recognition of impairment loss allowance on Trade Receivables.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

(ii) General Approach

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-months ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-months ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-months ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.



As a practical expedient, the Group uses a provision matrix to determine impairment loss allowance on its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. On that basis, the Group estimates provision on trade receivables at the reporting date. The specific/individual impairment assessment is carried out for major customers.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as expense (or income) in the Statement of Profit and Loss.

(c) Derecognition of Financial Assets

The Group derecognizes a financial asset when the contractual right to receive the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety (except for equity instruments designated as FVTOCI), the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognized in the Statement of Profit and Loss.

(m) Financial Liabilities

(a) Classification and Measurement

(i) Financial Liabilities measured at amortized cost

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Company are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and
- the amount initially recognized less, when appropriate, the cumulative amount of income recognized in accordance with principles enunciated in Ind AS 115.

(ii) Other Financial Liabilities

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

(iii) Financial Liabilities and Equity Instruments

Classification as Debt or Equity:

Debt and equity instruments issued by the Group are classified as financial liabilities or as equity in accordance with the substance of the Contractual arrangements and the definitions of a financial liability and an equity instrument.

(iv) Derecognition of Financial Liabilities

The Group derecognizes a financial liability when its contractual obligations are discharged or cancelled or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in Statement of profit or loss.

(iii) Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Equity Instruments issued by a Group are recognized at the proceeds received.

(iv) Offsetting

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

**(n) Government grants**

Government grants are recognized only when there is reasonable assurance that the conditions attached to them shall be complied with, and the grants will be received. Deferred income is recognized in the statement of profit or loss on a systematic and rational basis over the useful life of the asset. Government grants related to revenue are recognized on a systematic basis in the statement of profit or loss over the periods necessary to match them with the related costs which they are intended to compensate.

(o) Earnings Per Share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, if any, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

(p) Provisions, Contingent Liabilities and Contingent Assets**(i) Provisions**

Provisions are recognized when, based on the Group's present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

(ii) Contingent Liabilities and Assets

Show-cause notices issued by various Government Authorities are generally not considered as obligations. When the demand notices are raised against such show cause notices and are disputed by the Group, these are classified as disputed obligations.

"The treatment in respect of disputed obligations are as under: "a) a provision is recognized in respect of present obligations where the outflow of resources is probable;"b) all other cases are disclosed as contingent liabilities unless the possibility of outflow of resources is remote."

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the Holding Company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability. Contingent liabilities are disclosed on the basis of judgment of the management/independent experts and reviewed at each balance sheet date to reflect the current management estimate.

Estimated amount of contracts remaining to be executed on capital account are considered for disclosure.

Contingent assets are disclosed in the Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

(q) Statement of Cash Flow

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows are segregated into operating, investing and financing activities.

(r) Segment Reporting

The Group identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit / loss amounts are evaluated regularly by the Chief Operating Decision Making Body (CODM) in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Group.

4 Critical Accounting Judgments, Estimates, Assumptions and Key Sources of Estimation Uncertainty

The preparation of the Consolidated Financial Statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the Holding Company disclosures, and the disclosure of contingent liabilities at the date of the financial statements. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

**(a) Judgements**

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the Consolidated financial statements:

(i) Classification of Investment in Taril Switchgear Private Limited (Earlier known as T&R Switchgear Pvt. Ltd.) as subsidiary

The Company has entered into a Joint Venture Agreement on October 5 2016 with Jiangsu Jingke Smart Electric Company Limited (aJV partner incorporated under the laws of People's Republic of China). As per agreement, the company acquired 60% equity shares in the special purpose entity incorporated namely TARIL Switchgear Private Limited (formerly known as T&R Switchgear Limited). Till March 31, 2022, the Company accounted for investment in TARIL Switchgear Private Limited as joint venture. The company has reassessed such investment and considered such investment as investment in subsidiary due to control over board of the special purpose entity from the current financial year. On account of negative net worth of said special purpose entity, the company has made full impairment provision against its investment in equity shares.

(ii) Evaluation of Indicators for Impairment of Property, Plant and Equipment

The evaluation of applicability of indicators of impairment of assets requires assessment of external factors (significant decline asset's value, significant changes in the technological, market, economic or legal environment, market interest rates etc.) and internal factors (obsolescence or physical damage of an asset, poor economic performance of the asset etc.) which could result in significant change in recoverable amount of the Property, Plant and Equipment.

(b) Assumptions and Estimation Uncertainties

Information about estimates and assumptions that have the significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may differ from these estimates.

(i) Defined Benefit Obligations

The cost of the defined benefit gratuity plan, the present value of the gratuity obligation and compensated absences are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate, the management 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 the specific countries. 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.

(ii) Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The Group has ₹ 630.35 Lakhs (31st March 2022: ₹609.81 lakhs) of tax losses carried forward on which deferred tax asset is created, based on probability that future profits will be available against which the deductible temporary difference can be realized. Deferred Tax liability is disclosed net of deferred tax assets.

(iii) Useful lives of Property, Plant and Equipment/Intangible Assets

Property, Plant and Equipment/ Intangible Assets are depreciated/amortised over their estimated useful lives, after taking into account estimated residual value. The useful lives and residual values are based on the Holding Company's historical experience with similar assets and taking into account anticipated technological changes or commercial obsolescence. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation/amortisation to be recorded during any reporting period. The depreciation/amortisation for future periods is revised, if there are significant changes from previous estimates and accordingly, the unamortised/depreciable amount is charged over the remaining useful life of the assets.

(iv) Contingent Liabilities

In the normal course of business, Contingent Liabilities may arise from litigation and other claims against the Group. Potential liabilities that are possible but not probable of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the Notes but are not recognised. Potential liabilities that are remote are neither recognised nor disclosed as contingent liability. The management decides whether the matters need to be classified as 'remote', 'possible' or 'probable' based on expert advice, past judgements, experiences etc.

(v) Evaluation of Indicators for Impairment of Property, Plant and Equipment

The evaluation of applicability of indicators of impairment of assets requires assessment of external factors (significant decline in asset's value, economic or legal environment, market interest rates etc.) and internal factors (obsolescence or physical damage of an asset, poor economic performance of the idle assets etc.) which could result in significant change in recoverable amount of the Property, Plant and Equipment and such assessment is based on estimates, future plans as envisaged by the Group.

**(vi) Allowance for impairment of trade receivables**

The expected credit loss is mainly based on the ageing of the receivable balances and historical experience. The receivables are assessed on an individual basis or assessed for impairment collectively, depending on their significance. Moreover, trade receivables are written off on a case-to-case basis if deemed not to be collectible on the assessment of the underlying facts and circumstances.

(vii) Provisions

Provisions and liabilities are recognised in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

(viii) Revenue Recognition

The Group's contracts with customers include promises to transfer products and service to the customers. The Group assesses the products and service promised in a contract and identifies distinct performance obligations, if any, in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables. Judgement is also required to determine the transaction price for the contract. The Holding Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over time. The Holding Company considers indicators such as to who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product, bill and hold agreements, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc. The judgment is also exercised in determining the variable consideration, if any, involved in transaction price.



5 Property, Plant and Equipment (Including Right of Use Assets) & Intangible Assets

(₹ In Lakhs)

| Particulars /Assets | Tangible Assets | | | | | | | Intangible Assets | | | | Gross Total | | |
|--|-----------------|----------|--------------------|------------------------|----------------------|----------|-------------------|-------------------|---------------------|-----------|-------------------|-------------|--------------------|-----------------------|
| | Freehold Land | Building | Plant & Equipments | Electric Installations | Furniture & Fixtures | Vehicles | Office Equipments | Computers | Right of Use Assets | Total | Computer Software | | Technical Know-How | Design and Prototypes |
| GROSS BLOCK | | | | | | | | | | | | | | |
| At 1 st April 2021 | 471.24 | 8,063.73 | 12,867.10 | 761.32 | 291.32 | 1,656.12 | 290.36 | 94.60 | 187.14 | 24,682.93 | 74.63 | 1,165.20 | 889.45 | 2,129.28 |
| Additions | - | 11.10 | 165.04 | 4.86 | 1.75 | 80.12 | 35.77 | 24.86 | 92.55 | 416.05 | 92.07 | - | - | 92.07 |
| Deduction/Adjustments | - | - | 44.25 | - | - | 52.21 | 0.31 | - | 7.10 | 103.87 | - | - | - | 103.87 |
| At 31 st March 2022 | 471.24 | 8,074.83 | 12,987.89 | 766.18 | 293.07 | 1,684.03 | 325.82 | 119.46 | 272.59 | 24,995.11 | 166.70 | 1,165.20 | 889.45 | 2,221.35 |
| Adjustment in opening due to Taril Switchgear Private Limited (formerly known as T&R Switchgear Private Limited) addition in consolidation | - | - | 8.09 | 0.44 | 9.78 | - | - | 2.25 | - | 20.56 | - | - | - | 20.56 |
| Additions | 2.75 | 2.96 | 299.36 | 80.66 | 1.80 | 255.37 | 27.73 | 35.75 | 12.45 | 718.83 | 18.25 | - | 270.00 | 288.25 |
| Deduction/Adjustments | 1.50 | 4.41 | 35.29 | - | - | 470.38 | 0.63 | - | 3.82 | 516.03 | - | - | - | 516.03 |
| At 31 st March 2023 | 472.49 | 8,073.38 | 13,260.05 | 847.28 | 304.65 | 1,469.02 | 352.92 | 157.46 | 281.22 | 25,218.47 | 184.95 | 1,165.20 | 1,159.45 | 2,509.60 |
| ACCUMULATED DEPRECIATION | | | | | | | | | | | | | | |
| At 1 st April 2021 | - | 1,147.72 | 3,929.88 | 438.64 | 186.31 | 1,197.25 | 195.25 | 72.99 | 98.70 | 7,266.74 | 60.16 | 653.42 | 741.24 | 1,454.82 |
| Charge for the year | - | 232.93 | 966.04 | 64.99 | 31.63 | 72.34 | 30.38 | 10.80 | 57.17 | 1,466.28 | 14.53 | 153.63 | 64.48 | 232.64 |
| Deduction/Adjustments | - | - | 16.91 | - | - | 33.31 | 0.23 | - | - | 50.45 | - | - | - | 50.45 |
| At 31 st March 2022 | - | 1,380.65 | 4,879.01 | 503.63 | 217.94 | 1,236.28 | 225.40 | 83.79 | 155.87 | 8,682.57 | 74.69 | 807.05 | 805.72 | 1,687.46 |
| Adjustment in opening due to Taril Switchgear Private Limited (formerly known as T&R Switchgear Private Limited) addition in consolidation | - | - | 0.34 | 0.02 | 0.48 | - | - | 1.74 | - | 2.58 | - | - | - | 2.58 |
| Charge for the year | - | 245.90 | 1,613.16 | 67.81 | 28.97 | 161.13 | 26.74 | 15.73 | 57.58 | 2,217.02 | 35.79 | 172.79 | 27.07 | 235.65 |
| Deduction/Adjustments | - | 2.39 | 8.00 | - | - | 394.71 | 0.59 | - | - | 405.69 | - | - | - | 405.69 |
| At 31 st March 2023 | - | 1,624.16 | 6,484.51 | 571.46 | 247.39 | 1,002.70 | 251.55 | 101.26 | 213.45 | 10,496.48 | 110.48 | 979.84 | 832.79 | 1,923.11 |
| Net Block | | | | | | | | | | | | | | |
| At 31 st March 2022 | 471.24 | 6,694.18 | 8,108.88 | 262.55 | 75.13 | 447.75 | 100.42 | 35.67 | 116.72 | 16,312.54 | 92.01 | 358.15 | 83.73 | 533.89 |
| At 31 st March 2023 | 472.49 | 6,449.22 | 6,775.54 | 275.82 | 57.26 | 466.32 | 101.37 | 56.20 | 67.77 | 14,721.99 | 74.47 | 185.36 | 326.66 | 586.49 |

5(a) The aggregate depreciation charge for the year has been included under depreciation and amortisation expense in the Statement of Profit and Loss.

5(b) Contractual obligations: Refer note 47 for disclosure on contractual commitments for the acquisition and construction of property, plant and equipment.

5(c) Refer note 22 and 27 for information on property plant and equipment given as security by the Group.

5(d) The Group has elected to continue with the carrying value of its Property Plant & Equipment (PPE) & Intangible assets recognised as of 1st April 2016 (transition date) measured as per the Previous GAAP and used that carrying value as its deemed cost as on the transition date as per Para D7AA of Ind AS 101.

5(e) The group has not carried revaluation of Property Plant and Equipment.

**5(f) Capital work-in-progress** (₹ in Lakhs)

| Particulars | As at 31 st March, 2023 | | As at 31 st March, 2022 | |
|---|------------------------------------|---------------|------------------------------------|--------------|
| | (₹) | (₹) | (₹) | (₹) |
| Construction Work in Progress - Fixed Assets | | | | |
| Balance as at beginning of the year | 63.35 | - | 5.11 | - |
| Add: Additions during the year | 279.84 | - | 71.76 | - |
| Less: Transfer to Property, Plant and Equipment | 6.36 | - | 8.41 | - |
| Less: Transfer to Statement of Profit and Loss | - | - | 5.11 | - |
| Balance as at ending of the year | - | 336.83 | - | 63.35 |
| TOTAL | - | 336.83 | - | 63.35 |

5(f1) Ageing Schedule of Capital work-in-progress (Projects in process):

| As at 31 st March 2023 | | | | | | (₹ in Lakhs) |
|---|------------------|--------------|--------------|------------|-----------|---------------------|
| Particulars | (₹) | (₹) | (₹) | (₹) | Total (₹) | |
| | Less than 1 year | 1 to 2 years | 2 to 3 years | 3 and more | | |
| i) Projects in Progress | 279.84 | 56.99 | - | - | 336.83 | |
| ii) Projects temporarily suspended | | | | | | |
| As at 31st March 2022 | | | | | | (₹ in Lakhs) |
| Particulars | (₹) | (₹) | (₹) | (₹) | Total (₹) | |
| | Less than 1 year | 1 to 2 years | 2 to 3 years | 3 and more | | |
| i) Projects in Progress | 63.35 | - | | | 63.35 | |
| ii) Projects temporarily suspended | | | | | | |

No Capital work in progress assets are impaired and suspended during the year.

5(g) Intangible Assets Under Development (₹ in Lakhs)

| Particulars | As at 31 st March, 2023 | | As at 31 st March, 2022 | |
|---|------------------------------------|-------------|------------------------------------|---------------|
| | (₹) | (₹) | (₹) | (₹) |
| Work in Progress - Intangible Asset: | | | | |
| Balance as at beginning of the year | 279.35 | - | - | - |
| Add: Net expenditure during the year | 6.14 | - | 279.35 | - |
| Less: Transfer to Intangible Assets | 284.95 | - | - | - |
| Less: Transfer to Statement of P & L | - | - | - | - |
| Balance as at ending of the year | - | 0.54 | - | 279.35 |
| TOTAL | - | 0.54 | - | 279.35 |

5(g1) Ageing Schedule of Intangible Assets under Development (Projects in process):

| As at 31 st March 2023 | | | | | | (₹ in Lakhs) |
|---|------------------|--------------|--------------|------------|-----------|---------------------|
| Particulars | (₹) | (₹) | (₹) | (₹) | Total (₹) | |
| | Less than 1 year | 1 to 2 years | 2 to 3 years | 3 and more | | |
| i) Projects in Progress | 0.54 | - | - | - | 0.54 | |
| ii) Projects temporarily suspended | - | - | - | - | - | |
| As at 31st March 2022 | | | | | | (₹ in Lakhs) |
| Particulars | (₹) | (₹) | (₹) | (₹) | Total (₹) | |
| | Less than 1 year | 1 to 2 years | 2 to 3 years | 3 and more | | |
| i) Projects in Progress | 279.35 | - | - | - | 279.35 | |
| ii) Projects temporarily suspended | - | - | - | - | - | |

No Intangible Assets under development are impaired and suspended during the year.

5(h) Till March 31, 2022, the Holding Company accounted for investment in TARIL Switchgear Private Limited (formerly known as T&R Switchgear Private Limited) as joint venture. The reason for considering such investment as joint venture was the joint venture agreement with Jiangsu Jingke Smart Electric Co. Ltd of the company. Transformers and Rectifiers (India) Limited holds 60% stake in the joint venture. The holding company has reassessed such investment and considered such investment as investment in subsidiary due to control over board of the company from the current financial year 2022-23 and accordingly consolidated financial statements have been prepared.



| | | (₹ in Lakhs) | | | |
|-------------|--|---|-----------------------------|--|-----------------------------|
| | | As at | | As at | |
| | | 31 st March 2023 | | 31 st March 2022 | |
| 6 | Investments | | | | |
| | Investments in Unquoted Equity Instruments | | | | |
| | Other investments | | 35.13 | | 34.22 |
| | Total | | <u>35.13</u> | | <u>34.22</u> |
| | | (₹ in Lakhs) | | | |
| 6(a) | Investments | As at | | As at | |
| | | 31 st March 2023 | | 31 st March 2022 | |
| | | Nos. | Amount | Nos. | Amount |
| | (i) Investment in Joint Venture (At Cost) | | | | |
| | TARIL Switchgear Private Limited (formerly known as T&R Switchgear Private Limited) - (Unquoted Equity Shares of Rs.10 each fully paid up - (Refer Note 5(h), 6(b) and 6(c)) | - | - | 12,61,140 | 17.11 |
| | Add : Share in Loss of Joint Venture | - | - | - | (17.11) |
| | Total | | | | <u>-</u> |
| | (ii) Investments Carried at fair value through Profit and Loss (FVTPL) | | | | |
| | SBI Blue Chip Fund - 100,000 units of face value Rs.10/- each, fully paid up | 100,000 | 35.13 | 100,000 | 34.22 |
| | Total | | <u>35.13</u> | | <u>34.22</u> |
| | Aggregate carrying value of unquoted Investments | | - | | - |
| | Aggregate carrying value of quoted Investments | | 35.13 | | 34.22 |
| | Aggregate market value of quoted Investments | | 35.13 | | 34.22 |
| 6(b) | Details and financial information of Joint Venture | Company's Participating Interest(PI) | | Other Partners and their PI in the Joint Ventures | |
| | | As at | | | |
| | | 31 st March 2023 | 31 st March 2022 | | |
| | TARIL Switchgear Private Limited (formally known as T&R Switchgear Private Limited) | 60% | 60% | Jiangsu Jingke Smart Electricals Co. Ltd. - 40% | |
| | | (₹ in Lakhs) | | | |
| 6(c) | Investment in Joint Venture is accounted under equity method as under: | | | As at | As at |
| | | | | 31 st March 2023 | 31 st March 2022 |
| | Share in Net Worth of Taril Switchgear Private Limited (Formely Konown as T&R Switchgear Private Limited) | | | - | 2.46 |
| | Add: Goodwill | | | - | 14.65 |
| | Investment made by Transformers & Rectifiers (India) Limited | | | - | 17.11 |
| | Carrying Amount of Investment | | | | |
| | Acquisition Cost | | | - | 17.11 |
| | Add: Post acquisition share in other equity as at the date of financial statements | | | - | (17.11) |
| | Carrying Amount of Investment | | | <u>-</u> | <u>-</u> |
| | | (₹ in Lakhs) | | | |
| 7 | Loans | | | As at | As at |
| | | | | 31 st March 2023 | 31 st March 2022 |
| | Unsecured, Considered Good unless otherwise stated | | | | |
| | Loans to Related Parties | | | | |
| | Loan to Director | | | 3.69 | 16.26 |
| | Other Loans | | | | |
| | Loan to Employees | | | 114.07 | 98.44 |
| | Total | | | <u>117.76</u> | <u>114.70</u> |

**7.1 Details regarding loans and advances given to related parties** (₹ in Lakhs)

| Type of Borrower | As at 31 st March, 2023 | | As at 31 st March, 2022 | |
|---------------------------------|------------------------------------|--------------------|------------------------------------|--------------------|
| | Total Amount | % of total loans | Total Amount | % of total loans |
| | Outstanding | and advances given | Outstanding | and advances given |
| Related Parties-Director's Loan | 3.69 | 2.34% | 16.26 | 11.19% |

8 Others

| | As at 31 st March 2023 | As at 31 st March 2022 |
|--|--------------------------------------|--------------------------------------|
| Unsecured, Considered Good unless otherwise stated | | |
| Other Deposits | 58.44 | 57.77 |
| Other receivables | 105.64 | 105.65 |
| Margin Money deposits with Bank having more than 12 months maturity* | 1,616.72 | 935.13 |
| Interest Receivable | 44.66 | 68.94 |
| Total | 1,825.46 | 1,167.49 |

*The Group has pledged above deposits with bank as margin money against credit facilities towards bank guarantee and letter of Credit.

9 Trade Receivables

| | As at 31 st March 2023 | As at 31 st March 2022 |
|---|--------------------------------------|--------------------------------------|
| Unsecured, Considered Good unless otherwise stated | | |
| Others | 420.75 | 14.36 |
| Less: Allowance for expected credit Loss | - | - |
| | 420.75 | 14.36 |
| Credit Impaired | 243.20 | - |
| Less: Allowance for Doubtful receivables | 243.20 | - |
| Total | 420.75 | 14.36 |

9(a) Movement in Allowance for Doubtful receivables

| | As at 31 st March 2023 | As at 31 st March 2022 |
|---|--------------------------------------|--------------------------------------|
| Balance at the beginning of the year | - | - |
| Add: Allowance loss recognized | - | - |
| Less: Reversed during the year | 243.20 | - |
| Less: Amount written off as a bad debts | - | - |
| Balance at the end of the year | 243.20 | - |

9(b) Ageing Schedule for non current Trade receivables

| Particulars | As at 31 st March, 2023 | | | | | Total |
|---|--|--------------------|--------------|--------------|-------------------|---------------|
| | Outstanding for following periods from due date of payment | | | | | |
| | Less than 6 months | 6 months to 1 year | 1 to 2 years | 2 to 3 years | More than 3 years | |
| i) Undisputed - considered good | 328.49 | - | 82.80 | 1.05 | 8.41 | 420.75 |
| ii) Undisputed - which have significant increase in credit risk | - | - | - | - | - | - |
| iii) Undisputed - credit impaired | - | - | - | - | 243.20 | 243.20 |
| iv) Disputed - considered good | - | - | - | - | - | - |
| v) Disputed - which have significant increase in credit risk | - | - | - | - | - | - |
| vi) Disputed - credit impaired | - | - | - | - | - | - |
| Total | 328.49 | - | 82.80 | 1.05 | 251.61 | 663.95 |
| Less Impairment | | | | | | 243.20 |
| Total | | | | | | 420.75 |



| As at 31 st March, 2022 | | | | | | | (₹ in Lakhs) |
|---|--|--------------------|--------------|--------------|-------------------|--------------|--------------|
| Particulars | Outstanding for following periods from due date of payment | | | | | Total | |
| | Less than 6 months | 6 months to 1 year | 1 to 2 years | 2 to 3 years | More than 3 years | | |
| i) Undisputed - considered good | - | - | - | - | - | - | |
| ii) Undisputed - which have significant increase in credit risk | - | - | - | - | - | - | |
| iii) Undisputed - credit impaired | - | - | - | - | - | - | |
| iv) Disputed - considered good | - | - | 1.51 | 12.85 | - | 14.36 | |
| v) Disputed - which have significant increase in credit risk | - | - | - | - | - | - | |
| vi) Disputed - credit impaired | - | - | - | - | - | - | |
| Total | - | - | 1.51 | 12.85 | - | 14.36 | |
| Less Impairment | | | | | | - | |
| Total | | | | | | 14.36 | |

| | | | (₹ in Lakhs) | |
|---|---|--|-----------------------------|-----------------------------|
| | | | As at | As at |
| 10 | Other Non-Current Assets | | 31 st March 2023 | 31 st March 2022 |
| Unsecured, Considered Good unless otherwise stated | | | | |
| | Advances given for capital assets | | 149.28 | 41.96 |
| | Deposits and balances with government and other authorities | | 930.61 | 931.20 |
| | Advance Tax & TDS(net of provisions) | | 75.99 | 59.52 |
| | Prepaid Expenses | | 399.69 | 316.30 |
| Unsecured, Considered doubtful | | | | |
| | Advances given for capital assets | | 85.59 | 85.59 |
| | Less : Impairment of advances | | (85.59) | (85.59) |
| | Deposits and balances with government and other authorities | | 78.00 | 78.00 |
| | Less : Impairment on Doubtful asset | | (78.00) | (78.00) |
| | Total | | 1,555.57 | 1,348.98 |

| | | | (₹ in Lakhs) | |
|----|--|--|-----------------------------|-----------------------------|
| | | | As at | As at |
| 11 | Inventories | | 31 st March 2023 | 31 st March 2022 |
| | Raw materials | | 9,292.67 | 5,625.68 |
| | Raw materials in transit | | 170.80 | 380.83 |
| | Finished goods (Including FG in Transit)(refer note 11(b)) | | 6,797.33 | 8,510.20 |
| | Process stock | | 10,757.00 | 11,617.18 |
| | Scrap | | 267.84 | 156.08 |
| | Process Scrap | | 8.34 | 14.69 |
| | | | 27,293.98 | 26,304.65 |
| | Less: Impairment for Non - Moving Inventories | | 155.46 | 120.00 |
| | Total | | 27,138.52 | 26,184.65 |

11(a) For details of inventories given as security against borrowings (Refer Note: 22 & 27).

11(b) Finished goods includes ₹1,474.85 lakhs Goods in Transit during the year. (P.Y. ₹ 5,067.78 lakhs)



| | | (₹ in Lakhs) | |
|--|---|-----------------------------|-----------------------------|
| | | As at | As at |
| | | 31 st March 2023 | 31 st March 2022 |
| 12 | Investment | | |
| Investments Carried at fair value through Statement of Profit and Loss(FVTPL) | | | |
| Investments in Mutual Funds | | | |
| Unquoted | | | |
| | IDBI MF Dividend Yield Fund-Regular Plan Growth Nil (P.Y.: 100,000) units of face value of 10 each | - | 17.01 |
| | Baroda BNP Paribus Flexi Multi Asset Fund- MF Regular Plan Growth 499,965(P.Y.: Nil) units of face value of 10 each | 49.98 | - |
| | Total | 49.98 | 17.01 |
| | Aggregate carrying value of unquoted Investments | 49.98 | 17.01 |
| | Aggregate market value of unquoted Investments | 49.98 | 17.01 |

| | | (₹ in Lakhs) | |
|---|--|-----------------------------|-----------------------------|
| | | As at | As at |
| | | 31 st March 2023 | 31 st March 2022 |
| 13 | Trade Receivables | | |
| Unsecured, Considered Good unless otherwise stated | | | |
| | Others | 63,526.56 | 52,892.18 |
| | Less: Allowance for expected credit Loss | - | 728.98 |
| | | 63,526.56 | 52,163.20 |
| | Credit Impaired | 2622.73 | 2023.48 |
| | Less: Allowance for doubtful receivables | 2622.73 | 2023.48 |
| | Total | 63,526.56 | 52,163.20 |

13(a) For details of security against borrowings (Refer Note: 22 & 27).

| | | (₹ in Lakhs) | |
|--------------|---|-----------------------------|-----------------------------|
| | | As at | As at |
| | | 31 st March 2023 | 31 st March 2022 |
| 13(b) | Movement in Allowance for Doubtful receivables | | |
| | Balance at the beginning of the year | 2,752.46 | 1,986.27 |
| | Add: Allowance loss recognized | 1,404.58 | 965.10 |
| | Less: Reversed during the year | 541.85 | 198.91 |
| | Less: Amount written off as a bad debts | 992.46 | - |
| | Balance at the end of the year | 2,622.73 | 2,752.46 |

13(c) Ageing Schedule for Trade receivables

| | | (₹ in Lakhs) | | | | |
|---|--|------------------------------------|-----------------|-----------------|-------------------|------------------|
| | | As at 31 st March, 2023 | | | | |
| Particulars | Outstanding for following periods from due date of payment | | | | | Total |
| | Less than 6 months | 6 months to 1 year | 1 to 2 years | 2 to 3 years | More than 3 years | |
| i) Undisputed - considered good | 53,406.85 | 5,437.17 | 3,943.89 | 13.92 | 2.05 | 62,803.88 |
| ii) Undisputed - which have significant increase in credit risk | | | | 1,084.84 | | 1,084.84 |
| iii) Undisputed - credit impaired | - | - | 127.49 | 389.80 | 1,027.73 | 1,545.02 |
| iv) Disputed - considered good | | | | | | - |
| v) Disputed - which have significant increase in credit risk | | | | | | - |
| vi) Disputed - credit impaired | - | - | | | 715.55 | 715.55 |
| Total | 53,406.85 | 5,437.17 | 4,071.38 | 1,488.56 | 1,745.33 | 66,149.29 |
| Less Impairment | | | | | | 2,622.73 |
| Total | | | | | | 63,526.56 |



| As at 31 st March, 2022 | | | | | | | (₹ in Lakhs) |
|---|--|--------------------|-----------------|-----------------|-------------------|------------------|--------------|
| Particulars | Outstanding for following periods from due date of payment | | | | | Total | |
| | Less than 6 months | 6 months to 1 year | 1 to 2 years | 2 to 3 years | More than 3 years | | |
| i) Undisputed - considered good | 40,333.83 | 6,588.37 | 3,972.78 | 0.24 | 1.28 | 50,896.50 | |
| ii) Undisputed - which have significant increase in credit risk | 82.31 | | | 1,035.60 | 572.60 | 1,690.51 | |
| iii) Undisputed - credit impaired | - | - | - | | 1,165.16 | 1,165.16 | |
| iv) Disputed - considered good | | | | | | - | |
| v) Disputed - which have significant increase in credit risk | 55.61 | 72.62 | 108.87 | 58.71 | 9.36 | 305.17 | |
| vi) Disputed - credit impaired | - | - | - | - | 858.32 | 858.32 | |
| Total | 40,471.75 | 6,660.99 | 4,081.65 | 1,094.55 | 2,606.72 | 54,915.66 | |
| Less Impairment | | | | | | 2,752.46 | |
| Total | | | | | | 52,163.20 | |

| | | As at | As at |
|-----------|------------------------------------|-----------------------------|-----------------------------|
| | | 31 st March 2023 | 31 st March 2022 |
| 14 | Cash & Cash Equivalents | | |
| | Balances with banks | | |
| | In Current accounts | 422.89 | 155.10 |
| | In Cash Credit accounts | 43.05 | 1,041.54 |
| | In Deposits | 7.34 | 7.10 |
| | Cash On Hand | 1.62 | 3.93 |
| | Total | 474.90 | 1,207.67 |

| | | As at | As at |
|-----------|--------------------------------------|-----------------------------|-----------------------------|
| | | 31 st March 2023 | 31 st March 2022 |
| 15 | Other Bank Balances | | |
| | Earmarked Balances with Banks | | |
| | Unpaid Dividend Account | 0.47 | 0.46 |
| | Margin Money Deposits with Banks* | 1,812.29 | 3,429.75 |
| | Total | 1,812.76 | 3,430.21 |

*The Company has pledged above margin money deposit with bank as margin money against credit facilities towards bank guarantee and letter of Credit.

| | | As at | As at |
|-----------|---|-----------------------------|-----------------------------|
| | | 31 st March 2023 | 31 st March 2022 |
| 16 | Loans | | |
| | Unsecured, Considered Good unless otherwise stated | | |
| | Loans | | |
| | Loan to Employees | 40.25 | 30.64 |
| | Total | 40.25 | 30.64 |



| | | (₹ in Lakhs) | |
|----|---|-----------------------------|-----------------------------|
| | | As at | As at |
| 17 | Others | 31 st March 2023 | 31 st March 2022 |
| | Unsecured, Considered Good unless otherwise stated | | |
| | Deposits | | |
| | - Considered Good | 153.86 | 135.66 |
| | Interest Receivable | | |
| | - Considered Good | 15.85 | 82.21 |
| | Total | 169.71 | 217.87 |
| | | | (₹ in Lakhs) |
| | | As at | As at |
| 18 | Current Tax Assets (Net) | 31 st March 2023 | 31 st March 2022 |
| | Current Tax Assets | | |
| | Advance Tax and TDS (Net of Provisions) | 4.10 | 6.33 |
| | | 4.10 | 6.33 |
| | | | (₹ in Lakhs) |
| | | As at | As at |
| 19 | Other Current Assets | 31 st March 2023 | 31 st March 2022 |
| | Deposits & balances with government & other authorities | 1,985.66 | 4,605.71 |
| | Advance Tax & TDS (net of provisions) | 6.44 | 53.09 |
| | Export Benefit Receivable | 67.24 | 98.26 |
| | Prepaid expenses | 500.31 | 457.55 |
| | Advances to suppliers | 3,056.39 | 1,702.40 |
| | Contract Assets (Unbilled Revenue) | 81.56 | 698.64 |
| | Other Current Asset | 26.98 | - |
| | Employee Advances | 26.25 | 51.90 |
| | Provision for doubtful employee advance | - | (28.73) |
| | Total | 5,750.83 | 7,638.82 |
| | | | (₹ in Lakhs) |
| | | As at | As at |
| 20 | Equity Share Capital | 31 st March 2023 | 31 st March 2022 |
| | Authorized | | |
| | 200,000,000 (P.Y. 200,000,000) | | |
| | Equity Shares of Re. 1/- each | 2,000.00 | 2,000.00 |
| | | 2,000.00 | 2,000.00 |
| | Issued, Subscribed and Fully Paid Up | | |
| | 132,564,110 (P.Y. 132,564,110) | | |
| | Equity Shares of Re. 1/- each | 1,325.64 | 1,325.64 |
| | Total | 1,325.64 | 1,325.64 |

20(a) Reconciliation of the number of Equity Shares outstanding at the beginning and at the end of the reporting period :

| Particulars | | As at | |
|----------------------------------|------|-----------------------------|-----------------------------|
| | | 31 st March 2023 | 31 st March 2022 |
| At the Beginning of the Period | Nos. | 132,564,110 | 132,564,110 |
| Issued during the period | Nos. | - | - |
| Outstanding at the end of Period | Nos. | 132,564,110 | 132,564,110 |

**20(b) Details of Promoters holding :**

| Name of Promoters | Shareholding at the beginning of the year (01.04.2022) | | Shareholding at the end of the year (31.03.2023) | | % change during the year |
|---------------------------|--|----------------------------------|--|----------------------------------|----------------------------------|
| | No of Shares | % of total Shares of the company | No of Shares | % of total Shares of the company | % of total Shares of the company |
| Jitendra U. Mamtora | 88,589,920 | 66.83% | 88,589,920 | 66.83% | - |
| Jitendra U. Mamtora (HUF) | 6,829,310 | 5.15% | 6,829,310 | 5.15% | - |
| Karuna J. Mamtora | 2,677,360 | 2.02% | 2,677,360 | 2.02% | - |
| Satyen J. Mamtora | 970,000 | 0.73% | 970,000 | 0.73% | - |
| Janki Mamtora | 213,640 | 0.16% | 213,640 | 0.16% | - |
| Aakanksha Mamtora | 15,000 | 0.01% | 15,000 | 0.01% | - |
| Dilip Mamtora | 1,960 | 0.00% | 1,960 | 0.00% | - |
| Bipin Mamtora | 1,960 | 0.00% | 1,960 | 0.00% | - |

| Name of Promoters | Shareholding at the beginning of the year (01.04.2021) | | Shareholding at the end of the year (31.03.2022) | | % change during the year |
|---------------------------|--|----------------------------------|--|----------------------------------|----------------------------------|
| | No of Shares | % of total Shares of the company | No of Shares | % of total Shares of the company | % of total Shares of the company |
| Jitendra U. Mamtora | 88,589,920 | 66.83% | 88,589,920 | 66.83% | - |
| Jitendra U. Mamtora (HUF) | 6,829,310 | 5.15% | 6,829,310 | 5.15% | - |
| Karuna J. Mamtora | 2,677,360 | 2.02% | 2,677,360 | 2.02% | - |
| Satyen J. Mamtora | 970,000 | 0.73% | 970,000 | 0.73% | - |
| Janki Mamtora | 213,640 | 0.16% | 213,640 | 0.16% | - |
| Aakanksha Mamtora | 15,000 | 0.01% | 15,000 | 0.01% | - |
| Dilip Mamtora | 1,960 | 0.00% | 1,960 | 0.00% | - |
| Bipin Mamtora | 1,960 | 0.00% | 1,960 | 0.00% | - |

| 20(c) Details of Shareholders holding more than 5 % of equity Shares: | | As at | As at |
|---|-----------|-----------------------------|-----------------------------|
| | | 31 st March 2023 | 31 st March 2022 |
| Jitendra U. Mamtora | Nos | 88,589,920 | 88,589,920 |
| | Holding % | 66.83% | 66.83% |
| Jitendra U. Mamtora (HUF) | Nos | 6,829,310 | 6,829,310 |
| | Holding % | 5.15% | 5.15% |

20(d) Right, Preferences and restrictions attached to Equity Shares

The company has only one class of equity shares having a par value of Re. 1 per share. Each shareholder is eligible for one vote per share held. The final dividend, whenever proposed by the Board of Directors is subject to approval of the shareholders in ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the equity share holders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

| 21 Other Equity | (₹ in Lakhs) | |
|----------------------------------|-----------------------------------|-----------------------------------|
| | As at 31 st March 2023 | As at 31 st March 2022 |
| Securities Premium Reserve | 13,474.85 | 13,474.85 |
| General Reserve | 2,286.87 | 2,286.87 |
| Retained Earnings | 22,188.37 | 18,519.84 |
| Capital Reserve On Consolidation | 46.29 | 46.29 |
| Total | 37,996.38 | 34,327.85 |



| | (₹ in Lakhs) | |
|--|-----------------------------------|-----------------------------------|
| | As at | As at |
| 21(a) Particulars relating to Other Equity | 31st March 2023 | 31st March 2022 |
| Securities Premium Reserve | | |
| Balance as per last year | 13,474.85 | 13,474.85 |
| | 13,474.85 | 13,474.85 |
| General Reserve | | |
| Balance as per last year | 2,286.87 | 2,286.87 |
| | 2,286.87 | 2,286.87 |
| Surplus in Profit and Loss Statement | | |
| Opening Balance | 18,519.84 | 17,158.05 |
| Add : Profit for the year | 4,070.81 | 1,398.68 |
| Less Appropriations | | |
| Dividend Paid | (198.82) | (33.26) |
| Other Adjustment | (129.03) | - |
| Other comprehensive income arising from remeasurement of defined benefit obligation net of income tax | 16.66 | (3.63) |
| Current year Share of Loss of Minority interest of Taril Switchgear Private Limited (Formerly T&R Switchgear Private Limited) transferred to retained earnings | (3.04) | - |
| Minority Share in Networth of Taril Switchgear Private Limited (Formerly T&R Switchgear Private Limited) as on 01.04.2022 transferred to retained earnings | (88.05) | - |
| Net Surplus in Profit and Loss Statement | 22,188.37 | 18,519.84 |
| Capital Reserve On Consolidation | | |
| Balance as per last year | 46.29 | 46.29 |
| | 46.29 | 46.29 |

21(b) Securities Premium Reserve is used to record the premium on issue of equity shares. The reserve is utilized in accordance with the provision of the Companies Act, 2013.

21(c) The General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes.

21(d) Revaluation reserve pertains to revaluation of Land of Subsidiary Company.

| | (₹ in Lakhs) | |
|-------------------------------------|-----------------------------------|-----------------------------------|
| | As at | As at |
| 22 Borrowing - Non - Current | 31st March 2023 | 31st March 2022 |
| Secured Loans | | |
| From Banks | | |
| Term Loans | 3,201.55 | 2,519.61 |
| From Others | | |
| Term Loans | 153.20 | - |
| Unsecured Loans | | |
| From Banks | | |
| Term Loans | 1,181.24 | 1,215.35 |
| From others | | |
| Term Loans | 10.02 | 18.30 |
| From Promoters/Directors* | 1,833.01 | 1,800.00 |
| | 6,379.02 | 5,553.26 |

* Promoters of the Group are guaranters for the Term loan as the said term loan is secured by way of mortgage charge on personal property of the Promoter.

**22(a) Loans consist of the following:****Term Loans from Banks/Others**

| Term Loans | Securities |
|---|---|
| Loans from Bank | |
| Bandhan Bank (in respect of the Holding Company) | Exclusive charge on industrial property of Moraiya and pledge of company's 10,00,000 shares owned by a director of face value Re.1 and personal guarantee of some of the directors. (In Previous year -Same securities given to RBL Bank) |
| Yes Bank (in respect of the Holding Company) | Secured against vehicles |
| HDFC Bank (in respect of the Holding Company) | Secured against vehicles |
| ICICI Bank (in respect of the Holding Company) | Secured against vehicles |
| BOB Bank (in respect of Holding Company) | Secured against vehicles |
| Axis Bank (in respect of Subsidiary Company) | Secured against vehicles |
| Axis Bank ECLGS Loan (in respect of Subsidiary Company) | Secured against assets of the Subsidiary Company |
| IDBI Bank Loan (in respect of Subsidiary Company) | Secured against assets of the Subsidiary Company |
| Standard Chartered Bank (in respect of Holding Company) | Secured against personal property of Promoter |
| Loans from Others | |
| BMW Financial Services (in respect of Holding Company) | Secured against vehicles |

22(b) The terms of repayment of the above loans are as follows:

| Term Loans from Banks | Maturity of Loan |
|---|---|
| Bandhan Bank (in respect of the Holding Company) | Date of Maturity: Different Loans are having different dates of maturity, last being Sept-2030 |
| Yes Bank (in respect of the Holding Company) | Date of Maturity: December, 2022 |
| HDFC Bank (in respect of the Holding Company) | Date of Maturity: Different Loans are having different dates of maturity, last being October,2022 |
| ICICI Bank (in respect of Holding Company) | Date of Maturity: Different Loans are having different dates of maturity, last being May,2024 |
| BOB Bank (in respect of Holding Company) | Date of Maturity : Different Loans are having different dates of maturity, last month being December,2027 |
| Axis Bank (in respect of Subsidiary Company) | Date Of Maturity: September, 2023 |
| Axis Bank ECLGS Loan (in respect of Subsidiary Company) | Date Of Maturity: August, 2024 |
| Standard Chartered Bank | Date of Maturity: March,2035 |
| IDBI Bank Loan (in respect of Subsidiary Company) | Date of Maturity: March,2035 |
| Loans from Others | |
| BMW Finance Services India Pvt. Ltd. | Date of Maturity: October, 2022 |



22(c) The Group has borrowed funds from Banks and Other lenders. The borrowed funds are utilised for the specific purpose for which it was taken.

22(d) The Group do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

| | | (₹ in Lakhs) | |
|-----------|----------------------------|-----------------------------|-----------------------------|
| | | As at | As at |
| | | 31 st March 2023 | 31 st March 2022 |
| 23 | Lease Liabilities | | |
| | Lease Liability Obligation | 8.63 | 65.52 |
| | Total | 8.63 | 65.52 |

| | | (₹ in Lakhs) | |
|-----------|--|-----------------------------|-----------------------------|
| | | As at | As at |
| | | 31 st March 2023 | 31 st March 2022 |
| 24 | Provisions -Non Current | | |
| | Provision for Employee Benefits | | |
| | Gratuity | 300.56 | 282.04 |
| | Compensated Absences | 127.37 | 110.69 |
| | Total | 427.93 | 392.73 |

| | | (₹ in Lakhs) | |
|--------------|---|-----------------------------|-----------------------------|
| | | As at | As at |
| | | 31 st March 2023 | 31 st March 2022 |
| 25 | Deferred Tax | | |
| 25(a) | Deferred Tax Asset(Net) | | |
| | Deferred Tax Liabilities | | |
| | Property, plant and equipment & Intangible Assets | - | 69.65 |
| | Total (A) | - | 69.65 |
| | Deferred Tax Assets | | |
| | In respect of unabsorbed Depreciation | - | 220.82 |
| | Tax Adjustment on unrealised Profit | - | 13.59 |
| | Others | 0.02 | 1.38 |
| | Total (B) | 0.02 | 235.79 |
| | Deffered Tax Asset (Net) | 0.02 | 166.15 |

| | | (₹ in Lakhs) | |
|--------------|---|-----------------------------|-----------------------------|
| | | As at | As at |
| | | 31 st March 2023 | 31 st March 2022 |
| 25(b) | Deferred Tax Liabilities (Net) | | |
| | Deferred Tax Liabilities | | |
| | Property, plant and equipment & Intangible Assets | 1,552.05 | 2,407.07 |
| | In respect of Land Revaluation | - | - |
| | Total (A) | 1,552.05 | 2,407.07 |
| | Deferred Tax Assets | | |
| | Difference between Fair Value of Investment | (6.33) | (6.10) |
| | Impairment/Expenses Disallowed Under Income Tax | 1,260.27 | 1,511.79 |
| | In respect of unabsorbed Depreciation | 115.74 | - |
| | Tax Adjustment on Unrealized Profit | (1.89) | 17.81 |
| | MAT Credit Entitlement | - | - |
| | Total (B) | 1,367.79 | 1,523.50 |
| | Total (A-B) | 184.26 | 883.57 |



| | (₹ in Lakhs) | | | |
|--|----------------------------|--|-----------------------------|----------------------------|
| 2022-23 | Opening Balance | Recognize in Profit or Loss | Recognize in OCI | Closing Balance |
| Deferred tax (liabilities)/assets in relation to: | | | | |
| Deferred Tax Assets | | | | |
| Difference between Fair Value of Investment | (6.10) | 0.23 | - | (6.33) |
| Impairment/Expenses Disallowed Under Income Tax | 1,511.79 | 256.89 | (5.37) | 1,260.27 |
| In respect of unabsorbed Depreciation | 220.82 | 105.08 | - | 115.74 |
| Tax Adjustment on Unrealized Profit | 31.40 | 33.29 | - | (1.89) |
| MAT Credit Entitlement | - | - | - | - |
| Total Deferred Tax Assets | 1,757.91 | 395.49 | (5.37) | 1,367.79 |
| Deferred Tax Liabilities | | | | |
| Property, plant and equipment & Intangible Assets | 2,475.73 | 923.68 | - | 1,552.05 |
| Total Deferred Tax Liabilities | 2,475.73 | 923.68 | - | 1,552.05 |
| Deferred Tax Liabilities (Net) | 717.82 | 528.18 | 5.37 | 184.26 |

| | (₹ in Lakhs) | | | |
|--|----------------------------|--|-----------------------------|----------------------------|
| 2021-22 | Opening Balance | Recognize in Profit or Loss | Recognize in OCI | Closing Balance |
| Deferred tax (liabilities)/assets in relation to: | | | | |
| Deferred Tax Assets | | | | |
| Difference between Fair Value of Investment | (4.90) | 1.20 | - | (6.10) |
| Impairment/Expenses Disallowed Under Income Tax | 1,146.84 | (366.97) | 2.02 | 1,511.79 |
| In respect of unabsorbed Depreciation | 180.72 | (40.10) | - | 220.82 |
| Tax Adjustment on Unrealized Profit | 2.05 | (29.35) | - | 31.40 |
| MAT Credit Entitlement | 691.18 | 691.18 | - | - |
| Total Deferred Tax Assets | 2,015.89 | 255.96 | 2.02 | 1,757.91 |
| Deferred Tax Liabilities | | | | |
| Property, plant and equipment & Intangible Assets | 2,524.06 | 47.34 | - | 2,476.72 |
| Total Deferred Tax Liabilities | 2,524.06 | 47.34 | - | 2,475.36 |
| Deferred Tax Liabilities (Net) | 508.17 | (208.62) | (2.02) | 717.45 |

| | (₹ in Lakhs) | |
|---|--------------------------------------|--------------------------------------|
| | As at 31 st March 2023 | As at 31 st March 2022 |
| 26 Other Non Current Liabilities | | |
| Contract liability - Warranty | 713.02 | 527.81 |
| Total | 713.02 | 527.81 |

| | (₹ in Lakhs) | |
|--------------------------------------|--------------------------------------|--------------------------------------|
| | As at 31 st March 2023 | As at 31 st March 2022 |
| 27 Borrowings - Current | | |
| Secured Loans | | |
| From Banks | 20,745.54 | 20,134.70 |
| Current Maturities of Long Term Debt | 1,271.69 | 1,311.68 |
| Unsecured Loans | | |
| From Banks (Vendor Financing) | 4,475.48 | 4,079.23 |
| From Banks | - | 943.32 |
| From Director | 78.34 | 305.77 |
| Total | 26,571.05 | 26,774.70 |

**27(a)** Secured Loans comprise of cash credit & short term loans from banks.

In case of Holding Company: Secured Loans comprise of cash credit & short term loans from banks which are secured by hypothecation of current assets of the holding Company on pari passu basis and collaterally secured by residual value of net fixed assets of the Company excluding fixed assets of Moraiya plant. The facilities are further secured by collateral charge on pari passu basis on immovable properties situated at Changodar, Moraiya and Odhav at Ahmedabad and Commercial office at Gurugram. It is further secured by pledge of 2,11,00,000 equity shares of Re. 1 each held by a director and personal guarantee of some of the directors.

In case of Transpares Limited: Secured loans are secured by hypothecation of current assets of the Subsidiary Company on pari passu basis and collateral secured by residual value of net fixed assets of the Subsidiary Company and also collateral legal mortgage on pari passu basis on immovable properties situated at Changodar.

In case of Savas Engineering Company Private Limited: Secured loans are secured by First & Exclusive rights on current assets of the Subsidiary Company and also further secured by first charge on entire fixed assets of the Subsidiary Company. It is further secured by Corporate Guarantee of Holding Company & Personal Guarantee of Directors of the subsidiary company.

27(b) The Group has availed borrowings from Bank against security of current assets. The Quarterly Returns or the Current Assets Statements filed by the group with the respective Bank are in the agreement with the books of account.

| | | (₹ in Lakhs) | |
|----------------------------|--------------|-----------------------------------|-----------------------------------|
| | | As at | As at |
| 28 Lease Liability | | 31st March 2023 | 31st March 2022 |
| Lease Liability Obligation | | 66.40 | 58.99 |
| | Total | 66.40 | 58.99 |

| | | (₹ in Lakhs) | |
|------------------------------|--------------|-----------------------------------|-----------------------------------|
| | | As at | As at |
| 29 Trade Payables | | 31st March 2023 | 31st March 2022 |
| Micro and small Enterprises* | | 645.96 | 1,745.28 |
| Others | | 33,990.80 | 30,916.81 |
| | Total | 34,636.76 | 32,662.09 |

*The amount due to Micro and Small Enterprises as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" has been determined to the extent such parties have been identified on the basis of information available with the Group.

| | | (₹ in Lakhs) | |
|--|--|-----------------------------------|-----------------------------------|
| | | As at | As at |
| 29(a) Trade Payables -Total outstanding dues of Micro & Small Enterprises* | | 31st March 2023 | 31st March 2022 |
| (a) Principal & Interest amount remaining unpaid and due as at year end | | | |
| Principal Amount | | 645.96 | 1,745.28 |
| Interest | | 176.18 | 200.32 |
| (b) Interest paid by the Group in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year | | - | - |
| (c) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006 | | - | - |
| (d) Interest accrued and remaining unpaid as at year end | | 176.18 | 200.32 |
| (e) Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise | | - | - |

**29(b) Ageing Schedule for MSME and other Trade payables**

| (₹ in Lakhs) | | | | | |
|------------------------------------|--|-----------------|---------------|-------------------|------------------|
| As at 31 st March, 2023 | | | | | |
| Particulars | Outstanding for following periods from due date of payment | | | | Total |
| | Less than Year 1 | 1 to 2 years | 2 to 3 years | More than 3 years | |
| MSME: | | | | | |
| - Disputed Dues | - | - | - | - | - |
| - Undisputed Dues | 645.96 | - | - | - | 645.96 |
| Other Trade payables | | | | | |
| - Disputed Dues | - | 11.81 | - | - | 11.81 |
| - Undisputed Dues | 33,719.67 | 53.76 | 141.14 | 64.42 | 33,978.99 |
| Total | 34,365.63 | 65.57 | 141.14 | 64.42 | 34,636.76 |
| (₹ in Lakhs) | | | | | |
| As at 31 st March, 2022 | | | | | |
| Particulars | Outstanding for following periods from due date of payment | | | | Total |
| | Less than Year 1 | 1 to 2 years | 2 to 3 years | More than 3 years | |
| MSME: | | | | | |
| - Disputed Dues | - | - | - | - | - |
| - Undisputed Dues | 1,679.11 | 5.88 | 60.29 | - | 1,745.28 |
| Other Trade payables | | | | | |
| - Disputed Dues | - | - | - | - | - |
| - Undisputed Dues | 29,454.41 | 1,235.14 | 221.45 | 5.81 | 30,916.81 |
| Total | 31,133.52 | 1,241.02 | 281.74 | 5.81 | 32,662.09 |

| 30 Other Financial Liabilities | (₹ in Lakhs) | |
|--------------------------------|--------------------------------------|--------------------------------------|
| | As at 31 st March 2023 | As at 31 st March 2022 |
| Interest accrued | 287.66 | 254.09 |
| Unclaimed dividend | 0.47 | 0.46 |
| Security deposit from Customer | 0.82 | 0.82 |
| Others | 30.17 | 27.99 |
| Total | 319.12 | 283.36 |

| 31 Other Current Liabilities | (₹ in Lakhs) | |
|---|--------------------------------------|--------------------------------------|
| | As at 31 st March 2023 | As at 31 st March 2022 |
| Contract Liability - Advance from customers | 6,664.37 | 6,058.00 |
| Liability for statutory payments | 237.27 | 225.72 |
| Contract liability-Warranty | 340.55 | 281.81 |
| Other Liabilities | 66.22 | 46.51 |
| Liability for Employees | 576.93 | 228.75 |
| Total | 7,885.34 | 6,840.79 |

| 32 Provisions | (₹ in Lakhs) | |
|------------------------------------|--------------------------------------|--------------------------------------|
| | As at 31 st March 2023 | As at 31 st March 2022 |
| Provision for Gratuity | 71.68 | 59.41 |
| Provision for Compensated Absences | 10.17 | 7.20 |
| Total | 81.85 | 66.61 |



| | | (₹ in Lakhs) | |
|--------------|--|-----------------------------|-----------------------------|
| | | As at | As at |
| 33 | Current Tax Liabilities (net) | 31 st March 2023 | 31 st March 2022 |
| | Current Tax Liabilities | | |
| | Provision of Income tax (Net of Advance Tax and TDS) | 1,208.22 | 494.84 |
| | Total | 1,208.22 | 494.84 |
| (₹ in Lakhs) | | | |
| 34 | Revenue from Operations | Year Ended on | Year Ended on |
| | | 31 st March 2023 | 31 st March 2022 |
| | Sale of Products | 131,160.53 | 112,524.39 |
| | Sale of Services | 2,148.73 | 1,641.64 |
| | Other Operating Income | | |
| | Scrap sales | 2,079.62 | 1,471.72 |
| | Export Incentive | 226.58 | 195.70 |
| | Support Service Income | - | 341.19 |
| | Trading sales | 2,469.04 | - |
| | Total | 138,084.50 | 116,174.64 |
| (₹ in Lakhs) | | | |
| 35 | Other Income | Year Ended on | Year Ended on |
| | | 31 st March 2023 | 31 st March 2022 |
| | Interest Income | 246.14 | 291.86 |
| | Foreign exchange gain (net) | 85.91 | 343.24 |
| | Finance Income | 0.45 | 0.38 |
| | Discount Received | 6.28 | - |
| | Other Non-Operating Income | | |
| | Miscellaneous income | 20.56 | 57.17 |
| | Gain on Sale of Fixed Asset | 2.80 | 5.74 |
| | Insurance Claim Receivable | - | 34.29 |
| | Net gain on Investments carried at FVTPL | 1.71 | 7.74 |
| | Interest Received from Income Tax | 4.00 | 20.12 |
| | Miscellaneous amount written back | 179.80 | 21.36 |
| | Excess Provision Written Back | 268.85 | 198.91 |
| | Total | 816.50 | 980.81 |
| (₹ in Lakhs) | | | |
| 36 | Cost of Materials Consumed | Year Ended on | Year Ended on |
| | | 31 st March 2023 | 31 st March 2022 |
| | Opening Stock | 6,269.65 | 6,747.05 |
| | Add : Purchases (Net of GST Credit) | 102,765.73 | 96,784.70 |
| | | 109,035.38 | 103,531.75 |
| | Less : Closing Stock | 9,463.47 | 6,042.58 |
| | Raw Material Consumed | 99,571.91 | 97,489.17 |
| (₹ in Lakhs) | | | |
| 37 | Purchases of Stock In Trade | Year Ended on | Year Ended on |
| | | 31 st March 2023 | 31 st March 2022 |
| | Trading Purchase | 4,942.37 | - |
| | Total | 4,942.37 | - |



| | | (₹ in Lakhs) | |
|----|---|---|---|
| 38 | Changes in Inventories of Finished Goods and Process Stock | Year Ended on 31st March 2023 | Year Ended on 31st March 2022 |
| | Opening Inventories | | |
| | Finished Goods | 8,664.16 | 7,568.74 |
| | Scrap | 14.69 | 8.03 |
| | Work in Progress | 11,668.63 | 7,473.40 |
| | | <u>20,347.48</u> | <u>15,050.17</u> |
| | Less: Closing Inventories | | |
| | Finished Goods | 6,797.33 | 8,510.20 |
| | Scrap | 8.34 | 14.69 |
| | Work in Progress | 10,757.00 | 11,617.18 |
| | | <u>17,562.67</u> | <u>20,142.07</u> |
| | (Increase)/ Decrease in Inventories | <u>2,784.81</u> | <u>(5,091.90)</u> |
| | | | (₹ in Lakhs) |
| 39 | Employee Benefits Expense | Year Ended on 31st March 2023 | Year Ended on 31st March 2022 |
| | Salaries, Wages and Bonus | 3,707.13 | 2,905.87 |
| | Contribution to Provident and other funds | 286.70 | 209.31 |
| | Employee Welfare Expenses | 124.02 | 128.84 |
| | Total | <u>4,117.85</u> | <u>3,244.02</u> |
| | | | (₹ in Lakhs) |
| 40 | Finance Costs | Year Ended on 31st March 2023 | Year Ended on 31st March 2022 |
| | Interest to Banks | 2,825.22 | 2,492.00 |
| | Interest to Others | 892.23 | 819.19 |
| | Other Finance Cost | 1,079.34 | 1,047.52 |
| | Total | <u>4,796.79</u> | <u>4,358.71</u> |
| | | | (₹ in Lakhs) |
| 41 | Other Expenses | Year Ended on 31st March 2023 | Year Ended on 31st March 2022 |
| | Stores & Spares Consumed | 62.24 | 46.46 |
| | Tools Purchase | 2.17 | 27.77 |
| | Power & Fuel | 1,482.04 | 1,252.28 |
| | Wages to Contractors | 3,803.76 | 3,392.81 |
| | Testing-Calibration & Other Manufacturing Expense | 272.17 | 139.90 |
| | Consultancy Charges | 336.01 | 330.93 |
| | Miscellaneous Manufacturing Expenses | 345.32 | 111.84 |
| | Repairs and Maintenance: | | |
| | - Buildings | 72.11 | 55.20 |
| | - Plant & Machinery | 410.42 | 307.17 |
| | - Others | 106.81 | 75.80 |
| | Audit Fees | 17.90 | 16.68 |
| | Selling Expenses | 412.51 | 886.44 |
| | Service Expenses | 960.13 | 1,212.07 |
| | Legal and Professional Charges | 663.91 | 209.51 |
| | Insurance Premium | 331.44 | 330.56 |
| | Rates and taxes | 11.14 | 3.24 |
| | Rent | 41.96 | 35.93 |
| | Late delivery charges | 229.03 | 526.15 |



| | | |
|--|------------------|------------------|
| Corporate Social Responsibility | 22.00 | 14.00 |
| Freight & Forwarding Charges | 1,375.59 | 1,389.56 |
| Stationary, Printing, Postage and Telephone Expenses | 76.35 | 68.68 |
| Travelling Expenses & Conveyance | 898.97 | 669.01 |
| Directors Siting Fees | 3.68 | 2.45 |
| Impairment of Doubtful Debts | - | 851.78 |
| Impairment of inventory | 35.45 | - |
| Provision for other advances | 1,183.71 | 113.32 |
| Loss on damaged goods | - | 30.73 |
| Bad debts/Misc. written off | 32.56 | 259.78 |
| Excise, Service Tax & GST Expenses | 40.98 | 341.27 |
| Advertisement Expense and Exhibition Expense | 116.43 | 38.42 |
| Miscellaneous Expenses | 1,180.98 | 386.75 |
| Total | 14,527.77 | 13,126.49 |

(₹ in Lakhs)

| 41(a) Payment to Auditors comprises (net of Goods and Service Tax, wherever applicable): | Year Ended on 31st March 2023 | Year Ended on 31st March 2022 |
|---|---|---|
| As auditors | 17.90 | 17.40 |
| For taxation matters | - | 0.53 |
| For other services | - | 0.10 |
| For reimbursement of expenses | 0.31 | 0.03 |
| Total | 18.21 | 18.06 |

41(b) Expenditure towards Corporate Social Responsibility (CSR) activities:

(₹ in Lakhs)

| Particulars | Year Ended on 31st March 2023 | Year Ended on 31st March 2022 |
|--|---|---|
| 1 Amount required to be spent by the Company during the Year | 21.14 | 13.11 |
| 2 Amount of expenditure incurred on : | | |
| (i) Construction/acquisition of any asset | - | - |
| (ii) On purpose other than (i) above | 22.00 | 14.00 |
| 3 Shortfall at the end of the year | - | - |
| 4 Total of previous years short fall | - | - |
| 5 Reason for short fall | NA | NA |
| 6 Nature of CSR Activities | Health Care | Education |
| 7 Details of related party transaction in relation to CSR expenditure as per relevant Accounting Standard: | - | - |
| 8 Contribution Made to | Raginiben Bipinchandra Sevakarya Trust- Ahmedabad | Shri Jagatbharti Education & Charitable Trust |

(₹ in Lakhs)

| 42 Tax Expenses | Year Ended on 31st March 2023 | Year Ended on 31st March 2022 |
|--|---|---|
| Current tax in relation to: | | |
| - Current years | 1,895.82 | 681.99 |
| - Earlier years | 115.41 | 9.23 |
| Deferred Tax | | |
| In respect of current year | (538.92) | 210.83 |
| Total income tax expense recognized in the current year | 1,472.31 | 902.05 |



| | | (₹ in Lakhs) | |
|--|--|--|--|
| 42(a) The income tax expense for the year can be reconciled to the accounting profit as follows: | | Year Ended on 31 st March 2023 | Year Ended on 31 st March 2022 |
| Profit before tax | | 5,706.83 | 2,330.04 |
| Income tax expense calculated at 25.168% (P.Y. 34.944%) | | 1,436.30 | 814.21 |
| Tax effects of amounts which are not deductible/(taxable) in calculating taxable income | | | |
| Expenses not allowed in Income Tax | | (79.40) | (7.25) |
| Un used tax credit pertaining to earlier years | | - | 85.86 |
| Other | | 115.41 | 9.23 |
| Total | | 1,472.31 | 902.05 |
| Effective Tax Rate | | 25.80% | 38.71% |
| | | (₹ in Lakhs) | |
| 43 Other Comprehensive Income | | Year Ended on 31 st March 2023 | Year Ended on 31 st March 2022 |
| Items that will not be reclassified subsequently to profit or loss | | | |
| Re-measurements of the defined benefit plans | | 22.78 | (5.18) |
| Income tax related to above | | (5.37) | 2.02 |
| Total | | 17.41 | (3.16) |
| | | (₹ in Lakhs) | |
| 44 Earning Per Share | | Year Ended on 31 st March 2023 | Year Ended on 31 st March 2022 |
| Profit after tax for the year attributable to equity shareholders of Parent (₹ In Lakhs) | | 4,070.81 | 1,398.70 |
| Weighted Average Number of Equity Shares(Nos.) | | 132,564,110 | 132,564,110 |
| Basic EPS (₹) | | 3.07 | 1.06 |
| Diluted EPS (₹) | | 3.07 | 1.06 |
| Nominal Value Per Share (₹) | | 1.00 | 1.00 |
| | | (₹ in Lakhs) | |
| 45 Contingent Liabilities and Commitments | | As at 31 st March 2023 | As at 31 st March 2022 |
| (A) Contingent Liabilities not provided for in respect of: | | | |
| (i) Pending Litigations** | | | |
| (a) Excise duty, Service tax, Custom duty matters | | 1,612.01 | 1,545.56 |
| (b) Claims against the Group/ Disputed Demands not acknowledged as debts | | 450.00 | 450.00 |
| (B) Commitments: | | | |
| (i) Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances) | | 416.27 | 376.54 |
| * The Group's pending litigations comprise of claims against the Group and proceedings pending with Tax/ Statutory/ Government Authorities. The Group has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its financial statements. The Group is confident of receiving adjudications in its favour in respect of all its pending litigations. Expected timing of outflow is not ascertainable at this stage, if any, the matters being under dispute/ contingent. The Group has not considered those disputed demands/claims as contingent liabilities, for which, the outflow of resources has been considered as remote. | | | |
| 46 Employee Benefit Plans | | | |
| In accordance with the stipulations of the Indian Accounting Standard 19 "Employee Benefits", the disclosures of employee benefits as defined in the Indian Accounting Standard are given below: | | | |
| (a) Defined Contribution Plan | | | |
| The Company has recognized an amount of ₹ 149.73 Lakhs (P.Y. ₹ 122.72 Lakhs) as expenses under the defined contribution plan in the Statement of Profit and Loss. | | | |

**(b) Defined Benefit Plan****Gratuity****General description and benefits of the plan**

Under the gratuity plan, the eligible employees are entitled to post retirement benefit at the rate of 15 days salary for each completed year of service. Vesting period is 5 years and the payment is at actual on superannuation, resignation, termination, disablement or on death. The liability for gratuity as above is recognized on the basis of actuarial valuation.

The Group makes contribution to Life Insurance Corporation (LIC) for gratuity benefits according to the Payment of Gratuity Act, 1972.

The Group recognizes the liability towards the gratuity at each Balance Sheet date.

The most recent actuarial valuation of the defined benefit obligation for gratuity was carried out at 31st March 2023 by an actuary. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of benefit entitlement and measures each unit separately to build up the final obligation. Scheme is funded through LIC, Canara Bank and India First.

Major Risks to the Plan**(i) Actuarial Risk**

It is the risk that benefits will come more than expected. This can arise due to one of the following reasons:

Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected

Actual Mortality rates are higher than assumed mortality rate assumption than the Gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of Cashflow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

The actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

(ii) Investment Risk

Investment performance is below expectations there would be a plan deficit.

(iii) Liquidity Risk

Employees with long duration and high salaries resign earlier than expected or in short span of time there may be liquidity concern for the Gratuity fund.

(iv) Legislative Risk

Changes benefit formula mentioned in Gratuity Act, especially an increase in upper limit could very significantly increase the amount of Obligation.

(v) Market Risk

Discount rates are to be based on the yield on Government bonds with tenures matching the expected payments of Gratuity Liability. Discount rate will have to be reduced if yields drop and this would result in an increase in Obligation.

The following table sets out the status of the gratuity and the amounts recognized in the Consolidated financial statements as at 31st March 2023.

The principal assumptions used for the purposes of the actuarial valuations were as follows:

| Actuarial Assumptions | As at | As at |
|--|---|---|
| | 31st March 2023 | 31st March 2022 |
| Discount Rate | 7.40% | 6.80% |
| Expected rate of return on plan assets | 7.40% | 6.80% |
| Salary Growth Rate | 4.50% | 4.50% |
| Mortality | Indian Assured Lives Mortality (2012-14) Table | Indian Assured Lives Mortality (2012-14) Table |
| Withdrawal Rates | 3% at younger ages and reducing to 1% at older ages | 3% at younger ages and reducing to 1% at older ages |



| Sr. No. | Particulars | (₹ in Lakhs) | |
|---|---|-------------------|---------------|
| | | Gratuity (Funded) | |
| | | 2022-23 | 2021-22 |
| (i) Present Value Obligation | | | |
| | Present Value of funded Obligation | 440.83 | 388.90 |
| | Fair Value of Plan Assets | 68.61 | 47.45 |
| | Net Liability (Asset) | 372.22 | 341.45 |
| (ii) Expenses recognized during the year | | | |
| | Current Service Cost | 45.09 | 40.98 |
| | Net Interest Cost | 24.59 | 19.78 |
| | Total included in 'Employee Benefit Cost' | 69.68 | 60.76 |
| (iii) Amount recognized in Other Comprehensive Income | | | |
| | Components of actuarial gain/ losses on obligations: | | |
| | Due to change in financial assumptions | (24.54) | 6.97 |
| | Due to experience adjustments | 38.47 | (3.25) |
| | Return on plan assets excluding amounts included in interest income | 1.01 | 0.17 |
| | Amounts recognized in Other Comprehensive Income | 14.94 | 3.89 |
| (iv) Reconciliation of Defined Benefit Obligation | | | |
| | Opening Defined Benefit Obligation | 388.90 | 346.55 |
| | Current Service Cost | 45.09 | 40.98 |
| | Interest Cost | 28.78 | 23.57 |
| | Actuarial loss/ (gain) due to change in financial assumptions | (24.54) | 6.47 |
| | Actuarial loss/ (gain) due to experience adjustments | 38.47 | (3.78) |
| | Benefits Paid | (35.87) | (24.89) |
| | Closing Defined Benefit Obligation | 440.83 | 388.90 |
| (v) Reconciliation of Plan Assets | | | |
| | Opening Value of plan assets | 47.45 | 67.54 |
| | Interest Income | 4.19 | 2.52 |
| | Return on plan assets excluding amounts included in interest income | (1.01) | 1.16 |
| | Contributions by employer | 54.05 | - |
| | Benefits Paid | (35.87) | (23.77) |
| | Closing Value of Plan Assets | 68.81 | 47.45 |
| (vi) Reconciliation of net defined benefit liability | | | |
| | Net opening provision in books of accounts | 328.60 | 266.39 |
| | Employee Benefit Expense | 65.56 | 57.23 |
| | Amounts recognized in Other Comprehensive Income | 18.97 | 4.98 |
| | | 413.13 | 328.60 |
| | Contributions to plan assets | (54.00) | - |
| | Closing Provision in books of accounts | 359.13 | 328.60 |
| (vii) Composition of the Plan Assets | | | |
| | Insurer Managed Funds | 100% | 100% |
| | Total | 100% | 100% |
| (viii) Bifurcation of Liability as per Schedule III | | | |
| | Current Liability | 88.16 | 59.41 |
| | Non - Current Liability | 352.68 | 309.81 |
| | Net Liability | 440.84 | 369.22 |
| (ix) Maturity Profile of Defined Benefit Obligation - Gratuity Liability | | | |



| Particulars | (₹ in Lakhs) | |
|---|-----------------------------|-----------------------------|
| | As at | As at |
| | 31 st March 2023 | 31 st March 2022 |
| Less Than One Year | 88.15 | 75.12 |
| One to Three Years | 40.97 | 37.67 |
| Three to Five Years | 34.40 | 27.31 |
| More than Five Years | 224.78 | 162.49 |
| The future accrual is not considered in arriving at the cash - flows. | | |

(c) Sensitivity Analysis

| Particulars | (₹ in Lakhs) | |
|--|-----------------------------|-----------------------------|
| | As at | As at |
| | 31 st March 2023 | 31 st March 2022 |
| | Defined Benefit Obligation | Defined Benefit Obligation |
| Discount Rate Varied by 1% | | |
| Impact due to increase of 100 basis points | 421.01 | 353.70 |
| Impact due to decrease of 100 basis points | 508.19 | 430.18 |
| Salary Growth Rate Varied by 1% | | |
| Impact due to increase of 100 basis points | 508.86 | 430.74 |
| Impact due to decrease of 100 basis points | 401.99 | 352.66 |
| Withdrawal Rate (W.R) Varied by 1% | | |
| W.R. x 101% | 443.39 | 392.06 |
| W.R. x 99% | 434.98 | 385.56 |

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

47 Leases

Amount Recognized in Statement of Profit and Loss or Carrying Amount of Another Asset and Cash Flows

| Particulars | (₹ in Lakhs) | |
|---|---|---|
| | Year Ended 31 st March 2023 | Year Ended 31 st March 2022 |
| Amortisation recognized in the Statement of Profit and Loss | 57.58 | 57.17 |
| Interest on lease liabilities | 9.85 | 14.86 |
| Expenses relating to short-term leases (leases less than 12 months) | - | - |
| Total cash outflow for leases | 58.51 | 58.51 |
| Additions to ROU during the year | 12.45 | 92.55 |
| Reversal to ROU during the year | (3.82) | (7.10) |
| Net Carrying Amount of ROU at the end the year | 67.77 | 116.72 |
| Impact during the year | | |
| <u>Statement of Profit & Loss</u> | | |
| Net Decrease in Profit after Tax | 67.43 | 62.47 |
| Increase in Depreciation & Amortization | 57.58 | 57.17 |
| Increase in Finance Cost | 9.85 | 14.86 |
| Net Gain on Lease Modification | 0.52 | (9.56) |
| <u>Balance Sheet</u> | | |
| Net Increase/(Decrease) in Property, Plant & Equipment (Net Block of Operating Lease (During the year)) | (48.95) | 28.28 |
| Increase/(Decrease) in Lease Obligation | (49.48) | 24.68 |



| (₹ in Lakhs) | | | | | |
|----------------------|--------------------------------------|-----------------------|-------------|-------------------------|-------------------------------------|
| Asset Class | Net Carrying value as on 01.04.2022* | Additions/ Adjustment | Reversal | Depreciation Recognized | Net Carrying value as on 31.03.2023 |
| Building | 46.48 | 12.45 | 3.82 | 22.46 | 32.65 |
| Transport Equipments | 70.24 | - | - | 35.12 | 35.12 |
| Total | 116.72 | 12.45 | 3.82 | 57.58 | 67.77 |

| (₹ in Lakhs) | | | | | |
|----------------------|--------------------------------------|-----------------------|-------------|-------------------------|-------------------------------------|
| Asset Class | Net Carrying value as on 01.04.2021* | Additions/ Adjustment | Reversal | Depreciation Recognized | Net Carrying value as on 31.03.2022 |
| Building | 22.58 | 47.22 | 1.27 | 22.05 | 46.48 |
| Transport Equipments | 65.86 | 45.33 | 5.83 | 35.12 | 70.24 |
| Total | 88.44 | 92.55 | 7.10 | 57.17 | 116.72 |

48 Disclosures under Ind AS 115 revenue from contracts with customers

The Group derives revenues from sale of goods, services and scrap from its contract with customers. The revenue have been disclosed in Note. No.34.

(a) Disaggregation of revenue from contracts with customers

The Group derives revenue from the transfer of goods and services at a point in time in the following major product lines:

| Particulars | (₹ in Lakhs) | |
|---|---|---|
| | Year Ended 31 st March 2023 | Year Ended 31 st March 2022 |
| Revenue from contracts with customers | | |
| Revenue from sale of products | 131,160.53 | 112,524.39 |
| Revenue from service income | 2,148.73 | 1,641.64 |
| Trading sales | 2,469.04 | - |
| Revenue from sale of scrap - (Other operating income) | 2,079.62 | 1,471.72 |

(b) The revenues are further disaggregated into revenues from domestic as well as export market as follows:

| Particulars | (₹ in Lakhs) | | | |
|---|---|----------|---|-----------|
| | Year Ended 31 st March 2023 | | Year Ended 31 st March 2022 | |
| | Domestic | Exports | Domestic | Exports |
| Revenue from sale of products | 124,991.41 | 6,169.12 | 96,036.34 | 16,488.05 |
| Revenue from service income | 1,589.05 | 559.68 | 729.09 | 912.55 |
| Trading sales | 2,469.04 | - | - | - |
| Revenue from sale of scrap - (Other operating income) | 2,079.62 | - | 1,471.72 | - |

(c) Contract assets, liabilities and receivables

The Group has recognised the following revenue-related receivables and contract liabilities

| Particulars | (₹ in Lakhs) | | |
|--------------------------------------|--|----------------------|------------------|
| | Year Ended 31 st March 2023 | | |
| | Contract Assets | Contract Liabilities | Receivables |
| Balance as the beginning of the year | 698.64 | 6,867.62 | 52,177.57 |
| Additions/Adjustment (Net) | (617.08) | 850.32 | 11,348.99 |
| Balance as the end of the year | 81.56 | 7,717.94 | 63,526.56 |



| Particulars | Year Ended 31 st March 2022 | | |
|--------------------------------------|--|----------------------|------------------|
| | Contract Assets | Contract Liabilities | Receivables |
| Balance as the beginning of the year | 182.42 | 2,947.86 | 41,578.81 |
| Additions/Adjustment (Net) | 516.22 | 3,919.76 | 10,598.76 |
| Balance as the end of the year | 698.64 | 6,867.62 | 52,177.57 |

(d) Revenue recognised in relation to contract liabilities

The following table shows how much of the revenue recognised in the current reporting period relates to carried-forward contract liabilities.

| Particulars | Year Ended | |
|---|-----------------------------|-----------------------------|
| | 31 st March 2023 | 31 st March 2022 |
| Revenue recognised that was included in the contract liability balance at the beginning of the period | 5,146.49 | 1,968.46 |

(e) The company provides service type warranty to its customers, such type of warranty are considered as distinct service. The company uses expected value method in measuring the performance obligation. The revenue from contracts with customers for the year includes service type warranty of ₹ 525.76 lakhs (Previous Year ₹ 399.72 lakhs), which has been deducted from the transaction price.

(f) The revenue from contracts with customers for the year includes variable consideration relating to price variation of ₹ 9,356.44 lakhs (Previous Year ₹ 10,766.07 lakhs), which has been considered in the transaction price. There were no significant financing component in the contracts with customers or in revenues recognised from these contracts.

(g) Performance obligations**Sale of Transformers and its Components**

The performance obligation is satisfied upon delivery of the equipment and payment is generally due within 1 to 3 months from delivery.

The performance obligation to deliver the transformer with a manufacturing lead time of 4 to 8 months has a single payment option. The customer can pay the transaction price upon delivery of the transformer within the credit period, as mentioned in the contract with respective customers.

Services Income

Service Income primarily is pertaining to installation and commissioning of the Transformer. The performance obligation is satisfied at the point in time and payment is generally due upon completion of installation and acceptance of the customer.

49 Operating Segment

The Group's operations fall under single segment namely "Transformers and its Components", taking into account the risks and returns, the organization structure and the internal reporting systems.

All non current assets are located in the Group's country of domicile.

One customer contributed 10% or more to the Group's revenue for FY 2022-23 amounting to ₹ 33,902.94 lakhs and Three customers contributed 10% or more to the Group's revenue for FY 2021-22 amounting to ₹ 56,447.82 lakhs.

50 Related Party Disclosures**(a) List of Related Parties****Name of related Parties****1. Subsidiaries**

TARIL Switchgear Private Limited (Earlier known as a T&R Switchger Private Limited) (till 31st March,2022 considered as joint venture)

2. Key Management Personnel

Mr. Jitendra U. Mamtora ,Chairman & Whole time Director

Mr. Satyen J. Mamtora ,Managing Director



(₹ in Lakhs)

Mrs. Karuna J. Mamtora, Executive Director
 Mr. Bhaskar Sen, Independent Director
 Mr. Rajendra Shantilal Shah, Independent Director
 Mr. Subirkumar Das, Independent Director
 Mr. Rakesh Kiri-Company Secretary
 Mr. Amarendra Kumar Gupta- Chief Financial Officer(w.e.f. 4th July,2022)
 Mr. Ramesh Birajdar- Chief Financial Officer(up to 4th July,2022)
 Mr. Mathew Kurian-Chief Executive Officer(w.e.f. 6th February,2023)
 Mrs. Akansa Mamtora, Director - Savas Engineering Company Private Limited And Transpares Limited
 Mr. Hitendra M Doshi, Chairman & Managing Director - Transpares Limited
 Mr. Sunil Jain, Whole Time Director - Savas Engineering Company Private Limited
 Mr. Mahendra Vyas, Director - Savas Engineering Company Private Limited, TARIL Infrastructure Limited, Transweld Mechanical Engineering Private Limited
 Mr. Ramesh Birajdar ,Director - TARIL Switchgear Private Limited, TARIL Infrastructure Limited
 Mr. Mehul Dave, Director- TARIL Switchgear Private Limited

3. Relative of Key Managerial Personnel

Mr. Mohnish Jain
 Ms. Janki Mamtora
 Mrs. Aakanksha Mamtora
 Mr. Dilip Mamtora
 Mr. Bipin Mamatora

4. Enterprise over which Key Managerial Personnel is having control

Benchmark HR Solutions (India) LLP
 Skytrek Tours & Travels*#

(b) Transactions with Related Parties

(₹ in Lakhs)

| Name of Related Party | Nature of Relationship | 2022-23 | 2021-22* |
|--|--|---------|----------|
| Purchase of Services | Enterprises over which Key Managerial Personnel is able to exercise Significant Influence | | |
| Benchmark HR Solutions (India) LLP | | 12.49 | 11.46 |
| Skytrek Tours & Travels | | 202.11 | 112.49 |
| Services Received | Relative of Key Managerial Personnel | | |
| Mr. Mohnish Jain | | 7.34 | 6.72 |
| Sale of Goods | Joint Venture | | |
| TARIL Switchgear Private Limited(formerly known as T&R Switchgear Private Limited) | | * | 725.08 |
| Rent Expense | Key Managerial Personnel | | |
| Mrs. Karuna Mamtora | | 0.35 | 0.60 |
| Rent Income | Joint Venture | | |
| TARIL Switchgear Private Limited(formerly known as T&R Switchgear Private Limited) | | * | 51.33 |
| Loan Taken | Key Managerial Personnel | | |
| Mr. Jitendra U. Mamtora | | | |
| Loan taken | | 319.00 | 216.43 |
| Loan repaid | | 236.68 | 46.64 |



| | (₹ in Lakhs) | |
|--|---|----------|
| Interest Expenses | 120.48 | 113.24 |
| Balance as at 31 st March | 1,297.26 | 1,214.94 |
| Balance as at 1 st April | 1,214.94 | 1,045.15 |
| | | |
| Mr. Satyen J. Mamtora | | |
| Loan taken | 268.40 | 208.67 |
| Loan repaid | 545.14 | 322.07 |
| Interest Expenses | 70.05 | 100.27 |
| Balance as at 31 st March | 614.10 | 890.84 |
| Balance as at 1 st April | 890.84 | 1,004.24 |
| | | |
| Mr. Hitendra M. Doshi | | |
| Loan taken | 83.00 | 181.00 |
| Loan repaid | 83.00 | 181.00 |
| Interest Expenses | 1.62 | 3.24 |
| Balance as at 31 st March | - | - |
| Balance as at 1 st April | - | - |
| | | |
| Loan given to Whole Time Director | Key Managerial Personnel | |
| Mr. Sunil Jain | 3.69 | 16.26 |
| | | |
| Managerial Remuneration** | Key Managerial Personnel | |
| Mr. Jitendra U. Mamtora | 60.61 | 60.10 |
| Mr. Satyen J. Mamtora | 73.62 | 64.21 |
| Mrs. Karuna J. Mamtora | 22.21 | 22.06 |
| Mr. Hitendra M Doshi | 34.00 | 34.91 |
| Mr. Sunil Jain | 38.96 | 18.96 |
| Mr. Rakesh Kiri | 6.50 | 5.10 |
| Mr. Amaraendra Kumar Gupta(w.e.f. 4 th July,2022) | 43.69 | - |
| Mr. Ramesh Birajdar(up to 4 th July,2022) | 10.29 | 65.64 |
| Mr. Mathew Kurian(w.e.f. 6 th February,2023) | 19.05 | - |
| **The Key Management Personnel are entitled to other benefits also as per the company policy | | |
| | | |
| Director sitting fees | Key Managerial Personnel | |
| Mr. Rajendra S Shah | 1.08 | 0.40 |
| Mr. Bhaskar Sen | 1.28 | 1.00 |
| Mr. Subir Kumar Das | 1.33 | 1.05 |
| | | |
| Dividend Paid | Relative of Key Management Personnel | |
| Mr. Jitendra U. Mamtora | 132.88 | 88.59 |
| Mr. Satyen J. Mamtora | 1.46 | 0.97 |
| Mrs. Karuna J. Mamtora | 4.02 | 2.68 |
| Jitendra U. Mamtora (HUF) | 10.24 | 6.83 |
| Ms. Janki Mamtora | 0.32 | 0.21 |
| Mrs. Aakanksha Mamtora | 0.02 | 0.02 |
| Mr. Dilip Mamtora | - | - |
| Mr. Bipin Mamatora | - | - |



| (₹ in Lakhs) | | |
|--|---|--------|
| Balance Due to be Paid - End of the Year | Enterprises over which Key Managerial Personnel is able to exercise Significant Influence | |
| Skytrek Tours & Travels | 100.79 | 12.12 |
| Benchmark HR Solutions (India) LLP | 21.57 | 20.88 |
| Balance Due to be Paid - End of the Year | Key Managerial Personnel | |
| Mrs. Karuna J. Mamtora | - | 0.60 |
| Mr. Hitendra M Doshi | 3.91 | 1.97 |
| Balance Due to be Received - Advances - End of the Year | Joint Venture | |
| TARIL Switchgear Private Limited (formerly known as T&R Switchgear Private Limited) | * | 561.12 |
| Guarantee Given to Bank by holding company | Subsidiary Company | |
| Savas Engineering Company Private Limited | 695.00 | 750.00 |

Figures of FY 22-23 are exclusive of GST and figures of FY 21-22 are inclusive of GST of Purchase and sale of Goods and Services.

* TARIL Switchgear Private limited (formerly known as T&R Switchgear Private limited) is considered as subsidiary for consolidation from 1st April, 2022. So all the balances and transactions are eliminated in consolidated financial statement.

*# M/s Skytrek tours and travels service given of booking of Air and Railway ticket.

The remuneration of director and other members of Key Management Personnel during the year was as follows:

| (₹ in Lakhs) | | |
|-----------------------------|---------|---------|
| Particulars | 2022-23 | 2021-22 |
| Short-term benefits | 302.57 | 218.38 |
| Post employment benefits*** | 6.36 | 5.92 |

*Does not include post employment benefit based on actuarial valuation as this is done for the Company as a Whole.

- 51** The Group has sought balance confirmations from trade receivables and trade payables. Wherever such balance confirmations are received by the Group, the same are reconciled and appropriate adjustments if required, are made in the books of account.

52 Financial Instruments Disclosure

Capital Management

For the purpose of the Group's Capital Management, Capital includes issued Equity Capital and all Other Reserves attributable to the Equity shareholders of the Company. The Primary objective of the Group's Capital Management is to maximise the shareholders' value. The Group's Capital Management objectives are to maintain equity including all reserves to protect economic viability and to finance any growth opportunities that may be available in future so as to maximise shareholder's value. The Group is monitoring Capital using debt equity ratio as its base, which is total debt divided by total equity.

| (₹ in Lakhs) | | |
|-------------------------|---|---|
| Particulars | Year Ended 31 st March 2023 | Year Ended 31 st March 2022 |
| Total Debt | 32,950.07 | 32,327.96 |
| Total Equity | 40,086.60 | 36,327.16 |
| Total Debt Equity Ratio | 0.82 | 0.89 |

Disclosures

This section gives an overview of the significance of financial instruments for the Group and provides additional information on balance sheet items that contain financial instruments.

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 3 (k), (l) and (m).

**(i) Categories of Financial Instruments**

| Particulars | (₹ in Lakhs) | |
|---|--------------------------------------|--------------------------------------|
| | As at 31 st March 2023 | As at 31 st March 2022 |
| Financial Assets | | |
| Measured at fair value through profit and loss (FVTPL) | | |
| (i) Investment in Mutual Fund | 49.98 | 51.23 |
| Measured at Amortized Cost | | |
| (i) Trade and Other Receivables | 63,947.31 | 52,177.57 |
| (ii) Cash and Cash Equivalents | 474.90 | 1,207.66 |
| (iii) Other Bank Balances | 1,812.76 | 3,430.21 |
| (iv) Loans | 158.01 | 145.34 |
| (v) Other Financial Assets | 1,995.17 | 1,385.36 |
| Total | 68,438.13 | 58,397.37 |
| Financial Liabilities | | |
| Measured at Amortized Cost | | |
| (i) Borrowings | 32,950.07 | 32,327.96 |
| (ii) Trade Payables | 34,636.71 | 32,662.10 |
| (iii) Other Financial Liabilities | 319.12 | 283.36 |
| Total | 67,905.90 | 65,273.42 |

(ii) Fair Value Measurement:

This note provides information about how the Group determines fair values of various financial assets.

Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined.

Financial assets at fair value through Profit and Loss (FVTPL)

| Particulars | (₹ in Lakhs) | | |
|---|--------------|---------|---------|
| | Level 1 | Level 2 | Level 3 |
| As at 31st March 2023 | | | |
| Financial Assets | | | |
| Measured at fair value through Profit and Loss (FVTPL) | | | |
| (i) Investment in Mutual Fund | - | 49.98 | - |
| As at 31st March 2022 | | | |
| Financial Assets | | | |
| Measured at fair value through Profit and Loss (FVTPL) | | | |
| (i) Investment in Mutual Fund | - | 51.23 | - |

Valuation technique and key input: NAV declared by respective Asset Management Companies.

Fair Value of financial assets and liabilities that are not measured at fair value (but fair value disclosures are required)

Management considers that the carrying amounts of financial assets and financial liabilities recognized in the financial statements approximate their fair values.

(iii) Financial Risk Management Objectives

While ensuring liquidity is sufficient to meet Group's operational requirements, the Group's Board of Directors also monitors and manages key financial risks relating to the operations of the Group by analysing exposures by degree and magnitude of risks. These risks include market risk (including currency risk and price risk), credit risk and liquidity risk.

Market Risk

Market risk is the risk of uncertainty arising from possible market price movements and their impact on the future performance of a business. The major components of market risk are commodity price risk, foreign currency risk and interest rate risk.

The primary commodity price risk that the group is exposed to include the price variations in the price of Copper and Cold Rolled Grain Oriented Steel (CRGO). The mentioned components form a major part of manufacturing of Transformers. The prices of these commodities lead to increase/ decrease in the cost of Transformers.

Foreign Currency Risk Management



The Group undertakes transactions denominated in different foreign currencies and consequently exposed to exchange rate fluctuations. Exchange rate exposures are managed within approved policy parameters.

The carrying amounts of the Group's unhedged foreign currency transactions at the end of the reporting period are as follows:

| Particulars | Reporting Currency Amount (₹ In Lakhs) | |
|----------------------------|---|----------|
| | 2022-23 | 2021-22 |
| Accounts Receivable | | |
| USD (Equivalent INR) | 598.66 | 1,744.88 |
| AUD (Equivalent INR) | 200.50 | 1,522.56 |
| Account Payable | | |
| USD (Equivalent INR) | 1,411.59 | 104.89 |
| SEK (Equivalent INR) | - | 0.76 |
| EURO (Equivalent INR) | 309.56 | 121.81 |

Sensitivity to risk

A 5% strengthening of the INR against key currencies to which the Group is exposed would have led to approximately an additional ₹152.00 Lakhs gain in the Statement of Profit and Loss. A 5% weakening of the INR against these currencies would have led to an equal but opposite effect of ₹ 152.00 Lakhs.

Interest Rate Risk

It is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligations with floating interest rates.

Price Risk

The Group has deployed its surplus funds into units of mutual fund. The Group is exposed to NAV (net asset value) price risks arising from investments in these funds. The value of these investments is impacted by movements in liquidity and credit quality of underlying securities.

NAV price sensitivity analysis

The Sensitivity analyses below have been determined based on the exposure to NAV price risks at the end of the reporting period. If NAV prices had been 1% higher/lower:

Profit for the year ended 31st March 2023 would increase/decrease by ₹ 25 lakhs (Previous Year ₹ 0.17 Lakhs).

Liquidity Risk

The Group manages liquidity risk by maintaining sufficient cash and cash equivalents and availability of funding through an adequate amount of committed credit facilities to meet the obligations when due. Group monitors rolling forecasts of liquidity position and cash and cash equivalents on the basis of expected cash flows. In addition, liquidity management also involves projecting cash flows considering level of liquid assets necessary to meet obligations by matching the maturity profiles of financial assets & liabilities and monitoring balance sheet liquidity ratios.

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The information included in the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows. The contractual maturity is based on the earliest date on which the Group may be required to pay.

The following are the contractual maturities of non-derivative financial liabilities, based on contractual cash flows:

| Particulars | Reporting Currency Amount (₹ In Lakhs) | | | |
|---|---|------------------|-------------------|------------------|
| | Due in 1 Year | 1 Year - 3 Years | More than 3 Years | Total |
| As at 31st March 2023 | | | | |
| Borrowings | 26,571.05 | 2,572.81 | 3,806.21 | 32,950.07 |
| Lease Liability | 66.40 | 8.63 | - | 75.03 |
| Trade Payables | 34,636.71 | - | - | 34,636.71 |
| Other Financial Liabilities | 319.12 | - | - | 319.12 |
| Total | 61,593.28 | 2,581.44 | 3,806.21 | 67,980.93 |



(₹ in Lakhs)

| As at 31st March 2022 | | | | |
|---|------------------|-----------------|-----------------|------------------|
| Borrowings | 26,774.70 | 1,898.98 | 3,654.28 | 32,327.96 |
| Lease Liability | 58.99 | 65.52 | - | 124.51 |
| Trade Payables | 32,662.09 | - | - | 32,662.09 |
| Other Financial Liabilities | 512.11 | - | - | 512.11 |
| Total | 60,007.89 | 1,964.50 | 3,654.28 | 65,626.67 |

Credit Risk

The Group's customer profile include Government Companies and Industries. Accordingly, the Group's customer credit risk is moderate. The Group has a detailed review mechanism of overdue customer receivables at various levels within organization to ensure proper attention and focus for realization.

An impairment analysis is performed at each reporting date on an individual basis for major customers. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The Company applies Simplified approach for providing the expected credit losses on Trade Receivables as per the accounting policy of the company.

The following are the contractual maturities of financial assets, based on contractual cash flows:

(₹ In Lakhs)

| Particulars | Up to 1 Year | 1 Year - 3 Years | More Than 3 Years | Total |
|---|---------------------|-------------------------|--------------------------|------------------|
| As at 31st March 2023 | | | | |
| Loans to Employees | 40.25 | 31.98 | 82.09 | 154.32 |
| Trade Receivables | 63,526.56 | 420.75 | - | 63,947.31 |
| Other Financial Assets | 481.05 | 961.62 | 552.50 | 1,995.17 |
| Total | 64,047.86 | 1,414.35 | 634.59 | 66,096.80 |
| As at 31st March 2022 | | | | |
| Loans to Employees | 33.64 | 34.82 | 60.62 | 129.08 |
| Trade Receivables | 52,163.22 | 14.35 | - | 52,177.57 |
| Other Financial Assets | 217.87 | 927.37 | 240.12 | 1,385.36 |
| Total | 52,414.73 | 976.54 | 300.74 | 53,692.01 |

53 Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act 2013 :

| Particulars | Net asset/ (Liabilities), i.e. Total asset minus Total liabilities | Share in Statement of Profit and Loss | Share in Other Comprehensive Income | Share in Total Comprehensive Income |
|--------------------|---|--|--|--|
|--------------------|---|--|--|--|

Parent Company**Transformers & Rectifiers
(India) Ltd.**

| | | | | |
|-----------------------|-----------|----------|--------|----------|
| - As % of | 95.41% | 87.58% | 81.53% | 87.55% |
| - Amount (₹ In Lakhs) | 38,247.11 | 3,708.45 | 14.19 | 3,722.64 |

Indian Subsidiaries :**Transpares Ltd.**

| | | | | |
|-----------------------|--------|--------|-------|--------|
| - As % of | 2.06% | 3.18% | 4.53% | 3.19% |
| - Amount (₹ In Lakhs) | 826.66 | 134.69 | 0.79 | 135.48 |

Taril Infrastructure Ltd.

| | | | | |
|-----------------------|--------|--------|-------|--------|
| - As % of | 1.30% | 6.06% | 0.00% | 6.04% |
| - Amount (₹ In Lakhs) | 522.55 | 256.75 | - | 256.75 |

**Transweld Mechanical Engineering
Works Limited**



| | | | | |
|---|------------------|-----------------|--------------|-----------------|
| - As % of | 1.40% | (0.25%) | 0.00% | (0.25%) |
| - Amount (₹ In Lakhs) | 561.28 | (10.78) | - | (10.78) |
| Savas Engineering Company Pvt. Ltd. | | | | |
| - As % of | 0.82% | (1.26%) | 9.67% | (1.21%) |
| - Amount (₹ In Lakhs) | 327.38 | (53.32) | 1.68 | (51.64) |
| Non Controlling Interest in all Subsidiaries | | | | |
| - As % of | 1.91% | 3.87% | 4.31% | 3.87% |
| - Amount (₹ In Lakhs) | 764.58 | 163.71 | 0.75 | 164.46 |
| Taril Switchgear Private Limited (formerly known as T&R Switchgear Private Limited)* | | | | |
| - As % of | (0.57%) | (0.18%) | 0.00% | (0.18%) |
| - Amount (₹ In Lakhs) | (227.74) | (7.60) | - | (7.60) |
| Intra Group Eliminations | | | | |
| - As % of | (2.33%) | 1.01% | (0.04%) | 1.00% |
| - Amount (₹ In Lakhs) | (935.22) | 42.63 | (0.01) | 42.62 |
| Total | | | | |
| - As % of | 100% | 100% | 100% | 100% |
| - Amount (₹ In Lakhs) | 40,086.60 | 4,234.52 | 17.41 | 4,251.93 |

* From 1st April, 2022 considered as subsidiary for consolidation purpose.

54 Relationship with Struck off Companies

The Group has not carried out any transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.

55 The Group has long-term contracts as at March 31, 2023 for which there are no material foreseeable losses. The group did not have any derivative contracts as at March 31, 2023.

56 Details of Creation/Satisfaction of Charges which are yet not registered with Ministry of Corporate Affairs beyond the statutory limits:

The Group has duly completed process for Registration or Satisfaction of Charges with ROC as and when required. There is no charge pending to be registered / satisfied with ROC.

57 Compliance with number of layers of companies:

The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

58 The Group do not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

59 Utilisation of Borrowed funds and share premium

Details of Funds advanced or loaned or invested by the group

The Group has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall

(i) 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

(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;



60 Ratio Analysis

(₹ In Lakhs)

| Particulars | Numerator | Denominator | 2022-23 | 2021-22 | % Changes | Remarks |
|---|---|--|---------|---------|-----------|--|
| (a) Current Ratio (in times) | Total Current Assets | Total Current Liabilities | 1.40 | 1.35 | (3.36%) | |
| (b) Debt-Equity Ratio (in times) | Debt Consists of borrowings & lease liabilities | Total equity | 0.82 | 0.89 | 7.63% | |
| (c) Debt Service Coverage Ratio (in times) | Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments | Debt service = Interest and short lease payments + Principal repayments | 1.09 | 0.55 | (99.72%) | Increased of Liability during the year due to Company have taken new WCD loan, open new overdraft facility with SBM Bank |
| (d) Return on Equity Ratio (in %) | Profit for the year less Preference dividend (if any) | Average total equity | 11.13 | 7.84 | (41.87%) | Due to increased Sales and Profit |
| (e) Inventory Turnover Ratio (in %) | Cost of Goods sold | Average Inventory | 402.45% | 385.00% | (4.53%) | - |
| (f) Trade Receivables Turnover Ratio (in times) | Net Sales | Average trade receivables | 2.37 | 2.47 | 4.03% | - |
| (g) Trade Payables Turnover Ratio (in times) | Net Purchase + Other Expenses | Average trade payables | 3.45 | 3.66 | 5.69% | - |
| (h) Net Capital Turnover Ratio (in times) | Revenue from operations | Average working capital (i.e. Total current assets less Total current liabilities) | 5.32 | 5.11 | (4.17%) | - |
| (i) Net Profit Ratio (in %) | Profit for the year | Net Sales | 3.08% | 1.23% | (151.06%) | Increased in profit due to decreased in Raw material cost from 80% to 78% and increased in sales by 19% |
| (j) Return On Capital Employed (in %) | Profit before tax and finance costs | Capital employed = Net worth + Total Debt + Deferred tax liabilities | 14.35% | 9.62% | (49.14%) | Increased in profit due to decreased in Raw material cost from 80% to 78% and increased in sales by 19% |
| (k) Return On Investment (in %) | Income generated from invested funds | Average invested funds | 2.51% | 16.34% | 84.65% | Due to fluctuation in NAV driven by market and external factors |

**61 Details of funds received by the group**

The Group 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

(i) 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

(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

62 Compliance with approved Scheme(s) of Arrangements

The Company has not applied for any Scheme of Arrangements under Sections 230 to 237 of the Companies Act, 2013.

63 Undisclosed Income

During the year under consideration, no tax assessment under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961) has been initiated/ongoing by the Income Tax Department.

64 Wilful Defaulter

The Group is not declared as wilful defaulter (as defined under the Companies Act, 2013) by any Bank or Financial Institution or other lender.

65 In the opinion of the management and to the best of their knowledge and belief the value on realisation of current assets, loans & advances in the ordinary course of business will not be less than the amount at which they are stated in the Balance Sheet.

66 The Group has assessed internal and external information upto the date of approval of the Audited financial statements while reviewing the recoverability of assets, adequacy of financial resources, performance of contractual obligations, ability to service the debt & liabilities, etc. Based on such assessment, the group expects to fully recover the carrying amounts of the assets and comfortably discharge its debts & obligations. Hence, the management does not envisage any material impact on the Audited consolidated financial statements of the company for the year ended 31st March, 2023.

67 Figures of corresponding previous year have been regrouped /rearranged wherever necessary, to make them comparable.

68 The Consolidated Financial Statements were approved for issue by the Board of Directors on 4th May,2023.

As per our report of even date attached**For Manubhai & Shah LLP**

Chartered Accountants

ICAI Firm Reg. No.106041W/W100136

Krishnakant Solanki

Partner

Membership No. 110299

Place : Ahmedabad

Date : 4th May 2023

For and on behalf of the Board**Satyen J. Mamtora**

(Managing Director)

(DIN : 00139984)

Rakesh Kiri

Company Secretary

Place : Ahmedabad

Date : 4th May 2023

Jitendra U. Mamtora

(Chairman and Whole Time Director)

(DIN : 00139911)

Amarendra Kumar Gupta

Chief Financial Officer



Financial Highlights (Standalone)

(₹ In Lakhs)

| Particular | 2013-14 | 2014-15 | 2015-16 | 2016-17 | 2017-18 | 2018-19 | 2019-20 | 2020-21 | 2021-22 | 2022-23 |
|---|--------------|---------------|---------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|
| REVENUE ACCOUNTS * | | | | | | | | | | |
| Revenue from Operations | 71826 | 54168 | 57637 | 86986 | 69322 | 83282 | 68306 | 72686 | 112258 | 135986 |
| Other Income-Operating | 372 | 275 | 463 | 705 | 490 | 732 | 1322 | 439 | 1047 | 642 |
| Other Income | 34 | 76 | 40 | 76 | 205 | 512 | 373 | 543 | 839 | 544 |
| Total Income | 72232 | 54519 | 58140 | 87767 | 70017 | 84526 | 70001 | 73668 | 114144 | 137172 |
| EBIDTA before exceptional items | 4027 | 3006 | 3375 | 8300 | 5944 | 6978 | 6310 | 7333 | 7854 | 11762 |
| Depreciation & amortisation expense | 928 | 1200 | 1348 | 1345 | 1470 | 1697 | 1793 | 1767 | 1531 | 2257 |
| Earning before finance costs, exceptional items and tax | 3099 | 1806 | 2027 | 6955 | 4474 | 5281 | 4517 | 5566 | 6323 | 9505 |
| Finance Costs | 2333 | 2767 | 3281 | 3640 | 3787 | 4489 | 4446 | 4492 | 4227 | 4663 |
| Profit before Taxes | 766 | (961) | (1254) | 3315 | 687 | 792 | 71 | 1074 | 2096 | 4842 |
| Provision for Taxation | 286 | (316) | (400) | 1121 | 251 | 297 | 17 | 379 | 793 | 1133 |
| Profit before Other Comprehensive Income | 480 | (645) | (854) | 2194 | 436 | 495 | 54 | 695 | 1303 | 3709 |
| Other Comprehensive Income | 0 | 0 | 0 | (22) | 0 | 20 | 17 | 6 | (3) | 14 |
| Profit for the year | 480 | (645) | (854) | 2172 | 436 | 515 | 71 | 701 | 1300 | 3723 |
| CAPITAL ACCOUNTS ** | | | | | | | | | | |
| Gross Block | 18473 | 24875 | 23493 | 18210 | 20455 | 22558 | 23494 | 24157 | 24447 | 24906 |
| Net Block | 14377 | 17455 | 16742 | 16867 | 17647 | 18068 | 17211 | 16159 | 14951 | 13556 |
| Capital Work in Progress | 2568 | 1110 | 1142 | 537 | 1095 | 272 | 162 | 5 | 343 | 337 |
| Total Debt | 11584 | 13789 | 21106 | 18809 | 30908 | 23339 | 28414 | 25431 | 31523 | 32177 |
| Long Term Debt | 2066 | 1864 | 4460 | 3805 | 3246 | 2657 | 4107 | 6617 | 5442 | 6278 |
| Short Term Debt | 9518 | 11925 | 16646 | 15004 | 27662 | 20682 | 24307 | 18814 | 26081 | 25899 |
| Share Capital | 1326 | 1326 | 1326 | 1326 | 1326 | 1326 | 1326 | 1326 | 1326 | 1326 |
| Reserves & Surplus | 32250 | 31488 | 28236 | 30408 | 30844 | 31359 | 31430 | 32131 | 33398 | 36921 |
| Shareholders' Funds | 33576 | 32814 | 29562 | 31734 | 32170 | 32685 | 32756 | 33457 | 34723 | 38247 |
| RATIOS | | | | | | | | | | |
| Book Value Per Share (In ₹)# | 253.21 | 247.47 | 222.94 | 239.32 | 24.26 | 24.65 | 24.70 | 25.23 | 26.19 | 28.84 |
| Market Price Per Share (In ₹)# | 9.2 | 22.7 | 23.6 | 40.8 | 26.6 | 13.25 | 5.45 | 16.35 | 32.95 | 56.90 |
| Earning Per Share (Basic & Diluted) (In ₹) | 3.62 | (4.87) | (6.44) | 9.83 | 0.33 | 0.37 | 0.04 | 0.52 | 0.98 | 2.80 |

*Figures for 2016-17 has been restated as per Ind AS Financials

**Figures for 2015-16 & 2016-17 has been restated as per Ind AS Financials

During the financial year 2017-18, the Company has subdivided equity shares from Face Value of ₹10 to ₹1 each without altering the aggregate amount of such capital.



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ROUTE MAP



REGISTERED OFFICE

Survey No. 427 P/3-4 and 431 P/1-2, Sarkhej-Bavla Highway, Village: Moraiya, Taluka: Sanand, Dist: Ahmedabad-382213, Gujarat, India.



ISO 9001:2015 | ISO 14001:2015 | ISO 45001:2018

Registered Office: Survey No. 427 P/3-4 and 431 P/1-2, Sarkhej-Bavla Highway,
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