PARTNERSHIPS IN PRACTICE

Date: August 29, 2022

BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

BSE Scrip Code: 543413

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

NSE SYMBOL: TEGA

Subject: Notice of the 46th Annual General Meeting and Annual Report for the Financial Year ended 31st March, 2022

In terms of Regulation 30 and 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Annual Report for the Financial Year ended 31st March, 2022 alongwith the Notice of the 46th Annual General Meeting ("AGM") of the Company.

In accordance with the relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India, the aforesaid documents are being dispatched electronically to those Members whose email IDs are registered with the Company / Depositories.

The Notice of the AGM and Annual Report is also being uploaded on the Company's website and can be accessed at www.tegaindustries.com.

This is for your information and records please.

Thanking you,

Yours faithfully,

For **Tega Industries Limited**

TEGA INDUSTRIES LTD. CIN: L25199WB1976PLC030532 KOL-91

Manjuree Rai
Company Secretary & Compliance Officer

Membership No.: 12858

Enclosed: As stated above

Tega Industries Limited
Registered Office: Godrej Waterside, Tower-II, Office No 807, 8th Floor, Block DP-5, Salt Lake Sector V, Bidhannagar, Kolkata, West Bengal 700 091
Tel: +91 33 4093 9000 | Fax: +91 33 4093 9075 | www.tegaindustries.com

An ISO 9001 : 2015 Company
CIN : L25199WB1976PLC030532

TEGA IS COMMITTED TO ENGINEERING FLAWLESS SOLUTIONS THAT ENRICH THE FUTURE OF MINING

TEGA INDUSTRIES LIMITED | ANNUAL REPORT 2021-22

Contents

Online Annual Report
www.tegaindustries.com

Our vision: Tega is committed to engineering flawless solutions that enrich the future of mining

The focus behind our vision

Committed: We have made long-term investments to deepen our core competence.

Engineering: We are a technology-led and specialized competence-driven company that addresses complex customer needs.

Flawless: We have invested in people, processes and plants to deliver right first time.

Solutions: We have extended beyond standalone products to complete solutions.

Enrich: Our solutions have been designed to strengthen the brand, competitiveness and profitability of our customers.

Future: We engage in futuristic capabilities and technologies on the one hand to enhance the relevance of our customers in the future.

Mining: We have a singular focus on the development of products, services and solutions for the mineral processing and bulk material handling sector.

The 7 principal messages of this Annual Report

01

After 44 successful years, Tega is poised at an inflection point in its business.

02

The Company is engaged in rethinking the business across every function.

03

The Company is poised to launch globally disruptive digital products in Industry 4.0.

07

The Company's uniquely differentiated DynaPrime product is likely to grow attractively and sustainably.

06

The Company's extensively under-borrowed Balance Sheet will graduate it into the next orbit.

05

The Company is positioned to make the biggest increase in research spending.

04

The Company is attractively placed to emerge as the first in its sector to take product recyclability ahead.

Corporate snapshot

The robust foundation of Tega Industries

Our background

Tega Industries Limited (Tega) is the flagship company of the Tega Group of Companies, promoted by the Kolkata-based Mohanka family. Your Company was established in 1976 following an alliance with Skega AB, Sweden.

Our marquee clientele

Tega is synonymous with pioneering achievements in the mineral beneficiation, mining and bulk solids handling industries. The Company's prominent clients comprise marquee Indian and multinational mining companies in addition to small and medium-sized companies in the mining and minerals beneficiation industry in emerging economies.

Credit rating

The Company has obtained ratings for the credit facilities sanctioned to it. The strong ratings ascribed by the rating agencies reflect the Company's financial discipline and management prudence.

During the year under review, CRISIL Ratings has upgraded its rating for the long-term bank facilities of the Company to 'CRISIL A+/Stable' from 'CRISIL A/Stable', and reaffirmed its short-term rating at 'CRISIL A1'.

Our management

Madan Mohan Mohanka acquired the entire equity stake of Skega AB in our Company in 2001. Our individual promoters are Madan Mohan Mohanka, Manju Mohanka, Manish Mohanka and Mehul Mohanka. Mehul Mohanka, has been involved in the Company's business for over two decades, and has led our business as our Managing Director and Group CEO since August, 2016.

Our product portfolio

Tega is one of the leading manufacturers of specialized 'critical to operate' and recurring consumable products (specialized abrasion and wear-resistant rubber, polyurethane, steel and ceramic-based lining components) for the global mining, mineral processing, and material handling industries.

Tega's product portfolio consists of more than 55 mineral processing and material handling products. Our mineral processing and material handling products offer a range of solutions in the mineral processing and material handling industries. The product basket comprises products like Mill liners, Conveyor components, Wear Resistant Liners, Screening Solution, Trommel, Hydrocyclones and Slurry Transportation.

Locations

Tega has six state-of-the-art manufacturing plants across the globe (three in India and three in the major mining hubs of Chile, South Africa and Australia). The plants possess an aggregate built-up area of 74,255 sq. metres. Your Company's sales and distribution network covers more than 70 countries. Tega is headquartered in Kolkata, India.

Human capital

Tega is an employer of professional and specialized talent. It comprised 934 permanent employees and 848 contractual workers as on March 31, 2022. The average age of its employees was 36.

Listing

Your Company is listed on the BSE Limited and National Stock Exchange of India Limited, where its equity shares are actively traded. The market capitalization of the Company was ₹31,025.19 Million as on March 31, 2022. Your Company was listed on December 13, 2021.

Our Group companies

Tega Africa: Tega Industries Africa Pty. Ltd. (formerly Beruc Equipment (Proprietary) Limited) was incorporated on November 8, 1984. Tega acquired this company in May 2006 and is engaged in the design, manufacture and supply of abrasion and wear-resistant products and services for the mining, mineral processing and bulk material handling industries.

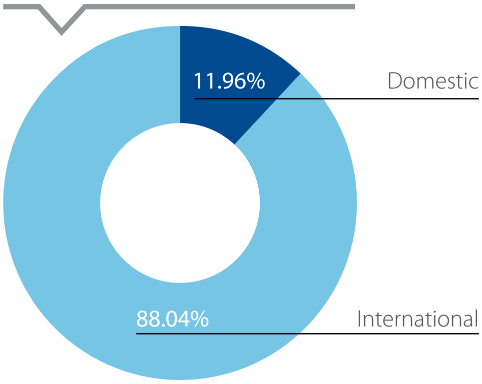
Tega Chile: Tega Industries Chile SpA (formerly, Acotec SA) was incorporated on February 5, 1990. Tega acquired Tega Chile in February 2011. The Company is engaged in the business of designing and manufacturing liners and wear component for mining companies and mineral processing industries.

Losugen: Losugen Pty. Ltd. was incorporated on July 26, 2001. Tega acquired Losugen in December, 2010. The Company is engaged in the business of supplying specialized abrasion and wear-resistant products used in mineral beneficiation, mining and bulk solids handling industries. The Company is located in Australia.

Hosch: Hosch Equipment (India) Ltd. is a joint venture with Tega Industries Ltd. and Hosch (GB) Ltd., UK. Hosch India was incorporated as Hosch Equipment (India) Pvt. Limited on July 10, 1991, as a private limited company under the Companies Act, 1956. The Company is engaged in the manufacture of conveyor components including belt scrappers, accessories and supply its products only in India jurisdiction as part of the Joint Venture Agreement .

Our global footprint: A presence in 70+ countries

Revenue by geography, FY 2021-22



Facility location	Capabilities/products manufactured
Domestic facilities	
Dahej, Gujarat	Mill liners, wear products, screens and trommels
Samali, West Bengal	Mill liners, wear products, hydrocyclones, screens, trommels and conveyor products
Kalyani, West Bengal	Mill liners (except DynaPrime), conveyor products, chute liners and pump liners and hydrocyclones
Overseas facilities	
Chile	Mill liners, trommels, chute liners, screens, pipe and pipe repair spools
South Africa	Mill liners (except DynaPrime), screen panel and chute liners
Australia	Chute liners and trommels


DAHEJ, GUJARAT
SAMALI AND KALYANI, WEST BENGAL
SOUTH AFRICA
AUSTRALIA

How we have grown over the years

1976

Collaboration of our promoter Madan Mohan Mohanka with Skega AB, Sweden; incorporation of your Company.

1991

Joint venture with Hosch (G.B.) Ltd (UK).

2010

Grant of patent related to the improved screen panel.

2010-11

Acquired Acotec S.A. (now Tega Industries Chile SpA), Chile and Losugen Pty Ltd, Australia.

Investment by Wagner Limited, an affiliate of TA Associates Management, L.P.

2013

Grant of patent related to mosaic liners for chutes.

1992
Application for patent registration related to liner preparation.

2001
Buyout by Madan Mohan Mohanka of Skega AB's stake in your Company.

2002
Amalgamation of MM Global Private Limited with your Company.

2006
Acquired Beruc Equipment, South Africa (now Tega Industries Africa Pty Ltd.).

2015
Tega Industries Africa Pty received Quality Management System ISO 9001:2015.

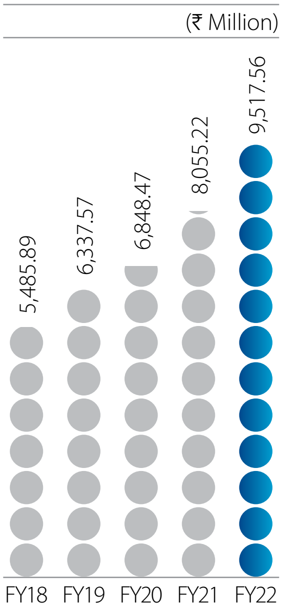
2018
Amalgamation of Tega Industries (SEZ) Limited, a wholly-owned subsidiary, with your Company

Our Samali unit received Quality Certification, SA 8000:2014

2019
Trademark received for DynaPrime; received Quality Certifications ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018.

2021
Your Company was listed on BSE Limited and National Stock Exchange of India Limited on December 13, 2021.

How we performed across the last five years



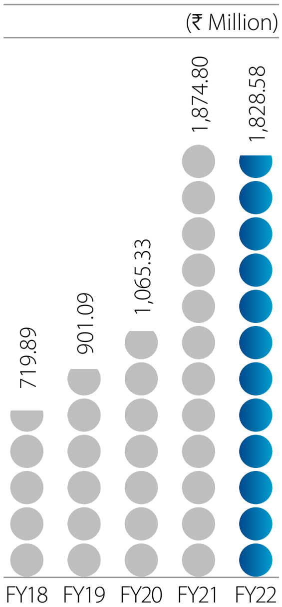
Revenue from operations

Definition
Growth in sales net of taxes.

Why is this measured?
It is an index that showcases your Company's ability to enhance revenues, an index that can be compared with sectoral peers.

What does it mean?
Enhanced revenues can enhance market share, visibility and a larger base for the amortization of expenses.

Value impact
Your Company reported 18.15% increase in revenue from operations during the FY 2021-22.



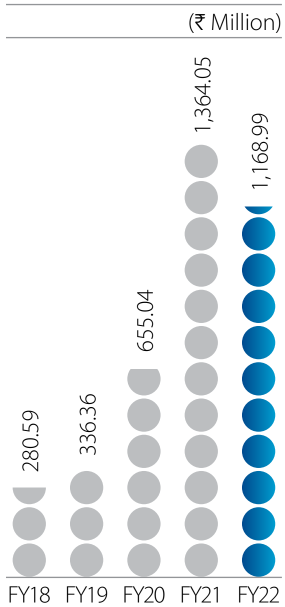
Operating EBITDA

Definition
Earnings before the deduction of interest, depreciation, extraordinary items, tax and also after excluding non-operating income.

Why is this measured?
It is an index that showcases your Company's ability to generate a surplus following the expensing of all operating costs.

What does it mean?
It helps create a robust growth engine.

Value impact
Your Company generated a surplus despite challenges.



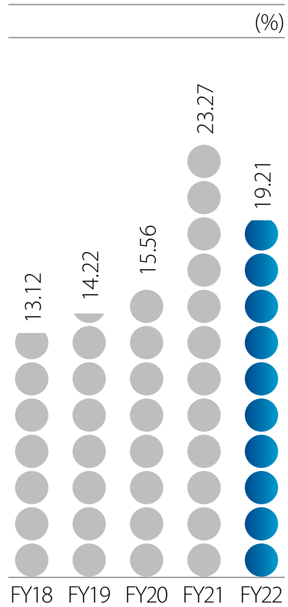
Profit after Tax

Definition
Profit earned during the year after deducting all expenses and provisions.

Why is this measured?
This measure highlights room of the business in enhancing shareholder value.

What does it mean?
Ensures that adequate surplus is available for reinvestment.

Value impact
Your Company reported a 14.30% decrease in net profit in FY 2021-22 majorly due to a lower one-time non-operating income and head winds in input and logistic costs.



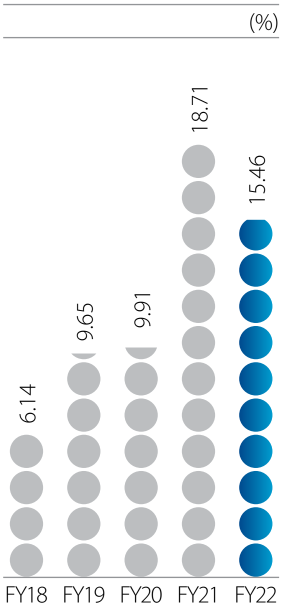
Operating EBITDA margin

Definition
EBITDA margin is a profitability ratio to measure the effectiveness of strategy and efficiency.

Why is this measured?
The EBITDA margin provides a perspective of how much a company earns (before accounting for interest, depreciation and taxes) on each rupee of sales.

What does it mean?
This demonstrates adequate buffer in the business, expressed as a percentage, which, when multiplied by scale, enhances surpluses.

Value impact
Your Company reported 406 bps decline in EBITDA margin due to an abnormal increase in input and logistics costs.



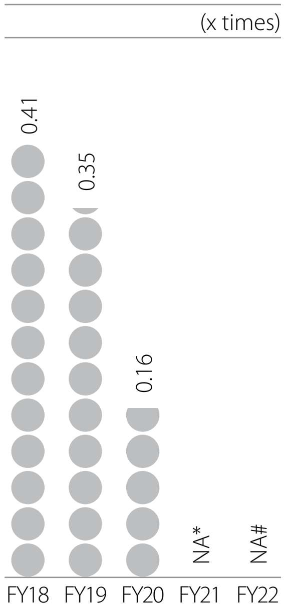
RoCE

Definition
It is a financial ratio that measures a company's profitability and capital efficiency - EBIT minus Other Non-Operating Income/ Closing Capital Employed.

Why is this measured?
RoCE is a useful metric for comparing profitability across companies based on the amount of capital used – especially in capital-intensive sectors.

What does it mean?
Enhanced RoCE can potentially drive valuations and perception.

Value impact
Your Company reported a 325 bps decrease in RoCE during FY 2021-22.



Net gearing

Definition
This is derived through the ratio of net debt to net worth (less revaluation reserves).

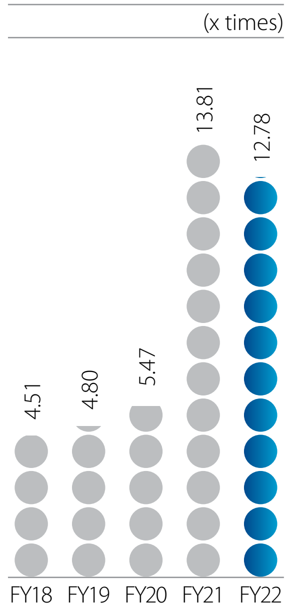
Why is this measured?
This is one of the defining measures of a company's solvency.

What does it mean?
This measure enhances perception of the borrowing room within your Company, the lower the gearing the better.

Value impact
Your Company's gearing was well within the acceptable limits even after a mobilization of long-term debt.

*Net Debt in FY 2020-21 was positive, hence NA

#Net Debt in FY 2021-22 is ₹3.34 Million, hence NA



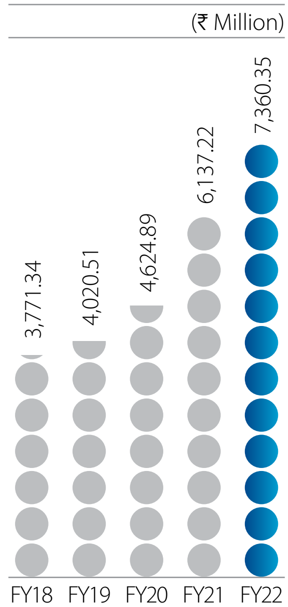
Interest cover

Definition
This is derived through the division of EBITDA by interest expenses.

Why is this measured?
Interest cover indicates your Company's comfort in servicing interest – the higher the better.

What does it mean?
A company's ability to meet its interest obligations, an aspect of its solvency, is arguably one of the most important factors in assuring sizeable returns to shareholders.

Value impact
Your Company's interest cover remained in excess of 12x during the past two years due to a high operating profit.



Net worth

Definition
This is derived through the accretion of shareholder-owned funds.

Why is this measured?
Net worth indicates the financial soundness of your Company – the higher the better.

What does it mean?
This indicates the borrowing capacity of the Company and influences the gearing (which, in turn, influences the cost at which the Company can mobilise debt).

Value impact
Your Company's net worth increased consistently over the years – 1.83x over three years.

The big picture

The world is passing through unprecedented times.

There are a number of sweeping changes that will influence the personality of the world for decades.

The world is graduating from the analog to the digital faster than ever.

The world is focusing on environment solutions that moderate carbon footprint to address climate change.

The world is moving towards informed and knowledge-driven business models.

The world is seeking to work with specialized partners as opposed to transaction-focused vendors.

The world is moving towards business models that are resilient during downtrends and nimble during recovery.

The world is developing an enhanced respect for companies that are under-borrowed and grow through accruals.

This is where we are

Tega is one of the most respected companies engaged in the design, manufacture and supply of abrasion and wear-resistant products and services for the mining, mineral processing and bulk material handling industries.

The Company possesses manufacturing facilities in India, Chile and South Africa.

The Company's products are marketed and supplied in more than 70 countries.

This is where we intend to go

Tega intends to increase the proportion of 'digitalized' products that 'talk' to the customer – a disruptive dimension in a conventional business.

Tega intends to enhance manufacturing capacity in the regions of its presence.

Tega intends to deepen its research investment.

Tega intends to enhance the environment-friendly personality of its products.

Tega intends to deepen its recall for thought leadership.

Tega intends to remain under-borrowed, protecting its liquidity across market cycles.

Our robust accruals aggregation and disciplined capital allocation

Inflow

1,555.95

₹ Million, cash profit generated by the Company in FY 22

248.60

₹ Million, amount borrowed by the Company in FY 22 (Net of repayments)

Allocation

1,394.56

₹ Million, reinvested in enhancing the working capital outlay to sustain the business

409.99

₹ Million, invested in sustaining capex and capacity expansion

The values that drive our business

Vision

Committed to engineering flawless solutions that enrich the future of mining

Mission

To distinguish ourselves in providing lasting solutions to the complex problems of material handling, wear and separation of ores found in mining and mineral processing industries

Values

Integrity	Fairness	Transparency	Empathy
Growth and innovation	Social development	Sustainability	Safety and wellness of employees
Family culture	Customer comes first	Take care of your partners and stakeholders	Mistakes are a part of business

At Tega, values lead to value

The big picture of how we have grown our business – and how we will continue doing so

How these values have translated into superior Tega outcomes

Sustained financial growth
+ Sectorial out-performance
+ Profitable growth
+ Zero debt
+ Customer loyalty
+ Strong order book

How these values have enhanced customer value

Longer product life
+ Lower operating cost
+ Better product outcome
+ Lower installation time
+ Enhanced installation safety
+ Product customization

Our aspiration

To remain the first vendor of recall for all our customers

Our purpose

We strive to deliver superior products that enhance value for our customers

Our five pillars

Ethical commitment
+ Courage
+ Relationships
+ Responsibility
+ Culture

What Tega employees have to say about the Company's unique culture

"The most remarkable thing about Tega is that professionals enjoy the freedom to move to any other department, developing cross-functional competence. The result is that the internal hiring of marketing professionals has increased. I don't think any other company provides this extent of freedom in lateral cross-functional movement."

"Tega builds relationships, extending beyond linguistic and cultural barriers. This is why clients engage with us – we prioritise their needs and we treat them like an extension of our premises. There is a personal touch in the way we do business. This is remarkable as we enjoy enduring relationships across countries, notwithstanding differences in cultures, laws and customs."

"During the first wave of Covid, there was a very challenging time for us as many of the labourers were concerned of getting infected and were not willing to work in the plant. The managers, senior managers and employees from various domains (cross functional teams) were ready to do each other's job. Nobody created an argument or declined to do the job of someone else. In March 2020, the plant was run by the staff team in the absence of labourers and achieved almost 50% of the production target. It was unthinkable".

"In 2019, we got a large order from Kevitsa Mining in Finland. Before processing the order, the entire management team of the customer desired to inspect our facility to ensure whether we were capable of timely and competent delivery. The customer's senior management visited our plant. They were fully satisfied with our capability, plant hygiene and research depth. The Company not only provided the order but became a repeat customer."

"When I joined Tega, my seniors were moved to other departments or left the Company. The Company supported and motivated me to assume a leadership role and offered the role of administrative executive only a few days after I joined. The Company promoted me to a manager within two years and I am SOIP (Head), South Africa today. My growth has been the result of a company that took a bet on talent and supported people."

"Every year, we hire engineers from premier institutes in India who infuse new ideas into your Company. The average age of the employees is 35 years, which is a good balance between energy on the one hand and experience on the other."

"In an important project for Tata Steel in 2018, the management focused on cost management without compromising product quality. Following project, we received performance certificates, praise and recommendations from Tata Steel. This became a matter of pride for the Tega family!"

"Tega received a large but urgent order from a renowned customer. We got into action mode; the plant team worked overtime and the result is that we delivered a week before schedule. The expectation of customer satisfaction transformed into customer delight."

"Even as the Company has grown, it has continued to prioritise a work-life balance."

"In 2007, I joined Tega because I did not find my previous job challenging enough. Some 15 years later, I am still here because I am learning every single day. My career has not stagnated; the organization has a dynamic hands-on work culture. I am an aeronautical engineer heading the sales department for South America which indicates the kind of growth the Company offers."

"At Tega, just doing the right things is not enough. You must do the right things in the right way. The Company encourages its suppliers to follow guidelines when engaged in business. Besides, the Company insists that all business practices are conducted in an eco-friendly and ethical manner."

"Tega is one of those rare companies that do not just pay lip service to the Company values rather they sincerely practice in their daily business. Once, there was a discrepancy between the quantity of stock present at the client's site and what we had in our records. I personally checked the stock at the site and resolved the issue. This underlines Tega's value of ethical commitment towards its clients where Tega saw to it that they were given a fair deal. The premium we place on ethics enabled us to gain our client's trust and build an enduring relationship with them.

"I was engaged in the development, design and manufacture of DynaPrime, the principal growth engine of Tega. The good thing about Tega is its work culture, senior management approachability, openness to innovation and customer engagement in decision-making. The result is that the Company established a prominent presence in South Africa in a short time in South America, the mining geography in the world."

"I joined Tega in 2005 when the Company's turnover was ₹40-45 crore; in FY 2021-22, the turnover is approximately ₹530 crore. The reason is that Tega works like a family; everyone gives her or his best. Recently Tega employee passed way; the management provides financial support and education for the child. The Company has not just won employee loyalty; it has evoked employee love."

In conversation with…

Manish Pandey, Senior Manager (Operations), India

Issac Gyapong, Head of Department (Sales), West Africa

Subham Dadhich, Assistant Manager(Wear products, Product management group), India

Ansar CH Hossain, Assistant General Manager (Operations), India

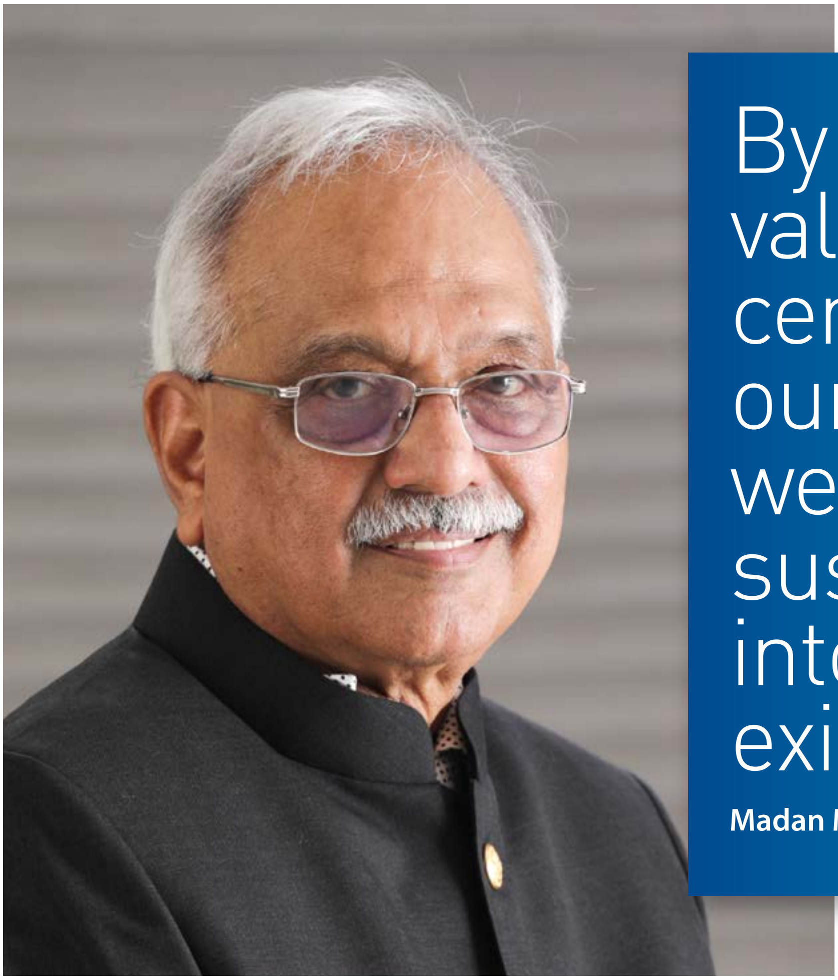
Shashi Shettynayak, Deputy Manager, Finance and Accounts, Australia

Wallace Soares, Manager, Sales, Spain

Charmaine Lancaster, Sales Order Integration Process (Head), South Africa

Abhishek Sinha, Deputy General Manager, Product Management Group India

Perspective



By making values central to our business, we have built sustainability into our existence

Madan Mohan Mohanka, Chairman

Overview

When we embarked on building this Company more than four decades ago, the focus was not in being just another company; there was a desire to emerge as an outlier.

The only way we could become one was through a framework of the right values and beliefs that would be lived every single day through every single initiative across every single management function and across every single location.

The five pillars around which we built Tega comprised of Ethical commitment, Courage, Relationships, Responsibility and Culture.

Ethical commitment

The first value that we championed was Ethical commitment. We promised to be straight, clean and honest in all our dealings with all our stakeholders. We believed that this was the right thing to do; the financial growth was a bonus. The result is that we are a preferred vendor; our customers continue doing business with us not because we provide them the biggest discount or the lowest price; they work with us principally because of the way we conduct our business. The result is that most of our customers (or for that matter, all our stakeholders in general) find us to be a Company that can be completely trusted: honest, fair, transparent and with a capacity to empathise with the problems faced by them. Our longevity with our stakeholders has translated into stability and predictability, manifesting in an almost annuity-like revenue model.

Courage

The second value that we champion is the ability to embrace risks. At Tega, we possess a differentiated understanding of risks. We perceive risk taking to be a natural extension of our core competence. The deeper our competence, the greater our risk comfort and the bigger our courage. This explains why, even as we are headquartered in Kolkata, our manufacturing operations are spread across the world. We perceived that our expansion into these geographies represented a decisive risk reduction initiative; there would have been a bigger risk to our business if we had not ventured into these geographies. The same applies to our understanding of innovation; by not extending our product and process frontiers, we would have enhanced the risk inherent in our business; the downside arising from a failed pioneering attempt is so limited and fleeting that it does not compare with the extensive upside from success. This is how we expect to continue building our Company across the future.

Relationships

The third value that we hold dear is relationships. In fact, we believe that if there is a synonym for the word 'business' it would be 'relationships'. We generally engage with our stakeholders around the prospect of working with them into the long-term. Our stakeholder relationships are defined by a capacity to understand their needs, fulfil them, proactively propose a superior delivery standard (improved products, processes, and logistics) and delight them. The result is that a large part of our revenues during the year under review were derived from multi-year customers; 52% of our employees as on March 31, 2022 had been working with us for five years or more. The word that is often used to describe our stakeholder relationship is 'family', which is another way of saying that once we are assured, or can assure a superior price-value proposition, we engage for the long-term.

Culture

The fourth part of our business relates to 'how' we manage our business on an everyday basis. We believe in doing better than how we have done in the past and better than the sectorial standard. A consistent improvement is possible if only we delegate authority and responsibility. We empower our executives to take decisions. We promote an 'intrapreneurial' culture. We believe that mistakes and miscalculations are a part of empowered decision-making. We promote extensively from within. We grow leaders at every level. We believe that this empowered structure is the only way we can accelerate scalability across regions where the senior management is not physically present. This delegation is secured by checks and balances, which enhances delegation clarity and enhances the sustainability of business outcomes.

Responsibility

This value makes us accountable and answerable to our stakeholders. We will present a conservative Balance Sheet, making a conservative interpretation of accounting practices where we can exercise our judgement. In doing so, we remove any prospect that our financials will be over-stated, creating a mismatch between what we have on paper and what we have in the bank. We will make complete provisions to remove the possibility of any shock in our Balance Sheets. We present our accounts to our shareholders in a manner that they never need to worry about the implications of fine print on the Company's prospective financials. As an extension of this ethic, there were no qualifications by auditors on the accounts presented at the year-end. What our shareholders see is what they get. We write off various expenses that could otherwise have been amortized. We do so for various reasons: even as the benefits of some of our initiatives will extend across the years (and hence could be amortized), we find it simpler and cleaner to expense in the year most of these expenses occurred. If there are losses to write off, we write them off immediately. By this measure, our books of accounts are simple, faithful and can be trusted. We are generally understated in our approach. We communicate our prospects the way we see realities unfold within tolerance limits. This diminution is our way of saying that things could always go wrong, that there are innumerable variables that could affect outcomes and that while we can control factors within our control, there are also things outside our influence. This understatedness has always worked; our stakeholders have developed an expectation that 'If Tega is saying that this is what it will do, then it will make it happen.'

The bottomline: If we continue deepening the role of values in our business, we will build an institution that lasts beyond our lifetime.

Strategic direction

Tega is at an exciting crossroad. The distance we have travelled as a Company and the partnerships we have grown on the way have lifted our horizon to newer heights. As catalysts for positive change, we are on our way to building sustainable future-for our people and planet.

Mehul Mohanka,
Managing Director and Group CEO, offers a walk-through on the growth trajectory of the Company

Overview

I am pleased to communicate with our shareholders for the first time following our IPO in December 2021.

In this strategic overview, I will reflect on the highlights from the 'present' and key differentiators for the future for us at Tega.

I am optimistic about our prospects. Our last financial results will vouch for it as well.

Revenue increased by18.15% year on year.

We survived headwinds in the form of higher input costs, higher logistics costs, supply chain disruptions and yet were able to generate an Operating EBITDA of 19.21%.

Tega is at an exciting crossroad. The distance we have travelled as a Company and the partnerships we have grown on the way have lifted our horizon to newer heights. As catalysts for positive change, we are on our way to building a sustainable future for our people and the planet.

Operating context

At Tega, we solve complex challenges for the mining and material handling industries. We are a preferred partner for more than 700 customers worldwide. We empower industries with innovation and growth.

From a macro perspective, the business climate for global mining is dynamic. The sector is evolving through many transitions.

On one hand, sustained global economic growth is likely to drive personal income, spending, product ownership and consumption of services. This will warrant a larger use of metals. This will, in turn, catalyse the use of minerals and resources that need to be extracted from the ground. Irrespective of cyclical short-term aberrations, we foresee that this demand traction trend will remain largely protected. This will translate into a larger addressable market for a company like ours that provides products and consumables for the global mineral processing industry.

While I would like to err on the side of optimism, it cannot be wished away that the increase in the level of water is not likely to enhance the level of all ships. The Company will need to enhance responsiveness to emerging challenges that could redefine the sector and competitive forces. There will be a bigger premium on the need to rethink business models – accelerated digitalization; expanding operating capacities to secure customer relationships; dispense with the redundant and provide a differentiated customer experience.

The crux is that within the sector, more of the same will not work; companies will need to graduate to more of the different if they are to succeed.

Rethinking the business

At Tega, being in business means to be able to re-imagine the future.

Ever since the Company came into existence nearly four decades ago, it focused on extending its frontier. In doing so, the Company delivered customer delight while enhancing value for all its other stakeholders.

That direction will not only sustain as we step into the future; it will deepen.

At Tega, we do not rest on our laurels. We are committed to constant innovation and evolution. As a team, we realise how critical it is to re-calibrate the lens through which we view the world and its challenges. It helps us galvanise sustainable growth for the industry and the community.

Tega has not just competed in the market of the present; it has prepared for the markets of the future. The word that encapsulates the personality of our

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Company is 'future-facing'. At any given moment, there are a number of projects to develop new products, identify new product features, experiment new ingredients or combinations and explore new ways of enhancing the efficacy of our solutions on the customer's premises.

At Tega, we persevere to moderate the customer's cost of product ownership or cost of talent, enhance operating efficiency and moderate installation downtime – all the factors that enhance Return on Investment that a customer may derive from the use of our product.

In a volatile and competitive world, where enhanced profits are likely to be compressed within shorter tenures, it is solutions like ours – margins-enhancing – that are likely to contribute to the viability of the business of our customers, resulting in extended engagement with our Company and enhanced revenue visibility.

Our business conduct is inspired by our passion to build a sustainable future. Even as we persevere to deliver value for our customers and shareholders, we are equally focused on our people and planet.

Digital transformation

Thanks to Industry 4.0, automation and digitalization are already in reckoning. We are in sync with this accelerated transformation. Our team of experts picked up the challenge and is almost ready to give our customers a novel IoT-based solution that will add to their ease of doing business.

As we introspect on the customer's experience with us, we spot a great opportunity to help the customer gain more from our solutions. Following a typical product life-cycle from our manufacturing facility; through its performance at the customer's site; till end of term we understand that some of the utilization stays untapped. The IoT-based innovation that we are set to launch, will be a game-changer. It will track the performance of the product real-time and empower the customer with informed decision-making with no seepage in the process.

This 'intelligent' product will serve as a smart gate-keeper; it will inform and educate in real time. The customers will be empowered to take informed decisions related to product replacement and systemic repair. This will be a 'first' in the industry and, when launched, will add to our revenues, margins and sustainability.

Partnering a circular economy

One of the biggest challenges faced by our sector has been that of product disposal. Our products are non-biodegradable; they need to be landfilled following the completion of their life cycle. In turn, this has resulted in the mining sector being singled out for ecological damage.

At Tega, we began working on this dimension some years ago with the objective to arrive at a solution that would contribute to the circular economy. Last year, we made a breakthrough in proposing re-grinding services, whereby the products sold to our customers would be returned to us for being recycled into useable products (either by us or through our contracted associates).

We propose to energise the customer's journey with life-cycle solutions and 'green' products. The target is to turn 100% recyclable in the next five years. That will make us the 'first' to set such a precedence in the industry and one is looking forward to achieve this milestone with optimism.

Research

We are a knowledge-led business. It is imperative to constantly upgrade the research going into our products and processes to address challenges. Our engagement with research will heighten, orchestrating the development in various parts of the Tega world – particularly Chile and India. Our research investment is slated to increase by 1 to 3% of revenue. This aggressive investment in research will help us sustain nearly half a dozen projects at a given time. It will also enable us to widen our leadership gap and make us the best choice for our customers.

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DynaPrime

In 2018, Tega launched DynaPrime, its disruptive steel lining product. This composite liner was pitched as a suitable replacement for the conventional steel liner, marked by distinctive advantages in terms of cost, endurance and price-value proposition. Tega is focused on a vast USD 1 Billion addressable market with virtually no competition. At this point, DynaPrime accounts for 22% of the Company's revenues; however, its share is a mere 3% of the global steel lining market. The off-take of DynaPrime grew 32% during the last financial year; we expect to sustain off-take at 25% compounded growth across the next five years with the objective that it account for a little less than half of our revenues by 2027.

Conclusion

We are on an ambitious path to translate the goals into achievements. We plan to invest USD 30 Million in Chile and India by 2025. This proactive investment is expected to assure our longstanding institutional customers of a robust supply chain, empowering us to expand the scope of our partnerships. The interplay of the various initiatives described here, should begin to play out across the future that we seek to build together with our stakeholders. A future that thrives on performance, responsibility and sustainable partnerships.

Financial review

How Tega has created a financial foundation for a multi-year value-accretive journey

Overview

The principal message is that the Company's financial foundation is attractively placed to enhance stakeholder value in a sustainable way.

This foundation possesses the ingredients of value-creation: a predominant reliance on accruals, near-absence of long-term debt, net cash position, longstanding customer relationships, effective cost management, capital expenditure and operating headroom to enhance revenues.

The Company's performance of FY 2021-22 was moderately affected on account of an unusual convergence of challenges (social, political and economical): the pandemic-induced slowdown, commodity inflation, shortage of shipping containers, rise in oil prices and increased logistics costs. These realities notwithstanding, the biggest achievement of the Company was its capacity to protect its brand and Balance Sheet during the year under review.

Clarity

The management possesses a strategic financial clarity that is expected to translate into sustainable value-accretive growth. The principal features of the Company's approach comprises of the following:

- Protected or improved credit rating
- Desired raw material cost (RMC) margin at 60% {Revenue from Operations - (Cost of Raw Material Consumed + Change in Stock)}
- Sustained cost management
- Balanced accruals/debt-funded capital expenditure
- Attractively under-borrowed Balance Sheet with no virtually long-term debt

Capital efficiency

At Tega, we aspire to generate a return higher than what our risk partners (shareholders) would generate if they invested in alternative asset classes. During the year under review, the Company reported an ROCE of 15.46%, which was higher than the average debt cost incurred by the Company and the prime lending rate within the Indian economy. Even as the ROCE generated by the business was 325 bps lower than in the previous year on account of a sharp increase in costs (which could be passed on to consumers only with a time lag), the Company is optimistic of enhancing capital efficiency going ahead.

Credit rating

At Tega, we retained the coveted aspiration of being near-zero debt (long-term) during the year under review. However, the Company had ₹1,258.74 Million of short-term debt on its books to finance working capital requirements. An important influence on the cost of this short-term debt was the credit rating of the Company (the higher the rating, the lower the cost), which was maintained at A+. This reflected Balance Sheet integrity, business model robustness and adequate liquidity - an index of its respect and competitiveness.

Liquidity

At Tega, financial liquidity enhances our capacity to invest in capital expenditure through our earnings, negotiate better with vendors in exchange for immediate payment and showcase our liquidity to attract credible stakeholders. Given a choice between maximising revenues with stretched liquidity or moderate-to-high revenues with enhanced liquidity, the Company will select the latter.

The Company measures liquidity by net cash on the books (cash less debt), interest cover (EBITDA divided by interest expenses) and its gearing ratio.

The Company measures liquidity by net cash on the books (cash less debt), interest cover (EBITDA divided by interest expenses) and its gearing ratio. Net cash was nil as on March 31, 2022 as against Net Cash of ₹349.85 Million as on March 31, 2021 on account of accruals generated during the year. Interest cover was 12.78 in FY 2021-22 as against 13.81 in the previous year. Debt-equity ratio remained attractive at 0.29 (including short-term debt) and 0.12 (excluding short-term debt), which improved from 0.31 and 0.18 respectively in FY 2020-21 (the Company increased net worth by ₹1,223.13 Million and gross debt increased by ₹271.41 Million during the year).

As a measure of the Company's liquidity, it possessed ₹7,360.35 Million in net worth, ₹890.69 Million in long-term debt and ₹1,258.74 Million in short-term debt as on March 31, 2022. This visible reliance on net worth represents a buffer in a volatile world.

Business mix

At Tega, our business mix is majorly weighted towards mineral processing industries engaged in gold, copper and iron ore mining and mineral processing. Gold and Copper constitutes about 70% of sale of products.

Revenue mix

The proportion of revenues derived from the sale of mill products was 77% during the year under review and 23% from non-mill products.

Capital expenditure

At Tega, we are engaged in capital investment. At the close of FY 2019-20, the Company possessed a gross block of ₹2,896.15 Million that had been aggregated across 44 years. In the space of just two years, the Company invested ₹643.18 Million in enhancing manufacturing capacity (18.17% of its gross block as on March 31, 2022). By the virtue of the capital expenditure being allocated principally to profitable products like Mill liners, Conveyors, Screen wear products and Hydro cyclone, the Company expects to grow profitably.

Debt moderation

At Tega, debt moderation is integral to our long-term profitability. In the past, when the Company invested in greenfield capital expenditure, it balanced the role of debt and net worth. Even in a challenging FY 2021-22, when the external environment proved challenging, the Company mobilized ₹453.52 Million of short-term debt to fund its growing business. The Company intends to mobilise long-term debt for the Chile expansion that will not compromise its Balance Sheet.

Interest outflow declined from ₹214.39 Million in FY 2019-20 to ₹172.78 Million in FY 2020-21 to ₹162.04 Million in FY 2021-22. The Company remained net debt-free (more cash on the books than debt) in FY 2020-21 and retained this position during the last financial year. The Company generated an average 17.60% return on equity for the last three years.

Locational focus

In a world where logistics costs are rising, there is a premium in manufacturing close to consumption markets. Besides, this proximity has shrunk a turnaround in the Company's response to consumers and enhanced their comfort level that materials would be delivered with speed. The Company continued to invest in Chile, South Africa and India, which are proximate to consuming markets, reducing costs and enhancing responsiveness. This proximity is expected to encourage customers to stock modest quantities and rely on frequent product replenishment (enhancing working capital efficiency). The Company believes that the capacity to service proximate markets faster than competition represents a long-term moat, translating into a larger market share.

Working capital hygiene

The Company enhanced its working capital hygiene by controlling its receivables cycle within tolerance limits through stable terms of trade with customers, marketing product variants enjoying strong off-take, marketing value-added products and increasing the proportion of cash-and-carry revenues. The proportion of cash-and-carry has increased over the years and is expected to rise in the next two years.

Working capital cycle (days of turnover equivalent) extended from 139 days in FY 2019-20 to 130 days in FY 2020-21 to 169 days in FY 2021-22, largely due to a proactive increase in inventory stocking at a time of rising resource prices. The Company's receivables were 102 days of turnover in FY 2020-21 and 108 days during the year under review; inventory increased from 74 days of turnover equivalent to 99 days during the same period to protect its supply chain at a time of volatile change. The increase in inventory stocking cost will be more than recouped through business continuity and economies of scale.

Countering challenges

The Company suffered a decline in its raw material cost (RMC) margin from the desired 60% to 57.7%. There was an abnormal increase in input and logistics cost that could not be completely passed on to customers. The cumulative inflation impact of 380 bps moderated the Company's Operating EBITDA margin from 23.27% to 19.21%.

The extent of profitability decline was moderate compared with the extent of cost inflation in the external environment.

At Tega, debt moderation is integral to our long-term profitability. In the past, when the Company invested in greenfield capital expenditure, it balanced the role of debt and net worth. Even in a challenging FY 2021-22, when the external environment proved challenging, the Company mobilized ₹453.52 Million of short-term debt to fund its growing business. The Company intends to mobilise long-term debt for the Chile expansion that will not compromise its Balance Sheet.

Repeat customers

The Company generated 73.10% of its revenues from customers in FY 2021-22 from repeat orders and 25.32% of revenue from conversion and projects. A large proportion of the customers have been associated with the company since years. The strength of this long-standing engagement was reflected in the ability of the Company to pass cost increases to customers with the lag of a couple of quarters. By demonstrating its commitment to 'Partnerships in Practice', the Company retained all its clients during the year under review, strengthening revenue visibility.

This moderate impact was the result of long-standing relationships that made it possible to exercise a cost-plus formula that passed inflation to customers (and vice versa) with a reasonable lag.

The Company countered the challenge of a decline in shipping container availability with proactive planning. The result was that the Company delivered on-time and in-full to customers matched with their planned downtime, eliminating any additional equipment downtime on account of delayed materials delivery. This service predictability during a challenging period strengthened the Company's brand as a dependable partner.

Operational upsides

The Company experienced positive upsides during a challenging FY 2021-22.

The Company's revenue visibility was protected by the 'must run' status of its downstream customers, which warranted a periodic use of the Company's products. A decline in capacity utilization of the plants of its customers did not affect purchases. The Company's prospects were secured by its derisked 'sell and make' approach as opposed to its 'make-to-sell' business (which could have increased inventory). The predictability of the business was secured through a credible order book mix - 25% for the long-term and the rest for three months with an inbuilt rollover.

The Company's IPO (primarily comprising an offer for sale of shares) facilitated listing and visibility. The Company was valued at ₹31,025.19 Million as on March 31, 2022.

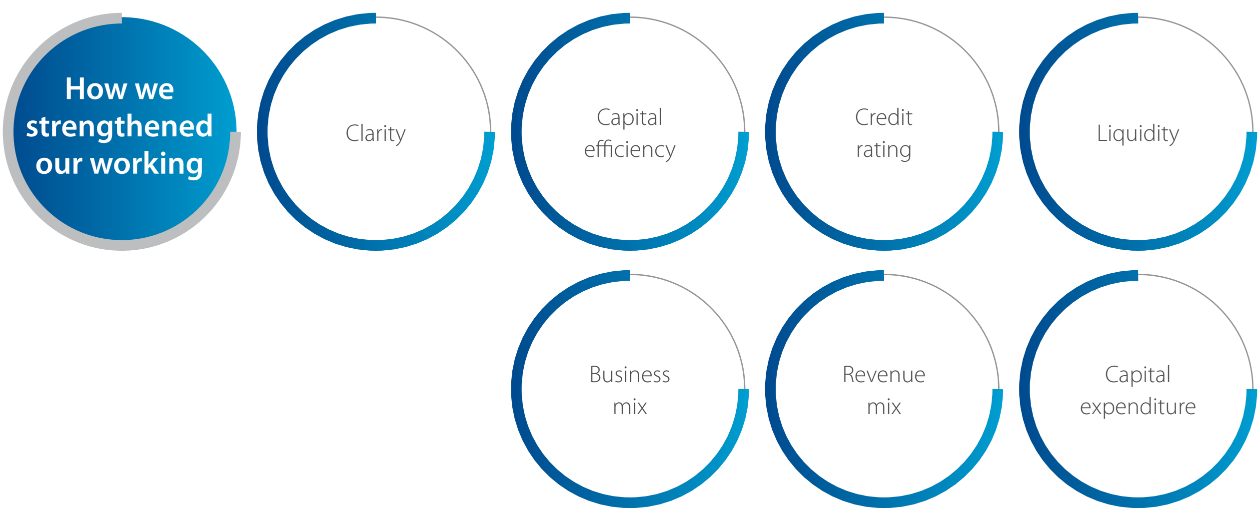
The Company enjoyed the support of three banks for long-term debt access and seven banks for short-term financing needs. By the close of the year, the Company had drawn about 60% of its sanctioned working capital.

Liquidity

The Company continued to prioritise financial liquidity in FY 2021-22. It finished the year under review with ₹2,146.09 Million in cash and ₹2,149.43 Million in total debt, a net debt position of ₹3.34 Million.

The other measures of liquidity validated the Company's competitive position. Interest cover remained in excess of 12x; gearing (taking all debt into account) remained an attractive 0.29; net worth increase during the year under review was ₹1,223.13 Million (increase in accruals was ₹1,555.95 Million and increase in total debt was ₹248.60 Million), a creditable achievement in a challenging year.

The Company's increased appetite for short-term debt is likely to grow



operations in Chile, South Africa and India across the foreseeable future that the Company will seek to balance with increased net worth, ensuring that the overall gearing of the Company remains protected.

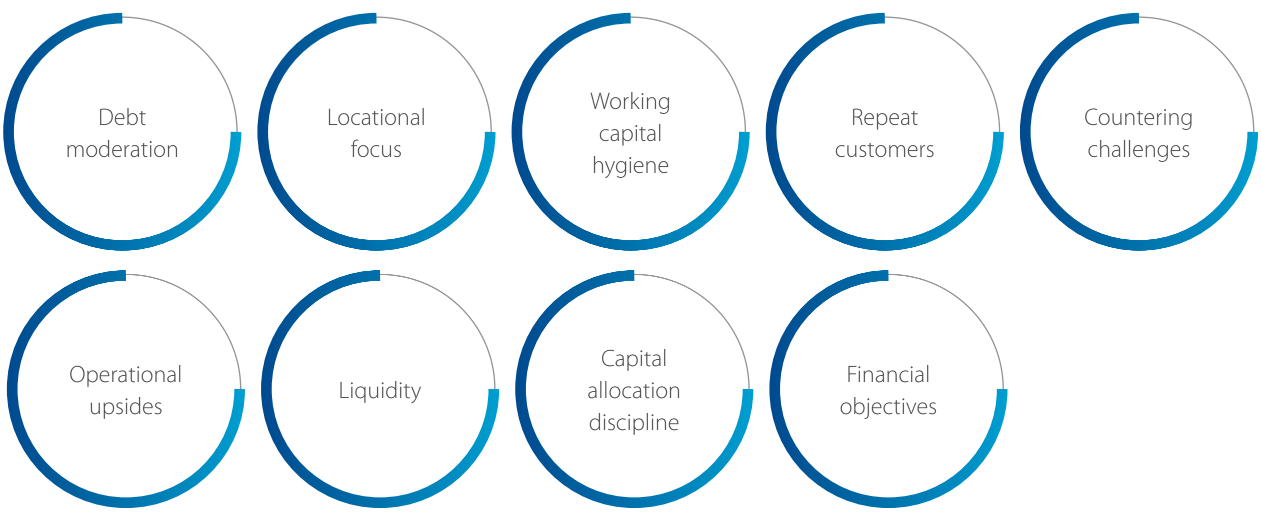
The Company will seek to return to its erstwhile liquidity through a progressive decline in inventory as the external resource markets begin to normalise in terms of costs and resource availability.

Capital allocation discipline

The Company will continue to grow its business through greenfield capital expenditure in Chile (to be commissioned by FY 2024-25) and brownfield growth within its South Africa and India operations. The USD 20 Million greenfield expansion in Chile will be funded through debt (70% of outlay) and net worth (30%). The Company will seek to enhance manufacturing capacity through debottlenecking and modular capacity addition in South Africa and India, strengthening capital efficiency.

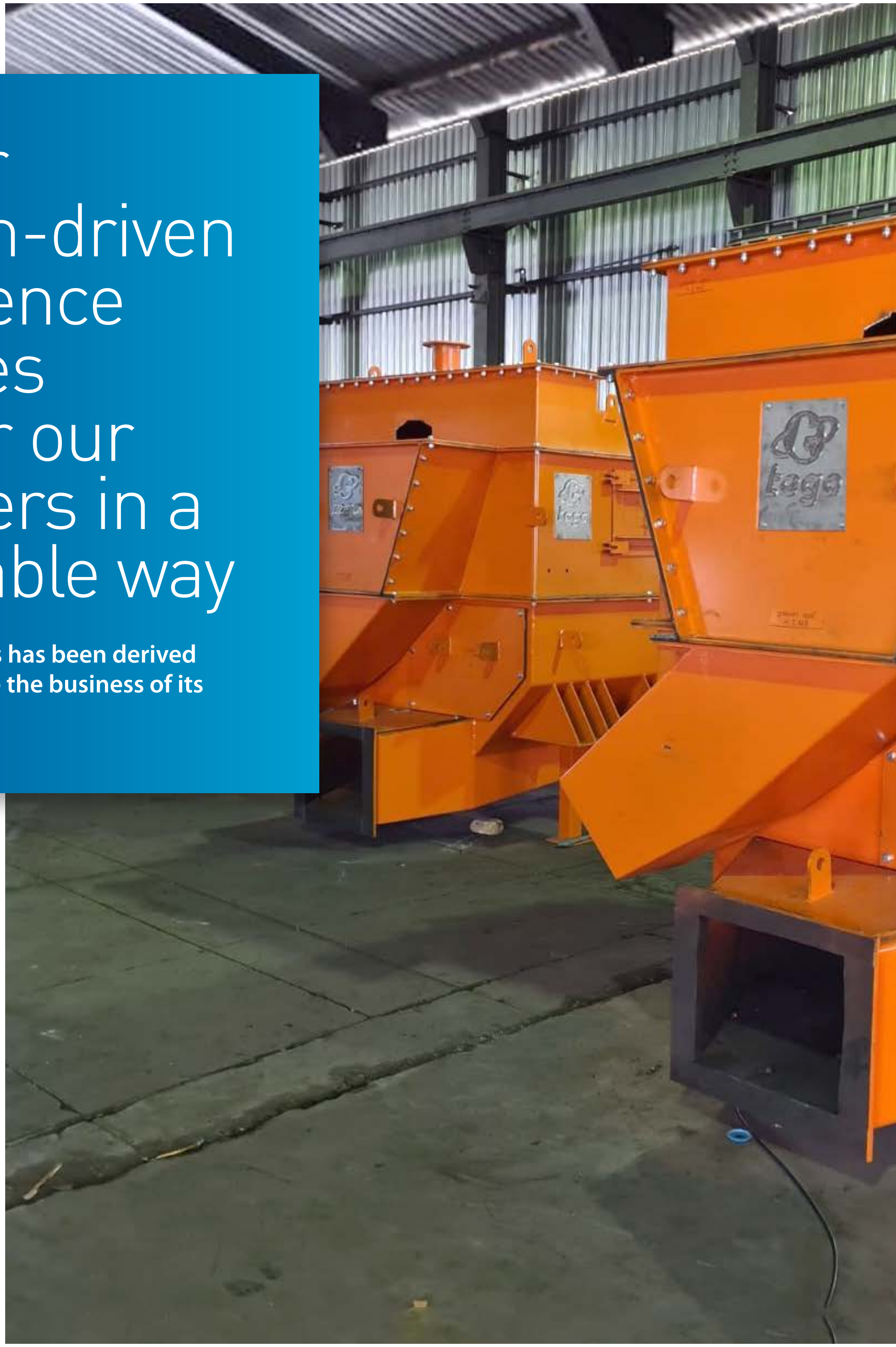
Financial objectives

The Company will seek to grow revenues without stretching working capital management. It will address the challenge of inflation through prudent procurement and inventory management. It will enhance the use of technology that delivers superior talent productivity without increased recruitment. It will graduate to the digitalized Industry 4.0 by the third quarter of the current financial year. It will seek to leverage its A+ credit rating to mobilise short-term debt for an affordable cost. It will seek to strengthen its raw material cost (RMC) margin to its desired 60%.



How our research-driven competence enhances value for our customers in a sustainable way

Tega's competitiveness has been derived from the ability to take the business of its customers ahead



Overview

In a competitive world, where cost increases cannot be easily passed on to customers, there is a premium on the ability to moderate costs, enhance the user's price-value proposition and strengthen the customer's competitiveness (in the process strengthening one's own).

At Tega, we have employed scientists/engineers who examine customer needs and respond with customized solutions.

Besides, we engage in extending the frontier of our sector even before customers can ask for specific solutions.

This combination makes it possible for us to address emerged needs and also second-guess challenges customers are likely to experience.

This proactive and customer-responsive approach has deepened our recall as a customer that takes the business of its customers ahead.

Through extended product life. Lower installation time and costs. Lower talent deployment in product installation. Lower overall product life cycle costs.

The result is that our products are not just good to use; they have proved indispensable for customers seeking to enhance their competitiveness.

Outlook

The Company intends to graduate its research spending and commitment to a higher level. The research team will be reinforced with talent, equipment, infrastructure and linkages with other sciences across Chile and India. The Company will increase research investment from 1% of revenues to 3% of revenues even as the revenue base of the economy continues to widen. This investment will help the Company sustain nearly half a dozen concurrent projects and widen the Company's leadership position.

Business driver

Our R&D competence

Overview

At Tega, we are engaged in a business that addresses needs of productivity, durability and responsibility. This commitment is derived from the capacity to research new processes and products and the upgradation of existing products in line with international benchmarks. Due to the complex nature of our products, we seek innovative, lean and competitive designs that enhance our technology competence. Our engineers visit customer sites to understand their challenges, empowering them to design relevant solutions. Our advanced R&D centres have been invested with research infrastructure and tools, enhancing outcome effectiveness.

Our R&D priority

The Tega R&D philosophy is focused on environment, safety and productivity (ESP) that is synced with the ESG programmes of the prominent mining companies.

Environment: Our R&D focus is to recover, reuse and repurpose waste. For instance, in the development of our Rapido (screen) product, 35% of the product raw material was recovered and repurposed; in the development of DynaPrime Green, all unused parts were recovered, reused or repurposed.

Safety: Our R&D initiative focuses on the well-being of workmen developing products and those installing them in customer premises, enhancing process integrity.

Productivity: Our R&D commitment is to enhance productivity and moderate costs for customers.

Our R&D activities

Our R&D team largely engages in the following activities:

- Upgradation of existing products like heat resistant grade rubber and fire-retardant anti-static
- Development of product variants like the locking ceramic liner and the thin flexible ceramic liner
- Development of new products like the DynaPrime that withstands high energy impact and wear resistant liner
- Development of cutting-edge technologies like the combination lining

Our R&D expenditure

	FY22	FY21	FY20
R&D expenditure (₹ Million)	43.30	37.52	36.68
As a % of total expenses	0.53%	0.56%	0.57%

Big number

36

Members in the R&D team as on March 31, 2022

Business driver

Our digitalization momentum (Industry 4.0)

Overview

Digitalization is no longer fringe to companies; it is integral. The competitiveness of companies is largely dependent on the extent of digitalization, enhancing agility, adaptability and scalability. Tega is engaged in deepening its digital transformation to enhance competitiveness.

At Tega, the nature of digitalization has widened, reflecting in initiatives to enhance systemic efficiency, moderate redundancy, safeguard from viruses and cyber-attacks, accelerate data retrieval and strengthen business continuity. Your Company's IT team establishes and maintains enterprise information systems and infrastructure services that support business requirements.

Your Company is engaged in the deployment of advanced scheduling solutions, creation of a digital thread across the value chain, establish end-to-end product traceability and the development of an IoT platform to create dashboards to generate reports that facilitate timely decision-making.

In turn, our investment in IT has been directed to improve business KPIs, moderate the Company's carbon footprint and strengthen governance, the basis of the Company's sustainability.

Disrupting the market

At Tega, our engineers and scientists have created a ground-shifting sensor-based product. This IoT-driven product will send out real-time alerts on product health, replacement time and a holistic perspective of the operating system. This products will empower customers to take proactive decisions related to product replacement and systemic repair. This unique product, when launched, will strengthen our brand, revenues, margins and sustainability.

Our IT focus areas

- Protection of intellectual property rights
- Mitigation of cyber and business continuity related risks
- Increased efficiency
- Improved digitalization and automation
- Leverage of data value
- Ready availability of skills and resources

Our technology investments

- SAP ERP for the purpose of accounting, procure to pay, order to cash, manufacturing and planning, quality management and plant maintenance
- SAP Success Factor for Human Capital Management (HCM)
- SAP Concur and service applications developed in-house
- Salesforce as a customer relationship management tool under implementation

Strengths

- The Company has its own inhouse software development team and SAP team to develop, implement and support all internal functionality of the organization
- The Company's central IT infrastructure and procurement team is supported by helpdesk personnel deployed across all locations to provide 24x7 hardware and IT general support
- The Company's TegaApps is an in-house web-platform that consists of various applications catering to different user groups like executives in manufacturing, sales, product groups and support functions

Highlights, FY 2021-22

- The Dahej plant underwent digitalization.
- SAP was implemented in Tega Chile
- Travel and expense management was secured through SAP CONCUR

Outlook

At Tega, progressive digitalization will transform manufacturing interventions, the shop floor report cards being replaced by digitabs and the auto-recording facility of machine data. The management's access to real-time data will empower it to address operational challenges with speed.

Superior price-value proposition

How DynaPrime completely transformed the customer's realities

Challenge

Large mills traditionally used steel liners, marked by a lower liner life. The consequent downtime resulted in unplanned shutdowns, lower productivity and installation safety concerns.

Tega's solution

The Company examined mill dynamics and offered DynaPrime, marked by an improved profile and material composition. What made the proposed solution promising is that DynaPrime was designed with fewer pieces and fixing points; this ensured quicker installation. Besides, DynaPrime incorporated a new design with bolting from the outside and lower lining weight, eliminating installation risks.

Outcome

DynaPrime accounts for 25% of the Company's revenues; its share merely 3% of the global steel lining market. The off-take of DynaPrime grew 33% during the last financial year; the Company expects to sustain off-take at 25% compounded across the next five years. This product is expected to account for a little less than half the Company's revenues by 2027.

Tega optimized its trommel panels to reduce shutdowns

Challenge

Copper mines suffered intermittent shutdowns due to the short trommel panel life.

Tega's solution

Tega's engineers focused on extending the trommel panel life. Following examination, there was a recognition that the panel design was not in line with the wear rate based on normal operating conditions. Tega set about optimising the panel design to counteract the wear rate.

Outcome

Tega's heavy duty rubber trommel panels enhanced panel life by 50% (from four months to six months), reduced shutdowns by a third and reduced cost per tonne of the trommel panel by 22%. The customer generated a superior return on investment.

Tega improved chute design to generate even mill discharge distribution

Challenge

Gold mines in Canada suffered from uneven mill discharge distribution.

Tega's solution

Tega set about generating an even mill discharge distribution with 50% solid reporting on each outlet. A critical examination revealed that the percentage of solid distribution was uneven between two feeder boxes; it became apparent that the downstream screens were underfed or overfed. Tega responded with a new tapered discharge chute with improved design and a rock box arrangement.

Outcome

Tega's chute resulted in an almost even split as was desired for the circuit. The liner selection was optimized to suit the new design and to maximise liner life. This improved performance and increased downstream circuit efficiency.

Tega's Centrax enhanced belt life

Challenge

Iron ore mines in India suffered from frequent tripping due to the exaggerated belt sway. This resulted in unscheduled shutdowns that were required to clean the spillage. There was hence a premium on controlling the belt sway, stopping unscheduled shutdowns and eliminating damage to the belt and structure.

Tega's solution

Tega examined the process where the problem frequently occurred. The finding was that the tripping was due to the high belt sway. The belt was analysed section wise; this helped identify the starting point of the sway. Thereafter, Tega introduced its customized Centrax solution in these identified locations to arrest belt sway.

Outcome

The introduction of Centrax moderated belt sway reduction from 80-100mm to 40-50mm. Belt tripping declined from 10 times a month to nil. There was an even bigger upside: the reduced belt sway increased belt life from 10 months to 13 months - an annual saving of ₹1.1 Million.

How we have enhanced value in an integrated, inclusive and sustainable way

Overview

The Integrated Report enhances an understanding of how an organization services different stakeholders (employees, customers, suppliers, business partners, local communities, legislators, regulators and policy makers). The report draws on diverse strands (financial, management commentary, governance, remuneration and sustainability reporting) in explaining an organization's ability to create, enhance and sustain stakeholder value.

Our value-accretive business model

At Tega, we believe that sustained value-creation is the outcome of various competitive advantages. We have outlined some of these decisive advantages that have defined our business model.

Mission-critical

Your Company is among the leading producers of specialized and 'critical to operate' products that possesses high replacement barriers. The use of the Company's products are not optional; they are critical, helping customers reduce their cost of staying in business. The result is that the product category is indispensable to the mineral processing world.

Experience

Your company enjoys the experience of supplying its products across 70 countries. This has translated into a rich insight into the ore quality and terrain realities of different countries. This knowledge is helping us to continuously provide improved solutions to the customers resulting in enhanced productivity at their end.

Product portfolio

Your Company is present across the value chain of a mineral processing site. By this virtue, it offers not just a handful of products but a range of products and solutions for various mineral processing stages.

Wallet share

Your Company markets a range of products with established productivity and efficacy. The result is that most of our customers do not cherry pick; they buy large parts of our available offerings – complete solutions - enhancing our share of their wallet.

Market leader

Your Company is the world's second largest producer of polymer-based mill liners (used for grinding and sizing mineral ores) by revenues. This extensive multi-country presence has deepened our insight of the global market, emerging trends, ability to capitalise on opportunities and our capacity to amortise our fixed costs across our large output, the basis of our profitability and sustainability.

Productivity-driver

Your Company's products play a critical role in determining mineral processing site productivity. These improvements are measurable: they enhance throughput, moderate grinding media consumption, reduce energy consumption and lower downtime. The result is that our products deliver lower operating costs for customers.

Customized design

The secret behind your Company's multi-year engagement with customers is its ability to translate its research-driven knowledge into customized product design for each mineral processing site. Tega's engineered built-to-suit (over off-the-shelf) competence has resulted in a neat fit, enhancing value for customers.

Supply chain

Your Company's low reliance on outsourcing moderates its dependence on vendors. This minimizes the possibility of failure rates, enhances control across the Company's processes, facilitates quality assurance and increases value-addition.

Strict quality control

Your Company's products undergo stringent selection and approval procedures before being sold to mining and mineral processing companies. Besides, the Company's products have been certified by a range of marquee customers.

High entry barrier

The space where the Company is present comprises high entry barriers of technology and knowledge. The Company addresses complex challenges in mining, power, material handling, and engineering. Your Company's products combine mineral processing engineering, mechanical engineering and material sciences, utilising an expertise in tribology. Besides, product approvals from all major global mining and mineral processing companies serves as a competitive edge. Your Company operates in an oligopolistic market where the number of established global competitors are limited.

World-wide distribution

Your Company's sales and distribution network consists of 18 overseas and 14 domestic sales offices in key geographies that are close to prominent customers. Tega's products are marketed through the 'plant audit' route (specialized consultancy service offered to clients).

Proximity

Your Company's international manufacturing operations are proximate to the world's major copper and gold mining locations in Chile, South Africa and Australia. This proximity has strengthened logistical competitiveness, repeat engagement, capacity expansion and economies of scale – a sustainable competitive advantage. This proximity helped expand its addressable market from relatively small to large equipment, where its actual advantage was even more visible.

Customer profile

Your Company's track record comprises servicing leading global companies for years. Tega's long-standing engagement with key customers spans more than 10 years, resulting in high repeat revenues; order book was ₹2,359 Million as on March 31, 2022.

Revenue visibility

There is a premium on quality and productivity in mineral processing sites. A consumer's engagement with a product vendor is patient and painstaking, marked by various stringent appraisals of references, certifications, competencies and overall price-value proposition. The general industry trend is to work into the long-term with established vendors, which is reflected in the Company's customer engagement profile.

Stakeholders who enhance value at our Company

Our employees represent the aggregate knowledge of how to grow the business across a range of functions (material procurement, manufacturing, sales, quality, finance etc.). We provide an exciting workplace, promise stable employment and enhance employee productivity.

Our shareholders provided capital when we went into business. Our focus is to generate free cash, enhancing RoCE and, in doing so, increase value of their listed holdings.

Our vendors provide credible and a continuously supply of resources (polymers, equipment and services). We maximise quality procurement that is remunerated with speed, strengthening our relationship and assuring an anytime availability of resources.

Our customers keep us in business through a consistent purchase of products and services, generating the financial resources to sustain our operations. Our focus is to sell to a larger number of customers and retain them, strengthening relationships.

Our communities provide precious social capital (education, culture, security etc.). We support and grow communities through consistent engagement.

Our governments provide us with a stable structural framework that ensures law, order, policies etc. Our focus is to play the role of a responsible citizen.

This prudent interplay of the value generated by each stakeholder ensures business sustainability and enhanced organizational value.

The resources that we use in enhancing value

Natural capital

We derive all our resources from this capital. Our engagement is influenced by the degree of dependence on natural resources, impact of the production process on the environment and what the organization needs to do to operate within environment limits.

Social and relationship capital

This represents the relationships between our Company and stakeholders (community, governments, customers and supply chain partners). These could also comprise operating licenses, dependence on the public sector or supply chain.

Intellectual capital

This includes resources such as patents, copyrights, intellectual property and organizational systems, procedures and protocols, which can provide competitive advantages. Conversely, companies that pollute could attract censure or closure.

Human capital

This refers to skills and know-how of an organization. The success of an organization is tied to the competent management of teams. Excessive employee turnover or inadequate remuneration can affect the brand and our ability to enhance value.

Financial capital

This includes funds obtained through financing or generated through our accruals - the funds pool available in the production of goods or the provision of services, including debt and equity.

Manufacturing capital

This comprises physical infrastructure like buildings or technology equipment and tools that contribute to organizational productivity.

Our value-creation strategy

Strategic focus	Innovate and excel	Cost leadership	Supplier of choice	Robust people practices	Responsible corporate citizen	Value-creation
Key enablers	Nurturing a culture of value-driven process excellence, reflected in new processes and products This is reflected in a desire to generate a higher revenue throughput per customer or region There is a commitment to generate a higher share of the customer wallet coupled with higher profitability	Tega focuses on operational excellence and cost leadership Your Company is a competitive player on account of customer proximity, complete process ownership and under-borrowed Balance Sheet Your Company is among the largest manufacturers in the world for liners, strengthening economies of scale	Tega reinforced customer engagements through customized solutions The Company's products also delivered lower costs, extended product life and lower downtime at the customer's end – a superior price-value proposition	Tega is an employer of 1,779 people (full time and contractual) Your Company's people engagement has been marked by a culture of urgency, delegation, empowerment, responsibility, accountability and a desire to enhance stakeholder value Your Company's invigorating workplace is marked by training, engagement, fair appraisal and attractive reward	Tega is a responsible corporate citizen Your Company is engaged in community development Your Company spent ₹11.53 Million across CSR activities in FY 2021-22 and an amount of ₹3.8 Million was earmarked for a specific ongoing project and has been transferred by your Company to a designated account as per the relevant regulations	Tega enhances value for all stakeholders Its service and products enhance mineral processing value for customers, marked by measurable improvements in outcome
Material issues addressed	Superior technology leading to production efficiency quality	Creating the basis of long-term viability through competitiveness across market cycles	Enhancing revenue visibility through product criticality, enduring customer relationships, and national policy alignment	Creating a professional culture with authority, responsibility and accountability, seeking overarching excellence	Community engagement in a responsible way Widening the prosperity circle	Stakeholders' need for enhanced value creation that become the basis of their sustained engagement
Capitals impacted	Manufactured, Intellectual, Financial	Financial, Intellectual, Natural, Social and Relationship	Intellectual, Manufactured, Social and Relationship	Intellectual, Human	Social and Relationship, Natural	Intellectual, Manufactured, Social and Relationship

Enhancing stakeholder value

Stronger market valuation

47,217

₹ Million , market capitalization on listing, December 13, 2021

31,025

₹ Million, market capitalization, March 31, 2022

Capital efficiency

1.00

Turnover: Capital employed, FY 2021-22

1.03

Turnover: Capital employed, FY 2018-19

Net worth

7,360.35

₹ Million, net worth, March 31, 2022

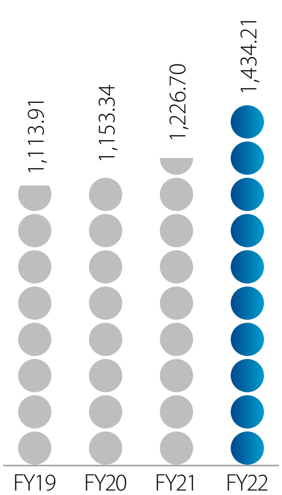
6,137.22

₹ Million, net worth, March 31, 2021

Value shared with

Employee value

(Million)

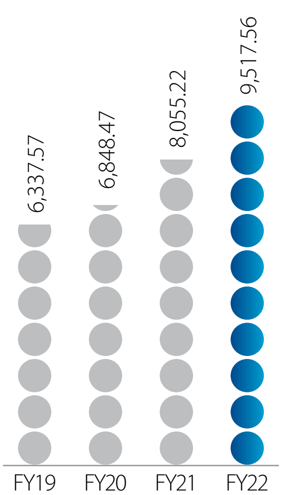


Salary and wages

Your Company invested a progressively larger amount in employee remuneration, underlining its global presence and role as a responsible employer.

Customer value

(Million)

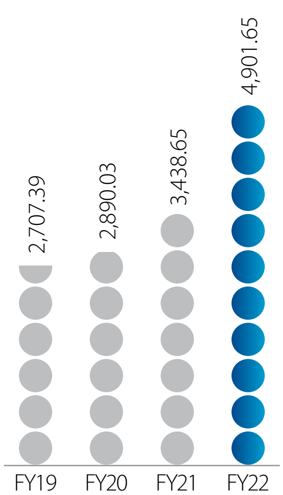


Revenues

Coupled with an increase in volumes, the Company increased revenues, an index of the value created for customers.

Vendor value

(Million)



Procurement

Your Company procured a larger quantum of resources, enhancing vendor value.

Working capital efficiency

2.16

Turnover: Working capital employed, FY 2021-22

2.45

Turnover: Working capital employed, FY 2018-19

Reducing Balance Sheet size

1.63

Average net debt/ Operating EBITDA, FY 2018-19

(0.09)

Average net debt/ Operating EBITDA, FY 2021-22

Debt-equity ratio

0.29

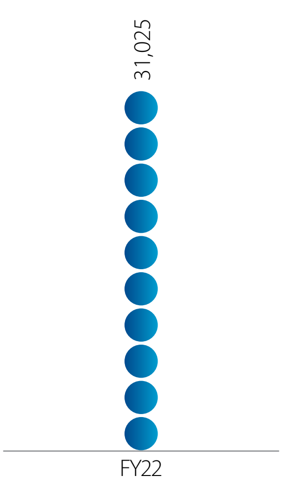
X, Gearing, FY 2021-22

0.31

X, Gearing, FY 2020-21

Shareholder value

(Million)

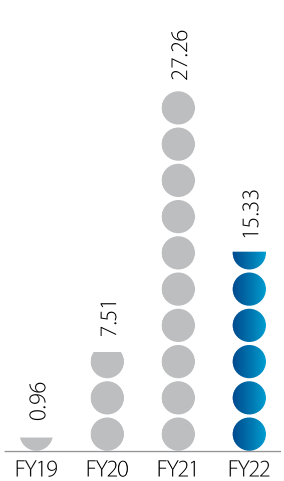


Market capitalization

Your Company strengthened shareholder value through a complement of prudent business strategy, accruals reinvestment and cost management.

Community value

(Million)



CSR expenses

Your Company enriched communities in the geographies of its presence through a complement of CSR programmes.

How we intend to enhance shareholder value going ahead

Capitalise on growing relevance

Ore grades depleting in gold mines

Disproportionate growth in mining and mineral processing industries

Increased large equipment demand (including mineral processing consumables)

Disrupt the market

Penetrate the market with the distinctive DynaPrime product

Leverage the launch of sensor-based products

Focus on launching a recycling service for used products

Balance Sheet integrity

Expand largely out of accruals

Fund working capital needs at a low cost

Remain largely under-drawn for working capital needs

Increase market share

Leverage existing presence in 3 global manufacturing locations

Increase market penetration in high growth markets

Widen presence in North America, South America, Australia and South Africa

Increase customer base

Leverage design, engineering and manufacturing potential

Enhance wallet share of existing customers; increase cross-sale

Focus on quality products and value-added solutions with recurring demand

Leverage market insights

Deepen presence in existing markets (USA, Chile, Peru and Mexico)

Leverage insights from these markets to enter new ones

Position as a multi-sector and multi-terrain specialist

Capitalize on the future

Leverage proprietary R&D capabilities; increase product offerings

Launch new products through in-house software programmes

Leverage successful product launch experiences (DynaPrime, Rapido and Combi-screen)

Product improvement

Consistently improve products, enhancing cost-effectiveness

Offer sustainable products that offer greater efficiency (application and costs)

Strengthen its 'plant audit' expertise led by the R&D team

Capacity expansion

Greenfield facility in Chile

Engage in brownfield expansion in South Africa and India

Seek debottlenecked opportunities to grow capacity

Extension into life cycle management

Extend into life cycle equipment management, generating annuity revenues

Address the increased requirement of bespoke critical spares and services

Enhance production efficiency for customers

Acquisitions and alliances

Enter complementary acquisitions and alliances

Access new technologies, customers and geographies

Utilise free cash flows

Improve operational efficiency

Enhance operational efficiency

Leverage economies of scale, improve fixed cost absorption

Moderate operating costs

Business driver

How we have secured our supply chain

Overview

At Tega, the timely planning for resource availability makes it possible for the Company to keep its manufacturing lines in operation, enhancing asset utilization. Besides, a competent supply chain ensures material availability across market cycles without inventory depletion or accumulation. As a policy, the Company engages with long-standing vendors whose product quality, infrastructure, certifications and quality systems have been approved. This has helped create supply chain stability, strengthening business sustainability.

Your Company primarily consumes rubber compounds of two categories coupled with reinforcements. The raw materials utilized in rubber compounding comprises high grade natural rubber, carbon black, styrene-butadiene rubber and polyurethane rubber; reinforcements comprise wear plates, castings, aluminium and other alloys. Rubber compounding materials are imported and sourced from within India, delivered to our international manufacturing locations, ensuring quality and consistency.

How we source raw materials

Carbon black: The carbon black is procured from three Indian suppliers with production facilities spread across the country.

Polybutadiene rubber (PBR): Your Company's PBR requirement is procured from Singapore, France and South Korea.

Natural rubber: Your Company's requirement of natural rubber is sourced from existing suppliers within India and Vietnam.

Styrene-butadiene (SBR): Your Company's styrene-butadiene rubber appetite is addressed from within India and globally-approved providers.

Wear plates: Your Company's requirement of wear plates is sourced from Sweden and Germany.

Castings: Your Company's casting requirement is addressed from within India and Spain; long-term contracts for domestic castings are influenced by commodity indices, marked by a fixed conversion cost and delivery lead time.

Aluminium: Your Company's requirement of aluminium is addressed from within India; the South African facility is serviced by two local suppliers.

Strengths

- The Company's supply chain has flexibility based on commodity price movements (procurement to stock and procurement based on orders)
- The Company has entered into long-term agreements with vendors based on considerations of quality, capacity, customization, delivery schedules and the overall price-value proposition
- The Company procures certain volatile products based on spot realities
- The Company has created multiple vendors for products to enhance procurement stability across market cycles
- The Company has created a comprehensive and proactive production planning cycle to minimise stock out possibilities

Highlights, FY 2021-22

Your Company addressed volatile raw material prices through long-term price agreements, procurement at lower prices and the use of alternative input materials

Your Company's responsiveness to evolving market realities helped change suppliers, moderating costs without compromising quality.

Outlook

Your Company will strengthen its in-bound and out-bound logistics to moderate costs and enhance material availability.

Business driver

Sales and marketing review

Overview

At Tega, we service customers the world over. This capability has been achieved by a multi-decade presence, reference of working with the world's largest mining and mineral processing companies, brand recall for the development of products that enhance a customer's competitiveness and a 'total solution' approach.

Your Company's dedicated sales team builds relationships with key customers, strengthening its capacity to be at the right place at the right time with the right products.

Your Company's direct sales model has resulted in the creation of regional sales and service teams; these teams engage actively with customers, deriving an insight into their business plans, projected appetite for the Company's products and emerging sectorial trends. This granular understanding empowers the Company to engage in proactive product development and customized service.

Strengths

- Your Company's 73.10% revenues were generated from repeat customers and 25.32% from conversions and projects customers in FY 2021-22. Top 10 , 20 and 50 customers constituted approximately 27.40%, 43.53% and 70.42% of revenue respectively. This indicates that our revenue is spread across our customer base.
- Gold and Copper constitutes about 70% of sale of products.

Challenges and counter-initiatives

Your Company addressed challenges related to physical site visits during the Covid-19 pandemic with online engagement without sales impact.

Your Company addressed logistics issues through a flexibility in routing products from different manufacturing facilities.

Highlights, FY 2021-22

Your Company finished the year under review with an order book of ₹2,359 Million.

Your Company participated in the MINExpo 2021 in Las Vegas, one of the biggest mining shows in the world, enhancing its international exposure.

Big number

32

Sales and marketing branches worldwide as on March 31, 2022

Business driver

Our manufacturing competence

Overview

At Tega, our manufacturing competence is reflected in the ability to produce adequate volumes of the highest quality at the lowest cost with complete safety.

This approach has resulted in the Company retaining its position as the world's second largest manufacturer of polymer-based mill liners, an essential component in mineral processing.

Your Company has six manufacturing capacities; three are located in India (Kalyani, Samali and Dahej) and three in South Africa, Chile and Australia (proximate to regional mineral processing and materials handling industries). Your Company entered into a joint venture with the UK branch of Hosch Group, Germany, for precision conveyor belt cleaning addressing the needs of multiple industries.

Your Company's manufacturing competence is reflected in the fact that its products have been approved by primary mining and mineral processing companies across the world. The Company's products are exported to more than 70 countries.

Your Company has a fully integrated manufacturing competence with enhanced quality control, value-addition and cost competitiveness. Your Company's manufacturing facilities comprises of design process engineering and equipment like the extruder, banbury mixer, metal preparation and press shop. This hardware is complemented by design software that facilitates proprietary product innovation, multiple applications, portfolio expansion and product customization.

Manufacturing processes

Rubber mixing and blanking: Rubber is a vital ingredient, processed with a blend of additives. The process is followed by a Banbury mixer, after which the output is processed through a secondary mixer or extruder.

Fabrication: Fabrication is done to process metals using normal mild steel in plate form, structural steel form and special grade steel. The output is a fabricated structure as per the engineered design to meet customer requirements.

Blasting and cementing: Blasting is a metal surface preparation process required for cement/adhesive approach. Our blasting comprises airless automated blasting as well as air-assisted manual shot blasting processes. Before cementing, the blasted products are inspected for the desired surface roughness before applying a primary adhesive coat and allowing it to dry, followed by the application of a top coat.

Press compression moulding: The output from the cementing section and extruder is moulded in specially designed moulds at designated temperatures, ensuring rubber compound vulcanization and metal-to-rubber compound adhesion.

Finishing and checking: The moulding process output is taken to the finishing operations, after which jig checking is conducted to ensure fitment accuracy at the customer's site.

Quality approval plan and quality control: Each product undergoes a stringent multi-process quality appraisal followed by quality checks on the shop floor and quality laboratories.

Packaging and dispatch: Following pre-delivery inspection, products are packed in customized wooden crates and boxes.

Strengths

- The Company's R&D team works closely with the manufacturing team to drive products and process innovation
- The team is driven by a stringent quality control framework
- The team engages in rigorous field testing before product launch
- The team comprises a skilled workforce with years of experience

Challenges and counter-initiatives

During the second wave of Covid-19, the Company was faced with a shortage of liquid oxygen that was being re-directed towards hospitals. Your Company optimized its oxygen inventory to address priority orders and outsourced the rest from fabrication vendors with captive oxygen sources.

Your Company addressed staff shortage following the migration of migrant labourers to their native places through a pick-and-drop service without compromising COVID-19 guidelines.

Highlights, FY 2021-22

Your Company enhanced its manufacturing infrastructure through capacity de-bottlenecking initiation The facilities are equipped with material handling EOT and semi-goliath cranes, cutting station, heating oven, tunnel blasting machine, material handling devices and auto-claves facility.

Your Company made improvements in Polymet and DynaPrime products performance through improvements in the cementing, fabrication and press shop processes.

Big numbers

6

Number of Tega manufacturing plants as on March 31, 2022

70+

Countries where Tega products were sold in FY 2021-22

Business driver

People management

Overview

We are proud to call Tega a family and not an organization alone. Spread across 19 countries with 6 manufacturing set-ups across the globe, the one common element that binds all of us together is human values. Given the fact that we are spread across the globe, we are blessed with a diverse workforce, which makes our job even more interesting as it opens up the world for all Tegites.

Tega believes in equal opportunity for all, irrespective of grade, religion, nationalities and gender. All these practices have helped us to build the leadership pipeline well. Today we can say that around 60% of our leadership position has people who have grown up the ladder from within the organization. This has helped us also build up a talent pool internally, which is mapped against critical positions for succession planning.

Countering the pandemic

During the pandemic, we acted like a strong family and faced the odds together. Considering we cater to industries like metals and mining which are operating on a continuous basis, we have operated throughout the pandemic to support our customers in tough times. The leadership team ensured that there were no apprehensions among employees pertaining to their job security through constant communication with all through virtual platform, ensuring that all were aware of developments on the business front. The organization ensured that all employees were prepared well for any kind of medical situations by enhancing the Insurance coverage and taking care of the employees and their families. This family-oriented approach helped us to bind the entire Tega team together by making people feel valued and connected with the organization.

Empowering employees

As an organization, we believe in empowering employees to learn and grow to their fullest potential by giving them opportunities. One of our strong belief is that people in the organization are allowed to make mistakes and they are not penalized for it if the intent behind the action is right and the individual is willing to learn from the mistake. We have examples of many employees in the organization who have grown leaps and bounds with the right attitude and appetite to learn and perform. Our campus recruitment process is a reflection of this philosophy. We visit premier colleges of the country and hire the best talent. These people are then trained internally and groomed through various interventions like action learning projects, exposure to cross functional teams, internal transfers, and serving customer across the world. We have many examples within the organization, where people hired out of the campus, have grown up the ladder and are currently in leadership positions (Director, Head of Department etc.).

Our employee policies attract competent talent, who are then trained and aligned with the organizational vision.

HR initiatives

Your Company strengthened its position as an employer of choice through the following:

Freedom to learn & grow: Tega provides learning & career opportunities

to its employees. All the employees have an equal opportunity to grow in the organization irrespective of their nationality, ethnicity, gender and grade. We have equal opportunities for learning and growth in the organization. Your Company engaged in intensive training to deepen its engineering competence. It engaged in classroom training, desktop study, e-learning modules supported by a dedicated training calendar, skill mapping and assessment, individual development plan, higher education, management development programmes and coaching/ mentoring.

Freedom to maximize potential: Tega partners in developing the potential of its employees.

Performance Management System helps us nurture each and every employee through continuous and transparent feedback around the year.

We believe in engaging employees through communication channels like open houses, new joinee connects, Town Hall, lunch with Chairman and other interventions that empowered employees to engage with the senior management. These platform ensures that the employees are connected with the bigger picture and can voice their ideas and opinion without any hesitation.

Freedom to create and innovate: Tega promotes a culture of creativity and innovation.

Being engaged in the field of manufacturing engineering products, it is imperative for us to keep improving in terms of products that we manufacture, the processes that we deploy or the skills that our employees have on a continuous basis. To harness the same idea, there are major initiatives that we have adopted in the past and are in the process of adopting.

Innovation Labs: Innovation lab is a platform where employees from cross functional team gather to brainstorm on the improvement of processes, product or services.

R&D cell: We have a dedicated R&D that cell, which is continuously focussing on the development of new products and improvement in existing ones.

It's not only our products that we plan to innovate and improve but also our processes, in which IT enablement plays an important part. We moved to cloud-based platform for all our IT related platforms. Tega Apps, an in-house developed model that helps to keep a track on the budget targets vis-à-vis achievement. To create, automate and synergize talent, the Company partnered Darwinbox to implement world-class HR practices.

We are in the process of introducing Industry 4.0 in our organization where any process which is repetitive in nature and does not need human interventions will be automated with the help of artificial intelligence.

Freedom to collaborate: Tega's culture and environment supports team building

Collaboration with not only the team within but also external stakeholders, help us grow and thrive. Engaging with employees as well as the community that we operate in, along with our external stakeholders (vendors, learning partners, customers) helps to bring out our best.

Our commitment

Our health-safety-environment (HSE) focus

Overview

A growing number of global manufacturers are recognizing financial and environmental benefits from sustainable business practices. Besides, stringent environmental norms and regulating agencies are helping reduce resource depletion, water scarcity, pollution and harmful environment impact.

The result of these realities is a greater emphasis on sustainable manufacture. This comprises the manufacture of products through sound processes that moderate the consumption of energy and natural resources while reducing negative environmental outcomes, in addition to enhancing employee, community and product safety.

Concurrently there is a growing emphasis on aligning business existence with United Nations' 10 principles for manufacturing responsibility and environmental sustainability, covering Human Rights, labour interests, environment responsibility and anti-corruption initiatives.

A commitment to HSE (health, safety and environment) is integral to our existence, underlining our commitment to responsible operations, processes and products. Your Company prioritized investments in HSE, strengthening holistic growth, quality, sustainability and respect.

Our management's approach

Your Company's focus lies in consuming less and manufacturing more while minimising environment impact. It is our conviction that the most successful, profitable and sustainable companies are ones benchmarked with the most stringent environmental standards.

Your Company invested in low-carbon technologies that translated into enhanced resource and energy efficiency. Its risk mitigation policies were outlined keeping in mind its long-term vision on the one hand and enhanced sustainability-driven prosperity on the other. In doing so, the Company focused on the reduction of its environmental footprint, planet preservation and moderated resource consumption through a proactive investment in the use of modern technologies, practices, methodologies and standards. This environment responsibility was reinforced through the various R's comprising reduction, recycling, restoration, replacement and renewables.

Over the years, your Company's HSE spending progressively increased, covering an OH (Occupational Health) centre, external agency support, personal protective equipment, infrastructure development and training. Besides, your Company implemented SOPs, engaged in regular maintenance and compliances while forming a Safety Committee, lifesaving squad and social performing teams.

HSE initiatives, FY 2021-22

- Your Company did not discharge any effluents into the open
- It eliminated streamline leakage
- Its hazardous wastes were disposed through an authorized vendor
- It engaged in rainwater harvesting
- It distributed glucose among employees and workers during the summer
- It trained employees in first-aid and fire-fighting measures (through a Red Cross Society-certified trainer)
- It provided personal protection equipment to all workers

Our Covid-19 measures

- Social distancing
- Distribution of masks and sanitisers
- Provision for herbal tea to enhance immunity
- Accelerated vaccination for all workers
- Provision of medical aid for all employees

HSE certifications

- ISO140001
- ISO 450001
- SA8000:2014

CSR priority

Tega. The corporate citizen

Overview

At Tega, corporate social responsibility (CSR) is strongly connected with the principles of sustainability; there is a premium on initiatives with social outcomes.

Tega's CSR philosophy is 'Do good to do well and do well to do great.' Your Company's vision is to be a responsible industry leader and demonstrate practices that contribute to the socio-economic development.

At the Company, CSR has evolved from passive philanthropy to corporate investments, assuming social partnerships. Your Company's CSR activities have resulted in a bridge between business operations and social commitment. Over the years, your Company implemented several CSR initiatives directly, through employee volunteers and social development partners (Katakhali Swapnopuron Welfare Society, Disha India Education Trust, West Bengal State Disaster Management Authority and others). During the last financial year, your Company spent ₹11.53 Million on CSR initiatives and an amount of ₹3.8 Million was earmarked for a specific ongoing project and has been transferred by your Company to a designated account as per the relevant regulations.

Five CSR focus areas

Health
Affordable healthcare solutions through improved awareness

Education
Access to quality education, training and skill enhancement

National heritage, art and culture
Protection and promotion of India's art, culture and heritage

Rural transformation
Creating sustainable livelihood solutions to reduce poverty, hunger and malnutrition

Environment
Environmental sustainability through the conservation of natural resources

Business segment #1

Mill liners

All mill operators need to maximise process efficiency, throughput, energy consumption efficiency, mill availability and uptime. These needs are addressed through our DynaMax range of products. Mill liners are considered critical as they directly influence the particle breakage inside the mill, affecting product quality or final metal recovery during the final beneficiation process. The DynaMax range of mill lining products comprises DynaPrime, DynaSteel, DynaPulp and DynaWear, all flagship products.

These mill liners offer optimal grinding solutions in key mineral processing plants, replacing steel liners in semi-autogenous mills due to their superior performance. DynaPrime enhances safety; bolting from outside and lower weight of the lining ensures reduction of liner installation risk. Your Company's engineering capabilities to design and manufacture, successfully delivers the comprehensive solution in mill lining for optimal grinding.

Business segment #2

Bulk material handling and mineral processing products

Your Company's conveyor products include conveyor components that are used with conveyor belts.

Your Company's major conveyor products include Spill-ex skirt sealing system, Centrax, belt sway control system Ceramic pulley lagging. Friflo impact pad, Universal support system, Jumbo: Impact Bed system and conveyor belt cleaners, among others.

Tega Conveyor Components division deals with a range of products that promotes the idea of clean, safe and uninterrupted conveying for belt conveyors handling bulk solids. These products find application in steel plants, cement plants, power plants, ports and in mines having ferrous and non-ferrous minerals. Our products Spill-ex, Wing Seal, Eco-flip Skirt Sealing System, Friflo and Jumbo Impact beds ensure spillage-free loading zone. Centrax helps keep the belt on track. Spill-ex Ceramic Pulley Lagging helps to minimise belt slippage in the conveyor belt system.

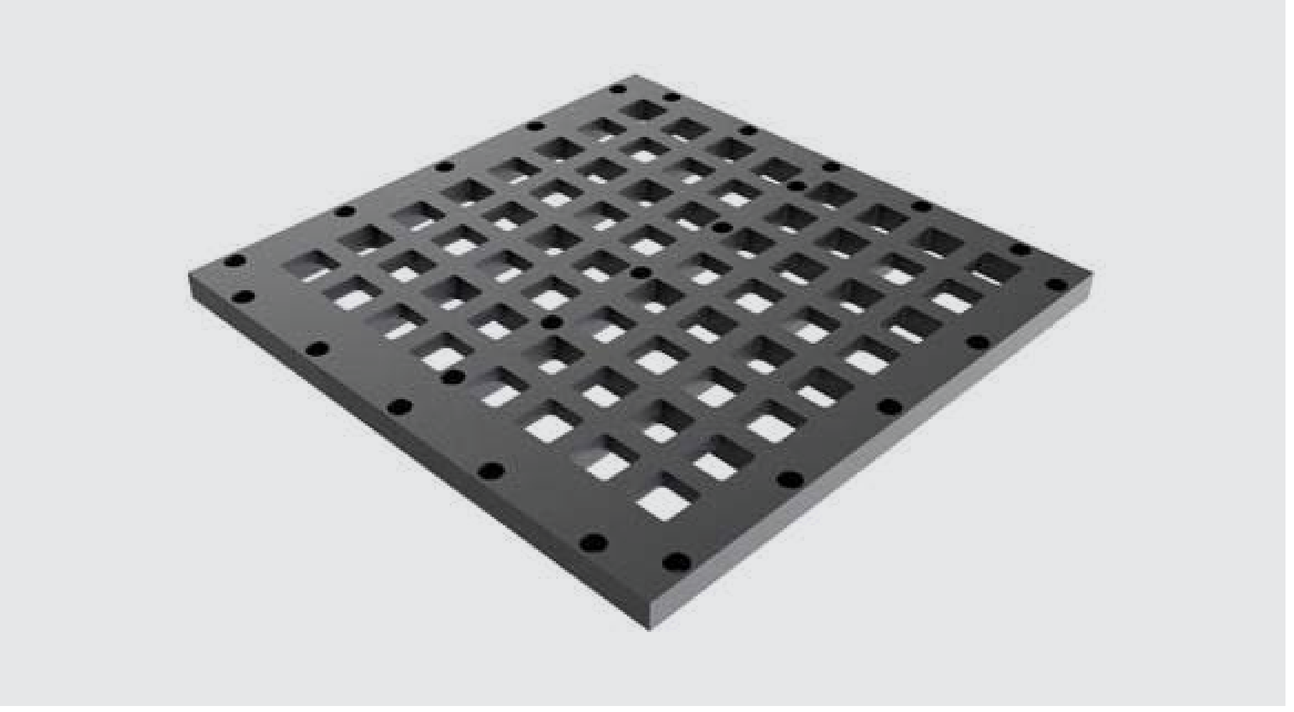
Business segment #2

Tega's Aggression range comprises wear-resistant liners used in transfer and storage equipment, handling bulk material in mineral processing and mining industries.

Your Company's wear-resistant liner products include D-MAC-Ceramic liners, Aggression Rubber liner, Composite liner, Air blaster, Mosaic liner, Stallion-UNHWPME liner and Pro-line Polyurethane liner.

Durotek and Aggression Liner: Tega provides solution for enhanced flowability, increased wear life ad availability and reduced degradation of transfer and storage equipments.

It is used in steel plants, iron ore, copper, gold, zinc, silver, coal mines and power plants.



Non-Mill Products

Screen panels divide granulated or crushed ore into multiple grades by particle size. Tega is a major player in the global screen panel segment, offering various types of screening solutions like steel-embedded bolt-down rubber panel, cross tension rubber panel, cross tension PU panel, modular pin and sleeve type panel, dual hardness panel, anti-clogging panel, flipflo panel and steel embedded bolt down PU panel. Tega's screening solutions offer distinctive and extremely efficient wear-resistant screen decks which enhance screening efficiency and life, reducing cost per tonne of material handling and down-time. Tega's product range offers more than 1,600 screen applications across the mining, mineral processing, steel, cement and aggregate industries. Tega's Opti Screen brand offers three screen panels (Opti Prime, Opti Next and Opti Slim).

Your Company's steel embedded bolt down rubber panel is customized to suit any screen size. Your Company's cross tension rubber panel comprises a steel wire rope that offers flexibility and strength, preventing elongation in tension. Tega's modular pin and sleeve type panel helps in easy handling and fitting, moderating installation time. Tega's modular button type panel offers a low replacement cost as the large panel is made of a number of small modular panels.

The screen product segment grew 41% owing to growth coming out of India, Australia and South Africa. The utilization of next generation equipment for screen panel production contributed to enhanced quality and lower delivery lead time.

Business segment #2

Trommel screen, or rotary screen, is a mechanical screening machine widely used for separation operation. It has separation precision and controls the material separation by the particle size.

Trommels have become inherent part of large SAG mills application. Your Company offers a broad range of trommels for heavy duty, medium duty and light duty applications coupled with structure, rubber or polyurethane screen panels, spirals, linking pieces and end flanges. Tega manufactures trommels that are customized; sizes are optimized with high capacity and wear life.

Trommel screen panels of various structures, types and strength are designed and produced on the basis of application. Your Company cross checks and optimizes the structural design with its specialized analysis. All the structural parts of trommel are coated with rubber covering to resist corrosion. The trommel screen panels are based on rubber or polyurethane, relying on the application and include totally embedded mild steel strength to support the load and maintain the curvature of the panels.

Product features

The structure has rubber or polyurethane screen panels, spirals, connecting pieces and end flanges. All trommels are custom designed to optimize the sizes, capacity and longevity. The structural design is formed to provide the correct sizing. It is validated with Finite Element Analysis to ensure structural strength.

Strength

Customized: Tega's trommels are custom designed optimizing the size, capacity and wear life

Controls: The manufacturing of trommels are marked by superior controls as the structural design is cross-checked and optimized with finite element analysis.

Protection: The structural parts of trommel are covered with rubber coating to resist corrosion

Market leader: Tega is a market leader in the trommel segment offering heavy, medium and light duty applications

Business segment #2

Hydrocyclone is a classifying equipment used for separation of finer particles from coarser particles in wet application. It is widely used in mineral processing plants in industries like gold, copper, iron, coal, aluminium etc. It has unique advantage of handling larger volume of slurry with lower floor space. Tornado Hydrocyclones are available with different moc such as PU, rubber inside steel housing, crystem lined ec.

Board of Directors

Madan Mohan Mohanka
Executive Chairman

He holds a Bachelor's degree in Science (engineering) from Ranchi University and a post graduate diploma in Business Administration from Indian Institute of Management, Ahmedabad.

Mehul Mohanka
Managing Director and Group CEO

He holds a Bachelor's degree in Commerce from University of Calcutta. He also holds a Master's degree in Business Administration from University of Pittsburgh. He completed an Advanced Management Program from Harvard Business School. He has been associated with the Indian Chamber of Commerce as Vice President. He is associated with the mining and construction equipment division of Confederation of Indian Industry as its Chairman and is the Co-chair of the National Committee on Mining of the Confederation of Indian Industry. He was also the Chairman of the West Bengal State Council of the Confederation of Indian Industry.

Syed Yaver Imam
Whole Time Director

He holds a Bachelor's degree in Civil Engineering from Jadavpur University and completed a short-term course in mineral processing from Indian School of Mines, Dhanbad. He joined as a GET and has been a member of the Board since 2005.

Jagdishwar Prasad Sinha
Independent Director

He holds a Bachelor's degree in Technology (Mechanical Engineering) from Banaras Hindu University and a Master's degree in Business Administration from University of Pittsburgh. He completed his term as an Advanced Leadership Initiative fellow from Harvard University. He was previously associated with companies in India and abroad, including Tata Iron and Steel, Tata Timken, Timken India, Schaeffler Technologies AG & Co., Ace Automation Control Equipment, Caparo Maruti and Tudor India Limited.

Madhu Dubhashi
Independent Director

She is an Economics graduate from Delhi University and a post graduate from IIMA (1971-73). She worked in the financial sector during her tenures at ICICI, Standard Chartered Bank, J M Financial & Investment Consultancy Ltd. and CRISIL. She is presently on the boards of some well-known companies as an Independent Director.

Ashwani Maheshwari
Independent Director

He enjoys a vast experience of leading domestic and international businesses for effective turnaround and growth. He has led or influenced strategic transformations, organic expansions and integration across product and customer segments. He is the Operating Partner & Nominee Board Member SASPL in the India Resurgence Fund. He is responsible for business management, turnaround and growth of portfolio companies as well as due diligence of prospective companies. He was associated with companies like Varroc Engineering Limited, BK Birla Group of Companies, ITC Limited and Tata Steel.

Our management team

Manoj Kumar Sinha

Director – Global Operations

He holds a Bachelor's degree in Engineering from Sambalpur University. He was previously associated with Tata Engineering and Locomotive Company Limited, New Holland Tractors (India) Private Limited and Sterling Generators Private Limited.

Manoj Kumar Agarwal

Director - Global Finance & Chief Financial Officer

He holds a Bachelor's degree in Commerce from University of Calcutta. He is a member of the Institute of Company Secretaries of India and the Institute of Chartered Accountants of India. He was previously associated with Vedanta Limited for almost a decade.

Bhanu Sharma

Senior Vice President – Human Resources & Administration

He holds a Post Graduate Diploma in Management from MDI, Gurgaon. Prior to which he has a Master's degree in Computer Application from Punjab Technical University and a Bachelor's degree in Science from Panjab University. He was previously associated with JSW Energy Limited and EKCS.

Management discussion and analysis

Global economic overview

The global economy grew an estimated 5.9% in 2021 compared to a de-growth of 3.3% in 2020. This recovery is attributed to accelerated vaccine rollout across 4.4 Billion people. However, the global economy was affected by prohibitive shipping freight rates, and a shortage of shipping containers amongst others. Inflation was at its highest since 2011, especially in the advanced economies. The commodities that reported a sharp increase in prices comprised steel, coal, oil, copper, food grains, fertilisers and gold. The global economy is projected to grow at a modest 2.6% in 2022 following the Russia-Ukraine crisis.

Regional growth (%)	2021	2020
World output	5.9	(3.3)
Advanced economies	5.0	(4.9)
Emerging and developing economies	6.3	(2.4)

(Source: IMF, World Bank, UNCTAD)

Indian economic overview

India's GDP rebounded from a de-growth of 7.3% in FY 2020-21 to a growth of 8.7% in FY 2021-22, the fastest among major economies.

Y-o-Y growth of the Indian economy

Regional growth (%)	FY19	FY20	FY21	FY22
Real GDP growth (%)	6.1	4.2	(7.3)	8.7

There were positive features of the Indian economy during the year under review.

Foreign direct investments increased 15% to USD74.01 Billion in 2021. The government approved 100% FDI for insurance intermediaries and increased the FDI limit in the insurance sector from 49% to 74% in Union Budget 2021-22. India raised over ₹97,000 crore through asset monetization, which was higher than the target.

India was the largest recipient of global remittances. India's foreign exchange reserves stood at an all-time high of USD 642.45 Billion as of September 3, 2021.

India's bank loan growth was 11.20% during the year under review, partly reflecting the low base effect of the previous year. India reported improving Goods and Services Tax (GST) collections month-on-month in the second half of 2021-22, peaking at ₹1.42 lakh crore in March 2022.

India ranked 62 in the 2020 World Bank's Ease of Doing Business ranking. The country received positive FPIs worth ₹51,000 crore in 2021 as the country ranked fifth among the world's top leading stock markets with a market capitalization of USD 3.21 Trillion in March 2022.

India's per capita income was estimated to have increased 16.28% from ₹1.29 lakh in 2020-21 to ₹1.50 lakh in 2021-22.

India's tax collections increased to a record ₹27.07 lakh crore in FY 2021-22, higher than the budgeted ₹22.17 lakh crore. India's tax-to-GDP ratio jumped from 10.3% in FY 2020-21 to 11.7% in FY 2021-22, the highest since 1999.

However, retail inflation in March 2022 at 6.95% was above the RBI's tolerance level of 6% and at a 17-month high. The fiscal deficit was estimated at ~₹15.91 Trillion for the year ending March 31, 2022, on account of a higher government expenditure during the year under review.

(Source: Economic Times, IMF, World Bank, EIU, Business Standard, McKinsey, SANDRP, Times of India, Livemint, InvestIndia.org, Indian Express, NDTV, Asian Development Bank)

Indian economic reforms and Budget 2022-23 provisions

The Budget 2022-23 seeks to lay the foundation of the Indian economy over the next 25 years. The government is emphasizing the role of PM GatiShakti, Inclusive Development, Productivity Enhancement & Investment, Sunrise Opportunities, Energy Transition and Climate Action, as well as Financing of Investments.

The capital expenditure target of the Indian government expanded by 35.4% from ₹5.54 lakh crore to ₹7.50 lakh crore. An announcement of nearly ₹20,000 crore was made for the PM Gati Shakti National Master Plan to catalyse the infrastructure sector. An expansion of 25,000 km was initiated for the national highways network in FY 2022-23. An allocation of ₹2.37 lakh crore was made towards the procurement of wheat and paddy under MSP operations. An outlay of ₹1.97 lakh crore was announced for the Production Linked Incentive (PLI) schemes across 13 sectors.

Outlook

Across the next three years, capital expenditure in core sectors - cement, metal, oil refining and power - should be about ₹5 Trillion. Besides, the government's production linked incentives (PLI)–led capital expenditure should generate an incremental ₹1.4 Trillion in sectors like consumer durables, pharmaceuticals and automobiles. A multi-year revival in capital investments comprises USD 500 Billion investments projected for the wind and solar infrastructure, energy storage and grid expansion segments. The Indian economy is projected to grow by a little more than 8% in FY 2022-23 (World Bank estimate).

Global mining industry overview

The global mining sector was estimated at USD 2.06 Trillion in 2022 compared to USD 1.84 Trillion in 2021. As the global economy gradually recovered from the pandemic, the metals and mining sector benefited from recovering realizations. Demand for most minerals is driven by a release of pent-up consumer spending, government stimulus efforts and a global energy transition. The mining sector market is expected to reach USD 3.36 Trillion by 2026, growing at a CAGR of 12.9% during the forecasted period.

The mining sector is segmented into mining support activities, general minerals, stones, copper, nickel, lead, and zinc, metal ore, coal, lignite and anthracite. As of 2021, the coal, lignite and anthracite market was considered the largest within the mining sector by type - 62.4% of the total market. Moreover, the general minerals market is forecast to be the fastest-growing (segmented by type), growing at a CAGR of 20.7% during the 2021-2026 period.

The Asia-Pacific was the largest in the global mining market, accounting for 70.5% of the market in 2021, followed by North America, Western Europe and the other regions. Going forward, South America and the Middle East are expected to emerge as the fastest-growing mining geographies, growing at a CAGR of 23.7% and 22.4% respectively from 2021 to 2026.

The increasing use of renewable energy is helping mining companies reduce power costs and control mine emissions. Besides, solar or wind projects proximate to mine sites are reducing the cost of connecting to power grids. (Source: prnewswire.com)

Indian mining industry overview

The Indian mining industry is core to India's progress, providing basic raw materials to prominent downstream industries. India produces over 85 minerals including coal, lignite, bauxite, chromite, copper ore and concentrates, iron ore, manganese ore, silver, diamond, limestone, phosphorite and others. The major mining states of India comprise Andhra Pradesh, Jharkhand, Odisha, Rajasthan, Karnataka, Madhya Pradesh and Maharashtra. India is also the second-largest coal producer and importer in the world. India's coal consumption is anticipated to rise 3.9% annually to 1.18 Billion Tonnes in 2024 based on 7.4% GDP growth estimates between 2022 and 2024, this growth is partly catalysed by the timely availability of coal mined from within the country.

As of 2021, the number of reporting mines in India was estimated at 1,229, out of which mines for metallic minerals were estimated at 545 and non-metallic minerals at 684. The rise in infrastructure development, automotive production, power and cement sector will be major growth drivers. Besides, the growing demand for iron and steel is likely to sustain given strong growth expectations for the residential and commercial building industry. India's consumption outlook for various mineral resources is expected to remain optimistic well into the long term.

(Source: IBEF, makeinindia.com, Invest India)

Indian steel and power industry

The Indian steel sector contributes about 1.5% to its GDP and is one of the leading sectors forming the cornerstone of the economy. India is the second largest producer of steel in the world. In FY 2021-22, the production of crude steel was estimated at 112-114 MT, an increase of 8-9% year on year. Crude steel production is anticipated to grow by 18%, to reach 120 Million Tonnes by the end of 2022, driven by abundant availability of raw materials and cost-effective labour. India's finished steel exports (globally) were at 12.2 Million Tonnes in 2021-22, against 10.78 Million Tonnes in 2020-21.

India's per capita steel consumption was 70 Kg in FY 2020-21, compared with the global average of 227.5 Kg, indicating room for growth. This represent the optimism of why India's steel industry is expected to produce 300 MTPA by FY 2030-31, catalysed by demand from the construction, infrastructure, automotive, oil and gas and consumer durable sectors.

The Indian government's Jal Jeevan Mission, Pradhan Mantri Awas Yojana (PMAY), Bharatmala and Sagarmala policies are expected to catalyse public investment; projects like the dedicated freight corridor, metro railways, UJALA, port modernization, new airports, renewable energy and irrigation projects could result in consumption growth.

Under the Union Budget 2022-23, the government allocated ₹47 crore (USD 6.2 Million) to the Ministry of Steel. The government seeks to increase domestic per capita steel consumption to 160 Kg by 2030, creating a larger market for the mining sector.

(Source: IBEF, Economic Times, worldsteel.org, CNBC TV 18, Financial Express)

India's power generation ranges from conventional sources like coal, lignite, natural gas, oil, hydro and nuclear power to non-conventional sources like wind, solar, agricultural and domestic waste. India is the third-largest producer and second-largest consumer of electricity. The country's installed power generation capacity was 399.49 GW as on March 31, 2022.

The country's installed renewable energy capacity stood at 152.36 GW, representing 38.56% of the overall installed power capacity. Electricity consumption per capita was around 2,280 Billion kilowatt hours in India in 2021-22 and is expected to reach 4,500 Billion kilowatt hours by 3031-32. India's power industry is forecast to grow at 6.5% a year between 2022 and 2024, catalysed by growing consumption from residential and industrial segments as well as general economic growth. The Indian government's 'Power for all' focus also accelerated capacity addition; it allocated ₹19,500 crore (USD 2.57 Billion) for the PLI scheme to accelerate manufacture of high-efficiency solar modules. By 2026-27 India's power generation could be around 620 GW, of which 38% would be from coal and 44% from renewable energy sources, catalysed by schemes like Deen Dayal Upadhyay Gram Jyoti Yojana (DDUGJY), Ujwal DISCOM Assurance Yojana (UDAY) and Integrated Power Development Scheme (IPDS). (Source – IBEF, ETimes, CEA, Statista, The Hindu Business Online, Invest India)

Key growth drivers

- Improved infrastructure development and automobile manufacture
- The growth of the power and cement sector
- Inclusion of the private sector in the mining industry, estimated at 67.33% of the total value
- Policy reforms, comprising relaxation of mineral exploration norms
- Large headroom with 80% of India's mineral reserves not explored
- Strong downstream demand, marked by a growth in the real estate sector, driving the demand for metals and in turn for the mining of resources
- Permission to captive mines to market their coal in the open market, catalysing additional investments
- Announcement of the production-linked incentive (PLI) in the speciality steel sector
- A unified single-window clearance platform, facilitating mine clearances and approvals

(Source: IBEF, makeinindia.com, Invest India)

Global mineral processing industry overview

The global mineral processing industry was estimated at USD 83,150 Million in 2021 compared to USD 77,220 Million in 2020. Increasing industrialization, urbanization and expansion in the mining industry are catalysing the need for natural minerals and processing. The mineral processing market is segmented into types: crushing, screening, grinding and classification. It is also classified into applications: metal ore mining and non-metallic ore mining. The mineral processing industry is expected to reach USD 168,130 Million in 2028, growing at a CAGR of 10.6% during the forecasted period. The demand for iron ore, copper, and other metals & minerals is expected to drive the mineral processing industry while electric vehicle manufacture could catalyse the demand for copper, aluminium and other metals. The traction for environmental-friendly mining tools is driving mining equipment safe for the environment. (Source: marketwatch.com, prnewswire.com)

Global copper mining industry overview

Copper is the third most consumed metal in the world. The global copper mining industry was estimated at USD 76.76 Billion in 2022, catalysed by increasing construction projects in rapidly developing countries like China and India owing to population and infrastructure growth. The copper market is segmented by end-users like automotive and heavy equipment, construction, electrical and electronics, industrial, and others. The global copper mine production was estimated at 21 Million Tonnes (MT) in 2021 and is expected to reach 25 Million Tonnes (MT) in 2025. This industry is expected to grow at a CAGR of 5.33% from 2021 to 2027. With ~5,600 kTonnes of copper mined in 2021, Chile was the leading global copper producer, followed by Peru (2,200 Tonnes) and China (1,800 kTonnes). (Source: marketwatch.com, mordorintelligence.com, Statista, kitco.com)

Indian copper mining industry overview

Copper is one of the most important non-ferrous metals in India, addressing diverse needs. The size of the Indian copper industry is estimated at around 6.6 lakh Tonnes per annum, merely 3% of the global copper market in 2021. The factors influencing the growth of copper off-take in India are regulations and performance of the London Metal Exchange, currency exchange rates, infrastructure developments, electric sector, telecom growth, renewable energy, electric vehicle off-take and consumer durables, among others. India's per capita consumption of copper was 0.5 Kg against a global average of 3.1 Kg. In terms of exploration, only 20,000 sq. km. area has been explored out of a potential 60,000 sq. km in India. The country is a net exporter of refined copper as it has a higher refining capacity than that of its domestic demand. Further, the refined copper sector is expected to grow at a CAGR of 7% until 2030. To boost copper recycling in India, the Indian government announced a reduction in import duty on copper scrap from 5% to 2.5%. (Source: mines.gov.in, IBEF)

Global gold mining industry overview

Gold continues to be the most popular metal commodity, used as a long-term store of value and inflation hedge. The global gold mining market was pegged at USD 214.1 Billion in 2021. Increasing gold reserves by central banks and government vaults, cultural affinity and wealth creation are driving the gold mining market. Global gold production is recovering following the COVID-19 pandemic that affected output in 2020 and is expected to surpass 130 Million ounces (Moz) by 2024. The key regions in the global gold mining market comprise Asia-Pacific, Europe, the former Soviet Union, the Middle East, Africa, North America, Oceania, and South & Central America. The industry is expected to reach USD 249.6 Billion by 2026, growing at 3.1% from 2021 to 2026. (Source: researchandmarkets.com, store.globaldata.com, mining-technology.com, gold.org)

Indian gold mining industry overview

India enjoys a rich heritage of gold mining and is one of the largest consumers in the world. The country's gold consumption was estimated at 850 Tonnes in 2022 compared to 797.3 Tonnes in 2021, the highest in six years. Pent-up demand for gold jewellery and an improvement in consumer confidence is strengthening retail gold sales. As of February 2021, India's gold and trade contributed ~7.5% to India's Gross Domestic Product (GDP) and 14% to India's merchandise exports. The largest reserves of gold ore are located in Bihar (44%), Rajasthan (25%), Karnataka (21%), West Bengal (3%), Andhra Pradesh (3%) and Jharkhand (2%). (Source: Mint, IBEF, Down to Earth)

The global mill liner industry

The global mill liner segment was estimated at USD 2.03 Billion in 2021. Mill liners are used to improve a mill's longevity, protecting the mill from wear while increasing efficiency. The quality of the material used to make a mill liner has a significant impact on the mill's efficiency and lifespan. The metal mill liner section accounted for the largest share of the global grinding mill liner market. The five major mill liner consuming regions include North America, Europe, Asia-Pacific (APAC), Middle East and Africa (MEA) and South America. Rapid growth in the mining industry (metal mill liner and rubber mill liner) is the key growth driver of this industry. The global grinding mill liner is expected to grow at a CAGR of 5.5% from 2021 to 2028. Metallic mill liners are expected to dominate the market by 2030. (Source: The Insight Partners, maximizemarketresearch.com, dataintelo.com)

Global hydrocyclones industry

Hydro cyclones are primarily used in mineral slurry separation. The global market size for hydro cyclones was estimated at USD 617 Million in 2020 and projected at USD 1.2 Billion by 2030, growing at a CAGR of 3.2% over the forecasted period 2020-2027. Gold, copper, and iron ore segments account for 60% of the demand for hydro cyclones. Demand for hydro cyclones experienced a rebound following Covid-19 relaxation, especially in the automotive, construction, consumer durables and other segments. Europe is the largest manufacturer of hydro cyclones with a market share of more than 50%, followed by North America and China. The demand for solid-liquid hydro cyclones leads the segment as it is used in metals, construction and liquid-liquid hydro cyclones (in the crude oil industry) to separate oil from water by the cyclonic effect. (Source: Valuates Report)

Global trommel screen industry

Trommel screen is a mechanical screening machine used to separate materials, mainly in the mineral and solid-waste processing industries. The global trommel screen market was estimated at USD 940 Million in 2020. The demand for global trommel screen is primarily driven by copper and iron mines in Latin American countries, accounting for 35% of the global trommel screen revenue. China accounts for 10% of the global demand for trommel screens. Continuous demand from various mineral companies, water resource management industries, solid-waste processing industries and rising industrialization and mining are catalysing the growth of this kind of filtration screen. (Source: futuremarketinsights.com)

Government initiatives

- The National Steel Policy aims to boost per capita steel consumption to 160 Kg by 2030-31. Moreover, the government has a fixed objective of increasing rural consumption of steel from the current 19.6 Kg per capita to 38 Kg per capita by 2030-31.
- As part of unlocking India's vast mineral potential by exploration, the Ministry of Mines handed 152 mineral block reports to different state governments in 2021. Also, 52 potential G-4 mineral blocks approved by the Geological Survey of India (GSI) were handed to 15 state governments.
- The National Mineral Exploration Trust (NMET) approved 187 exploration projects for ₹895.72 crore (USD116.4 Million), of which 69 projects were finished and 118 in the lower ranks.
- The Indian government approved the production-linked incentive (PLI) scheme for speciality steel in 2021. The scheme is expected to attract investment worth ~₹400 Billion (USD 5.37 Billion) and expand speciality steel capacity by 25 Million Tonnes (MT), to 42 MT in FY 2026-27 from 18 MT in FY 2020-21.
- To boost copper recycling in India, the government announced a reduction in the import duty on copper scrap from 5% to 2.5% in 2021.
- Under the Union Budget 2022-23, the government allocated ₹47 crore (USD 6.2 Million) to the Ministry of Steel. The budget's focus is on creating infrastructure and manufacturing to propel the economy.

(Source: IBEF)

Company overview

Tega Industries Limited (Tega) is the flagship company of the Tega Group of Companies, promoted by the Mohanka family. Established in 1976, Tega Industries Limited is one of the leading manufacturers of specialized 'critical to operate' and recurring consumable products for the global mineral beneficiation, mining and bulk solids handling industry. Headquartered in Kolkata (India), Tega offers a range of specialized abrasion and wear-resistant rubber, polyurethane, steel and ceramic based lining components required for mining and mineral processing, screening, and grinding and material handling. Presently, Tega is considered the second-largest producer of polymer-based mill liners. It has manufacturing facilities in India, South Africa, Australia and Chile, with exports to 70+ countries.

Financial overview

Analysis of the Profit and Loss Statement

Revenue: Revenues from operations reported a 18.15 % increase from ₹8,055.22 Million in FY 2020-21 to reach ₹9,517.56 Million in FY 2021-22. Other income of the Company accounted for a 2.54 % share of the Company's revenues, validating the Company's reliability in its core business operations.

Expenses: Total expenses of the Company increased from ₹6,755.00 Million in FY 2020-21 to ₹8,237.98 Million. Raw material costs, accounting for 42.30 % share of the Company's revenues, increased from 40.20 % in FY 2020-21. Employee expenses, accounting for a 15.07 % share of the Company's revenues, increased from ₹1,226.70 Million in FY 2020-21 to ₹1,434.21 Million in FY 2021-22.

Analysis of the Balance Sheet

The capital employed by the Company increased by 18.65 % from ₹8,015.24 Million as of March 31, 2021, to ₹9,509.78 Million as of March 31, 2022.

The net worth of the Company increased by 19.93 % from ₹6,137.22 Million as of March 31, 2021, to ₹7,360.35 Million as of March 31, 2022, due to our growth in reserves and surplus. The Company's equity share capital stood at 6,62,93,149 equity shares of ₹10 each as of March 31, 2022.

Long-term debt of the Company reduced by 17.32 % to ₹890.69 Million as on March 31, 2022. Net debt-equity ratio of the Company stood at NIL in FY 2021-22 compared to (0.06) in FY 2020-21.

Finance costs of the Company decreased by 6.22% % from ₹172.78 Million in FY 2020-21 to ₹162.04 Million in FY 2021-22 following the repayment of liabilities.

Key ratios

Particulars	Formula	FY22	FY21
Debt-equity ratio	Total Borrowings/Total Equity	0.29	0.31
Debtors' Turnover (days)	Trade Receivable/(Sales of Products & Services/365)	108.00	102.00
Inventory Turnover (days)	Inventories/((Cost of Materials Consumed+Change in inventories of finished goods and work-in-progress)/365)	228.00	179.00
Debtors' Turnover (x)	Sales of Products & Services/Trade Receivables	3.37	3.56
Inventory Turnover(x)	(Cost of Materials Consumed+Change in inventories of finished goods and work-in-progress)/Inventories	1.60	2.04
Interest Coverage Ratio (x)	EBITDA/Interest Expenses	12.78	13.81
Current Ratio (x)	Current Assets/Current Liabilities	2.32	2.25
Operating EBITDA margin (%)	(EBITDA minus Non Operating Income)/Revenue from operations	19.21	23.27
Net Profit margin (%)	Profit after Tax/Revenue from operations	12.28	16.93

Risk management

Competition risk
The emergence of new competitors could affect profitability.

Mitigation: Your Company commenced its operations in 1976 and has a strong brand call with exports across 70+ countries. Your Company is currently the second-largest producer of polymer-based mill liners in the world. Moreover, the Company dedicates significant time, manpower, financial and other resources for product customization as per consumer needs to maintain a competitive position.

Global slowdown risk
Any further slowdown across the globe might hamper the demand, thereby impacting the financial performance of your Company.

Mitigation: Covid-19 had a limited impact on the mining industry, as it was declared an essential service in all countries globally. Mines were running continuously since temporary shutdowns of mines are expensive and therefore there was resilient demand for critical mining consumables for regular operations.

Obsolescence risk
Technological obsolescence might hamper your Company's manufacturing potential and impact the Company's performance.

Mitigation: Your Company is constantly engaged in R&D and has a special team which is engaged in the development of new products and services with a key objective to deliver premium products and solutions. Therefore, our extensive research activities, advanced R&D centres and innovation keep us at the forefront of the industry.

Employee risk
Incompetence to maintain a robust working environment could reduce people retention.

Mitigation: Your Company's employee strength stood at 1,779 on March 31, 2022, while talent retention stood 82% for FY 2021-22 for employees on the role of the Company.

Geographic risk
Dependency on specific geography can hurt the financial health of your Company.

Mitigation: Your Company services its clients across India, Asia Pacific, South America, North America, Europe, the Middle East and Africa. Moreover, your Company has 18 global and 14 domestic sales offices located close to the key customers and mining sites.

Compliance risk
Inability to comply with regulatory norms could result in penalties being levied.

Mitigation: Your Company's operations are in line with the statutory and regulatory permits and the approvals are timely renewed. Moreover, your Company always keeps itself updated with the latest regulatory norms and compliance whenever proposed.

Internal control systems and their adequacy

The internal control and risk management system are structured and applied by the principles and criteria established in the corporate governance code of the organization. It is an integral part of the general organizational structure of the Company and the Group and involves a range of personnel who act in a coordinated manner while executing their respective responsibilities. The Board of Directors offers its guidance and strategic supervision to the Executive Directors and management, monitoring and support committees. The control and risk committee and the head of the audit department work under the supervision of the Board appointed Statutory Auditors.

Human resources

Your Company believes that its dedicated and motivated employees are its greatest asset. Your Company now has offered competitive compensation, healthy work environment and the employee performances are recognized through a planned reward and recognition programme. Your Company intends to develop a workplace where every employee can recognize and attain his or her true power. Your Company motivates individuals to undertake voluntary projects apart from their scope of work that helps them to learn and nurture creative thinking. Your Company's employee strength stood at 1,779 as of March 31, 2022.

Cautionary statement

This statement made in this section describes the Company's objectives, projections, expectations and estimations which may be 'forward-looking statements within the meaning of applicable securities laws and regulations. Forward-looking statements are based on certain assumptions and expectations of future events. Your Company cannot guarantee that these assumptions and expectations are accurate or will be realized by the Company. The actual result could differ materially from those expressed in the statement or implied due to the influence of external factors which are beyond the control of the Company. Your Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements based on any subsequent development.

Directors' Report

Dear Members,

Your Directors have pleasure in presenting the 46th Annual Report together with the Audited Financial Statements of your Company for the financial year ended March 31, 2022.

FINANCIAL SUMMARY & STATE OF AFFAIRS

(₹ in Million)

Particulars	Consolidated		Standalone	
	Year ended March 31, 2022	Year ended March 31, 2021	Year ended March 31, 2022	Year ended March 31, 2021
Total Income	9,759.54	8,566.84	6,370.48	7,173.01
Total Expenses	8,237.98	6,755.00	5,132.76	4,127.46
Profit before share of net profit of Joint Venture accounted for using equity method and tax	1,521.56	1,811.84	-	-
Share of net profit of Joint Venture accounted for using equity method	28.15	26.78	-	-
Profit before tax	1,549.71	1,838.62	1,237.72	3,045.55
Total Tax	380.72	474.57	278.33	309.97
Profit After Tax	1,168.99	1,364.05	959.39	2,735.58
Other Comprehensive Income (net of tax)	54.14	140.63	0.82	2.33
Total Comprehensive Income	1,223.13	1,504.68	960.21	2,737.91
Basic Earnings Per Share (₹)	19.65	24.10	16.13	48.33

OPERATIONAL REVIEW

Your Company is a leading manufacturer and distributor of specialized 'critical to operate' and recurring consumable products for the global mineral beneficiation, mining and bulk solids handling industry, on the basis of sales. Globally, your Company is the second largest producer of polymer-based mill liners, on the basis of revenue. Your Company offers comprehensive solutions to marquee global clients in the mineral beneficiation, mining and bulk solids handling industry, through its wide product portfolio.

Some of the key highlights of your Company's consolidated performance during the year under review are:

- Total Income is ₹9,759.54 Million as against ₹8,566.84 Million in the last year.
- Profit before taxation is ₹1,549.71 Million as against ₹1,838.62 Million in the last year.
- Net Profit after taxation is ₹1,168.99 Million as against ₹1,364.05 Million in the last year.
- The total assets under management of the Tega Group is ₹11,792.13 Million as against ₹10,183.39 Million in the last year.

The Financial Statements of your Company have been prepared in accordance with the Ind AS and the relevant provisions of the Companies Act, 2013 and rules made therein, as applicable, Regulation 33, Regulation 34 and Regulation 48 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'SEBI Listing Regulations, 2015'). Accounting policies have been consistently applied except where a newly issued accounting standard, if initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. Your Company discloses standalone and consolidated unaudited financial results on a quarterly basis, which are subjected to limited review, and standalone and consolidated audited financial results on an annual basis.

INDUSTRY SCENARIO AND OUTLOOK

The Indian mining industry is one of the core industries in the country, providing basic raw materials to significant industries. India produces over 85 minerals including coal, lignite, bauxite, chromite, copper ore and concentrates, iron ore, manganese ore, silver, diamond, limestone, phosphorite and others.

The major mining states of India are Andhra Pradesh, Jharkhand, Odisha, Rajasthan, Karnataka, Madhya Pradesh and Maharashtra. in addition, India is the second-largest producer and importer of coal in the world. India's coal consumption is anticipated to rise by 3.9% annually to 1.18 Billion Tonnes in 2024, based on 7.4% GDP growth rate between 2022 and 2024, this growth is partly catalysed by the timely availability of coal mined from within the country.

As of 2021, the number of reporting mines in India were estimated at 1,229, out of which mines for metallic minerals were estimated at 545 and non-metallic minerals at 684. Rise in infrastructure development, automotive production, power and cement sector are the major growth drivers of the sector. Therefore, India's consumption outlook for various mineral resources is expected to remain optimistic in the long-term.

Besides, demand for iron and steel is set to continue given the strong growth expectations for the residential and commercial building industry. India is the second largest producer of steel in the world and contributes about 1.5% to its GDP. This sector is one of the leading sectors forming the cornerstone of the economy. in FY 2021-22, the production of crude steel was estimated at 112-114 MT, an increase of 8-9% year on year.

Crude steel production is anticipated to grow by 18%, to reach 120 Million Tonnes by the end of 2022, driven by abundant availability of raw materials and cost-effective labour. India's finished steel exports (globally) were at 12.20 Million Tonnes in FY 2021-22, against 10.78 Million Tonnes in FY 2020-21.

India's per capita steel consumption was 70 Kgs in FY 2020-21, compared with the global average of 227.5 Kgs, indicating room for growth. This represents the optimism of why India's steel industry is expected to produce 300 MTPA by FY 2030-31, catalysed by demand from the construction, infrastructure, automotive, oil and gas and consumer durable sectors.

India's power generation ranges from conventional sources like coal, lignite, natural gas, oil, hydro and nuclear power to non-conventional sources like wind, solar, agricultural and domestic waste. India is the third-largest producer and second-largest consumer of electricity. The country's installed power generation capacity was 399.49 GW as on March 31, 2022.

The country's installed renewable energy capacity stood at 152.36 GW, representing 38.56% of the overall installed power capacity. Electricity consumption per capita was around 2,280 Billion kilowatt hours in India in FY 2021-22 and is expected to reach 4,500 Billion kilowatt hours by FY 2031-32.

India's power industry is forecast to grow at 6.5% a year between 2022 and 2024, catalysed by growing consumption from residential and industrial segments as well as general economic growth. By FY 2026-27, India's power generation is expected to be around 620 GW, of which 38 % could be from coal and 44% from renewable energy sources, catalysed by schemes like Deen Dayal Upadhyay Gram Jyoti Yojana (DDUGJY), Ujwal DISCOM Assurance Yojana (UDAY) and Integrated Power Development Scheme (IPDS).

Copper is one of the most important non-ferrous metals in India, addressing diverse needs. The size of the Indian copper industry is estimated at around 6.6 lakh Tonnes per annum, merely 3% of the global copper market in 2021. The factors influencing the growth of copper offtake in India are regulations and performance of the London Metal Exchange, currency exchange rates, infrastructure developments, electric sector, telecom growth, renewable energy, electric vehicle offtake and consumer durables, among others.

India's per capita consumption of copper was 0.5 Kg against a global average of 3.1 Kg in terms of exploration, only 20,000 sq. km. area has been explored out of a potential 60,000 sq. km in India. The country is a net exporter of refined copper as it has a higher refining capacity than that of its domestic demand. Further, the refined copper sector is expected to grow at a CAGR of 7% until 2030.

With a rich heritage of gold mining, India is considered as one of the largest consumers of gold in the world. The country's gold consumption was estimated at 850 Tonnes in 2022 compared to 797.30 Tonnes in 2021, the highest in last six years. India's gold and trade contributed ~7.5% to India's Gross Domestic Product (GDP) and 14% to India's total merchandise exports. Moreover, the largest reserves of gold ore are located in Bihar (44%), Rajasthan (25%), Karnataka (21%), West Bengal (3%), Andhra Pradesh (3%) and Jharkhand (2%).

Government initiatives

- The Indian government's Jal Jeevan Mission, Pradhan Mantri Awas Yojana (PMAY), Bharatmala and Sagarmala policies are expected to catalyse public investment; projects like the dedicated freight corridor, metro railways, UJALA, port modernisation, new airports, renewable energy and irrigation projects could result in consumption growth.
- Under the Union Budget for FY 2022-23, the government allocated ₹47 crore (USD 6.2 Million) to the Ministry of Steel. The government seeks to increase domestic per capita steel consumption to 160 Kg by 2030, creating a larger market for the mining sector.
- The Indian government's 'Power for all' focus also accelerated capacity addition; it allocated ₹19,500 crore (USD 2.57 Billion) for the PLI scheme to accelerate manufacture of high-efficiency solar modules.
- To boost copper recycling in India, the Indian government announced a reduction in import duty on copper scrap from 5% to 2.5%.
- The National Steel Policy aims to boost per capita steel consumption to 160 Kgs by FY 2030-31. Moreover, the government has a fixed objective of increasing rural consumption of steel from the current 19.6 Kgs per capita to 38 Kgs per capita by FY 2030-31.
- The Indian government approved the production-linked incentive (PLI) scheme for speciality steel in 2021. The scheme is expected to attract investment worth ~ ₹400 Billion (USD 5.37 Billion) and expand speciality steel capacity by 25 Million Tonnes (MT), to 42 MT in FY 2026 -27 from 18 MT in FY 2020 -21.
- As part of unlocking India's vast mineral potential by exploration, the Ministry of Mines handed 152 mineral block reports to different state governments in 2021. Also, 52 potential G-4 mineral blocks approved by the Geological Survey of India (GSI) were handed to 15 state governments.

GLOBAL SCENARIO FOR FY 2021-22

The global economy grew at an estimated 5.9% in 2021 compared to a de-growth of 3.3% in 2020. This improvement was largely due to increased vaccination rollout the world over and a revival in economic activity based on catch-up consumption.

The prominent feature of the global economic activity during the year under review was a sharp revival in commodity prices to record levels following the drop at the time of pandemic outbreak. The commodities that reported a sharp increase in prices comprised steel, coal, oil, copper, food grains, fertilizers and gold.

The global mining market was estimated at USD 2.06 Trillion in FY 2021-22, higher than USD 1.84 Trillion in FY 2020-21. As the global economy gradually recovers from the pandemic, the metals and mining sector is benefitting from rebounding prices. Demand for most minerals were driven by the release of pent-up consumer spending, new government stimulus efforts and an accelerating global energy transition. Further, the global mining market is expected to reach USD 3.36 Trillion by 2026, growing at a CAGR of 12.9% during the forecasted period.

Exploration will continue to be a focus on the regions that have largely mitigated the pandemic's impacts. The mining market is segmented into mining support activities, general minerals, stones, copper, nickel, lead and zinc, metal ore, and coal, lignite and anthracite. As of 2021, the coal, lignite and anthracite market is considered the largest segment of the mining market by type, accounting for 62.4% of the total market.

Asia Pacific was the largest region in the global mining market, accounting for 70.5% of the market in 2021, followed by North America, Western Europe and the other regions. Going forward, South America and the Middle East are expected to be the fastest growing regions in the mining market growing at a CAGR of 23.7% and 22.4% respectively from FY 2021-2026.

Increasing use of renewable energy is helping the mining companies across the globe to reduce power costs and control emissions in the mines. Besides, the solar or wind projects are built close to the mine sites, reducing the cost of connecting to the power grids. Site-appropriate renewable energy sources are reliable, consistent and economical. Therefore, various mining companies across the globe have started using renewable energy sources in their mines.

The global mineral processing industry was estimated at USD 83,150 Million in 2021 compared to USD 77,220 Million in 2020. Increasing industrialization, urbanisation and expansion in the mining industry are the leading factors catalysing the need for natural minerals which in return is creating various business opportunities for the global mining processing market.

Mineral processing market is segmented into types and applications. in terms of types: crushing, screening, grinding and classification. in terms of applications: metal ore mining and non-metallic ore mining. Further, the global mineral processing industry is expected to reach USD 168,130 Million in 2028, growing at a CAGR of 10.6% during the forecasted period. The demand for iron ore, copper and other metals & minerals are expected to drive the growth of the mineral processing industry.

Due to rise in awareness pertaining to environmental issues, the demand for environmental-friendly mining tools has increased and players in the global mining equipment are developing highly dependable machineries that are safe to the environment.

The global mill liner market was estimated at USD 2.03 Billion in 2021. Mill liners are used to improve a mill's performance and longevity; protecting the mill from wear and tear while also increasing its efficiency. The metal mill liner section accounted for the largest share of the global grinding mill liner market. The five major mill liner consuming regions include North America, Europe, Asia-Pacific (APAC), Middle East and Africa (MEA) and South America. Rapid growth in the mining industry (metal mill liner and rubber mill liner) is the key growth driver of this industry. Moreover, the global grinding mill liner is expected to grow at a CAGR of 5.5% from 2021 to 2028.

Hydro cyclones are primarily used in mineral slurry separation. The global market size for hydro cyclones was estimated at USD 617 Million in 2020 and projected at USD 1.2 Billion by 2030, growing at a CAGR of 3.2% over the forecasted period FY 2020-2027. Gold, copper and iron ore segments account for 60% of the demand for hydro cyclones.

Demand for hydro cyclones experienced a rebound following Covid-19 relaxation, especially in the automotive, construction, consumer durables and other segments. Europe is the largest manufacturer of hydro cyclones with a market share of more than 50%, followed by North America and China.

Trommel screen, a mechanical screening machine used to separate materials, mainly in the mineral and solid-waste processing industries. The global trommel screen market was expected to reach USD 0.94 Billion in 2020. The demand for global trommel screen is primarily driven by copper and iron mines in Latin American countries, accounting for 35% of the global trommel screen revenue. Continuous demand from various mineral companies, water resource management industries, solid-waste processing industries and rising industrialization and mining are catalysing the growth of this kind of filtration screen.

Copper, being the third most consumed metal in the world, was estimated at USD 20,231 Million in 2021. The growth was driven by increasing construction projects in rapidly developing countries such as China and India owing to rise in population and infrastructure.

The copper market is segmented by end-user industry which include automotive and heavy equipment, construction, electrical and electronics, industrial and other end-user industries. The global copper mine production was estimated at 21 Million Tonnes (MT) in 2021 and is expected to reach 25 MT in 2025. Further, this industry is expected to grow at a CAGR of 5.33% from 2021 to 2027. Besides, with ~5,600 kilo Tonnes (KT) of copper mined in 2021, Chile was the top copper producer worldwide, followed by Peru (2,200 KT) and China (1,800 KT).

Gold is considered as one of the most popular metal commodities, used as a long-term store of value and serves as a hedge against inflation. The global gold mining market was pegged at USD 214.10 Billion in 2021. The industry is expected to reach USD 249.60 Billion by 2026, growing at 3.1% from 2021 to 2026. Increasing gold reserves by central banks and government vaults, cultural affinity, Covid-19 recovery and wealth creation are the major factors driving the growth of gold mining market. Further, the global gold production is expected to surpass 130 Million ounces (Moz) by 2024.

These factors will largely contribute to the optimistic market scenario in global mining equipment industry post the Covid-19 pandemic.

DIVIDEND AND ITS DISTRIBUTION POLICY

In accordance with Regulation 43A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"), a Dividend Distribution Policy has been adopted by your Company, covering, inter alia, the parameters for declaration of dividend, utilisation of retained earnings, procedure for dividend declaration etc. The said Policy is available on the website of your Company at the following web-link: https://tegaindustries.com/DividendDistributionPolicy.pdf.

Your Company has selected to not announce a dividend on the Equity Shares of your Company for the year under review, despite reporting a profit. The decision was taken in the long-term interests of your Company for the following reasons: one, the Company is presently engaged in an asset building phase that warrants the maximized use of accruals; the larger the quantum of accruals that are reinvested will only reduce the Balance Sheet load of the ongoing capital expenditure. Your company also believes that, given its sound long-term profitability, every rupee reinvested could generate an attractive business return across the foreseeable future than the dividend in the hands of shareholders today. By the virtue of aggressive accruals reinvestment, we are optimistic of accelerating a virtuous cycle of investment cum profitability that becomes larger. We believe that prudent payout conservatism at this point can only generate superior and sustainable returns, enhancing value for all stakeholders.

TRANSFER TO GENERAL RESERVES

Your Directors do not propose to transfer any amounts to the general reserves of the Company, instead have recommended to retain the entire amount of profits for the financial year ended March 31, 2022 in the profit and loss account.

Your Company did not have any amounts due or outstanding as at Balance Sheet date to be credited to the Investor Education and Protection Fund.

DEPOSITS

Your Company has not accepted any deposits from the public and consequently, there are no outstanding deposits in terms of the Companies (Acceptance of Deposits) Rules, 2014.

SHARE CAPITAL

During the year under review, your Company made a strong stock market debut and completed the Initial Public Offering (IPO) of 1,36,69,478 Equity Shares of Face Value of ₹10 each, aggregating to ₹6,192.27 Million. The IPO comprised an offer for sale of 33,14,657 equity shares aggregating to ₹1,501.54 Million by Mr. Madan Mohan Mohanka; 6,62,931 equity shares aggregating to ₹300.31 Million by Mr. Manish Mohanka (together with Madan Mohan Mohanka, the "Promoter Selling Shareholders") and 96,91,890 equity shares aggregating to ₹4,390.43 Million by Wagner Limited ("Investor Selling Shareholder"). The IPO of your Company was subscribed over 219 times.

The total Authorized Share Capital of your Company is ₹1,050 Million divided into 7,00,00,000 equity shares of ₹10/- each and 3,50,00,000 preference shares of ₹10/- each. The total Paid up Equity Share capital of your Company is ₹662.93 Million divided into 6,62,93,149 equity shares of ₹10/- each.

The equity shares of your Company were listed on National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE') on December 13, 2021 at a 68% premium to its issue price of ₹453 per equity share at ₹760 per equity share.

As on March 31, 2022, the total shareholding of the Promoters' Group of your Company is 79.17% and none of the Promoter/ Promoters' Group shareholding is under pledge. Further, in compliance with Regulation 31(2) of SEBI Listing Regulations, 2015, the entire shareholding of promoter(s) and promoter group is in dematerialized form.

Further, during the year under review, 8,692,281 Compulsorily Convertible Participatory Preference (CCPP) shares earlier issued to Wagner Limited, Investor Selling Shareholder by your Company, were converted into equity shares as per the terms of Share Purchase Agreement and formed a part of the Company's Capital structure before IPO and offered for sale to the public.

EMPLOYEE STOCK OPTION SCHEME (ESOP)

Your Company has two ESOP schemes viz., ESOP 2011 and ESOP 2021.

Post IPO, the Members of your Company approved the amendments/modifications in the existing provisions of 'Employee Stock Option Scheme-2011 ("ESOP–2011") in accordance with the aforesaid regulations vide postal ballot dated April 03, 2022. Further, no options have been granted under ESOP 2021.

The additional details of stock options are provided under Notes to Financial Statements (Standalone).

During the year under review, your Company did not issue or allot stock options.

Further, in compliance with Regulation 13 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, a certificate from Secretarial Auditors confirming implementation of the scheme(s) in accordance with these regulations will be available electronically for inspection by the Company during the Annual General Meeting (AGM).

The objective of ESOP is to attract, retain and motivate the best available talent by way of rewarding employee stock options for their performance and to motivate them to participate in the growth of your Company, besides creating long term wealth in their hands. Accordingly, Options have been granted from time to time to the eligible employees of your Company.

The details as required to be disclosed under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are available at https://tegaindustries.com/ESOPdisclosure.pdf.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Statement in Form AOC-1 containing the salient features of the financial statement of your Company's subsidiaries and joint ventures pursuant to first proviso to Section 129(3) of the Companies Act, 2013 (Act) read with Rule 5 of the Companies (Accounts) Rules, 2014, forms part of the Annual Report. Further, in line with Section 129(3) of the Act read with the aforesaid Rules, SEBI Listing Regulations, 2015 and in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS Rules) read with Schedule III to the Companies Act, 2013, Consolidated Financial Statements prepared by your Company includes the financial information of its subsidiary companies.

A Report on the performance and financial position of each of the subsidiaries included in the Consolidated Financial Statements prepared by your Company as per Rule 8(1) of the Companies (Accounts) Rules, 2014, forms part of the annual accounts of each of the subsidiary companies and also forms part of Form AOC-1. The said Report is not repeated here for the sake of brevity. Members interested in obtaining a copy of the annual accounts of the subsidiaries may write to the Company Secretary at the email id compliance.officer@tegaindustries.com.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of your Company and audited accounts of each of its subsidiaries, are available on your Company's website www.tegaindustries.com.

Hosch Equipment (India) Limited is a Joint Venture between your Company and Hosch (G.B.) Limited, England (50:50).

Highlights of the performance of subsidiaries and their contribution to the overall performance of your Company during the year under review are given below:

(₹ in Million)

Particulars	Country	Revenue from Operation	Profit / (Loss) Before Tax (PBT)	Profit/(Loss) After Tax (PAT)
Tega Industries Inc.	USA	380.59	4.80	3.22
Tega Industries Australia Pty. Ltd.	Australia	580.29	43.51	49.44
Tega Industries Canada Inc.	Canada	775.59	62.69	45.61
Tega Investments Limited	The Bahamas	-	0.21	(2.04)
Tega Holdings Pte Limited	Singapore	293.90	108.03	98.73
Tega Holdings Pty Ltd	Australia	-	(33.33)	(23.19)
Losugen Pty Ltd	Australia	414.94	16.58	11.09
Tega Industries Chile SpA and its subsidiaries (Material Subsidiary)	Chile	2,204.09	191.49	154.54
Tega Investments South Africa Proprietary Limited	South Africa	-	0.50	0.50
Tega Industries Africa Proprietary Limited (Material Subsidiary)	South Africa	1,432.07	199.37	141.46
Tega Do Brasil Servicos Technicos Ltda	Brazil	1.25	(0.29)	(1.23)

Your Company has formulated a Policy for determining Material Subsidiaries in accordance with SEBI Listing Regulations, 2015. The said policy is available on your Company's website at the following link: https://tegaindustries.com/PolicyforDeterminingMaterialSubsidiaries.pdf.

CREDIT RATING

Details of Credit Ratings assigned to your Company are given in the Corporate Governance Report.

INTERNAL CONTROL SYSTEMS

As per Section 134(5)(e) of the Companies Act, 2013, the Directors have an overall responsibility for ensuring that your Company has implemented a robust system and framework of Internal Financial Controls. This provides the Directors with reasonable assurance regarding the adequacy and operating effectiveness of controls with regards to reporting, operational and compliance risks. Your Company has devised appropriate systems and framework including proper delegation of authority, policies and procedures, effective IT systems aligned to business requirements, risk based internal audits, risk management framework and whistle blower mechanism. Your Company had already developed and implemented a framework for ensuring internal controls over financial reporting. The framework includes entity level policies, process and operating level standard operating procedures. The entity level policies include anti-fraud policies (like code of conduct, insider trading policy and whistle blower policy) inter alia others. Your Company has also prepared Standard Operating Procedures (SOP) for each of its key processes, like, procure to pay, order to cash, hire to retire, treasury, fixed assets, inventory, manufacturing operations, etc. During the year, controls were tested and no reportable material weakness in design and effectiveness was observed.

The Internal Audit team monitors and evaluates the efficacy and adequacy of internal control systems in your Company, its compliance with operating systems, accounting procedures and policies at all locations of your Company and its subsidiaries. Based on the report of internal audit function, process owners undertake corrective action(s) in their respective area(s) and thereby strengthen the controls. Significant audit observations and corrective action(s) thereon are presented to the Audit Committee.

The Audit Committee reviews the reports submitted by the Internal Auditors in each of its meeting. Also, the Audit Committee at frequent intervals has independent sessions with the external auditor and the Management to discuss the adequacy and effectiveness of internal financial controls.

RISK MANAGEMENT

The risk strategy of your Company is enunciated and overseen by the Risk Management Committee of the Board, an independent Board level sub-committee that strives to put in place specific policies, frameworks and systems for effectively managing the various risks.

The policy on risk assessment and minimisation procedures was laid down by the Board of Directors of your Company at their meeting held on August 03, 2021, the said policy is reviewed by the Risk Management Committee, Audit Committee and the Board as and when required. The policy facilitates identification of risks at appropriate time and ensures necessary steps to be taken to mitigate the risks. Brief details of risks and concerns are given in the Management Discussion and Analysis Report.

ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013, the Annual Return of your Company is available at www.tegaindustries.com.

BOARD MEETINGS

Your Company follows a practice of drawing up an annual calendar for Board and Committee Meetings to ensure the presence of maximum number of Directors in all the Meetings. Primary business of the Board consists of evolving strategy, annual business plans, review of actual performance and course correction, and any other matter as may be deemed fit. The role of the Board also includes structuring, investment, and business re-organization. Matters such as capital expenditure, recruitment of senior level personnel, safety and environment, HR related developments, compliance with status and risk management are also reviewed by the Board from time to time.

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

Ten (10) Board Meetings were held during the FY 2021-22, the details of which are given in the Corporate Governance Report attached to this Report. The maximum time gap between any two (2) consecutive meetings did not exceed one hundred twenty (120) days.

COMMITTEES OF THE BOARD

Pursuant to various requirements under the Companies Act, 2013 and the SEBI Listing Regulations, 2015 , the Board of Directors has constituted/reconstituted (whenever necessitated) various committees such as Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee.

During the year under review, the Board of Directors of your Company constituted an Initial Public Offering (IPO) Committee, inter alia to approve and undertake various activities in relation to the Initial Public Offer.

The details of composition, terms of reference, etc., pertaining to these committees are mentioned in the Corporate Governance Report.

DIRECTORS

The Board of Directors at their meeting held on April 30, 2021, appointed Mr. Jagdishwar Prasad Sinha (DIN: 02345086) as an Independent Director of your Company for a period of five consecutive years with effect from May 01, 2021 till April 30, 2026, based on the recommendation of the Nomination and Remuneration Committee and subject to approval of the shareholders of your Company. Further, Mr. Sinha was appointed as an Independent Director of your Company for a period of five years with effect from May 01, 2021 till April 30, 2026 at the Extra-ordinary meeting held on August 07, 2021.

The Board of Directors at their meeting held on April 30, 2021, appointed Mrs. Madhu Dubhashi (DIN: 00036846) as an Independent Director of your Company for a period of two consecutive years with effect from May 01, 2021 till April 30, 2023, based on the recommendation of the Nomination and Remuneration Committee and subject to approval of the shareholders of your Company. Further, Mrs. Dubhashi was appointed as an Independent Director of your Company for a period of two years with effect from May 01, 2021 till April 30, 2023 at the Extra-ordinary meeting held on August 07, 2021.

Further, during the year under review, Mr. Syed Yaver Imam (DIN: 00588381) has been re-designated as an Whole Time Director of your Company with effect from April 01, 2021.

During the year under review, Mrs. Manju Mohanka (DIN: 00052345) resigned as Director of your Company w.e.f. August 03, 2021 in terms of Section 168 of the Companies Act, 2013 due to personal pre-occupations.

Further, Mr. Dhiraj Poddar (DIN: 01946905)) resigned as Director of your Company w.e.f. November 10, 2021 in terms of Section 168 of the Companies Act, 2013 due to personal pre-occupations.

Further, Mr. Hemant Madhusudan Nerurkar (DIN: 00265887) and Mr. Rudolph Michael Edge (DIN: 00626151) ceased to be Directors of your Company w.e.f. March 31, 2022 due to completion of their term as Independent Directors.

The Board placed on record its deep appreciation for the contributions of Mrs. Mohanka, Mr. Poddar, Mr. Nerurkar and Mr. Edge during their tenure as Directors in the Company.

Further, the Board of Directors of your Company at their meeting held on March 31, 2022, appointed Mr. Ashwani Maheshwari (DIN: 07341295), as an Additional Director (Category – Non - Executive Director) and Independent Director of your Company for a period of 5 (five) consecutive years with effect from April 01, 2022 subject to the approval of the shareholders.

In accordance with the provisions of Section 152 of the Companies Act, 2013 (Act) and the relevant Rules and your Company's Articles of Association, Mr. Madan Mohan Mohanka (DIN: 00049388) retires by rotation at the ensuing AGM and being eligible, offers himself for re-appointment.

The brief resume/details relating to Directors who are proposed to be appointed/re-appointed are furnished in the Notice of the ensuing AGM. The Board of Directors of your Company recommends the appointment/re-appointment of the above Directors.

Your Company has received declaration from each of the Independent Directors under Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of SEBI Listing Regulations, 2015 that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI Listing Regulations, 2015 and that he/she is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his/her ability to discharge his/her duties with an objective of independent judgement and without any external influence. With regard to integrity, expertise and experience (including the proficiency) of the Independent Director appointed/re-appointed ,the Board of Directors are of the opinion that all the Independent Directors are persons of integrity and possess relevant expertise and experience and their continued association as Directors will be of immense benefit and in the best interest of your Company. All requisite declarations were presented before the Board. Further, the Board of Directors, took on record the declaration and confirmation submitted by the Independent Directors under Regulation 25(8) of SEBI Listing Regulations, 2015, after undertaking due assessment of the veracity of the disclosures submitted. Further, at the time of appointment of Independent Directors, a formal letter of appointment is given to the Director, inter alia explaining the role, duties and responsibilities of the Director. Disclosures w.r.t. Familiarisation programmes for Independent Directors are available on the link: https://tegaindustries.com/PolicyonFamiliarisationProgrammeforIndependentDirectors.pdf.

Pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2019 ('the Rules') effective from December 01, 2019, the Independent Directors of your Company have registered themselves with the Databank maintained by the Indian Institute of Corporate Affairs (IICA) and their names presently stands included in the Databank of IICA. The Independent Directors have successfully qualified the Online Proficiency Self Assessment Test, as may be applicable.

Further, Mr. Mehul Mohanka, Managing Director & Group CEO of the Company, was in receipt of remuneration of ₹26.99 Million for the FY 2021-22 from Tega Holding Pte Ltd., wholly owned subsidiary of your Company.

KEY MANAGERIAL PERSONNEL

During the year under review, the Board of Directors at their meeting held on December 23, 2021 have appointed Mr. Manoj Kumar Agarwal, Chief Financial Officer, a qualified Company Secretary and Chartered Accountant, as the Chief Financial Officer, Company Secretary & Compliance Officer of your Company with effect from December 23, 2021 on an interim basis in place of Mr. Sudipta Bhowal, who had resigned from the office of Company Secretary of your Company effective from closure of the business hours of December 19, 2021.

As on March 31, 2022, Mr. Madan Mohan Mohanka (DIN: 00049388), Chairman & Executive Director, Mr. Mehul Mohanka (DIN: 00052134), Managing Director and Group CEO, Mr. Syed Yaver Imam (DIN: 00588381), Whole Time Director and Mr. Manoj Kumar Agarwal, Chief Financial Officer, Company Secretary & Compliance Officer are the Key Managerial Personnel (KMPs) of your Company in terms of the provisions of Section 203 of the Act.

NOMINATION & REMUNERATION POLICY

The Board of Directors of your Company have adopted a Policy on Selection & Remuneration of Directors, Key Managerial Personnel and other employees based on the recommendation of the Nomination & Remuneration Committee pursuant to the provisions of Section 178(3) of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This policy formulates the criteria for determining qualifications, competencies, positive attributes and independence for the appointment of a director (executive/non-executive) and also the criteria for determining the remuneration of the directors, key managerial personnel (KMPs) and other employees. The Policy was amended by the Board during the year, inter alia, in consonance with the applicable provisions of the SEBI Listing Regulations, 2015 pursuant to the IPO of your Company. The amended Policy may be accessed on the link - https://tegaindustries.com/NominationAndRemunerationPolicy.pdf.

BOARD EVALUATION

Pursuant to the provisions of the Act and Regulation 17 of the SEBI Listing Regulations, 2015, the Board has carried out the evaluation of its own performance and that of its Committees as well as evaluation of performance of the individual directors. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report attached to this Report.

FINANCE

Your Company continues to enjoy the support and patronage of Axis Bank Limited, Standard Chartered Bank, Citibank, RBL Bank Limited, ICICI Bank Limited and ICICI Bank UK PLC for financing its loan requirements.

RELATED PARTY TRANSACTIONS

During the financial year ended March 31, 2022, all transactions with the Related Parties as defined under the Act read with Rules framed thereunder, were in the ordinary course of business and at arm's length basis.

During the year under review, your Company did not enter into any material Related Party Transaction which requires prior approval of the Members. There have been no materially significant related party transactions made by your Company with the Promoters, the Directors or the Key Managerial Personnel which may be in conflict with the interests of your Company at large. Since all related party transactions entered into by your Company were in the ordinary course of business and also on an arm's length basis, therefore, details required to be provided in the prescribed Form AOC - 2 are not applicable to your Company.

The Policy on Related Party Transactions as approved by the Board can be accessed on your Company's website at following web-link: https://tegaindustries.com/RelatedPartyTransactions.pdf.

The details of the related party transactions are set out in the notes to the financial statements.

VIGIL MECHANISM AND WHISTL EBLOWER POLICY

Your Company has formulated a codified Whistle-Blower Policy incorporating the provisions relating to Vigil Mechanism in terms of Section 177 of the Companies Act, 2013 and Regulation 22 of SEBI Listing Regulations, 2015, in order to encourage Directors and Employees of your Company to escalate to the level of the Audit Committee any issue or concerns impacting and compromising with the interest of your Company and its stakeholders in any way. Your Company is committed to adhere to highest possible standards of ethical, moral and legal business conduct and to open communication and to provide necessary safeguards for protection of employees from reprisals or victimisation, for whistle blowing in good faith. The said Policy is available on your Company's website at https://tegaindustries.com/WhistleBlowerPolicy.pdf

Further, no complaints were reported under the Vigil Mechanism during the year.

PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

Your Company has a zero tolerance for sexual harassment at workplace and has adopted a policy viz., Policy on Prevention of Sexual Harassment in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH Act). Your Company is also in compliance with the provisions of the POSH Act, with respect to the constitution of Internal Complaints Committee.

During the year under review, no complaint / case was filed or was pending for redressal. The said policy is available on the website of the Company at https://www.tegaindustries.com/hr-philosophy/prevention-of-sexual-harassment/.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names of the top ten employees in terms of remuneration drawn and names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules forms part of this Report. Disclosures relating to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report. Having regard to the provisions of the second proviso to Section 136(1) of the Act and as advised, the Annual Report excluding the aforesaid information is being sent to the members of your Company. Any member interested in obtaining such information may address their email to compliance.officer@tegaindustries.com.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTFLOW

The particulars relating to the conservation of energy, technology absorption and foreign exchange earnings and outgo as required under Section 134(3)(m) of the Act are given in Annexure – I attached hereto and forms part of this Report.

MATERIAL CHANGES AND COMMITMENTS

Except those disclosed in this Annual Report, there are no material changes and commitments affecting the financial position of your Company between the end of the financial year i.e. March 31, 2022 and the date of this Report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/ COURTS/ TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND YOUR COMPANY'S OPERATIONS IN FUTURE

There are no such orders passed by the regulators/courts/ tribunals impacting the going concern status and your Company's operations in future.

CORPORATE GOVERNANCE

In terms of the provisions of Regulation 34(3) of the SEBI Listing Regulations, 2015, the Corporate Governance Report and the Certificate on the compliance of conditions of Corporate Governance forms part of the Annual Report and are given separately as Annexure - II.

BUSINESS RESPONSIBILITY REPORT

Regulation 34(2) of the Listing Regulations, inter alia, provides that the annual reports of the top 1000 listed entities based on market capitalisation (calculated as on March 31st of every financial year), shall include a Business Responsibility Report. Since your Company is one of the top 1000 listed entities, it has presented its Business Responsibility Report for the FY 2021-22, as Annexure - III to this Report.

STATUTORY AUDITORS AND AUDITORS REPORT

Pursuant to the applicable provisions of the Companies Act, 2013, the members of your Company at their 44th Annual General Meeting (AGM) held on October 20, 2020, appointed M/s. Price Waterhouse & Co Bangalore LLP, Chartered Accountants (Firm Registration No. 007567S/S-200012), as the Statutory Auditors of your Company to hold office from the conclusion of the 44th AGM until the conclusion of the 49th AGM of your Company to be held in the year 2025.

The reports given by the Statutory Auditors, M/s. Price Waterhouse & Co Bangalore LLP, Chartered Accountants on the standalone and consolidated financial statements of your Company for the year ended March 31, 2022 forms part of this Annual Report and there is no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Reports.

The Auditors of your Company have not reported any fraud in terms of the second proviso to Section 143(12) of the Act.

COST AUDITORS

As per Section 148 of the Companies Act, 2013, your Company is required to have the audit of its cost records conducted by a Cost Accountant in practice. Accordingly, the Board of Directors of your Company has on the recommendation of the Audit Committee on May 24, 2022, approved the appointment of M/s Mani & Co. as the Cost Auditors of your Company for the financial year ended March 31, 2023. As required under the Act, a resolution seeking ratification of the remuneration payable to the Cost Auditors forms part of the Notice convening the ensuing Annual General Meeting for FY 2021-22.

SECRETARIAL AUDITORS

As per Section 204 of the Companies Act 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company is required to have the audit of its secretarial records conducted by a Company Secretary in Practice.

Accordingly, your Company appointed Mr. Sachin Kumar, Practicing Company Secretary (Certificate of Practice No. 14154) as the Secretarial Auditor of your Company for FY 2021-22 to conduct the Secretarial Audit pursuant to Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Secretarial Audit Report for the financial year ended March 31, 2022 does not contain any qualification, reservation or adverse remark or disclaimer and the same forms part of the Annual Report as Annexure - IV.

INTER-CORPORATE LOANS 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 statements forming part of this Annual Report.

CORPORATE SOCIAL RESPONSIBILITY

The Corporate Social Responsibility Committee (CSR Committee) has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by your Company, which has been approved by the Board. The Policy was last revised by the Board at its meeting held on August 03, 2021 and is available on the website of the company at https://www.tegaindustries.com/csrpolicy.pdf.

Your Company strives to meet its commitment towards the community by committing its resources and energies to social development. The CSR Committee of your Company has formulated a CSR Policy which describes the multiple lines around which the CSR activities of your Company are positioned being education and skills development, social and economic welfare, environmental sustainability and such other activities included in Schedule VII of the Act as may be identified by the CSR Committee from time to time.

Your Company has identified five focus areas of engagement which are as under:

- Health: Affordable solutions for healthcare through improved access, awareness and health seeking behaviour.
- Education: Access to quality education, training and skill enhancement.
- Protection of National Heritage, Art and Culture.

- Rural Transformation: Creating sustainable livelihood solutions, addressing poverty, hunger and malnutrition.
- Environment: Environmental sustainability, ecological balance, conservation of natural resources.

Your Company strives to meet its commitment towards the community by committing its resources and energies to social development. Your Company spends amount on projects keeping in mind sustainability, impact on the desired recipients and efficacy of implementing agencies. Further, your Company believes in contributions which have a long term impact on the society at large. Accordingly, during the year under review your Company made contributions in ongoing projects with an objective of social welfare and development. The unspent amount arising out of these ongoing projects has been transferred by your company within a period of thirty days from the end of the financial year to a special account opened by your company in that behalf, and such amount shall be spent by your company in pursuance of its obligation towards the Corporate Social Responsibility Policy within a period of three financial years from the date of such transfer.

A report on Corporate Social Responsibility (CSR) during the financial year ended March 31, 2022 pursuant to the provisions of clause (o) of sub-section (3) of Section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014 is given as Annexure V to this Report.

INDUSTRIAL RELATIONS

Industrial relations at Kalyani and Samali units in West Bengal and Dahej unit in Gujarat continue to be satisfactory during the year under review.

COMPLIANCE OF SECRETARIAL STANDARDS

Your Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and General Meetings.

DIRECTORS' RESPONSIBILITY STATEMENT

The Board of Directors acknowledge the responsibility for ensuring compliance with the provisions of Section 134(3)(c) read with Section 134(5) of the Act and Regulation 18 of the SEBI Listing Regulations, 2015 in the preparation of the annual accounts for the year ended March 31, 2022 and state that:

(i) in the preparation of the annual accounts for the financial year ended March 31, 2022, the applicable accounting standards have been followed along with proper explanation relating to material departures;

(ii) they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company at the end of the financial year and of the profit of your Company for the year;

(iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;

(iv) they have prepared the annual accounts for the financial year ended March 31, 2022 on a going concern basis;

(v) they have laid down internal financial controls to be followed by your Company and that such internal financial controls are adequate and are operating effectively;

(vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws to your Company and the systems are adequate and operating effectively.

GENERAL DISCLOSURES

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

- Issue of Equity shares with differential rights as to dividend, voting or otherwise.
- Issue of sweat equity shares.
- There has been no change in the business of your Company.
- There is no proceeding pending under the Insolvency and bankruptcy Code, 2016.
- There is no instance of one time settlement with any Banks/ financial institutions.

ACKNOWLEDGEMENTS

Your Directors would like to express their grateful appreciation for the excellent support and co-operation received from its Shareholders, the Financial Institutions, Banks, Central & State Government Authorities, RBI, SEBI, MCA, Stock Exchanges, Depositories, Credit Rating Agencies, Customers, Manufacturers, Vendors, Suppliers, Business Associates and other Stakeholders during the year under review. Your Directors also place on record their deep appreciation for the valuable contribution of the employees for the progress of your Company during the year and look forward to their continued co-operation in realization of the corporate goals in the years ahead.

On behalf of the Board of Directors

Sd/-
Madan Mohan Mohanka
Chairman
DIN: 00049388

Place: Kolkata
Date: May 24, 2022

ANNEXURE I

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

A. Conservation of Energy

(a) Energy Conservation Measures Taken: New measures for conservation of energy are being experimented.

(b) Additional Investments and Proposals for Reduction of Consumption of Energy: Plant efficiency has been increased to reduce power consumption.

(c) Impact of the above measures: The above measures has reduced energy consumption and will eliminate energy wastage.

(d) Total energy consumption and energy consumption per unit of production -

Total energy Consumed: 10,483,287 kwh

B. Technology Absorption:

Efforts made in technology absorption are as follows-

Research & Development (R & D)

1. Specific areas in which R&D carried out by the Company

(a) Polyurethane Screen for various applications are being developed.

(b) Development of Modular Panel for both rubber and Polyurethane.

(c) Introduction and Development of Trommel.

2. Benefits derived as a result of the above R & D

(a) Substitution of imported products.

(b) Improvement in quality of product.

(c) New applications have been developed.

3. Future Plan of Action

(a) Development of Polyurethane Wear Components for application in mining & mineral processing liners.

(b) Development of ceramic reinforced sheets for mining applications.

4. Expenditure on Research & Development: ₹ 43.30 Million

Technology Absorption, Adaptation and Innovation

1. **Efforts made:** Special Polyurethane Belt Scrappers & Dust sealing rings are being developed.

2. **Benefit derived as a result of above efforts:**

(a) Expansion of area of application and product range.

(b) Improvement in the quality of products

(c) Reduction in cost of product.

3. The Company has not imported any technology.

C. Total Foreign Exchange used and earned during the FY 2021-22

(₹ in Million)

Foreign Exchange earned in terms of actual inflows	4612.72
Foreign Exchange outgo in terms of actual outflows	2195.10

On behalf of the Board of Directors

Sd/-
Madan Mohan Mohanka
Chairman
DIN: 00049388

Place: Kolkata
Date: May 24, 2022

ANNEXURE II

Corporate Governance Report

Company's Philosophy on Code of Governance

Corporate governance is the system of rules, practices and processes by which a company is directed and controlled. Corporate governance essentially involves balancing the interests of a company's stakeholders and the community at large. Since corporate governance also provides the framework for attaining a company's objectives, it encompasses practically every sphere of management, from action plans and internal controls to performance measurement and corporate disclosure. Sound governance practices and responsible corporate behavior contribute to superior long-term performance of organisations. Corporate Governance requires everyone to raise their level of competency and capability to meet the expectations in managing the enterprise and its resources optimally with prudent ethical standards.

The corporate governance framework of the Company ensures effective engagement with its stakeholders and helps them evolve with changing times. The Company recognizes that good corporate governance is a continuous exercise and that adherence to transparency, accountability, fairness and ethical standards are an integral part of the Company's function.

The Company's corporate governance framework ensures that it is aligned to good corporate governance philosophy and that timely disclosures are made and accurate information regarding the financials and performance is shared, as well as the leadership and governance of the Company. The Company has an adequate system of control in place to ensure that the executive decisions taken should result in optimum growth and development which benefits all the stakeholders. The Company also aims to increase and sustain its corporate values through growth and innovation.

Board of Directors

The Board of the Company is entrusted with the ultimate responsibility of the management, direction and performance of the Company and has been vested with the requisite powers, authorities and duties.

The Board of Directors of the Company have an optimum combination of Executive, Non –Executive and Independent Directors with at least one Woman Director, having requisite knowledge and expertise in business & industry, corporate finance, taxation, legal matters, risk management and marketing. The composition of the Board is in conformity with the requirements of Section 149 of the Companies Act, 2013 and Regulation 17(1) of the Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015").

As on March 31, 2022, the Board comprised of 7 (Seven) Directors with an optimal combination of Executive, Non-executive and Independent Directors, including a Woman Director. 3 (Three) Directors are Executive Directors, and 4 (Four) Directors are Non- Executive & Independent Directors including 1 (One) Woman Director. The majority of the Board is comprised of Independent Directors.

The composition of the Board of Directors as on March 31, 2022, the number of other committees of which a director is a Member/Chairperson and the attendance of each director at the Board Meetings and the last Annual General Meeting (AGM) of the Company were as follows:

Name of the Directors and Category	No. of membership on Board committees including the Company^	No. of chairmanship on Board committees including the Company^	No. of Board meetings entitled to attend	No. of Board meetings attended during the FY 2021-22	Attendance at last AGM held on 29.09.2021
Mr. Madan Mohan Mohanka Promoter Chairman and Executive Director DIN: 00049388	0	0	10	10	Yes
Mr. Mehul Mohanka Promoter Managing Director & Group CEO DIN: 00052134	3	0	10	10	Yes
Mr. Syed Yaver Imam Whole Time Director DIN: 00588381	1	0	10	10	Yes

Name of the Directors and Category	No. of membership on Board committees including the Company^	No. of chairmanship on Board committees including the Company^	No. of Board meetings entitled to attend	No. of Board meetings attended during the FY 2021-22	Attendance at last AGM held on 29.09.2021
Mr. Jagdishwar Prasad Sinha Non – Executive & Independent Director DIN: 02345086	2	1	9	9	No
Mrs. Madhu Dubhashi Non – Executive & Independent Director DIN: 00036846	6	3	9	9	No
Mr. Hemant Madhusudan Nerurkar Non – Executive & Independent Director* DIN: 00265887	10	3	10	9	No
Mr. Rudolph Michael Edge Non – Executive & Independent Director* DIN: 00626151	2	1	10	10	No
Mrs. Manju Mohanka Non-Executive Director# DIN: 00052345	-	-	2	2	No
Mr. Dhiraj Poddar Nominee Director# DIN: 01946905	-	-	4	4	No

The Committee positions are based on the latest disclosures received by the Company.

^Only membership/ chairmanship of the Audit Committee and Stakeholders Relationship Committee of Indian public limited companies have been considered.

* Mr. Hemant Madhusudan Nerurkar and Mr. Rudolph Michael Edge ceased to be Directors of the Company w.e.f. closing hours of March 31, 2022.

Mrs. Manju Mohanka and Mr. Dhiraj Poddar ceased to be Directors of the Company w.e.f. August 03, 2021 and November 10, 2021 respectively. Since they were not directors as on March 31, 2022, details w.r.t. no. of membership and chairmanship on Board committees are not applicable and hence not provided.

Mr. Syed Yaver Imam (DIN: 00588381) had earlier been designated as a Non-Executive Director from June 01, 2019. However, considering Mr. Imam's contributions to the Company's growth and development, Mr. Imam has been re-designated as an Whole Time Director of the Company with effect from April 01, 2021.

During the year under review, Mrs. Manju Mohanka (DIN: 00052345) resigned as Director of the Company w.e.f. August 03, 2021, in terms of Section 168 of the Companies Act, 2013 due to personal pre-occupations.

Further, Mr. Dhiraj Poddar (DIN: 01946905) resigned as Director of the Company w.e.f. November 10, 2021, in terms of Section 168 of the Companies Act, 2013 due to personal pre-occupations.

Further, Mr. Hemant Madhusudan Nerurkar (DIN: 00265887) and Mr. Rudolph Michael Edge (DIN: 00626151) ceased to be Directors of the Company w.e.f. closing hours of March 31, 2022, due to completion of their term as Independent Directors.

Further, the Board of Directors appointed Mr. Ashwani Maheshwari (DIN: 07341295), as an Additional Non-Executive Director (Category – Independent) of the Company for a term of 5 (five) consecutive years with effect from April 01, 2022, subject to approval of shareholders by Special Resolution in general meeting.

The Independent Directors of the Company have confirmed that they meet the criteria for "independence" and "eligibility" as prescribed under the SEBI Listing Regulations, 2015 and Section 149 of the Companies Act, 2013 (as amended) (the "Act") and in the opinion of the Board, the independent directors of the Company fulfill the conditions specified under the SEBI Listing Regulations, 2015 and are independent of the management.

Disclosures regarding appointment/re-appointment of the directors have been furnished in the Notice convening the 46th Annual General Meeting of the Company, which forms part of the Annual Report.

As required under Para C of Schedule V to the SEBI Listing Regulations, 2015, based on the latest disclosures received by the Company, following are the number of other directorships and the names of the listed entities where the directors of the Company are also a director and the category of their directorships therein:

Name of the Directors	No. of Directorships@	Directorships and its category in listed entities
Madan Mohan Mohanka	5	NIL
Mehul Mohanka	7	NIL
Syed Yaver Imam	1	NIL
Jagdishwar Prasad Sinha	0	NIL
Madhu Dubhashi	4	1. Clean Science and Technology Limited - Independent Director 2. Pudumjee Paper Products Limited - Independent Director 3. Sanghvi Movers Limited – Independent Director
Hemant Madhusudan Nerurkar	9	1. DFM Foods Limited – Independent Director 2. NCC Limited – Independent Director 3. Igarashi Motors India Limited – Non-Executive Director 4. Crompton Greaves Consumer Electricals Limited – Independent Director 5. Adani Enterprises Limited – Independent Director
Rudolph Michael Edge	1	NIL

@Excludes memberships of the managing committee of various chambers/bodies, directorships in private limited companies, foreign companies, companies registered under section 8 of the Act and alternate directorships.

Based on the disclosures received from the Directors, none of the directors hold Directorships in more than 20 companies of which Directorships in public companies does not exceed 10 in line with the provisions of Section 165 of the Act. Further, no Director holds Directorship in more than 7 listed Companies as per SEBI Listing Regulations, 2015.

None of the directors on the Board is a member of more than 10 committees or Chairperson of more than 5 committees, reckoned in terms of Regulation 26 of the SEBI Listing Regulations, 2015.

None of the directors is an Independent Director in more than 7 (seven) listed companies and where he is serving as a whole time director/managing director in any listed company does not hold such position in more than 3 (three) listed Companies.

None of the non-executive directors hold any shares in the Company.

None of the directors of the Company are related to each other and there are no inter-se relationship between the Directors except Mr. Madan Mohan Mohanka and Mr. Mehul Mohanka (being father and son respectively).

During the financial year ended March 31, 2022, 10 (ten) Board meetings were held. Time gap between any two consecutive board meetings did not exceed 120 days during the FY 2021-22. Video Conferencing facility is offered to facilitate Directors to participate in the Meetings. The details of the Board Meetings held during the FY 2021-22 are as follows:

Sl. No.	Date of Board Meetings	Board Strength (No. of Directors)	No. of Directors Present	No. of Independent Directors Present
1.	30.04.2021	7	7	2
2.	03.08.2021	9	9	4
3.	16.08.2021	8	8	4
4.	10.11.2021	8	8	4
5.	23.11.2021	7	7	4
6.	06.12.2021	7	7	4
7.	08.12.2021	7	7	4
8.	23.12.2021	7	6	3
9.	11.02.2022	7	7	4
10.	31.03.2022	7	7	4

Board Procedure

The Board has devised a proper system to ensure compliance with the provisions of all applicable laws and periodically reviewed the compliance reports of all laws applicable to the Company and necessary steps were taken to ensure the compliance in letter and spirit.

The Board meets at least once a quarter to review the quarterly business and the financial performance of the Company. The Board Meetings are generally scheduled well in advance and the notice of each Board Meeting is given to each Director. The Board papers, comprising the agenda backed by comprehensive background information are circulated to the Directors in advance and in exceptional cases, the same is tabled at the Board Meeting. The Board is also free to recommend the inclusion of any matter for discussion in consultation with the Chairman.

The Board's function is not limited to matters requiring statutorily the Board's approval. The Board is involved in all the important decisions relating to the Company including policy matters, strategic business plans, new avenues of investment and expansion, compliance with statutory/regulatory requirements. Major accounting provisions and write-offs are considered by the Board. The Minutes of Audit Committee and other Committees of the Board are regularly placed before the Board.

Minutes of the meetings of the Board and all the Committees are circulated to all the Directors/Committee Members and are finalized after incorporating their comments received, if any.

Core Skills / Expertise / Competencies available with the Board of Directors of the Company

In pursuance of Para C(2), Schedule V to the Listing Regulations, the Board of Directors of the Company has identified the following core skills/ expertise/competencies that are desirable for the Company to function effectively in the context of the business of the Company:

Skills/Expertise/Competencies	Details
Business & Industry	Domain Knowledge in Business and understanding of business environment, Optimising the development in the industry for improving Company's business.
Financial Expertise	Financial and risk management, Internal control, Experience of complex financial reporting processes, taxation, Capital allocation, resource utilisation, Understanding of Financial policies and accounting statement and assessing economic conditions.
Governance & Compliance	Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long term effective stakeholder engagements and driving corporate ethics and values.
Technology	Knowledge in anticipating technological trends, innovations and techniques to create new business models.
Strategic Expertise	Potential to understand, critically examine and review business strategies including mergers, acquisitions and other business combinations/ restructuring.
Behavioral	Fulfilling a director's duties and responsibilities, acting ethically and morally, actively contributing towards well-being of the organization, collaborative, performance oriented, putting the organisation's interest in priority before personal interests and professional.

The Board of the Company comprises of qualified members who possess required skills, expertise and competencies (as given below) that allow them to make effective contributions to the Board and its Committees.

Name of Director	Skills/expertise/competencies					
	Business & Industry	Financial Expertise	Governance & Compliance	Technology	Strategic Expertise	Behavioral
Mr. Madan Mohan Mohanka	Y	Y	Y	Y	Y	Y
Mr. Mehul Mohanka	Y	Y	Y	Y	Y	Y
Mr. Syed Yaver Imam	Y	-	Y	Y	Y	Y
Mr. Jagdishwar Prasad Sinha	Y	Y	Y	-	Y	Y
Mrs. Madhu Dubhashi	-	Y	Y	-	Y	Y
Mr. Ashwani Maheshwari*	Y	Y	Y	Y	Y	Y

*Appointed effective April 01, 2022.

Board Training and Familiarisation Programme

In terms of Regulation 25 of the SEBI Listing Regulations, 2015, the Company is required to conduct various programmes for the Independent Directors of the Company to familiarize them with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc.

The details of such programmes for familiarisation of the Independent Directors are put on the website of the Company at the following web-link: https://tegaindustries.com/PolicyonFamiliarisationProgrammeforIndependentDirectors.pdf.

Independent Directors' Separate Meeting

Schedule IV of the Act i.e. Code for Independent Directors and the SEBI Listing Regulations, 2015 mandates the Independent Directors of the Company to hold at least one meeting in every financial year, without the attendance of non-independent directors and members of the management. During the year ended March 31, 2022, a separate meeting of the Independent Directors was held on March 12, 2022, inter alia, to review performance of Non-Independent Directors & the Board as a whole; to review performance of the Chairman of the Company and to assess the quality, quantity and timeliness of flow of information between the management of the Company and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

Code of Conduct

Regulation 17(5) of the SEBI Listing Regulations, 2015 requires every listed company to have a Code of Conduct for its directors and senior management. The Board of Directors of the Company have adopted the Code of Conduct and Ethics for Directors and Senior Management. The said Code has been communicated to the Directors and the members of the Senior Management and the same is available on the website of the Company at the following web-link: https://tegaindustries.com/Code of Conductfor Directors

And the Senior Management Team.pdf. All the Directors and Senior Management Personnel have affirmed compliance with the Code for the FY 2021-22. A declaration to this effect signed by the Managing Director is annexed to this Report.

Board Committees

The Board has constituted various committees consisting of Executive and Non-Executive Directors of the Company to meet various mandatory requirements of the Act and the SEBI Listing Regulations, 2015 as well as to perform other critical functions. Currently, the Board has 5 (five) committees, viz., Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee. Apart from these, one IPO Committee was also formed to deal with the IPO related matter, which was dissolved after the successful completion of the IPO. The composition of the said committees has also been disclosed on the website of the Company. The Company Secretary acts as the Secretary to all the Committees of the Board.

Audit Committee

The Audit Committee acts as a link between the Management, the Statutory Auditors, Internal Auditors and the Board and has been constituted in line with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of SEBI Listing Regulations, 2015.

Terms of Reference:

Terms of reference of the Audit Committee, inter alia, includes oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible; recommending appointment, remuneration and terms of appointment of auditors; reviewing/examining quarterly and annual financial statements and auditor's report thereon before submission to the Board for approval; evaluate Company's internal financial controls and risk management systems; reviewing performance of statutory and internal auditors and adequacy of internal control systems; reviewing the functioning of the Whistle Blower Mechanism and other matters specified for Audit Committee in Section 177 of the Companies Act, 2013, Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Listing Regulations, 2015.

Composition, Meetings and Attendance:

The composition of the Audit Committee is in accordance with the provisions of the Act and Regulation 18 of the SEBI Listing Regulations, 2015.

All the Members of the Audit Committee are financially literate and have accounting or related financial management expertise. Mrs. Madhu Dubhashi, Non-Executive and Independent Director is the Chairperson of the Committee. The Committee meetings were attended by the Statutory Auditors and the Chief Financial Officer of the Company as invitees. The Committee also invited the representatives of Internal Auditors for obtaining valuable guidance from their expertise in best practices in Internal Audit. The minutes of the Audit Committee meetings were circulated to the Board, discussed and taken note of. All recommendations made by the Audit Committee during the year were accepted by the Board.

As per the applicability of the SEBI Listing Regulations, 2015, Audit Committee meetings were held at least four times in a year and the time gap between any two consecutive meetings of the Audit Committee did not exceed 120 days during the FY 2021-22. During the year ended March 31, 2022, 4 (four) Audit Committee meetings were held on August 03, 2021, November 10, 2021, December 23, 2021 and February 10, 2022.

In order to comply with the provisions of the Companies Act, 2013 and rules made thereunder, as amended and the Securities Exchange Board of India Act, 1992, as amended, and the applicable rules and guidelines promulgated there under and as amended, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended and the respective stock exchanges on which equity shares of the Company are listed, and any law or enactment for the time being in force, the Audit Committee was reconstituted on August 03, 2021. Further, in view of resignation of Mr. Dhiraj Poddar, the Committee was again reconstituted on November 10, 2021. Accordingly, the composition and attendance of the members of the Committee during the FY 2021-22 are as follows:

Sl. No.	Name of Director	Position	Category	No. of meetings entitled to attend	No. of meetings attended
1.	Madhu Dubhashi (inducted as a Member & designated as the Chairperson w.e.f. 03.08.2021)	Chairman	Non-Executive & Independent Director	3	3
2.	Jagdishwar Prasad Sinha (inducted as a Member w.e.f. 03.08.2021)	Member	Non-Executive & Independent Director	3	3
3.	Mehul Mohanka (inducted as a Member w.e.f. 03.08.2021)	Member	Managing Director	3	3
4.	Rudolph Michael Edge (Chairman till 03.08.2021) (Member till 31.03.2022)	Member	Non-Executive & Independent Director	4	4
5.	Hemant Madhusudan Nerurkar (Member till 31.03.2022)	Member	Non-Executive & Independent Director	4	3
6.	Dhiraj Poddar (Member till 10.11.2021)	Member	Nominee Director	2	2

Mr. Hemant Madhusudan Nerurkar and Mr. Rudolph Michael Edge, Non-Executive & Independent Directors ceased to be Member, of the Committee w.e.f. closing hours of March 31, 2022. Accordingly, Mr. Ashwani Maheshwari, Non-Executive & Independent Director was inducted as a Member w.e.f. April 01, 2022.

Nomination & Remuneration Committee

The Nomination and Remuneration Committee has been constituted in line with the provisions of Section 178 of the Companies Act, 2013 read with Regulation 19 of SEBI Listing Regulations, 2015.

Terms of Reference:

The terms of reference of the Nomination & Remuneration Committee covers all the areas mentioned under Regulation 19 of the SEBI Listing Regulations, 2015 and Section 178 of the Act including evaluating the composition and organization of the Board and its Committees in light of requirements established by any regulatory body or any other applicable statutes, rules and regulations which the Committee deems relevant, making recommendations to the Board of Directors in respect to the appointment, re-appointment and resignation of Independent, Executive and Non-Executive Directors of the Company, identifying the persons who are qualified to become Directors and who may be appointed in senior management along with remuneration payable to them in accordance with the criteria laid down and recommending to the Board their appointment and removal and carrying out evaluation of every director's performance (including independent directors) and other matters specified for Nomination and Remuneration Committee in Section 178 of the Companies Act, 2013, Companies (Meetings of Board and its Powers) Rules, 2014 and under SEBI Listing Regulations, 2015.

Composition, Meetings and Attendance:

During the year ended March 31, 2022, 6 (six) meetings of Nomination & Remuneration Committee were held on April 30, 2021, August 03, 2021, August 24, 2021, December 23, 2021, February 10, 2022 and March 31, 2022.

In order to comply with the provisions of the Companies Act, 2013 and rules made thereunder, as amended and the Securities Exchange Board of India Act, 1992, as amended, and the applicable rules and guidelines promulgated there under and as amended, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended and the respective stock exchanges on which equity shares of the Company are listed, and any law or enactment for the time being in force, the Nomination & Remuneration Committee was reconstituted on August 03, 2021. Further, in view of resignation of Mr. Dhiraj Poddar, the Committee was again reconstituted on November 10, 2021. Accordingly, the composition and attendance of the members of the Committee during the Financial Year 2021-22 are as follows:

Sl. No.	Name of Director	Position	Category	No. of meetings entitled to attend	No. of meetings attended
1.	Hemant Madhusudan Nerurkar (Member till 31.03.2022)	Chairman	Non-Executive & Independent Director	6	5
2.	Rudolph Michael Edge (Member till 31.03.2022)	Member	Non-Executive & Independent Director	6	6
3.	Madhu Dubhashi (inducted as a Member w.e.f. 03.08.2021)	Member	Non-Executive & Independent Director	4	4
4.	Dhiraj Poddar (Member till 10.11.2021)	Member	Nominee Director	3	3

Mr. Hemant Madhusudan Nerurkar and Mr. Rudolph Michael Edge, Non-Executive & Independent Director ceased to be Chairman and Member, respectively of the Committee w.e.f. closing hours of March 31, 2022. Accordingly, Mr. Ashwani Maheshwari, Non-Executive & Independent Director was inducted as a Member and designated as the Chairman of the Committee w.e.f. April 01, 2022. Further, Mr. Jagdishwar Prasad Sinha, Non-Executive & Independent Director was inducted as a Member of the Committee w.e.f. April 01, 2022.

Remuneration Policy:

The Policy on Selection & Remuneration of Directors, Key Managerial Personnel and other employees and on Board Diversity as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors is available at the link - https://tegaindustries.com/NominationAndRemunerationPolicy.pdf.

The Non- Executive Directors do not have any pecuniary relationship/transaction with the Company in their personal capacity other than Commission (not exceeding the limits prescribed under the Companies Act, 2013) and Sitting Fees and reimbursement of expenses, if any, for attending meetings of the Board and Committees thereof. The Non- Executive and Independent Directors are paid ₹20,000/- each for attending each meeting of the Board. The aggregate annual commission payable to the Non-Executive Directors is well within the limits as prescribed under the Companies Act, 2013.

Details of remuneration paid/payable to the Directors for the year ended March 31, 2022 and their shareholding as on that date is as under:

(₹ in Million)

Names of Directors	Salary	Perquisites/ Benefits	Bonus	Commission	Sitting Fees	Others*	Total	(no. of shares)
Executive Directors								
Mr. Madan Mohan Mohanka	41.87	0.63	4.76	-	-	-	47.26	5348502
Mr. Mehul Mohanka	10.22	6.68	4.76	-	-	-	21.66	2003315
Mr. Syed Yaver Imam	-	-	-	-	-	20.20	20.20	-
Independent Directors								
Mr. Rudolph Michael Edge	-	-	-	0.90	0.20	-	1.10	-
Mr. Hemant Madhusudan Nerurkar	-	-	-	1.15	0.18	-	1.33	-
Mrs. Madhu Dubhashi	-	-	-	0.92	0.18	-	1.10	-
Mr. Jagdishwar Prasad Sinha	-	-	-	0.92	0.18	-	1.10	-
Non-Executive, Non-Independent Directors								
Mrs. Manju Mohanka	-	-	-	-	0.04	-	0.04	-

* Mr. Imam is entitled to receive Professional fees and may, at any time, and after giving 90 (ninety) (90) days prior notice of its intent to do so, or equivalent base compensation in lieu thereof, terminate the engagement with the Company.

The tenure of office of Mr. Madan Mohan Mohanka, Chairman & Whole-time Director and Mr. Mehul Mohanka, Managing Director & Group CEO is for 5 (five) years from their respective date of appointment. Further, the Agreement can be terminated by either party by giving six months' notice w.r.t. Mr. Madan Mohan Mohanka and by giving three months' notice w.r.t. Mr. Mehul Mohanka. There is no separate provision for payment of severance fees.

Employee Stock Options:

Particulars with regards to Employees' Stock Options are available on the website of the Company.

Succession Planning:

The Board on the recommendation of the Nomination & Remuneration Committee has formulated a Policy on Succession Plan for the Board and Senior Management.

Performance Evaluation and Criteria:

Pursuant to the Section 178 of the Act and the Listing Regulations, the Nomination & Remuneration Committee (NRC) has specified the manner and the criteria for performance evaluation of the Board, its Committees and Individual Directors (including Independent Directors). Accordingly, the Board has carried out the performance evaluation of its own performance and that of its Committees as well as evaluation of performance of the Directors individually. The indicative criteria on which evaluation was carried out includes Degree of fulfilment of key responsibilities; Board structure and composition; Effectiveness of Board processes, information and functioning; Attendance (captured from records of meetings); Contribution at Board Meetings; Guidance/ support to management / Committee meetings, Quality of relationship of the committee with the Board and the management, etc.

The performance evaluation of the Board, its Chairman and the Non-Independent Directors was also carried out by the Independent Directors in its separate meeting. The NRC also reviewed the implementation of the criteria specified for performance evaluation and also formulated its feedback for supporting the Board in carrying out such evaluation of the performance. The evaluation of performance for the FY 2021-22 was carried out through structured questionnaires (based on various aspects of the Board's functioning, composition, its committees, culture, governance, execution and performance of statutory duties and obligations). The questionnaire covers all aspects prescribed by SEBI vide its circular no. SEBI/HO/CFD/CMD/CIR/P/2017/004 dated January 05, 2017. The Board expressed its satisfaction with the evaluation process and results thereof.

Risk Management Committee

In compliance with Regulation 21 of the SEBI Listing Regulations, 2015, the Board of Directors of the Company has a Risk Management Committee to review, in particular, the Risk Management Policy of the Company, the effectiveness and adequacy of the Risk Management Systems of the Company.

Terms of Reference:

The terms of reference of Risk Management Committee covers all the requirements of Regulation 21 of the SEBI Listing Regulations, 2015 including Formulation of a detailed risk management policy which shall include: (a) a framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee; (b) measures for risk mitigation including systems and processes for internal control of identified risks; and (c) business continuity plan; Ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company; Monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems; Periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity, and recommend for any amendment or modification thereof, as necessary; Keep the Board of directors of the Company informed about the nature and content of its discussions, recommendations and actions to be taken; Review the appointment, removal and terms of remuneration of the Chief Risk Officer (if any); To implement and monitor policies and/or processes for ensuring cyber security and any other similar or other functions as may be laid down by Board from time to time and/or as may be required under applicable law, as and when amended from time to time, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Composition, Meetings and Attendance:

During the year ended March 31, 2022, one meeting of Risk Management Committee was held on December 23, 2021.

The Risk Management Committee was constituted on April 30, 2021 pursuant to the proposed Initial Public Offering (IPO) of the Company. The composition and attendance of the members of Risk Management Committee during the Financial Year 2021-22 are as follows:

Sl. No.	Name of Director	Position	Category	No. of meetings entitled to attend	No. of meetings attended
1.	Mehul Mohanka	Chairman	Managing Director	1	1
2.	Rudolph Michael Edge (Member till 31.03.2022)	Member	Non-Executive & Independent Director	1	1
3.	Syed Yaver Imam	Member	Whole Time Director	1	1
4.	Manoj Kumar Agarwal	Member	Chief Financial Officer, Company Secretary & Compliance Officer	1	1

Mr. Rudolph Michael Edge, Non-Executive & Independent Director ceased to be Member of the Committee w.e.f. March 31, 2022. Accordingly, Mr. Ashwani Maheshwari, Non-Executive & Independent Director was inducted as a Member of the Committee w.e.f. April 01, 2022.

Corporate Social Responsibility (CSR) Committee

Pursuant to the provisions of the Act, the Company has a Corporate Social Responsibility (CSR) Committee which recommends the amount of expenditure to be incurred for undertaking CSR activities by the Company in terms of the Corporate Social Responsibility Policy.

Terms of Reference:

The terms of reference of CSR Committee are in conformity with the requirements of the Act which, inter alia, includes formulating and recommending 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, as amended, review and recommend the amount of expenditure to be incurred on the activities, monitoring the corporate social responsibility policy of the Company and its implementation from time to time and any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board from time to time and/or as may be required under applicable law, as and when amended from time to time.

Composition, Meetings and Attendance:

During the year ended March 31, 2022, 2 (two) CSR Committee meetings were held on April 30, 2021 and February 10, 2022.

In order to comply with the provisions of the Companies Act, 2013 and rules made thereunder, and the Securities Exchange Board of India Act, 1992, as amended, and the applicable rules and guidelines promulgated there under, as amended, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended and the respective stock exchanges on which equity shares of the Company are listed, and any law or enactment for the time being in force, the Corporate Social Responsibility Committee was reconstituted on April 30, 2021. Accordingly, the composition and attendance of the members of the CSR Committee during the Financial Year 2021-22 are as follows:

Sl. No.	Name of Director	Position	Category	No. of meetings entitled to attend	No. of meetings attended
1.	Rudolph Michael Edge (inducted as a Member & designated as the Chairman w.e.f. 30.04.2021) (Member till 31.03.2022)	Chairman	Non-Executive & Independent Director	1	1
2.	Madan Mohan Mohanka (Chairman till 30.04.2021)	Member	Executive Director	2	2
3.	Syed Yaver Imam	Member	Whole Time Director	2	2
4.	Hemant Madhusudan Nerurkar (Member till 30.04.2021)	Member	Non-Executive & Independent Director	1	1

Mr. Rudolph Michael Edge, Non-Executive & Independent Director ceased to be Member of the Committee w.e.f. closing hours of March 31, 2022. Accordingly, Mr. Madan Mohan Mohanka was designated as the Chairman of the Committee w.e.f. April 01, 2022. Further, Mrs. Madhu Dubhashi was inducted as a Member of the Committee w.e.f. April 01, 2022.

Stakeholders Relationship Committee

In compliance with Regulation 20 of the SEBI Listing Regulations, 2015, and Section 178 of the Act, the Board of Directors of the Company has constituted a Stakeholders Relationship Committee.

Terms of Reference:

The terms of reference of Stakeholders Relationship Committee (SRC) are in conformity with the requirements of Section 178 of the Act and Regulation 20 read with Para B of Part D of Schedule II to the Listing Regulations which, inter alia, includes considering and looking into various aspects of interest of shareholders and other security holders of the company; 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.; reviewing of 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 and carrying out any other functions required to be carried out by the Stakeholders Relationship Committee as contained in the SEBI Listing Regulations, 2015 or any other applicable law, as and when amended from time to time .

Composition, Meetings and Attendance:

During the year ended March 31, 2022, 2 (two) SRC meetings were held on December 23, 2021 and February 10, 2022.

The Stakeholders Relationship Committee was constituted on April 30, 2021 pursuant to the proposed Initial Public Offering (IPO) of the Company. The composition and attendance of the members of the SRC are as follows:

Sl. No.	Name of Director	Position	Category	No. of meetings entitled to attend	No. of meetings attended
1.	Jagdishwar Prasad Sinha (Member till 31.03.2022)	Chairman	Non-Executive & Independent Director	2	2
2.	Syed Yaver Imam	Member	Whole Time Director	2	2
3.	Hemant Madhusudan Nerurkar (Member till 31.03.2022)	Member	Non-Executive & Independent Director	2	1
4.	Mehul Mohanka	Member	Managing Director	2	2

Mr. Hemant Madhusudan Nerurkar, Non-Executive & Independent Director ceased to be Member of the Committee w.e.f. closing hours of March 31, 2022. Further, Mr. Ashwani Maheshwari was inducted as a Member and designated as the Chairman of the Committee w.e.f. April 01, 2022.

Compliance Officer:

Mr. Manoj Kumar Agarwal, Chief Financial Officer of the Company was appointed as Chief Financial Officer, Company Secretary and Compliance Officer with effect from December 23, 2021 on an interim basis in place of Mr. Sudipta Bhowal, who had resigned from the office of Company Secretary of your Company effective from closure of the business hours of December 18, 2021.

Details of Shareholders' complaints:

A total of 1692 (One Thousand Six Hundred and Ninety Two) complaints relating to IPO were received and all were replied to the satisfaction of the shareholders during the year ended March 31, 2022. There were no outstanding complaints as on March 31, 2022.

The Company supports SCORES by using it as a platform for communication between SEBI and the Company. Also there are no pending complaints on the SCORES platform.

IPO Committee

The IPO Committee was formed during the IPO (Initial Public Offer) process of the Company. The subject committee was empowered by the Board to take decisions related to IPO process of the Company with the ultimate objective to obtain in-principle approval for listing the Equity Shares on BSE Limited and National Stock Exchange of India ("NSE") Limited. The process was completed on December 13, 2021 when the Equity Shares of the Company got listed on both BSE and NSE fulfilling the objectives of the Company. Thereafter, the Committee was dissolved after successful completion of IPO.

Composition, Meetings and Attendance:

During the year ended March 31, 2022, three meetings of IPO Committee were held on August 17, 2021, November 25, 2021 and November 30, 2021.

The IPO Committee was constituted on April 30, 2021 and was dissolved w.e.f. December 23, 2021. The composition and attendance of the members of IPO Committee during the Financial Year 2021-22 are as follows:

Sl. No.	Name of Director	Position	Category	No. of meetings entitled to attend	No. of meetings attended
1.	Mehul Mohanka	Chairman	Managing Director	3	3
2.	Hemant Madhusudan Nerurkar	Member	Non-Executive & Independent Director	3	3
3.	Dhiraj Poddar (Member till 10.11.2021)	Member	Nominee Director	1	1

Mr. Dhiraj Poddar, Nominee Director ceased to be Member of the Committee w.e.f. November 10, 2021.

Means of Communication:

The full format of the results are filed with the Stock Exchanges on NSE Electronic Application Processing System (NEAPS) and BSE Corporate Compliance & Listing Centre (the Listing Centre) and are available on the Stock Exchange websites - www.nseindia.com and www.bseindia.com. The extract of the said financial results were published in the leading English and Bengali newspapers such as Financial Express (All editions) and Arthik Lipi.

The financial results, official news releases, presentations made to Institutional Investors and Analysts, concall transcripts and the audio/video recordings with Analysts have been hosted on the Company's website www.tegaindustries.com as well as on website of stock exchanges.

Website:

The Website of the Company (www.tegaindustries.com) provides ease of access to the required information to all the stakeholders. The website carries a comprehensive database of information as required as per SEBI Listing Regulations, 2015.

General Body Meetings

Location and time, where last three Annual General Meetings were held:

Financial Year Ended	Date	Time	Venue	Special Resolution Passed
March 31, 2021	September 29, 2021	12:00 P.M. (IST)	Godrej Waterside, Tower-II, Unit No. 807, 8th Floor, Plot-5, Block-DP, Sector-V, Salt Lake Electronics Complex, Kolkata-700091	(i) Continuation of Directorship of Mr. Rudolph Michael Edge (DIN: 00626151) as Non-Executive Independent Director.
March 31, 2020	October 20, 2020	11:00 A.M. (IST)	147, Block-G, New Alipore, Kolkata-700053	(i) Renewal of term of Mr. Hemant Madhusudan Nerurkar and Mr. Rudolph Michael Edge as Independent Directors.
March 31, 2019	September 20, 2019	11:00 A.M. (IST)	147, Block-G, New Alipore, Kolkata-700053	(i) Revision in Payment of Managerial Remuneration to Mr. Madan Mohan Mohanka (DIN: 00049388). (ii) Revision in Payment of Managerial Remuneration to Mr. Mehul Mohanka (DIN: 00052134).

During the year ended March 31, 2022, 3 (Three) Extra Ordinary General Meetings of the Members were held on August 02, 2021, August 07, 2021 and November 10, 2021.

Postal Ballot:

During FY 2021-22, the Company sought the approval of the shareholders by way of Postal Ballot, through notice dated February 11, 2022, on the following Special Resolutions:

1. Approval for modification of the Employee Stock Option Scheme-2011 ("ESOP-2011").
2. Approval for ratification of the Employee Stock Option Scheme-2011 ("ESOP-2011").
3. Approval for extension of benefits of the Employee Stock Option Scheme-2011 ("ESOP-2011") to the employees of Holding Company/Subsidiary Companies/Associate Companies/Group Companies.
4. Approval for re-appointment of Mr. Madan Mohan Mohanka (DIN: 00049388) as Whole-time Director of the Company.
5. Approval for revision of remuneration to Mr. Mehul Mohanka (DIN: 00052134), Managing Director & Group CEO of the Company.
6. Approval for keeping Register of Members and its Index at the office of the Registrar and Share Transfer Agent of the Company.

The Board of Directors had appointed Mr. Atul Kumar Labh, Practising Company Secretary (CP No. 3238 and Membership No. FCS 4848) as the Scrutinizer for conducting the Postal Ballot process through the e-voting process in a fair and transparent manner.

The voting period for remote e-voting commenced on Saturday, March 05, 2022 at 9:00 A.M. (IST) and ended on Sunday, April 03, 2022 at 5:00 P.M. (IST). The consolidated report on the result of the postal ballot through remote e-voting for approving aforementioned resolutions was provided by the Scrutinizer on Monday, April 04, 2022 and the results were declared on Tuesday, April 05, 2022. The results along with the Scrutinizer's Report are available on the Company's website viz. www.tegaindustries.com and on the remote e-voting website of Link Intime India Private Limited viz. https://instavote.linkintime.co.in.

The details of e-voting on the aforementioned resolution(s) are provided hereunder-

Description of the Resolution	Votes in favour of the Resolution(s)			Votes against the Resolution(s)			Total number of Members whose votes were declared invalid	Invalid Votes
	Number of Members voted	Number of valid votes cast (shares)	% of total number of valid votes cast	Number of Members voted	Number of valid votes cast (shares)	% of total number of valid votes cast		Total number of invalid votes (shares)
Approval for modification of the Employee Stock Option Scheme-2011 ("ESOP-2011").	108	57929577	99.5553%	14	258773	0.45%	0	0
Approval for ratification of the Employee Stock Option Scheme-2011 ("ESOP-2011").	100	56068841	96.3575%	22	2119509	3.64%	0	0

Description of the Resolution	Votes in favour of the Resolution(s)			Votes against the Resolution(s)			Total number of Members whose votes were declared invalid	Invalid Votes
	Number of Members voted	Number of valid votes cast (shares)	% of total number of valid votes cast	Number of Members voted	Number of valid votes cast (shares)	% of total number of valid votes cast		Total number of invalid votes (shares)
Approval for extension of benefits of the Employee Stock Option Scheme-2011 ("ESOP-2011") to the employees of Holding Company/Subsidiary Companies/Associate Companies/Group Companies.	95	56068439	96.3568%	27	2119936	3.6432%	0	0
Approval for re-appointment of Mr. Madan Mohan Mohanka (DIN: 00049388) as Whole-time Director of the Company.	112	58026585	99.7215%	11	162049	0.2785%	0	0
Approval for revision of remuneration to Mr. Mehul Mohanka (DIN: 00052134), Managing Director & Group CEO of the Company.	102	55909780	96.0836%	22	2278888	3.9164%	0	0
Approval for keeping Register of Members and its Index at the office of the Registrar and Share Transfer Agent of the Company.	119	58188339	99.9995%	6	296	0.0005%	0	0

The Special Resolution(s) were passed with requisite majority.

Procedure for Postal Ballot:

The Postal Ballot was carried out as per the provisions of Section 108, Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with General Circular No. 14/2020 dated April 08, 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. 02/2021 dated January 13, 2021, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI LODR Regulations") and Secretarial Standards-2 ("SS-2") on General Meetings including any statutory modifications or re-enactment thereof for the time being in force and pursuant to other applicable laws and regulations.

General Shareholder Information

Annual General Meeting (AGM):

The Forty-Sixth (46th) Annual General Meeting (AGM) of the Members of Tega Industries Limited (the "Company) is scheduled and will be held on Thursday, September 22, 2022 at 11:00 A.M. (IST), through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").

Financial Year:

April 01, 2021 to March 31, 2022

Dividend Payment Date:

No Dividend has been recommended by the Board for the Financial Year 2021-22.

Listing on Stock Exchange(s):

Name and address of Stock Exchange(s):

The Equity Shares of the Company are listed on-

i) BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
BSE Scrip Code: 543413

ii) National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051
NSE Symbol: TEGA

Listing fees for the FY 2022-23 has been paid to each of the above named stock exchanges.

Market Price Data – High, Low (based on daily closing price) and volume (no. of shares traded) during each month in FY 2021-22 of Fully Paid-up Ordinary Shares, on BSE Limited and National Stock Exchange of India Limited:

Month	BSE Limited			National Stock Exchange of India Limited		
	High (₹)	Low (₹)	Volume (No. of shares traded)	High (₹)	Low (₹)	Volume (No. of shares traded)
December 2021	767.10	545.55	26,64,760	767.70	545.40	3,51,70,971
January 2022	606.50	495.00	6,42,334	606.60	495.00	61,41,756
February 2022	555.00	398.00	7,69,412	555.55	397.00	45,15,475
March 2022	512.35	415.20	4,73,127	513.20	415.00	33,24,924

Performance of the share price of the Company in comparison to broad-based indices such as BSE SENSEX and NIFTY 50:

Month	Closing Price of Equity Shares at BSE (₹)	BSE SENSEX	Closing Price of Equity Shares at NSE (₹)	NIFTY 50
December 2021	593.60	58,253.82	593.25	17,354.05
January 2022	499.45	58,014.17	499.05	17,339.85
February 2022	428.40	56,247.28	428.80	16,793.90
March 2022	470.15	58,568.51	470.40	17,464.75

Credit Ratings:

The Company has obtained credit ratings for the credit facilities sanctioned to it and the strong ratings ascribed by the Rating Agencies reflect the Company's financial discipline and prudence in management.

During the year under review, CRISIL Ratings has upgraded its rating on the long term bank facilities of the Company to 'CRISIL A+/Stable' from 'CRISIL A/Stable', and reaffirmed the short-term rating at 'CRISIL A1'.

Registrar and Share Transfer Agent:

Link Intime India Private Limited
Room Nos.: 502 & 503,
5th Floor, Vaishno Chamber,
6, Brabourne Road, Kolkata - 700 001.
SEBI Registration No.: INR000004058
Website: www.linkintime.co.in
Email id: kolkata@linkintime.co.in

Distribution of Shareholding

Distribution of Shareholding as on March 31, 2022:

(a) According to category of holding (based on fully paid-up Equity Shares):

Category	No. of Share Holders	% of Share Holders	No. of Shares	% of Shares
Institutions				
Promoters & Promoter Group	5	0.00	52483895	79.17
Mutual Funds	7	0.00	5933336	8.95
Foreign Portfolio Investors	10	0.00	1436784	2.17
Non-Institutions:				
Individuals	110216	97.81	5790085	8.73
NBFCs registered with RBI	2	0.00	3481	0.01
Trusts	1	0.00	47	0.00
HUF	1821	1.62	185526	0.28
NRI	402	0.36	86663	0.13
LLP	17	0.00	122173	0.18
Clearing Members	69	0.06	74985	0.11
Bodies Corporate	132	0.12	176174	0.27
Total	**112682**	**100.00**	**66293149**	**100.00**

(b) According to the number of Equity Shares held (based on fully paid-up Equity Shares):

Sl. No.	SHARES RANGE			NUMBER OF SHAREHOLDERS	% OF TOTAL SHAREHOLDERS	TOTAL SHARES FOR THE RANGE	% OF ISSUED CAPITAL
1	1	to	500	112330	98.9317	3856605	5.8175
2	501	to	1000	707	0.6227	537396	0.8106
3	1001	to	2000	288	0.2536	424824	0.6408
4	2001	to	3000	69	0.0608	171809	0.2592
5	3001	to	4000	42	0.0370	145918	0.2201
6	4001	to	5000	25	0.0220	117377	0.1771
7	5001	to	10000	38	0.0335	246390	0.3717
8	10001	to	10001	44	0.0388	60792830	91.7030
			Total	**113543**	**100.0000**	**66293149**	**100.0000**

Demat Suspense Account/Unclaimed Suspense Account

In terms of Regulation 34 read with Schedule V to the Listing Regulations, the listed entity has to make certain disclosures w.r.t Demat Suspense Account/Unclaimed Suspense Account. In this regard, the Company does not have to make any disclosures as it does not have any demat suspense account/unclaimed suspense account.

Share Transfer System:

Pursuant to the amendment in the SEBI Listing Regulations, 2015 and subsequent notification(s) issued by SEBI, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. In this regard, SEBI had issued a Press Release clarifying that the said amendment does not prohibit an investor from holding shares in physical form. However, any investor who is desirous of transferring shares (which are held in physical form) can do so only after the shares are dematerialized.

All communications regarding share certificates, change of address, dividends, etc. should be addressed to the RTA. Transfer of shares in electronic form are processed and approved by NSDL and CDSL through their Depository Participant without the involvement of the Company.

Dematerialization of shares and liquidity:

The Company has entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) whereby shareholders have the option to dematerialize their shares with either of the depositories.

Demat ISIN no. for equity shares of the Company in NSDL and CDSL is INE011K01018.

99.80% of the equity shares of the Company have been dematerialized as on March 31, 2022.

Status of dematerialization as on March 31, 2022-

Particulars	No. of shares	% to total capital
National Securities Depository Limited	60630141	91.45
Central Depository Services (India) Limited	5536232	8.35
Total Dematerialized	**66166373**	**99.80**
Physical	126776	0.20
Grand Total	**66293149**	**100**

Reconciliation of Share Capital Audit:

As stipulated by SEBI, a qualified Practicing Company Secretary carries out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This Audit is carried out every quarter and the report thereon is submitted to the Stock Exchange/s. The Audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

Outstanding GDRs/ADRs/Warrants or any Convertible instruments, Conversion Date and likely impact on equity:

Not Applicable.

Transfer of unclaimed / unpaid dividend to the Investor Education and Protection Fund:

In terms of Section 125 of the Act, read with rules made thereunder, the Company is required to transfer the unpaid dividend amounts which remained unclaimed for 7 years from the date of transfer of such amounts to Unpaid Dividend Account to Investor Education and Protection Fund (IEPF). There are no unclaimed/unpaid amounts due for transfer to IEPF during the year under review.

Commodity Price Risk or foreign exchange risk and hedging activities:

The Company lays down the overall risk strategy and Risk Committee oversees the application and adherence to it. The Company has adopted a comprehensive approach for market risk that not only hedges against market risks, but also endeavours to maximize the risk-adjusted rate of return of the portfolio by keeping close track of macro-economic developments including changes and its impact on movement in interest rates, foreign exchange rates and liquidity position in the market. Foreign exchange risk management becomes an imperative as the Company borrows and lends money in foreign currency. Therefore, in order to optimize the cost of funds and diversify the funding mix, effective hedging strategies are put in place in keeping with the Company's risk appetite; and limits pertaining an open position are devised. Further with respect to Abnormal increase in input prices (including commodity prices), being a critical spares suppliers, we have been able to pass the price to the end users with a lag of 1-2 quarters (either side).

Plant Locations:

The Company has six manufacturing sites, including three in India i.e. at Dahej in Gujarat and at Samali and Kalyani in West Bengal, and one each in South Africa, Chile and Australia. Location of the plants are :

- Kalyani: P.O. Netaji Subhas Sanatorium, Kalyani, Nadia – 741251
- Samali: Village – Samali, Barapukur Road, P.O. Nahajari, District - 24 Parganas (South), Kolkata – 700104
- Dahej: Plot No. Z/103/J, Dahej (SEZ), Phase II, P.O. Dahej, Vagra District, Bharuch, Gujarat – 392130
- Chile: Galvarino 7701, Quilicura, Santiago, Chile
- South Africa: 2 Uranium Road, Vulcania Ext 2, Brakpan, 1541
- Australia: Unit 2&3, 26 Biscayne Way, Jandakot, WA 6164

Other Disclosures

i) **Related Party Transactions -** The Company does not have any materially significant related party transactions, which may have potential conflict with the interests of the Company at large. The transactions with related parties, in normal course of business, have been disclosed separately in the Notes to the Financial Statements. The Company has disclosed the policy on dealing with the related party transactions on its website at the following web-link: https://tegaindustries.com/PolicyonRelatedPartyTransactions.pdf.

Pursuant to Regulation 16(1)(c) of the Listing Regulations, the Company has two material subsidiaries as on March 31, 2022 and the Company is in compliance with respect to governance requirements in terms of Regulation 24(1) to the extent applicable.

The Company has also disclosed the policy for determining material subsidiaries on its website at the following web-link: https://tegaindustries.com/PolicyforDeterminingMaterialSubsidiaries.pdf.

ii) **Details of non-compliance by and penalties, etc. imposed on the Company** - There were no instances of non-compliances related to capital markets during the year under review and no penalties/ strictures were imposed against the Company during the last three years.

iii) **Whistle Blower Policy -** Whistle Blower Policy framed by the Company to deal with unethical behavior, victimisation, fraud and other grievances or concerns, if any, is available on the Company's website at the following web-link: https://tegaindustries.com/WhistleBlowerPolicy.pdf.

During the FY 2021-22, no personnel has been denied access to the Audit Committee.

iv) **Details of compliance with mandatory requirements and adoption of the non-mandatory requirements -** All mandatory requirements relating to corporate governance under the SEBI Listing Regulations, 2015 have been appropriately complied with.

v) **Details of utilization of funds raised through preferential allotment or qualified institutions placement –** The Company has not raised any funds through preferential allotment or qualified institutions placement during the year under review.

vi) **Management Discussion and Analysis Report -** In terms of the SEBI Listing Regulations, 2015, the Management Discussion and Analysis Report forms part of the Annual Report. Details of significant changes in key financial ratios, along with detailed explanations thereof (including details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof) have been adequately covered under the Management Discussion and Analysis Report.

vii) **Annual Secretarial Compliance Report –** In terms of Regulation 24A of SEBI Listing Regulations, 2015 and circulars thereunder, the Company has obtained the Annual Secretarial Compliance Report from Mrs. Sweety Kapoor, Practicing Company Secretary (Membership No. FCS 6410 and C.P. No. 5738) for the financial year March 31, 2022 confirming compliance of all the applicable SEBI Regulations and circulars/guidelines issued thereunder.

viii) **CEO & CFO Certification –** Mr. Mehul Mohanka, Managing Director & Group CEO and Mr. Manoj Kumar Agarwal, CFO have issued a certificate according to the provisions of Regulation 17(8) of the SEBI Listing Regulations, 2015 for the FY 2021-22 certifying that the financial statements do not contain any material untrue statement and these statements represent a true and fair view of the Company's affairs.

ix) **Accounting Treatment in preparation of Financial Statements -** The financial statements have been prepared in accordance with the applicable Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time).

All the Ind AS issued and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the date of the financial statements as approved for issue by the Board of Directors have been considered in preparing these financial statements.

x) **Risk Management Policy -** The Company has a defined Risk Management Policy approved by the Board of Directors of the Company. The Risk Management Policy is available on the website of the Company at the following web link: https://tegaindustries.com/RiskAssessmentAndManagementPolicy.pdf.

Further, the Company has adequate internal control systems to identify risks at appropriate time and to ensure that the executive management controls the risk through properly defined framework.

xi) **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 -** During the year under review, no complaint / case was filed or was pending for redressal pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

xii) **Certificate from Practicing Company Secretary regarding non-debarrment andnon-disqualification of Directors -** A certificate has been obtained from Mrs. Sweety Kapoor, Practicing Company Secretary (Membership No. FCS 6410 and C.P. No. 5738) confirming that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/MCA or any such statutory authority.

xiii) **Acceptance of recommendation of Committees by the Board -** All recommendations made by the Committees of the Board during the year were accepted by the Board. During the FY 2021-22, there was no such instance wherein the Board had not accepted any recommendation of any committee of the Board.

xiv) Consolidated fees paid/payable to Statutory Auditors - Details of total fees for all services paid by the Company and its subsidiaries, on a consolidated basis for the FY 2021-22, to the Statutory Auditors and all entities in the network firm/ network entity of which the Statutory Auditors are a part, given below:

Particulars	Amount (₹ in Million)
Statutory Audit Fees	11.31
Limited Review	0.83
Tax Audit Fees	0.60
Certification Fees	0.20
Reimbursement of expenses	0.09
Total	**13.03**

The Company has paid ₹ 28.48 Mn to the Statutory Auditors and all entities in the network firm/network entity of which the Statutory Auditors are a part as fees including reimbursement of expenses for the Initial Public Offer related audit deliverables. The same has not been included above since it is recoverable from the selling shareholders.

xv) Compliance with Corporate Governance Requirements - The Company has duly complied with the requirements specified in Regulations 17 to 27 and clauses (b) to (i) and (t) of sub- regulation (2) of Regulation 46 of the SEBI Listing Regulations, 2015.

xvi) Compliance with discretionary requirements -

a. Maintenance of Chairman's office – This particular compliance is not applicable to the Company as the Company has an Executive Chairperson on Board.

b. Shareholder Rights – As the quarterly and half yearly financial performance along with significant events are published in the newspapers and are also posted on the Company's website at https://www.tegaindustries.com/tega-investors/#qr, the same are not being sent to the shareholders separately.

c. Modified opinion(s) in Audit Report – The Auditors have expressed an unmodified opinion in their report on the financial statements of the Company.

d. Reporting of Internal Auditor – The Internal Auditor functionally reports to the Audit Committee.

xvii) Other items which are not applicable to the Company have not been separately commented upon.

On behalf of the Board of Directors

Sd/-
Mehul Mohanka
Managing Director & Group CEO
DIN: 00052134

Place: Kolkata
Date: May 24, 2022

DECLARATION REGARDING COMPLIANCE WITH THE CODE OF CONDUCT

Tega Industries Limited ("the Company") has adopted the Code of Conduct for its Board Members and Senior Management Personnel and the same is available on the website of the Company.

It is hereby confirmed that the Company has obtained affirmation from all the Board Members and Senior Management Personnel that they have complied with the said Code for the Financial Year 2021-22.

On behalf of the Board of Directors

Sd/-
Mehul Mohanka
Managing Director & Group CEO
DIN: 00052134

Place: Kolkata
Date: May 24, 2022

CERTIFICATION BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER IN TERMS OF REGULATION 17(8) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

We, the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of Tega Industries Limited ("the Company") to the best of our knowledge and belief, hereby certify that:

A. We have reviewed the financial statements and the cash flow statement for the year ended March 31, 2022 and that to the best of our knowledge and belief:

   1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

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

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that 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 the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the Auditors and the Audit Committee :

   1. there has been no significant change in internal control over financial reporting during the year;

   2. there has been no significant change in the accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

   3. there has been no instance of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control systems over financial reporting.

Place: Kolkata
Date: May 24, 2022

Sd/-
Mehul Mohanka
Managing Director & Group CEO

Sd/-
Manoj Kumar Agarwal
Chief Financial Officer, Company Secretary & Compliance Officer

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE

To
The Members of Tega Industries Limited

I have examined the compliance of conditions of Corporate Governance by **Tega Industries Limited** [L25199WB1976PLC030532] ('the Company'), for the period commencing from December 13, 2021 (the date on which the Equity Shares of the Company were listed and admitted to dealings on National Stock Exchange of India Limited and BSE Limited) to March 31, 2022 , as stipulated under Regulations 17 to 27 and clauses (b) to (i) and (t) of Regulation 46(2) and Para C, D and E of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. ("LODR Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to the review of procedures and implementation thereof, as 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, read with the matter described herein above, and the representations made by the Directors and the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in LODR Regulations for the period from December 13, 2021 to March 31, 2022.

Sd/-

Sweety Kapoor
Practising Company Secretary
Membership No. FCS 6410, C.P. No.5738
UIN: I2003WB399800
PRCN: 660/2020
UDIN: F006410D000378419

Place: Kolkata
Date: May 24, 2022

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
Tega Industries Limited
147, Block G, New Alipore,
Kolkata - 700053

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s. Tega Industries Limited (hereinafter referred to as 'the Company'), having CIN: L25199WB1976PLC030532 and registered office at 147, Block-G, New Alipore, Kolkata - 700053, 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.

In my opinion and to the best of my information and according to the verifications (including Director 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 March 31, 2022,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 other Statutory Authority.

SL. NO.	DIN	Name	Date of appointment in Company
1	00049388	MADAN MOHAN MOHANKA	15/05/1976
2	00052134	MEHUL MOHANKA	06/06/2002
3	00588381	YAVER SYED IMAM	19/07/2005
4	02345086	JAGDISHWAR PRASAD SINHA	01/05/2021
5	00036846	MADHU DUBHASHI	01/05/2021
6	00265887	HEMANT NERURKAR MADHUSUDAN	01/04/2014
7	00626151	RUDOLPH MICHAEL EDGE	27/03/2014

Ensuring the eligibility 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.

Note:

Mr. Hemant Madhusudan Nerurkar (DIN: 00265887) and Mr. Rudolph Michael Edge (DIN: 00626151) ceased to be Directors of the Company with effect from closing hours of the day, March 31, 2022 as their term of office as Independent Directors has been completed.

Sd/-
Sweety Kapoor
Practising Company Secretary
Membership No. FCS 6410, C.P. No.5738
UIN: I2003WB399800
PRCN: 660/2020
UDIN: F006410D000378441

Place: Kolkata
Date: May 24, 2022

ANNEXURE III

BUSINESS RESPONSIBILITY REPORT

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1. Corporate Identity Number (CIN) of the Company - L25199WB1976PLC030532
2. Name of the Company – Tega Industries Limited
3. Registered address – 147, BLOCK - G, NEW ALIPORE, KOLKATA - 700053
4. Website – www.tegaindustries.com
5. E-mail id - manojkumar.agarwal@tegaindustries.com
6. Financial Year reported – April 01, 2021 to March 31, 2022
7. Sector(s) that the Company is engaged in (industrial activity code-wise) – 8516
8. Our product offering includes consumables required in the mines and mineral processing industry. In the sequence of their usage in the mineral processing value chain, after blasting to floatation, our products include chutes and its liners, grinding mill liners, trommels and screens, hydrocyclones, pumps and flotation parts and conveyor products. Our product range is engineered with a combination of mineral processing engineering, mechanical engineering and material sciences, while utilising our expertise in tribology.
9. Total number of locations where business activity is undertaken by the Company
   (a) Number of International Locations – 3 (located at South Africa, Chile and Australia)
   (b) Number of National Locations – 3 (located at Dahej in Gujarat, Samali and Kalyani in West Bengal)
10. Markets served by the Company – Local/State/National/International

Locations	Number
National (No. of States)	14
International (No. of Countries)	70

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1. Paid up Capital (₹) – ₹662.93 Million
2. Total Revenue from operations (₹) - ₹5,919.86 Million
3. Total profit after taxes (₹) - ₹959.39 Million
4. Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%) -
   a) Average net profit of the company as per section 135(5) of the Companies Act, 2013 – ₹748.15 Million
   b) Prescribed CSR expenditure i.e two percent of average net profits of the company as per section 135(5) of the Companies Act, 2013 – ₹14.96 Million
   c) Total amount spent during the financial year - The Company has disbursed an amount of ₹11.53 Million, towards CSR activities pursuant to CSR Policy of the Company. Appropriate disclosures as prescribed under the Companies Act, 2013 is made in the Annual Report for the financial year ended March 31, 2022.
5. List of activities in which expenditure in 4 above has been incurred:-
   (a) Education
   (b) Healthcare

SECTION C: OTHER DETAILS

1. Does the Company have any Subsidiary Company/Companies? **Yes**
2. Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s) **No**

   Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%] No

SECTION D: BR INFORMATION

Details of the Director/Directors responsible for implementation of the BR policy/policies and BR head:

No.	Particulars	Details
1	DIN Number (if applicable)	00052134
2	Name	Mehul Mohanka
3	Designation	Managing Director & Group CEO
4	Telephone number	033 40939000
5	e-mail id	mehul.mohanka@tegaindustries.com

1. Principle-wise (as per National Guidelines on Responsible Business Conduct (NGRBC)) BR Policy/policies

P1	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability
P2	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle
P3	Businesses should promote the well-being of all employees
P4	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized
P5	Businesses should respect and promote human rights
P6	Businesses should respect, protect and make efforts to restore the environment
P7	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner
P8	Businesses should support inclusive growth and equitable development
P9	Businesses should engage with and provide value to their customers and consumers in a responsible manner

a) Details of compliance (Reply in Y/N)

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Do you have a policy/ policies for ensuring Business Responsibility of the Company	Y	Y	Y	Y	Y	Y	Y	Y	Y
2.	Has the policy being formulated in consultation with the relevant stakeholders?*	Y	Y	Y	Y	Y	Y	Y	Y	Y
3.	Does the policy conform to any national / international standards? If yes, specify?	Yes, the Policy is based on the "National Guidelines on Responsible Business Conduct" released by the Ministry of Corporate Affairs, Government of India.								
4.	Has the policy been approved by the Board?	Y	Y	Y	Y	Y	Y	Y	Y	Y
	If yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5.	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	The Managing Director of the Board shall have the authority to oversee the implementation of this Policy. The Managing Director of the Company and the Company Secretary shall be the reviewing authority of this Policy, subject to the approval of the Board.								
6.	Indicate the link for the policy to be viewed online?	https://www.tegaindustries.com/tega-investors/#policies								
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	The Policy has been posted on the Company's website for information of all stakeholders.								
8.	Does the company have in-house structure to implement the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
9.	Does the company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10.	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	The Company has listed its equity shares on the Stock Exchanges during the FY 2021-22, hence the requirement of obtaining a Business Responsibility Report has become applicable on the Company since the reporting FY 2021-22. All policies and practices of the Company are subject to internal audit and / or review from time to time.								

Notes –

* The consultations are conducted as required and where relevant.

(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

No.	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1	The company has not understood the Principles	-	-	-	-	-	-	-	-	-
2	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles	-	-	-	-	-	-	-	-	-
3	The company does not have financial or manpower resources available for the task	-	-	-	-	-	-	-	-	-
4	It is planned to be done within next 6 months	-	-	-	-	-	-	-	-	-
5	It is planned to be done within the next 1 year	-	-	-	-	-	-	-	-	-
6	Any other reason (please specify)	-	-	-	-	-	-	-	-	-

2. Governance related to BR

a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year

Annually.

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

The Company prepares the Business Responsibility Report, annually based on applicable regulatory guidelines and the same forms part of the Annual Report of the Company. Further this is also available on the website of the Company i.e. www.tegaindustries.com.

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

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

2. How many stakeholder complaints have been received in the past Financial Year and what percentage was satisfactorily resolved by the management?

Over the years, the Company has conducted its business with very high ethical and moral standards. The Company reaffirms its belief that ethical performance is a source of competitive strength and is committed to establishing a culture of integrity, transparency, openness and compliance. The Company is conscious of the reputation it carries amongst its customers and public at large and endeavours to do all it can to sustain and improve upon the same in its discharge of obligations and continues to initiate policies, which are customer-centric and which promote financial prudence.

The Code of Conduct of the Company is in alignment with the Company's objectives, and corporate governance policy and aims at enhancing an ethical transparent process in managing the affairs of the Company.

Further, the Directors, Management and Employees at all levels ensure good governance, ethical practices, transparency and accountability in conducting affairs of the Company and dealing with stakeholders of the Company. The Company also conducts programs to familiarize the Directors with changes in regulatory and business environment.

The Company promptly posts on its website information regarding quarterly, half yearly and annual financial results/ statements (standalone as well as consolidated) of the Company and its subsidiaries, Notices of general meetings, Intimations of 'Record-date', Annual Reports, Shareholding patterns, Prospectus, profile of Board of Directors and other information as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and provisions of the Companies Act, 2013 such that the same is easily accessible to the holders of the listed securities. The website is regularly updated from time to time.

The Company encourages its employees to raise genuine concerns about any malpractices in the work place without fear of retaliation and will protect them from victimisation or dismissal, the employees and other stakeholders are required to report actual or suspected violations of applicable laws and regulations. The Company has established a proper mechanism for reporting and handling such violations. The Whistle Blower Policy of the Company sets out the procedure to be followed to report concerns of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy.

The Company received 1692 complaints from its shareholders till March 31, 2022, which were promptly resolved. No complaint was outstanding, as on March 31, 2022. The Company has a designated email id for all its stakeholders to freely share their concerns and grievances with the Company.

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and / or opportunities.
2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product(optional):
    i. Reduction during sourcing/production/distribution achieved since the previous year throughout the value chain?
    ii. Reduction during usage by consumers (energy, water) has been achieved since the previous year?
3. Does the Company have procedures in place for sustainable sourcing (including transportation)?
4. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

    Mentioned below are three products or services manufactured by the Company whose design has incorporated social or environmental concerns, risks and/or opportunities-

    (a) Rapido - 65% of the material is reusable and multiple use of this material contributes significantly in the reduction of carbon foot print.

    (b) Spillex - The conveyance of material on conveyor belt results in spillage on either side of the belt which is a major environmental concern. Tega Spillex seals the size of the belt completely eliminating material spillage.

    (c) Belt Scrapper - Under Hosch brand, the scrapper recovers the return fines on the belt to the chutes eliminating the environmental hazard of material on the floor.

    The Company has taken necessary steps to procure goods and services from local & small producers, including communities surrounding their place of work.

    The Company does not have any internal recycling facility. However, the Company disposes off the wastes/scrap generated from its operations to government registered recycling vendors, who carry out the recycling process at their end in compliance with applicable rules and regulations of waste disposal and management thereof.

Principle 3: Businesses should promote well-being of employees

1. Please indicate the Total number of employees - 1,779
2. Please indicate the Total number of employees hired on temporary/contractual/casual basis - 848
3. Please indicate the Number of permanent women employees - 17
4. Please indicate the Number of permanent employees with disabilities - 1
5. Do you have an employee association that is recognized by management - No
6. What percentage of your permanent employees is members of this recognized employee association? NIL
7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

No.	Category	No of complaints filed during the financial year	No of complaints pending as on end of the financial year
1	Child labour/forced labour/involuntary labour	NIL	NIL
2	Sexual harassment	NIL	NIL
3	Discriminatory employment	NIL	NIL

8. What percentage of your under mentioned employees were given safety & skill upgradation training in the last year?
    (a) Permanent Employees – 82.39%
    (b) Permanent Women Employees – 94.73%
    (c) Casual/Temporary/Contractual Employees- 100%
    (d) Employees with Disabilities – 100%

Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized

1. Has the Company mapped its internal and external stakeholders?
2. Out of the above, has the Company identified the disadvantaged, vulnerable and marginalized stakeholders?
3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders? If so, provide details thereof.

The stakeholders of the Company consist of customers, investors, original equipment manufacturer (OEM) and market intermediaries, employees, society and government authorities. The prime investors of the Company comprises of shareholders (including Institutional Investors).

The Company believes that an organization should make decisions based not only on financial factors, but also on the social and environmental consequences. Corporates must recognize that their business activities have wide impact on the societies in which they operate. The Company's corporate social responsibility activities build an important bridge between business operations and social commitment evolving into an integral part of business functions, goals and strategy. During the year under review, the Company has spent widely on education, as education increases the propensity for better employment opportunities and development of the nation at large alongwith all its stakeholders.

Principle 5: Businesses should respect and promote human rights

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

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

   The Company is an equal opportunity employer and makes employment decisions based on merit and business needs. The Company moves ahead embracing employee diversity in race, religion, marital status, gender, age and ethnic origin. The Company's business is spread across the world and in the course of its business activities, the Company respects the culture, customs and traditions of the region in which it operates.

   No complaints were received pertaining to human rights violation during the year under review.

Principle 6: Businesses should respect, protect and make efforts to restore the environment

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

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

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

4. Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof. Also, if Yes, whether any environmental compliance report is filed?

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

6. Are the Emissions / Waste generated by the Company within the permissible limits given by CPCB / SPCB for the Financial Year being reported?

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

   The Company is engaged in mining activities which are energy-intensive, with power and fuel being significant inputs in the operations of the customers and there is growing recognition that energy consumption is a contributor to global warming, greenhouse effects and climate change. Accordingly, the Company complies with various laws and jurisdictions where the manufacturing facilities of the Company are located, relating to the protection of the environment and occupational health and safety, including those governing the generation, handling and disposal of, or exposure to, environmental pollutants, discharge of waste or hazardous materials and controlling the emissions resulting from our manufacturing processes. In this regard, the Company has been awarded the Integrated Management System (IMS) certification by SGS India Limited, and has been certified for three management systems, which are: Quality Management System (QMS) – ISO 9001:2015 (India, South Africa), Environment Management System (EMS) – ISO 14001:2004 (India) and Occupational Health & Safety Management System (OHSMS) – OHSAS 18001:2007 (India).

   The Company is installing a Solar Farm in its plant at Samali, West Bengal, to generate Solar energy which will reduce the dependency on the grid power, directly leading to reduction in Scope 2 emissions i.e. indirect Green House Gas (GHG) emissions associated with the purchase of electricity, steam, heat, or cooling. Further, the Company ensures that the emissions/waste generated by the Company are within the permissible limits given by the State Pollution Control Board (SPCB)/Central Pollution Control Board (CPCB).

   The Company also spreads awareness about conservation and optimum utilisation of resources across all levels of the organisation as well as in all branch offices spread across the Country. As a part of Green initiative for paperless office, the Company uses electronic methods of communication within and outside its offices and avoids use of paper as far as possible to contribute to green environment as much as possible.

   No show cause/ legal notices from CPCB/SPCB are pending as on March 31, 2022.

Principle 7 - Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

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

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

   The Company is a member of various industry associations. The notable names among those include All India Rubber Industries Association, Bharat Chamber of Commerce, Confederation of Indian Industry, Economic Research India Private Limited, Federation of Indian Chambers of Commerce & Industry, Indian Chamber of Commerce and Indo-Australian Chamber of Commerce.

   The Company prefers to be part of the broader policy development process taking into account the Company's as well as larger national and stakeholders' interest. However, it does not practice lobbying on any specific issue.

Principle 8 - Businesses should support inclusive growth and equitable development

1. Does the Company have specified programmes / initiatives / projects in pursuit of the policy related to Principle 8? If Yes, details thereof

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

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

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

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain.

   The Company understands the impact of its businesses on social and economic development and responds through appropriate action to minimize the negative impacts. The Company also makes efforts to complement and support the development priorities at local and national levels. The Company aims at undertaking business and/or projects in the regions that are underdeveloped and accordingly promotes 'financial inclusion' which is the focus point of all welfare initiatives of the Government.

   The Company has formulated a CSR Policy which is available on its website Please refer the Annual Report of the Company for the Financial Year 2021–22 containing details of Company's CSR activities undertaken for the benefit of financially weaker and vulnerable sections of the society.

Principle 9 - Businesses should engage with and provide value to their customers and consumers in a responsible manner

1. What percentage of customer complaints / consumer cases is pending as on the end of Financial Year?

2. Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes / No / N.A. / Remarks (additional information).

3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and / or anti-competitive behaviour during the last five years and pending as on end of Financial Year? If so, provide details thereof.

4. Did your Company carry out any consumer survey / consumer satisfaction trends?

   Since, the Company is a manufacturing company, growth and success are directly linked to and co-dependent on the success of our customers, who are predominantly large industrial downstream producers with whom we deal directly. All our activities are focussed on ensuring that our customers' needs are met in an appropriate and timely manner.

   The Company offers engineering capabilities and experience in manufacturing to develop the best-suited products for our customers. As many of the Company's products are proprietary in nature, the Company continually works on developing innovative, lean and cost competitive designs to maintain a technological edge across product range. The Company displays product information and details on the product label in compliance with the applicable laws, rules and regulations.

   In the ordinary course of business, complaints were received by the Company, out of which 37 are under root cause analysis phase as at March 31, 2022. Further, no case has been filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/ or anti-competitive behaviour during the year under review.

   There is no formal customer survey carried out by the Company. However, the Company ensures customer satisfaction by obtaining informal feedback from the OEMs / agents from the market.

On behalf of the Board of Directors

Sd/-
Madan Mohan Mohanka
Chairman
DIN: 00049388

Place: Kolkata
Date: May 24, 2022

ANNEXURE IV

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Tega Industries Limited
147, Block- G, New Alipore,
Kolkata - 700053

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Tega Industries Limited (L25199WB1976PLC030532) (hereinafter called the '**Company**'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conduct/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 also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, during the period covered under audit, that is to say, from April 01, 2021 to March 31, 2022 (hereinafter referred to as '**Audit Period**' or '**Period under Review**'), the Company has 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 the books, papers, minute books, forms and returns filed and other records maintained by the Company for the period ended on March 31, 2022 according to the provisions of:

(i) The Companies Act, 2013 (the 'Act') and the Rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 and the Rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/ The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014/ The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

(vi) Industry specific laws (as per the representation made by the management): The Mines and Minerals (Development and Regulation) Act, 1957 and the rules made thereunder; The Rubber Act, 1947; The Factories Act, 1948; etc.

I have also examined compliance with the applicable clauses of the Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India.

I report that during the Period under Review, the Company has complied with the provisions of the Laws, Rules, Regulations, Guidelines, Standards, etc. mentioned above, as applicable.

I further confirm that compliance of applicable financial laws including Direct & Indirect Laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

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. The changes made in the composition of the Board of Directors during the Period under Review were carried out in compliance with the applicable laws.

Adequate notice is given to all Directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be and therefore no dissenting views were required to be captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company, commensurate with the size and operations of the Company, to monitor and ensure compliance with the applicable Laws, Rules, Regulations and Guidelines.

I further report that during the Audit Period:

1. the shareholders at their extra ordinary general meeting held on August 02, 2021 approved the changes in Shareholders agreement dated 29.04.2011 and Share Subscription and Share Purchase Agreement dated 29.04.2011 executed by and between the company, Wagner Limited and the Promoters and also to approve the amendment in Articles 189(1)(1.2) and 189 (8.1) of the Articles of Association of the Company.
2. the shareholders at their extra ordinary general meeting held on August 07, 2021 approved the following vide special resolutions -
   - Adoption of a new set of Memorandum of Association (MOA) and Articles of Association (AOA) by substituting the existing MOA and AOA
   - Increase in Limit of NRI and OCI investment from 10% to 24% of the paid up equity share capital of the Company subject to all other approvals under applicable laws.
   - Approval of the Employee Stock Option Scheme - 2021 in compliance with the SEBI (SBEB) Regulations, 2014, as amended.
3. the shareholders at their extra ordinary general meeting held on November 10, 2021 approved the conversion of 8,692,281 Compulsorily Convertible Participatory Preference shares of ₹10/- each held by Wagner Limited into 86,92,281 fully paid Equity shares of ₹10/- each.
4. the shareholders at 45th Annual General Meeting held on September 29, 2021 approved the continuation of directorship of Mr. Rudolph Michael Edge upon his attaining the age of 75 years till the expiry of his existing term.
5. the Initial Public Offering of 1,36,69,478 Equity shares of face value of ₹10/- each was made for cash at a price of ₹453 per Equity share (including a share premium of ₹443 per Equity share) by way of an offer for sale. The Equity shares of the Company got listed on BSE Limited and National Stock Exchange of India Limited on December 13, 2021.
6. Modification and Ratification of the Employee Stock Option Scheme – 2011 ("ESOP-2011") and Extension of the benefits of the Employee Stock Option Scheme – 2011 ("ESOP-2011") to the employees of Holding Company/Subsidiary Companies/Associate Companies/Group Companies was approved by the shareholders by way of Special Resolution passed on April 03, 2022 (Date of Postal Ballot Notice – February 11, 2022).

Sd/-

Sachin Kumar
ACS No.37957
C P No.: 14154
UDIN- A037957D000378253

Place: Kolkata
Date : 24/05/2022

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

Annexure – A

To,
The Members,
Tega Industries Limited
147, Block- G, New Alipore,
Kolkata - 700053

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. 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 the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. My audit was based on examination of books and records maintained by the Company.
4. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company as well as correctness of the values and figures reported in various disclosures and returns as required to be submitted by the Company under the specified laws, though I have relied to a certain extent on the information furnished in such returns.
5. Whenever required, I have obtained the Management Representation about the compliance of Laws, Rules and Regulations and happening of events etc.
6. The compliance of the provisions of corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the management. My examination was limited to the verification of procedures on test and sample basis.
7. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

ANNEXURE V

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR 2021-22

[Pursuant to Section 135 of the Companies Act, 2013 read with Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. Brief outline on CSR Policy of the Company:

The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and the same is placed on the Company's website and the web link for the same is: https://www.tegaindustries.com/csr/csr-policy/.

The CSR Policy outlines the Company's approach to CSR, CSR Thrust areas, Role of CSR Committee, CSR Reporting mechanism, amongst others.

2. Composition of CSR Committee (as on March 31, 2022):

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Rudolph Michael Edge*	Chairman	2	1
2.	Madan Mohan Mohanka*	Member	2	2
3.	Syed Yaver Imam	Member	2	2
4.	Hemant Madhusudan Nerurkar**	Member	2	1

* Mr. Rudolph Michael Edge was appointed as the Chairman of the Committee w.e.f closing hours of April 30, 2021 in place of Mr. Madan Mohan Mohanka, Member of the Committee. Further, he ceased to be member of the Committee w.e.f closing hours of March 31, 2022.

** Mr. Hemant Madhusudan Nerurkar ceased to be a member of the Committee w.e.f closing hours of April 30, 2021.

The Company Secretary of the Company acts as the Secretary to the Committee.

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

The web-links are given below:

Composition of CSR committee – https://www.tegaindustries.com/tega-investors/#corporate-governance

CSR Policy – https://www.tegaindustries.com/csr/csr-policy/

CSR projects approved by the board – https://www.tegaindustries.com/csr/

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report) – **Not Applicable**

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

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
Not Applicable			

* As per the advise of the Corporate Social Responsibility Committee, surplus or excess amount of ₹1,55,50,000 arising out of CSR contribution for the FY 2020-21 will not be carried forward to the succeeding financial years considering that since the projects include that of providing education including special education and employment enhancing vocation skills, it will not be wise to carry forward the excess amount to the succeeding financial years.

6. **Average net profit of the company as per section 135(5) –** ₹74,81,50,000

7. (a) **Two percent of average net profits of the company as per section 135(5)** – ₹1,49,60,000

   (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 -** NIL

   (d) **Total CSR obligation for the financial year (7a+7b-7c)** – ₹1,49,60,000

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

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	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
1,15,29,388	10,000 37,90,000	25/04/2022 26/04/2022	NA	NA	NA

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

Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project		Project duration (in Years)	Amount allocated for the project (in ₹)	Amount spent in the current financial Year (in ₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number
1.	Promoting Education	Cl (ii) Promoting education	Yes	West Bengal		3	35,00,000	22,00,000	13,00,000	No	Katakhali Swapnopuron Welfare Society	CSR00000352
2.	Promoting Education	Cl (ii) Promoting education	No	Delhi		3	45,00,000	20,00,000	25,00,000	No	Disha India Education Trust	CSR00018963
	Total						**80,00,000**	**42,00,000**	**38,00,000**			

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

Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project.		Amount spent for the project (in ₹)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration number
1.	Joypul Nandanik Shikshayatan	Clause (ii) Promoting education	Yes	North 24 Parganas, West Bengal		5,94,126	Yes	-	-
2.	Nabapally Primary School	Clause (ii) Promoting education	Yes	North 24 Parganas, West Bengal		4,20,437	Yes	-	-
3.	Rotary Sarada Shishu Shiksha	Clause (ii) Promoting education	Yes	North 24 Parganas, West Bengal		5,78,473	Yes	-	-
4.	Friends of Tribals Society	Clause (ii) Promoting education	Yes	Kolkata, West Bengal		1,10,000	Yes	-	-

Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project.		Amount spent for the project (in ₹)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration number
5.	West Bengal State Disaster Management Authority Fund	Clause (xii) disaster management, including relief, rehabilitation and reconstruction activities	Yes	Kolkata, West Bengal		50,00,000	Yes	-	-
6.	Computer training for the underprivileged section of the Society	Clause (ii) Promoting education	Yes	Kolkata, West Bengal		1,23,200	Yes	-	-
7.	COVID - 19 - Relief Support	Clause (xii) disaster management, including relief, rehabilitation and reconstruction activities	Yes	Kolkata, West Bengal		22,500	Yes	-	-
8.	Other initiatives for the underprivileged section of the Society	Clause (ii) Promoting education	Yes	Kolkata, West Bengal		34,500	Yes	-	-
	Total					**68,83,236**			

(d) Amount spent in Administrative Overheads – ₹4,46,152 (This includes retainership fees, audit fees, etc.)

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

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) – ₹1,15,29,388

(g) Excess amount for set off, if any – Not applicable

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

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

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

Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced		Project duration	Total amount allocated for the project (in ₹)	Amount spent on the project in the reporting Financial Year (in ₹)	Cumulative amount spent at the end of reporting Financial Year. (in ₹)	Status of the project - Completed / Ongoing
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) -** Not Applicable

    (b) **Amount of CSR spent for creation or acquisition of capital asset -** Not Applicable

    (c) **Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. -** Not Applicable

    (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 percent of the average net profits as per section 135(5):**

    Your Company strives to meet its commitment towards the community by committing its resources and energies to social development. Your Company spends amount on projects keeping in mind sustainability, impact on the desired recipients and efficacy of implementing agencies. Further, your Company believes in contributions which have a long term impact on the society at large. Accordingly, during the year under review your Company made contributions in ongoing projects with an objective of social welfare and development. The unspent amount arising out of these ongoing projects has been transferred by the Company within a period of thirty days from the end of the financial year to a special account opened by the Company in that behalf, and such amount shall be spent by the company in pursuance of its obligation towards the Corporate Social Responsibility Policy within a period of three financial years from the date of such transfer.

For and on behalf of Corporate Social Responsibility Committee

	Sd/-	Sd/-
	Mr. Madan Mohan Mohanka	**Mr. Mehul Mohanka**
	DIN: 00049388	DIN: 00052134
Place: Kolkata	*Chairman of Committee*	*Managing Director & Group CEO*
Date: May 24, 2022	*(Executive Chairman & Whole-time Director)*	

FORM AOC-1

Statement containing salient features of the financial statements of subsidiaries/associate companies/ joint ventures under section 129(3) read with rule 5 of the Companies (Accounts) Rules, 2014

Part "A": Subsidiaries

Sr. No.	Name of the Subsidiary Company	Date of becoming subsidiary	Start date of accounting period of subsidiary	End date of accounting period of subsidiary	Reporting Currency	Exchange Rate	Share Capital	Reserves and Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before Tax	Provision for Tax	Profit after Tax	Proposed Dividend	% of Shareholding	Country
							In ₹ Million											
1	Tega Holdings Pte. Limited	01-Dec-10	01/04/2021	31/03/2022	SGD	55.9700	4516.43	(802.92)	3783.07	69.56	2705.78	298.10	109.57	9.43	100.14	-	100%	Singapore
2	Tega Industries Canada Inc.	27-Aug-07	01/04/2021	31/03/2022	CAD	60.4900	3.02	105.75	425.81	317.04	-	790.02	63.86	17.40	46.45	-	100%	Canada
3	Tega Industries Australia Pty Ltd	11-Jun-02	01/04/2021	31/03/2022	AUD	56.7425	4.82	107.90	261.54	148.82	-	599.58	44.96	(6.12)	51.08	-	100%	Australia
4	Tega Investments Limited	02-May-06	01/04/2021	31/03/2022	USD	75.7925	3.79	11.31	15.27	0.17	-	-	0.22	2.30	(2.08)	-	100%	The Bahamas
5	Tega Do Brazil Servicos Technicos Ltda	04-Apr-08	01/04/2021	31/03/2022	BRL	15.8478	7.14	(7.80)	5.28	5.95	-	1.40	(0.32)	1.06	(1.38)	-	99.99%	Brazil
6	Tega Holdings Pty Ltd	03-Dec-10	01/04/2021	31/03/2022	AUD	56.7425	0.28	352.51	826.03	473.24	787.54	-	(34.45)	(10.48)	(23.97)	-	100%	Australia
7	Tega Industries Africa Proprietary Limited	12-May-06	01/04/2021	31/03/2022	ZAR	5.2250	0.00 ^	703.96	973.98	270.02	-	1502.84	209.22	60.78	148.45	0.78	100%	South Africa
8	Tega Investment South Africa Proprietary Limited	19-Apr-06	01/04/2021	31/03/2022	ZAR	5.2250	11.11	37.98	49.41	0.32	48.68	-	0.52	-	0.52	-	100%	South Africa
9	Tega Industries Inc.	27-Nov-01	01/04/2021	31/03/2022	USD	75.7925	15.16	168.01	240.40	57.24	-	387.72	4.89	1.61	3.28	-	100%	USA
10	Tega Industries Chile SpA and its subsidiaries	03-Feb-11	01/04/2021	31/03/2022	CLP	0.0962	2315.06	(1912.30)	2086.59	1683.83	-	2231.08	193.84	37.40	156.44	-	100%	Chile
11	Losugen Pty Ltd	21-Dec-10	01/04/2021	31/03/2022	AUD	56.7425	0.00^	144.70	296.28	151.58	-	428.77	17.14	5.68	11.46	-	100%	Australia

Note:

^ Amount is below the rounding off norm adopted by the Group

1) Indian rupee equivalents of the figures given in foreign currencies in the accounts of the subsidiary companies, are based on the exchange rates as on March 31, 2022.

Part "B": Associates and joint ventures

Sr. No.	Name of the Joint venture	Latest audited Balance sheet date	Date on which Joint venture was associated	Reporting Currency	No. of shares held by the company in the Joint venture on the year end	Amount of Investment in Joint venture (In ₹ Million)	Reserves and Surplus (In ₹ Million)	Extend of holding (In ₹ Million)	Description of how there is significant influence	Reason why the joint venture is not consolidated	Net worth attributable to shareholding as per latest audited Balance Sheet (In ₹ Million)	Share of profit/loss for the year	
												Considered in consolidation (In ₹ Million)	Not Considered in consolidation (In ₹ Million)
1	Hosch Equipment (India) Limited	31-03-2022	29-May-10	INR	1,12,500	150.07	248.30	50%	Controls more than 20% of the total share capital and has significant influence over operational and financial decision making.	-	125.29	28.15	28.15

The Company does not have any Associate Company for the year ended 31.03.2022.

FINANCIAL SECTION

Standalone Financial Statements

Independent Auditor's Report

To
The Members of
Tega Industries Limited

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying Standalone Financial Statements of Tega Industries Limited ("the Company"), which comprise the Standalone Balance Sheet as at March 31, 2022, and the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows for the year then ended, and notes to the Standalone Financial Statements, including a summary of significant accounting policies and other explanatory information.

2. 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 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year then ended.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (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 together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

4. We draw your attention to Note 49 to the Standalone Financial Statements regarding non-settlement of foreign currency payables as at March 31, 2022 aggregating to ₹5.35 million outstanding beyond the stipulated time period permitted under the Master Direction on Import of Goods and Services vide FED Master Direction No. 17/ 2016-17 dated January 1, 2016 (as amended), issued by the Reserve Bank of India (RBI), with respect to Merchanting Trade Transaction (MTT). The Company has submitted application to RBI, seeking approval for making payment. Our opinion is not modified in respect of this matter.

Key Audit Matters

5. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
Assessment of carrying value of equity investments in Tega Holdings Pte. Limited, a wholly owned subsidiary. (Refer to Note 2.6 "Investments in Subsidiaries and Joint Venture", Note 2A (ii) "Critical estimates and judgements - Impairment of Investments in Subsidiaries and Joint Venture" and Note 4 (a) "Investments in subsidiaries and joint venture", to the standalone financial statements)	Our audit procedures included the following: a) Understanding and evaluating the design and testing the operating effectiveness of internal controls over the impairment assessment; b) Evaluating the Company's accounting policy in respect of impairment assessment of investments in subsidiaries;

Key audit matter	How our audit addressed the key audit matter
The Company carries equity investments in subsidiaries at cost less impairment losses, if any. For these investments carried at cost, where there is an indication of impairment to the carrying value, the Company performs impairment assessment in accordance with Ind AS 36 'Impairment of Assets' and recognises impairment provision, if required, to bring the carrying value to its recoverable amount. The Company's equity investments in subsidiaries as at March 31, 2022 includes investments in the above mentioned wholly-owned subsidiary aggregating to ₹4,504.18 million. The management has carried out impairment assessment in view of the subsidiary's net-worth being less than the carrying amount of the investment. For assessing the recoverable amount using the discounted cashflow model, the Company's management has engaged independent valuation experts and based on their assessment, no provision for impairment to the carrying value of this investment was considered necessary. We considered this as a key audit matter because of the significant carrying value of the above-mentioned investment and estimation uncertainty in assumptions used in assessing future cashflows, such as discount rate, rate of growth over the estimation period and terminal growth rate which are affected by future market and economic conditions and, hence, are inherently uncertain.	c) Perusing the report issued by the external valuation experts engaged by the management and conducting enquiries with them to understand the assumptions considered by them; d) Evaluating the independence, competence and capability of the valuation experts engaged by the management; e) Assessing the assumptions underlying the cash flow projections and assumptions used in the discounted cash flow model and evaluating the mathematical accuracy; f) Together with auditor's valuation experts, testing the appropriateness of the discounted cash flow model and key assumptions therein and performing sensitivity analysis over key assumptions to corroborate the recoverable amount of the investments; g) Assessing adequacy and appropriateness of the presentation and disclosures in the standalone financial statements. Based on the above procedures performed, the management's impairment assessment of the investments in the subsidiary was considered to be reasonable.

Other Information

6. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the Standalone Financial Statements and our auditor's report thereon.

   Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

   In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

   We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the Standalone Financial Statements

7. 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, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

8. In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

9. 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.

10. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

    - Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

    - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.

    - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

    - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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 the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

11. 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.

12. 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.

13. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

14. 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 paragraphs 3 and 4 of the Order, to the extent applicable.

15. As required by Section 143(3) of the Act, we report that:

    (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

    (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

    (c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including other comprehensive income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

    (d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164(2) of the Act.

(f) With respect to the adequacy of the internal financial controls with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

(g) 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 43A to the Standalone Financial Statements.

ii. The Company has long-term contracts including derivative contracts as at March 31, 2022 for which there were no 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 during the year.

iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 51(k) to the Standalone Financial Statements);

(b) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 51(k) to the Standalone Financial Statements); and

(c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. The dividend paid during the year by the Company is in compliance with Section 123 of the Act.

16. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Avijit Mukerji
Partner
Membership Number: 056155
UDIN: 22056155AJMZNG1264

Kolkata
May 24, 2022

Annexure A to Independent Auditor's Report

Referred to in paragraph 15(f) of the Independent Auditor's Report of even date to the members of Tega Industries Limited on the Standalone Financial Statements as of and for the year ended March 31, 2022

Report on the Internal Financial Controls with reference to the Standalone Financial Statements under clause (i) of sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls with reference to Standalone Financial Statements of Tega Industries Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. 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 ("the Guidance Note") 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

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

5. 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 with reference to standalone financial statements.

Meaning of Internal Financial Controls with reference to financial statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any

evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Avijit Mukerji
Partner
Membership Number: 056155
UDIN: 22056155AJMZNG1264

Kolkata
May 24, 2022

Annexure B to Independent Auditors' Report

Referred to in paragraph 14 of the Independent Auditors' Report of even date to the members of Tega Industries Limited on the standalone financial statements as of and for the year ended March 31, 2022

i. (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment including Right-of-Use assets.

(B) The Company is maintaining proper records showing full particulars of Intangible Assets.

(b) The Property, Plant and Equipment including Right-of-Use assets are 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, a portion of the Property, Plant and Equipment has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.

(c) The title deeds of all the immovable properties [other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee except for one sub-lease agreement (Refer note 3(b) to the standalone financial statements)], as disclosed in Note 3(a) on Property, Plant and Equipment to the standalone financial statements, are held in the name of the Company.

(d) The Company has not revalued its Property, Plant and Equipment (including Right-of-Use assets) or intangible assets or both during the year. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment (including Right-of-Use assets) or intangible assets does not arise.

(e) Based on the information and explanations furnished to us, no proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its standalone financial statements does not arise.

ii. (a) The physical verification of inventory excluding stocks with third parties has been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedure of such verification by Management is appropriate. In respect of inventory lying with third parties, these have substantially been confirmed by them. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.

(b) During the year, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks on the basis of security of current assets. The Company has filed quarterly returns or statements with such banks, which are not in agreement with the unaudited books of account as set out below (Also refer Note 48 to the standalone financial statements).

Name of the Bank/ Financial Institution	Aggregate working capital limits sanctioned (₹ in millions)	Nature of Current Asset offered as Security	Quarter ended	Amount disclosed as per quarterly return/ statement (₹ in millions)	Amount as per books of account (₹ in millions)	Difference (₹ in millions)	Reasons for difference
Working Capital Lenders*	2,210	Inventories	30 June 2021	1,113.86	1,390.29	(276.43)	Refer note 48 to the standalone financial statements
		Trade receivables and contract assets		1,763.69	1,612.43	151.26	
		Trade payables for goods		657.22	750.76	(93.54)	
		Inventories	30 September 2021	1,413.67	1,583.39	(169.72)	
		Trade receivables and contract assets		1,825.76	1,847.33	(21.57)	
		Trade payables for goods		505.16	741.33	(236.17)	
		Inventories	31 December 2021	1,828.57	1,844.93	(16.36)	Refer note 48 to the standalone financial statements
		Trade receivables and contract assets		2,274.86	2,279.50	(4.64)	
		Trade payables for goods		783.63	792.84	(9.21)	
		Inventories	31 March 2022	1,648.22	1,679.51	(31.29)	
		Trade receivables and contract assets		2,158.55	2,136.36	22.19	
		Trade payables for goods		474.05	472.16	1.89	

* ICICI Bank Limited, Standard Chartered Bank, Axis Bank Limited, RBL Bank Limited, CITI Bank N.A, Yes Bank Limited and Syndicate Bank are represented as Working Capital Lenders.

iii. (a) The Company has, during the year, made investments in 7 mutual fund schemes of 5 companies. The Company has not granted secured/ unsecured loans/advances in nature of loans, to any companies / firms/ Limited Liability Partnerships/ other parties during the year other than unsecured loans to 2 employees. The Company did not stood guarantee, or provided security to any companies / firms/ Limited Liability Partnerships/ other parties during the year. The aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans granted to the aforesaid employees are as per the table given below:

	Loans (₹ in millions)
Aggregate amount granted/ provided during the year	
- Others (Employees)	0.26
- Others (Banks)	Nil
Balance outstanding as a balance sheet date in respect of the above case	
- Others (Employees)	0.12
- Others (Banks)	Nil

(Also refer Note 13 to the standalone financial statements)

(b) In respect of the aforesaid investments in mutual fund scheme and loans to employees (which are interest free), the terms and conditions under which such investments were made and loans were granted are not prejudicial to the Company's interest.

(c) In respect of the loans to employees, the schedule of repayment of principal amount has been stipulated, and the employees are repaying the principal amounts, as stipulated, in a regular manner. Payment of interest is not applicable as these employee loans are interest free in nature.

(d) In respect of the loans to employees, there is no amount which is overdue for more than ninety days.

(e) There were no loans which fell due during the year and were renewed/ extended. Further, no fresh loans were granted to same employees to settle the existing overdue loans.

(f) There were no loans/advances in nature of loans which were granted during the year including to promoters/ related parties except loans granted to employees during the year which had stipulated the scheduled repayment of principal and the same were not repayable on demand.

iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees and security provided by it.

v. The Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.

vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, 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 regular in depositing the undisputed statutory dues, including goods and services tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess, and other material statutory dues, as applicable, with the appropriate authorities.

(b) According to the information and explanations given to us and the records of the Company examined by us, there are no statutory dues of goods and services tax, provident fund, employees' state insurance and cess which have not been deposited on account of any dispute. The particulars of other statutory dues referred to in sub-clause (a) as at March 31, 2022 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹ in millions)	Period to which amount relates	Forum where dispute is pending
Central Excise Act, 1994	Excise Duty	9.51	2006-07, 2007-08, 2008-09, 2009-10, 2010-11, 2011-12	Customs, Excise and Service Tax Appellate Tribunal
Finance Act, 1994	Service Tax	0.92	2007-08, 2013-14	Customs, Excise and Service Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	0.87	AY 2008-09	Assessing Officer
		123.66	AY 2003-04, AY 2016-17, AY 2018-19	Commissioner of Income Tax (Appeals)
		4.89	AY 2014-15, AY 2015-16	Income Tax Appellate Tribunal
Central Sales Tax Act, 1956	Declaration form due, Disallowances	1.75	2016-17, 2017-18	Appellate and Revisional Board
West Bengal Value Added Tax Act, 2003	VAT Liability, Disallowances	0.41	2013-14	Deputy Commissioner of Commercial Tax
		4.41	2016-17, 2017-18	Appellate and Revisional Board
Customs Act, 1962	Custom Duty	3.06	2016-17, 2017-18, 2018-19	Commissioner of Customs (Appeals)
The West Bengal Tax on Entry of Goods into Local Areas Act, 2012	Entry Tax	30.03	2013-14 to 2017-18	High Court at Kolkata

viii. According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

ix. (a) According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year.

(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.

(c) According to the records of the Company examined by us and the information and explanations given to us, the Company has not obtained any term loans.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the standalone financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or joint venture. The Company did not have any associate company during the year.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries or joint venture. The Company did not have any associate company during the year.

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. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. Accordingly, the reporting under clause 3(x)(b) of the Order is not applicable to the Company.

xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

(b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.

(c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, and as represented to us by the management, no whistle-blower complaints have been received during the year by the Company. Accordingly, the reporting under clause 3(xi)(c) of the Order is not applicable to the Company.

xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under clause 3(xii) of the Order is not applicable to the Company.

xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the standalone financial statements as required under Indian Accounting Standard 24 "Related Party Disclosures" specified under Section 133 of the Act.

xiv. (a) In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.

(b) The reports of the Internal Auditor for the period under audit have been considered by us.

xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the reporting on compliance with the provisions of Section 192 of the Act under clause 3(xv) of the Order is not applicable to the Company.

xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.

(b) The Company has not conducted non-banking financial/ housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.

(d) Based on the information and explanations provided by the management of the Company, the Group does not have any CICs, which are part of the Group. We have not, however, separately evaluated whether the information provided by the management is accurate and complete. Accordingly, the reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.

xvii. The Company has not incurred any cash losses in the financial year or in the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause 3(xviii) of the Order is not applicable to the Company.

xix. According to the information and explanations given to us and on the basis of the financial ratios (Also refer Note 45 to the standalone financial statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date will get discharged by the Company as and when they fall due.

xx. (a) In respect of other than ongoing projects, as at balance sheet date, the Company does not have any amount remaining unspent under Section 135(5) of the Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable.

(b) The Company has transferred the amount of Corporate Social Responsibility remaining unspent under sub-section (5) of Section 135 of the Act pursuant to ongoing projects to a special account in compliance with the provision of sub-section (6) of Section 135 of the Act. Also refer Note 35(a) to the standalone financial statements.

xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Avijit Mukerji
Partner
Membership Number: 056155
UDIN: 22056155AJMZNG1264

Kolkata
May 24, 2022

Standalone Balance Sheet as at 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Particulars	Notes	As at 31 March 2022	As at 31 March 2021
ASSETS			
Non-current assets			
Property, plant and equipment	3(a)	1,090.73	1,080.81
Right-of-Use Assets	3(b)	306.76	337.76
Capital work in progress	3(c)	51.66	48.91
Intangible assets	3(d)	3.12	3.43
Financial assets			
(i) Investment in subsidiaries and joint venture	4(a)	4,670.37	4,519.06
(ii) Investment in others	4(b)	-	181.85
(iii) Other financial assets	5	73.02	93.45
Non-Current tax assets (net)	6	119.77	101.82
Other non-current assets	7	19.00	5.81
Total non-current assets		**6,334.43**	**6,372.90**
Current assets			
Inventories	8	1,679.51	1,081.04
Financial assets			
(i) Investments	9	1,744.06	1,561.92
(ii) Trade receivables and contract assets	10	2,084.80	1,800.75
(iii) Cash and cash equivalents	11	29.39	6.38
(iv) Other bank balances	12	7.06	5.40
(v) Loans	13	0.32	0.96
(vi) Other financial assets	14	138.19	42.27
Other current assets	15	267.05	280.23
Total current assets		**5,950.38**	**4,778.95**
Total assets		**12,284.81**	**11,151.85**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	16	662.93	576.01
Preference share capital	17	-	86.92
Other equity	18	8,510.45	7,550.24
Total equity		**9,173.38**	**8,213.17**
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	19	557.07	751.83
(ii) Lease Liabilities	3(b)	5.26	8.85
(iii) Other financial liabilities	20	43.86	89.23
Deferred tax liabilities (net)	21	23.89	1.31
Total non-current liabilities		**630.08**	**851.22**
Current liabilities			
Financial liabilities			
(i) Borrowings	22	1,132.83	789.47
(ii) Lease Liabilities	3(b)	4.79	33.05
(iii) Trade payables			
(a) Total outstanding dues of micro and small enterprises	23	79.67	42.20
(b) Total outstanding dues of creditors other than micro and small enterprises	23	602.46	712.90
(iv) Other financial liabilities	24	177.31	99.07
Provisions	25	86.66	97.83
Current tax liabilities (net)	26	20.23	50.28
Other current liabilities	27	377.40	262.66
Total current liabilities		**2,481.35**	**2,087.46**
Total liabilities		**3,111.43**	**2,938.68**
Total equity and liabilities		**12,284.81**	**11,151.85**

This is the Standalone Balance Sheet referred to in our report of even date.

The accompanying notes are an integral part of this financial statements

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Avijit Mukerji
Partner
Membership Number: 056155

Place: Kolkata
Date: 24 May 2022

For and on Behalf of Board of Directors

Madan Mohan Mohanka
Chairman
DIN: 00049388

Mehul Mohanka
Managing Director
DIN: 00052134

Manoj Kumar Agarwal
Chief Financial Officer and Company Secretary

Place: Kolkata
Date: 24 May 2022

Standalone Statement of Profit and Loss for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Particulars	Notes	Year ended 31 March 2022	Year ended 31 March 2021
Revenue from operations	28	5,919.86	4,968.15
Other income	29	450.62	2,204.86
Total income		**6,370.48**	**7,173.01**
Expenses			
Cost of materials consumed	30	2,726.54	2,045.81
Changes in inventories of finished goods and work-in-progress	31	(72.53)	(74.40)
Employee benefits expense	32	539.84	492.43
Finance costs	33	79.68	127.48
Depreciation and amortisation expenses	34	207.36	247.63
Other expenses	35	1,651.87	1,288.51
Total expenses		**5,132.76**	**4,127.46**
Profit before tax		**1,237.72**	**3,045.55**
Income tax expense			
Current tax	36	256.03	301.96
Deferred tax	36	22.30	8.01
Total tax expense		**278.33**	**309.97**
Profit for the year (A)		**959.39**	**2,735.58**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurement gain on post employment defined benefit plans	32.1	1.10	3.11
Income tax related to the above	36	(0.28)	(0.78)
Other comprehensive income for the year, net of tax (B)		**0.82**	**2.33**
Total comprehensive income for the year (A+B)		**960.21**	**2,737.91**
Earnings per equity share: (Nominal value per share ₹10/-)			
Basic	40	16.13	48.33
Diluted	40	14.40	41.08

This is the Standalone Statement of Profit and Loss referred to in our report of even date.

The accompanying notes are an integral part of this financial statements

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Avijit Mukerji
Partner
Membership Number: 056155

Place: Kolkata
Date: 24 May 2022

For and on Behalf of Board of Directors

Madan Mohan Mohanka
Chairman
DIN: 00049388

Mehul Mohanka
Managing Director
DIN: 00052134

Manoj Kumar Agarwal
Chief Financial Officer and Company Secretary

Place: Kolkata
Date: 24 May 2022

Standalone Statement of Changes in Equity for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

A. Equity share capital

Particulars	Notes	Amount
As at 1 April 2020		576.01
Changes during the year	16	-
As at 31 March 2021		**576.01**
Changes during the year	16	86.92
As at 31 March 2022		**662.93**

B. Preference share capital

Particulars	Notes	Amount
As at 1 April 2020		86.92
Changes during the year	17	-
As at 31 March 2021		**86.92**
Changes during the year	17	(86.92)
As at 31 March 2022		**-**

C. Other equity

Particulars	Notes	Reserve & surplus			Share options outstanding account	Total other equity
		Securities premium	General reserve	Retained earnings		
Balance as at 1 April 2021	**18**	**902.10**	**337.98**	**6,309.68**	**0.48**	**7,550.24**
Profit for the year		-	-	959.39	-	959.39
Other comprehensive income [net of tax]		-	-	0.82	-	0.82
Balance as at 31 March 2022		**902.10**	**337.98**	**7,269.89**	**0.48**	**8,510.45**

Particulars	Notes	Reserve & surplus			Share options outstanding account	Total other equity
		Securities premium	General reserve	Retained earnings		
Balance as at 1 April 2020	**18**	**902.10**	**337.98**	**3,571.77**	**0.48**	**4,812.33**
Profit for the year		-	-	2,735.58	-	2,735.58
Other comprehensive income [net of tax]		-	-	2.33	-	2.33
Transaction with owners in their capacity as owners						
Dividend on preference shares	41(b)	-	-	(0.00^)	-	(0.00^)
Balance as at 31 March 2021		**902.10**	**337.98**	**6,309.68**	**0.48**	**7,550.24**

^Amount is below the rounding off norm adopted by the Company

This is the Standalone Statement of Changes in Equity referred to in our report of even date.

The accompanying notes are an integral part of this financial statements

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Avijit Mukerji
Partner
Membership Number: 056155

Place: Kolkata
Date: 24 May 2022

For and on Behalf of Board of Directors

Madan Mohan Mohanka
Chairman
DIN: 00049388

Mehul Mohanka
Managing Director
DIN: 00052134

Manoj Kumar Agarwal
Chief Financial Officer and Company Secretary

Place: Kolkata
Date: 24 May 2022

Standalone Statement of Cash Flows for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
A. Cash Flow from Operating Activities		
Net Profit before tax	1,237.72	3,045.55
Adjustments for:		
Depreciation and amortisation expenses	207.36	247.63
Finance costs	61.37	93.49
Interest income	(0.72)	(2.12)
Allowance for expected credit loss (including bad debt and advances written off)	17.04	6.39
Claims/ liquidating damages	3.14	14.47
Net fair value (gain) on investments classified at FVTPL	(226.38)	(1,966.53)
Net (gain) on sale of investments classified at FVTPL	(5.31)	(2.50)
Mark to Market (gain) on derivative instrument (net)	(32.34)	(64.87)
Payment on derivative settlement (net)	36.32	44.56
Liabilities/ provisions no longer required written back	-	(9.60)
Net loss on sale of property, plant and equipment including intangible assets (including loss on assets scrapped/ written off)	2.07	37.64
Provision for dimunition in the value of investments	0.57	9.60
Dividend income	(56.25)	(14.06)
Provision for warranty expenses	11.34	23.29
Provision for slow moving/ non- moving and obsolete inventory	18.46	37.76
Other non cash items	(2.66)	(1.39)
Effect of unrealised exchange differences (net)	4.52	4.43
Operating profit before working capital changes	**1,276.25**	**1,503.74**
Changes in Working Capital:		
(Increase)/ decrease in Non Current/ Current financial and other assets	(369.59)	20.46
(Increase) in Inventories	(616.92)	(237.23)
Increase in Non Current/ Current financial and other liabilities/ provisions	93.58	306.82
Cash Generated from Operations	**383.32**	**1,593.79**
Direct taxes paid (net of refunds)	(304.02)	(278.22)
Net cash generated from operating activities	**79.30**	**1,315.57**
B. Cash flow from Investing Activities		
Purchase of capital assets	(211.54)	(354.68)
Sale of capital assets	4.11	2.36
Payment for purchase of investments	(392.48)	(1,659.56)
Proceeds from sale of investments	472.00	1,341.46
Deposits with bank placed	(2.00)	(111.02)
Deposits with bank matured	8.14	110.06
Interest received	1.77	3.00
Dividend received	56.25	2.25
Net cash (used in) investing activities	**(63.75)**	**(666.13)**

Standalone Statement of Cash Flows for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
C. Cash flow from Financing Activities		
Repayment of long term borrowings	(155.78)	(106.68)
Proceeds from/(repayment of) short term borrowings (net)	291.12	(422.39)
Payment on derivative settlement (net)	(36.32)	(44.56)
Finance cost paid	(65.70)	(87.93)
Finance cost paid on account of lease liabilities	(2.39)	(6.08)
Repayment of lease liabilities	(23.53)	(33.90)
Dividends paid	(0.00)^	(0.00)^
Net cash (used in)/generated from financing activities	**7.40**	**(701.54)**
Net increase in cash and cash equivalents	**22.95**	**(52.10)**
Cash and cash equivalents at the beginning of the year (refer note 11)	6.38	58.51
Exchange differences on translation of foreign currency cash & cash equivalents	0.06	(0.03)
Cash & cash equivalents at the end of the year (refer note 11)	**29.39**	**6.38**

^Amount is below the rounding off norm adopted by the Company

Notes:

1. The above cash flow statement has been prepared under the Indirect Method as set out in Ind AS - 7 "Statement of Cash Flows".
2. Cash flow from investing activities does not include dividend income on mutual funds which was reinvested in the mutual funds to the tune of NIL (31 March 2021: ₹11.81 Mn) being non cash items.
3. During the year non-cash transaction from Investing and Financing Activities with respect to acquisition of Right-of-Use Assets with corresponding adjustments to Lease Liabilities NIL (31 March 2021: ₹4.50 Mn).

This is the Standalone Statement of Cash Flows referred to in our report of even date.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Avijit Mukerji
Partner
Membership Number: 056155

Place: Kolkata
Date: 24 May 2022

The accompanying notes are an integral part of this financial statements

For and on Behalf of Board of Directors

Madan Mohan Mohanka
Chairman
DIN: 00049388

Mehul Mohanka
Managing Director
DIN: 00052134

Manoj Kumar Agarwal
Chief Financial Officer and Company Secretary

Place: Kolkata
Date: 24 May 2022

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

1. Company Information

Tega Industries Limited ("Tega" or "Company") incorporated in India is engaged in the activity of designing, manufacturing and installation of process equipment and accessories to cater the mineral processing, mining, material handling and environment industries. It was promoted by Mohanka Family in 1976 in technical and financial collaboration with Skega AB, Sweden.

The Company's equity shares are listed on the Bombay Stock Exchange Limited (BSE) and the National Stock Exchange of India Limited (NSE).

The financial statements as at 31 March 2022 present the financial position of the Company.

The financials statements for the year ended 31 March 2022 were approved by the Board of Directors and authorised for issue on 24 May 2022.

2. Summary of significant accounting policies

2.1 Basis of Preparation

(i) Compliance with Ind AS

These financial statements have been prepared to comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016] and other relevant provisions of the Act.

(ii) Historical Cost Convention

The financial statements have been prepared as going concern on accrual basis and under the historical cost convention except for the following assets and liabilities which have been measured at fair value or revalued amount:

- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments); and
- defined benefit plans – plan assets measured at fair value.
- share-based payments

(iii) Current versus Non Current Classification

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 the Indian Accounting Standards (Ind AS) and Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

(iv) New and amended standards adopted by the Company

The Company has applied the following amendments to Ind AS for the first time for their annual reporting period commencing 1 April 2021:

- Extension of COVID-19 related concessions – amendments to Ind AS 116
- Interest rate benchmark reform – amendments to Ind AS 109, Financial Instruments, Ind AS 107, Financial Instruments: Disclosures, Ind AS 104, Insurance Contracts and Ind AS 116, Leases.

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

(v) New amendments issued but not effective

The Ministry of Corporate Affairs (MCA) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, as below:

Ind AS 16, Property Plant and equipment – The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognized in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022. The Company has evaluated the amendment and there is no impact on its Standalone financial statements.

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

Ind AS 37, Provisions, Contingent Liabilities and Contingent Assets – The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022, although early adoption is permitted. The Company has evaluated the amendment and the impact is not expected to be material.

(v) Reclassifications consequent to amendments to Schedule III

The Ministry of Corporate Affairs amended the Schedule III to the Companies Act, 2013 on 24 March 2021 to increase the transparency and provide additional disclosures to users of financial statements. These amendments are effective from 1 April 2021.

Consequent to above, the Company has changed the classification/ presentation of current maturities of long-term borrowings in the current year.

The current maturities of long-term borrowings has now been included in the "Current borrowings" line item. Previously, current maturities of long-term borrowings were included in 'other financial liabilities' line item.

Investments in subsidiaries and joint venture have been reclassified from Non-current non financial assets to Non-current financial assets

The Company has reclassified comparative amounts to conform with current year presentation as per the requirements of Ind AS 1. The impact of such classifications is summarised below:

Balance Sheet (extract)	As at 31 March 2021 (as previously reported)	Increase/ Decrease	As at 31 March 2021 (restated)
Investment in subsidiaries and joint ventures - Non current	167.18	(167.18)	-
Financial assets - investment in others	4,533.73	(4,351.88)	181.85
Financial assets - investment in subsidiaries and joint venture	-	4,519.06	4,519.06
Other current financial liabilities	262.54	(163.47)	99.07
Current borrowings	626.00	163.47	789.47

2.2 Use of Estimates

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Estimates are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the company and that are believed to be reasonable under the circumstances.

2.3 Property plant and equipment

Freehold land is carried at historical cost. All other items of property plant and equipment are stated at historical cost net of accumulated depreciation and accumulated impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the statement of profit and loss during the reporting period in which they are incurred.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the statement of profit and loss.

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

On transition to Ind AS, the Company has elected to continue with the carrying value of its property plant and equipment measured at the previous GAAP and use that carrying value as the deemed cost of property plant and equipment.

Depreciation

i) Depreciation is calculated using a straight-line method to allocate the cost of the assets, net of their residual values, over their estimated useful lives as specified by Schedule II to the Act, wherever applicable. The estimated useful lives of the property, plant and equipment have been presented below:

Class of assets	Estimated useful life (i n years)
Buildings	30-60 years
Plant and Equipment*	3-8 years
Furniture and Fixtures	10 years
Vehicles	5-8 years
Office equipment	5 years
Electrical installation	10 years

*For these class of assets, based on internal assessment and independent technical evaluation carried out by external valuers, the Company believes that the useful lives as given above best represent the year over which Company expects to use these assets. Hence, the useful lives for these assets are different from the useful lives as prescribed under Part C of Schedule II to the Act.

ii) Leasehold improvements are depreciated over the shorter of their useful life or the lease term, unless the entity expects to use the assets beyond the lease term.

The assets residual values and useful lives are reviewed by the management , and adjusted if appropriate , at the end of each reporting period.

2.4 Intangible assets

Intangible Assets are stated at cost of acquisition net of accumulated amortisation and accumulated impairment, if any. Costs associated with maintaining software programmes are recognised as an expense as incurred.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the statement of profit and loss.

On transition to Ind AS, the Company has elected to continue with the carrying value of its intangible assets measured at the previous GAAP and use that carrying value as the deemed cost of intangible assets.

Amortisation

The company amortises computer software using straight- line method over the following periods:

Class of assets	Estimated useful life (in years)
Software	3 years

Research and Development Expenditure

Research expenditure and development expenditure that do not meet the criterias mentioned below are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period. Property, plant and equipment used in Research and Development are capitalised.

Development costs are recognised as intangible assets when the following criteria are met:

1. it is technically feasible to complete the intangible asset so that it will be available for use
2. management intends to complete the intangible asset and use or sell it
3. there is an ability to use or sell the intangible asset
4. it can be demonstrated how the intangible asset will generate probable future economic benefits

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

5. adequate technical, financial and other resources to complete the development and to use or sell the intangible asset are available, and

6. the expenditure attributable to the intangible asset during its development can be reliably measured.

Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for use.

2.5 Impairment

At each balance sheet date, the Company reviews the carrying values of its property, plant and equipment and intangible assets to determine whether there is any indication that the carrying value of those assets may not be recoverable through continuing use. If any such indication exists, the recoverable amount of the asset is reviewed in order to determine the extent of impairment, if any. Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell 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. An impairment loss is recognised in the statement of profit and loss as and when the carrying value of an asset exceeds its recoverable amount.

Where an impairment loss subsequently reverses, the carrying value of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount so that the increased carrying value does not exceed the carrying value that would have been determined had no impairment loss been recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognised in the statement of profit and loss immediately.

2.6 Investments in subsidiaries and joint venture

Investments in subsidiaries and joint venture are carried at cost less accumulated impairment, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries and joint venture the difference between net disposal proceeds and the carrying amounts are recognised in the statement of profit and loss.

2.7 Financial Instruments

Investment in debt instruments

The financial assets are classified in the following categories:

1. financial assets measured at amortised cost,

2. financial assets measured at fair value through profit and loss (FVTPL), and

3. financial assets at fair value through other comprehensive income (FVOCI)."

The classification of financial assets depends on the Company's business model for managing financial assets and the contractual terms of the cash flow.

At initial recognition, the financial assets are measured at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit and loss are expensed in the statement of profit and loss.

Financial assets measured at amortised cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. After initial recognition, such financial assets are subsequently measured at amortised cost using the effective interest rate method. The losses arising from impairment are recognised in the statement of profit and loss.

Financial assets at fair value through other comprehensive income (FVOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business model 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.

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

Financial assets measured at fair value through profit and loss (FVTPL)

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit and loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit and loss is recognised in the statement of profit and loss in the period in which it arises.

Investments in units of mutual funds are subsequently measured at FVTPL and the changes in fair value are recognised in the statement of Profit and Loss.

De-recognition of financial asset

A financial asset is derecognised only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach required by Ind AS 109, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Financial Liabilities

Borrowings are initially recognised at fair value, net of transaction costs incurred. Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

Trade and other payables represents as current liabilities for goods and services provided to the Company prior to the end of the financial year which are unpaid. The amount are unsecured and are usually paid within 30~90 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

De-recognition of financial liabilities:

A financial liability (or a part of financial liability) is de-recognised from Company's balance sheet when obligation specified in the contract is discharged or cancelled or expired.

Derivative Instruments

Derivatives are only used for economic hedging purposes and not as speculative investments. The Company uses certain derivative financial instruments to reduce business risks which arise from its exposure to foreign exchange and interest rate fluctuations. The instruments are confined principally to forward foreign exchange contracts and interest rate swaps and options. The derivative contracts to hedge risks are not designated as hedges .

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. Net mark to market gains/ losses on derivatives taken by the Company are recorded in other income/ expenses respectively.

Cash and Cash Equivalents

For the purpose of presentation in the statement of Cash flows, cash and cash equivalents include cash on hand, demand deposits with banks, other short term highly liquid investments, if any, with original maturities of three months or less that are readily convertible to known amount of cash and subject to an insignificant change in value.

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

2.8 Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

2.9 Inventories

Inventories are valued at lower of cost and net realisable value. Cost of raw materials and traded goods comprises cost of purchases. Cost of work-in-progress and finished goods comprises direct materials, direct labours and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on the basis of weighted-average cost method. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

2.10 Revenue Recognition

Revenue shall be recognised to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services.

Sale of goods

Sales are recognised when control of the products has been transferred to the buyer, being when the products are dispatched/ delivered to the customer depending on the contract terms. This occurs when the products have been shipped or delivered to the specific location as the case may be, the risk of loss has been transferred, and either the customer has accepted the products in accordance with the sales contract, or the Company has objective evidence that all criteria for acceptance have been satisfied. Revenue from contract with customers is primarily recorded at a point in time. In few contracts the Company performance does not create an asset with alternative use to the Company and the Company has concluded that it has an enforceable right to payment for performance completed to date. In the said cases, the Company transfers control of a good or service over time and, therefore, satisfies a performance obligation and recognises revenue over time. The Company uses the input method to recognise revenue.

The Company has determined that the input method is the best method for measuring progress for these contracts because there is a direct relationship between the costs incurred by the Company and the transfer of goods and services to the customer.

No element of financing is deemed present as the sales are generally made with a credit term upto 180 days which is consistent with the market practice.

Revenue is recognised based on the price specified in the contract.

Some contracts include multiple deliverables, such as sale of product and certain related services. However, the services are simple, does not include an integration service and could be performed by another party. It is therefore accounted for as a separate performance obligation. Where the contracts include multiple performance obligations, the transaction price will be allocated to each performance obligation based on the stand-alone selling prices. Where these are not directly observable, they are estimated based on the expected cost plus margin. If contracts include the installation of product, revenue for the product is recognized at a point in time when the product is delivered, the legal title has passed and the customer has accepted the product.

A receivable is recognised when the goods are dispatched or delivered, depending on the contract terms, as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

A contract asset is recognised in respect of those performance obligations where the control of the goods has been transferred to the buyer, and only delivery of the goods is pending. In these cases the consideration is due after the shipping obligation is complete, accordingly these are classified as contract assets as the consideration is conditioned on something other than passage of time.

The Company does not have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

The Company generally provides for warranties which are assurance-type warranties under Ind AS 115, and are accounted for under IND AS 37 Provisions, Contingent Liabilities and Contingent Assets.

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

2.11 Other Income

Interest: Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset.

Dividend: Dividend income from investments is recognised when the shareholder's rights to receive payment is established.

2.12 Government Grants

(i) Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

(ii) Government grants relating to income are deferred and recognised in the statement of profit and loss over the period necessary to match them with the costs that they are intended to compensate and presented within other operating revenue.

2.13 Borrowing Costs

Borrowing costs include interest, other costs incurred in connection with borrowing and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to the interest cost.

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, are capitalised during the period of time that is required to complete and prepare the assets for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

All other borrowing costs are expensed in the period in which they are incurred.

2.14 Foreign Currencies Transaction and balances

Functional and presentation currency

These Financial statements of the Company is presented in Indian rupees (₹), which is the functional currency of the Company and the presentation currency for the financial statements.

Transaction and Balances

Transactions in foreign currencies are translated into the functional currency at exchange rates prevailing on the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions are generally recognised in the Statement of Profit and Loss.

Monetary assets and liabilities related to such foreign currency transactions at the end of the year are translated at year end exchange rates and are generally recognised in the Statement of Profit and Loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction

2.15 Employee Benefits

a) Short-term Employee Benefits:

Short-term Employee Benefits (i.e. benefits payable within one year) are recognised in the period in which employee services are rendered.

b) Defined contribution plans:

Payments to defined contribution plans are charged as an expense as they fall due. Payments made to state managed retirement benefit schemes are dealt with as payments to defined contribution schemes as the Company has no further payment obligations once the contributions have been paid .

c) Defined benefit plans:

For defined benefit retirement schemes the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuation being carried out at each balance sheet date. Re-measurement gains and losses of the net defined benefit liability/(asset) are recognised immediately in other comprehensive income. The service cost and net interest on the net defined benefit liability/(asset) is treated as a net expense within employment costs.

Past service cost is recognised as an expense when the plan amendment or curtailment occurs or when any related restructuring costs or termination benefits are recognised, whichever is earlier.

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

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

d) Other Long-term Employee Benefits:

Compensated absences:

Accumulated compensated absences which are expected to be availed or encashed within twelve months from the year end are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlements as at the year end.

Accumulated compensated absences which are expected to be availed or encashed beyond twelve months from the year end are treated as other long term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial loss/gains are recognised in the Statement of Profit and Loss in the year in which they arise.

e) Share based payments:

Share-based compensation benefits are provided to employees via the Tega Industries Limited Employee Stock Option Scheme namely ESOP Scheme 2011. Employees of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised, together with a corresponding increase in Employee Stock Options Outstanding Account in equity, over the period in which the performance and/or service conditions are fulfilled, in Employee Benefit Expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

2.16 Current and Deferred Tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled. Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the statement of profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

2.17 Provision and Contingent Liabilities

The Company recognises a provision where there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources or there is a present obligation, reliable estimate of the amount of which cannot be made. Where there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote, no provision or disclosure for contingent liability is made.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Provision for warranty

The estimated liability for warranty is recorded when products are sold. These estimates are established using historical information on the nature, frequency and average cost of obligations and management estimates regarding possible future incidence based on corrective actions on product failure.

2.18 Earnings per Share

Basic earnings per share is calculated by dividing net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit or loss for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, if any, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

2.19 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The executive committee (which consist of Chairman, Managing Director & Chief Executive Officer, Head Product Management Group and Global Marketing, Head Global Operations, Head Global Finance (Chief Financial Officer), Head Human Resource and Company Secretary) has been identified as the chief operating decision maker ('CODM') (Refer note 42).

2.20 Leases

The Company as lessee

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. The Company recognizes right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right of-use asset measured at inception comprises of the amount of initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date.

Certain lease arrangements include options to extend or terminate the lease before the end of the lease term. The right-of-use assets and lease liabilities include these options when it is reasonably certain that such options would be exercised.

The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any re-measurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognized in the Statement of profit and loss.

Lease liability is measured at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications. The Company recognizes the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognizes any remaining amount of the re-measurement in statement of profit and loss.

Variable lease payments not included in the measurement of the lease liabilities are expensed to the statement of profit and loss in the period in which the events or conditions which trigger those payments occur.

2.21 IPO Expenses

The transaction costs incurred by the Company on behalf of the selling shareholders, with respect to the Initial Public Offer (IPO) is recognized as an asset in the balance sheet as they are recoverable from the selling shareholders.

2.22 Exceptional items

When items of income and expenses within statement of profit and loss from ordinary activities are of as such size, nature and or incidence that there disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such material items are disclosed separately as exceptional items.

2.23 Rounding of Amounts

All amounts disclosed in the Financial Statements and notes have been rounded off to the nearest millions (with two places of decimal) as per the requirement of Schedule III, unless otherwise stated.

2A Critical estimates and judgements

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Company's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed.

(i) Estimation of defined benefit obligation

Refer note 32.1 for details of critical estimates in computation of defined benefit obligation.

(ii) Impairment of Investments in Subsidiaries and Joint Venture

Determining whether the investments in subsidiaries are impaired requires an estimate of the value in use of investments. In considering the value in use, the management estimates the future cash flows, operating margins, growth rates, discount rates of the underlying business/ operations of the subsidiaries to determine the value using the discounted cash flow model.

(iii) Fair Valuation of Investments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including Discounted Cash Flow Model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair value. The Company makes judgements regarding various assumptions that are mainly based on the market conditions existing at the end of each reporting period which is detailed in note 38. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

(iv) Deferred Taxes

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy has been detailed in note 2.16 and judgements related to deferred taxes is set out in note 36.

(v) Critical judgement in determining the lease term

The Company determines the lease term on the basis of termination and renewal options in various lease contracts where the Company applies its judgement. Refer note 3(b) for details.

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 3(a) Property, plant and equipment

Particulars	Gross Block				Depreciation				Net Block	
	As at 1 April 2021	Additions during the year	Disposals/ Adjustments during the year	As at 31 March 2022	As at 1 April 2021	For the year	Disposals/ Adjustments during the year	As at 31 March 2022	As at 31 March 2022	As at 31 March 2021
Tangible Assets										
(a) Land	59.40	-	-	59.40	1.58	0.67	-	2.25	57.15	57.82
(b) Buildings	608.53	29.01	-	637.54	108.80	24.56	-	133.36	504.18	499.73
(c) Plant and Equipment	1,355.31	134.60	-	1,489.91	890.91	139.01	-	1,029.92	459.99	464.40
(d) Furniture and Fixtures	40.00	2.67	(0.82)	41.85	23.17	5.54	(0.60)	28.11	13.74	16.83
(e) Vehicles	52.87	4.82	(10.35)	47.34	19.24	8.07	(6.02)	21.29	26.05	33.63
(f) Office Equipment	28.88	16.40	(6.49)	38.79	21.60	1.98	(4.86)	18.72	20.07	7.28
(g) Electrical Installation	3.49	8.83	-	12.32	2.37	0.40	-	2.77	9.55	1.12
Total	**2,148.48**	**196.33**	**(17.66)**	**2,327.15**	**1,067.67**	**180.23**	**(11.48)**	**1,236.42**	**1,090.73**	**1,080.81**

Particulars	Gross Block				Depreciation				Net Block	
	As at 1 April 2020	Additions during the year	Disposals/ Adjustments during the year	As at 31 March 2021	As at 1 April 2020	For the year	Disposals/ Adjustments during the year	As at 31 March 2021	As at 31 March 2021	As at 31 March 2020
Tangible Assets										
(a) Land	59.40	-	-	59.40	1.25	0.33	-	1.58	57.82	58.15
(b) Buildings	606.99	1.54	-	608.53	87.15	21.65	-	108.80	499.73	519.84
(c) Plant and Equipment	1,266.24	128.11	(39.04)	1,355.31	751.21	168.51	(28.81)	890.91	464.40	515.03
(d) Furniture and Fixtures	31.58	8.60	(0.18)	40.00	18.47	4.82	(0.12)	23.17	16.83	13.11
(e) Vehicles	58.82	2.44	(8.39)	52.87	15.79	8.47	(5.02)	19.24	33.63	43.03
(f) Office Equipment	27.11	3.95	(2.18)	28.88	21.26	2.17	(1.83)	21.60	7.28	5.85
(g) Electrical Installation	3.10	0.39	-	3.49	2.18	0.19	-	2.37	1.12	0.92
Total	**2,053.24**	**145.03**	**(49.79)**	**2,148.48**	**897.31**	**206.14**	**(35.78)**	**1,067.67**	**1,080.81**	**1,155.93**

Note:

(i) Refer note 19 and 22 for Property, plant and equipment pledged as security.

(ii) Contractual Obligations

Refer note 43B for disclosure of capital commitments for the acquisitions of Property, plant and equipment.

(iii) No proceedings have been initiated on or are pending against the company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) [formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)] and Rules made thereunder.

(iv) Title deeds of all the immovable properties are held in the name of the Company.

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note 3(b): Right-of-Use Assets

a) The Company as a lessee

The Company's significant leasing arrangements include assets dedicated for use under long-term arrangements, lease of land, office space, equipment, vehicles and some IT equipment. Lease of Land have lease term of 60 years, leases of plant and equipment and office equipments have lease terms between 2 to 5 years, while offices and guest houses generally have lease terms between 12 months to 60 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The Company also has certain leases of offices and guest houses with lease terms of 12 months or less. The Company applies the 'short-term lease' recognition exemptions for these leases. For leases recognised under long term arrangements involving use of a dedicated asset, non-lease components are excluded based on the underlying contractual terms and conditions.

b) Amounts recognised in balance sheet

The balance sheet shows the following amounts relating to leases:

Particulars	As at 31 March 2022	As at 31 March 2021
Right-of-use assets		
Land [Refer (i) below]	82.40	84.08
Building	217.98	242.35
Plant and Equipment	0.13	1.18
Office Equipment	6.25	10.15
Total	**306.76**	**337.76**

Note (i): Refer note 19 and 22 for right-of-use land pledged as security.

Particulars	As at 31 March 2022	As at 31 March 2021
Lease Liabilities		
Current	4.79	33.05
Non-Current	5.26	8.85
Total	**10.05**	**41.90**

c) Following are the changes in carrying value of right-of-use assets:

Particulars	Right-of-Use Land	Right-of-Use Buildings	Right-of-Use Plant and Equipment	Right-of-Use Office Equipment	Total Right-of-Use Assets
Balance as at 1 April 2021 (At cost)	87.44	303.65	4.47	15.03	410.59
Additions during the year	-	-	-	-	-
Assets disposed/ discarded during the year	-	(82.58)	(3.93)	-	(86.51)
Balance as at 31 March 2022 (At cost)	**87.44**	**221.07**	**0.54**	**15.03**	**324.08**
Accumulated depreciation as at 1 April 2021	**3.36**	**61.30**	**3.29**	**4.88**	**72.83**
Charge for the year #	1.68	18.54	1.05	3.90	25.17
Assets disposed/ discarded during the year	-	(76.75)	(3.93)	-	(80.68)
Accumulated depreciation as at 31 March 2022	**5.04**	**3.09**	**0.41**	**8.78**	**17.32**
Carrying amount Balance as at 31 March 2022	**82.40**	**217.98**	**0.13**	**6.25**	**306.76**

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note 3(b): Right-of-Use Assets (contd.)

Particulars	Right-of-Use Land	Right-of-Use Buildings	Right-of-Use Plant and Equipment	Right-of-Use Office Equipment	Total Right-of-Use Assets
Balance as at 1 April 2020 (At cost)	87.44	82.57	1.65	15.03	186.69
Additions during the year	-	221.08	2.82	-	223.90
Balance as at 31 March 2021 (At cost)	**87.44**	**303.65**	**4.47**	**15.03**	**410.59**
Accumulated depreciation as at 1 April 2020	1.68	31.09	0.33	0.98	34.08
Charge for the year #	1.68	30.21	2.96	3.90	38.75
Accumulated depreciation as at 31 March 2021	**3.36**	**61.30**	**3.29**	**4.88**	**72.83**
Carrying amount Balance as at 31 March 2021	**84.08**	**242.35**	**1.18**	**10.15**	**337.76**

Included under Depreciation and amortisation expenses (Refer Note 34)

d) Following are the changes in carrying value of lease liabilities:-

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Opening Balance	41.90	72.69
Additions during the year	-	4.50
Finance costs during the year	2.39	6.08
Lease terminated during the year	(8.23)	-
Rent waiver on lease liabilities	(0.09)	(1.39)
Lease payments during the year	(25.92)	(39.98)
Closing Balance	**10.05**	**41.90**

e) Amounts recognised in the statement of profit and loss

The statement of profit or loss shows the following amounts relating to leases:

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Depreciation charge of right-of-use assets (refer note 34)	25.17	38.75
Interest expense (refer note 33)	2.39	6.08
Expenses relating to short-term leases and leases of low-value assets (refer note 35)	3.17	2.27
Total	**30.73**	**47.10**

f) The Company had a total cash outflow of ₹25.92 Mn for leases for the year ended 31 March 2022 (31 March 2021: ₹39.98 Mn)

g) Extension and termination options

Extension and termination options are included in the Company's lease contracts. These are used to maximise operational flexibility in terms of managing the assets used in the Company's operations. In majority of the lease contracts, the extension and termination options held are exercisable by mutual consent of both the lessor and the lessee and in few contracts, the option to terminate the lease is with lessee only. For determining the lease term Land, Plant & Machinery, office Space and Office Equipments, the following factors are normally the most relevant:

- If there are significant penalty payments to terminate (or not extend), the Company is typically reasonably certain to extend (or not terminate).
- If any leasehold improvements are expected to have a significant remaining value, the Company is typically reasonably certain to extend (or not terminate).

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note 3(b): Right-of-Use Assets (contd.)

- Otherwise, the Company considers other factors including historical lease durations and the costs and business disruption required to replace the leased asset.

The Company has entered into a Long-term lease for an office space which contains further renewal options and only the company can terminate the lease giving 6 months notice. Considering the above factors, the termination option with the company and the expected period of use, the lease term has been determined as 60 years which is shorter than the contractual duration.

h) Residual value guarantees

There are no residual value guarantees in relation to any lease contracts.

i) The Company has entered into a 36 months leave and license agreement for one of the office space at Jamshedpur. The agreement is pending for registration under the Registration Act, 1908.

Note 3(c): Capital work-in-progress

Particulars	As at 31 March 2022	As at 31 March 2021
Opening Balance	48.91	62.22
Addition During the year	118.86	70.84
Capitalisation/Adjustment during the year	(116.11)	(84.15)
Closing Balance	**51.66**	**48.91**

(i) Refer note 19 and 22 for Property, plant and equipment pledged as security.

(ii) Contractual obligations

Refer to note 43B for disclosure of contractual commitments for the acquisition of property, plant and equipment.

Capital work-in-progress ageing schedule as at 31 March 2022

Particulars	Amount in Capital work-in-progress for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	37.03	13.00	1.50	0.13	51.66
Projects temporarily suspended	-	-	-	-	-
Total	**37.03**	**13.00**	**1.50**	**0.13**	**51.66**

Capital work-in-progress for which completion is overdue or has exceeded its costs compared to its original plan as at 31 March 2022

Particulars	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Toluene Storage Tank	1.46	-	-	-	1.46
Banbury RAM Cylinder	5.08	-	-	-	5.08
Boiler and Boiler feed water tank	11.42	-	-	-	11.42
Replacement of Autoclave 3m Diameter	8.93	-	-	-	8.93
Shop Floor Office for Fabrication Shop	0.13	-	-	-	0.13
Heating Oven	0.09	-	-	-	0.09
EOT Overhauling	0.08	-	-	-	0.08
Semi Goliath Crane 5T	8.19	-	-	-	8.19
Hardox Preheating Oven	2.97	-	-	-	2.97
Total	**38.35**	**-**	**-**	**-**	**38.35**

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note 3(c): Capital work-in-progress (contd.)

Capital work-in-progress ageing schedule as at 31 March 2021

Particulars	Amount in Capital work-in-progress for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	44.42	1.72	0.03	2.74	48.91
Projects temporarily suspended	-	-	-	-	-
Total	**44.42**	**1.72**	**0.03**	**2.74**	**48.91**

Capital work-in-progress for which completion is overdue or has exceeded its costs compared to its original plan as at 31 March 2021

Particulars	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Audio Visual System	1.12	-	-	-	1.12
Banbury RAM Cylinder	4.80	-	-	-	4.80
Boiler Feed Water Tank	7.68	-	-	-	7.68
Diesel Driven Pump and Hydrant Line Extension	4.37	-	-	-	4.37
Eot Crane 15T and Semi Goliath Crane 5T	0.17	-	-	-	0.17
Plant Back Side Plot Filling	1.71	-	-	-	1.71
Replacement of Autoclave 3m Diameter	0.04	-	-	-	0.04
Stock Blender Assembly on Mixing Mill	1.16	-	-	-	1.16
Toluene Storage Tank	1.46	-	-	-	1.46
Total	**22.51**	**-**	**-**	**-**	**22.51**

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 3(d) Intangible assets

Particulars	Gross Block				Amortisation				Net Carrying Amount	
	As at 1 April 2021	Additions during the year	Disposals/ Adjustments during the year	As at 31 March 2022	As at 1 April 2021	For the year	Disposals/ Adjustments during the year	As at 31 March 2022	As at 31 March 2022	As at 31 March 2021
Intangible Assets										
Computer Softwares	28.05	1.65	-	29.70	24.62	1.96	-	26.58	3.12	3.43
	28.05	**1.65**	**-**	**29.70**	**24.62**	**1.96**	**-**	**26.58**	**3.12**	**3.43**

Particulars	Gross Block				Amortisation				Net Carrying Amount	
	As at 1 April 2020	Additions during the year	Disposals/ Adjustments during the year	As at 31 March 2021	As at 1 April 2020	For the year	Disposals/ Adjustments during the year	As at 31 March 2021	As at 31 March 2021	As at 31 March 2020
Intangible Assets										
Computer Softwares	26.05	2.00	-	28.05	21.88	2.74	-	24.62	3.43	4.17
	26.05	**2.00**	**-**	**28.05**	**21.88**	**2.74**	**-**	**24.62**	**3.43**	**4.17**

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 4 (a) Investment in subsidiaries and joint venture

Particulars	As at 31 March 2022	As at 31 March 2021
A. Investments in Equity Instruments		
Unquoted		
(i) Investment in subsidiaries		
Tega Industries, Inc.		
2,000 (31 March 2021: 2,000) fully-paid shares of USD 100 each	9.52	9.52
Tega Industries Australia Pty. Ltd.		
85,000 (31 March 2021: 85,000) fully-paid ordinary shares of AUD 1 each	2.31	2.31
Tega Investments Limited		
50,000 (31 March 2021: 50,000) fully paid shares of USD 1 each	2.32	2.32
Tega Industries Canada Inc		
50,000 (31 March 2021: 50,000) fully paid common shares of CAD 1 each	1.96	1.96
Tega Do Brasil Servicos Technicos Ltda		
450,497 (31 March 2021: 450,497) fully paid common shares of BRL 1 each	-	0.57
Tega Holdings Pte Limited		
100,280 (31 March 2021: 12,350) fully paid ordinary shares (refer note below)	4,504.18	0.43
(ii) Investment in Joint Venture		
Hosch Equipment (India) Limited		
112,500 (31 March 2021: 112,500) fully paid equity shares of ₹10 each	150.07	150.07
B. Investments in Preference Shares		
Unquoted		
(i) Investment in subsidiary		
Measured at FVTPL		
Tega Holdings Pte Limited		
NIL (31 March 2021: 595,250) fully paid Optionally Convertible Redeemable Preference Shares of USD 100 each (refer note below)	-	4,351.88
Total	**4,670.37**	**4,519.06**
Aggregate amount of unquoted investments	4,670.37	4,519.06
Aggregate amount of impairment in the value of investments	10.17	9.60

Note:

During the year ended 31 March 2022, 595,250 numbers of 3% Optionally Convertible Redeemable Preference Shares of USD 100 each invested in Tega Holdings Pte Limited, a wholly owned subsidiary of the company was converted into 87,930 number of ordinary shares.

Note: 4(b) Investment in others - non current

Particulars	As at 31 March 2022	As at 31 March 2021
I. Measured at FVTPL		
Investments in Mutual Funds		
Quoted		
ICICI Prudential Fixed Maturity Plan Series 85-1156 days - Direct Plan - Growth*#	-	60.62
NIL units (31 March 2021- 5,000,000 units)		
IDFC Fixed term Plan Series 177 - 1160 days - Direct Plan - Growth*#	-	85.13
NIL units (31 March 2021- 7,000,000 units)		
Mirae Asset Fixed Maturity Plan Series III-1122 days - Direct Plan - Growth*#	-	36.10
NIL units (31 March 2021- 3,000,000 units)		
Total	**-**	**181.85**

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 4(b) Investment in others - non current (contd.)

Particulars	As at 31 March 2022	As at 31 March 2021
# Classified under the head Investment - Current as at 31 March 2022		
* Marked under lien in favour of lenders for securing borrowings as at 31 March 2021		
Aggregate amount of quoted investments	-	181.85
Aggregate market value of quoted investments	-	181.85

Note: 5 Other financial assets - non current

Particulars	As at 31 March 2022	As at 31 March 2021
Unsecured, considered good (Unless otherwise stated)		
Security Deposits	7.89	9.12
Derivative assets	65.13	76.05
Other bank balances		
Earmarked accounts		
In deposit account*	-	8.28
Total	**73.02**	**93.45**

* NIL (31 March 2021: ₹1.53 Mn) Lodged as security against bank guarantee.

Note: 6 Non-Current tax assets (net)

Particulars	As at 31 March 2022	As at 31 March 2021
Advance Tax [net of provision for income tax of ₹1,601.22 Mn (31 March 2021: ₹1,038.68 Mn)	119.77	101.82
Total	**119.77**	**101.82**

Note: 7 Other non-current assets

Particulars	As at 31 March 2022	As at 31 March 2021
Unsecured, considered good		
Prepaid expenses	0.77	0.53
Capital advances	18.23	5.28
Total	**19.00**	**5.81**

Note: 8 Inventories

(At lower of cost and net realisable value)

Particulars	As at 31 March 2022	As at 31 March 2021
Raw materials [Includes Goods in transit ₹61.95 Mn (31 March 2021: ₹58.17 Mn)]	1,085.14	590.35
Work-in-progress	157.94	113.85
Finished goods	338.23	309.79
Stores and spares [Includes Goods in transit ₹3.45 Mn (31 March 2021: ₹1.82 Mn)]	98.20	67.05
Total	**1,679.51**	**1,081.04**

Notes: -

i) The Company has expensed inventory of ₹18.46 Mn (31 March 2021: ₹37.76 Mn) for writing down the value of inventories towards slow moving, non-moving and obsolete inventory.

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 8 Inventories (contd.)

ii) The mode of valuation of inventories has been stated in Note 2.9

iii) Inventories amounting to ₹1,679.51 Mn (31 March 2021 : ₹1,081.04 Mn) have been pledged to secure borrowings of the company. (Refer Note 19 and Note 22)

Note: 9 Investments - current

Particulars	As at 31 March 2022	As at 31 March 2021
I. Measured at FVTPL		
Quoted		
Investments in Mutual Funds		
ICICI Prudential Fixed Maturity Plan Series 85-1156 days - Direct Plan - Growth*#	63.22	-
5,000,000 units (31 March 2021: NIL units)		
IDFC Fixed term Plan Series 177 - 1160 days - Direct Plan - Growth*#	88.82	-
7,000,000 units (31 March 2021: NIL units)		
Mirae Asset Fixed Maturity Plan Series III-1122 days - Direct Plan - Growth*#	37.62	-
3,000,000 units (31 March 2021: NIL units)		
	189.66	**-**
Unquoted		
Investments in Mutual Funds		
Axis Short Term Fund - Direct Plan - Growth	163.07	155.24
6,111,231 units (31 March 2021: 6,111,231 units)		
Axis Treasury Advantage Fund - Direct Plan - Growth*	50.56	30.59
19,522 units (31 March 2021: 12,322 units)		
Aditya Birla Sun Life Corporate Bond Fund - Direct Plan - Growth	79.07	75.20
866,995 units (31 March 2021: 866,995 units)		
Aditya Birla Sun Life Money Manager Fund - Direct Plan - Growth	72.43	-
242,320 units (31 March 2021: NIL units)		
Aditya Birla Sun Life Banking and PSU Debt Fund - Direct Plan - Growth	46.40	44.17
152,462 units (31 March 2021: 152,462 units)		
DSP Low Duration Fund - Direct Plan - Growth	16.02	15.40
973,263 units (31 March 2021: 973,263 units)		
DSP Saving Fund - Direct Plan - Growth	0.13	50.07
2,924 units (31 March 2021: 1,189,187 units)		
DSP Ultra Short Fund - Direct Plan - Growth	56.47	185.83
19,062 units (31 March 2021: 65,104 units)		
DSP Banking and PSU Debt Fund - Direct Plan - Growth	34.25	32.90
1,715,129 units (31 March 2021: 1,715,129 units)		
HDFC Corporate Bond Fund - Direct Plan - Growth*	84.63	80.48
3,195,709 units (31 March 2021: 3,195,709 units)		
ICICI Prudential Ultra Short Term Fund - Direct Plan - Growth	136.41	140.51
5,705,071 units (31 March 2021: 6,141,689 units)		
ICICI Prudential Short Term Fund - Direct Plan - Growth	57.88	55.13
1,133,953 units (31 March 2021: 1,133,953 units)		
ICICI Prudential Savings Fund - Direct Plan - Growth*	30.42	29.17

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 9 Investments - current (contd.)

Particulars	As at 31 March 2022	As at 31 March 2021
69,502 units (31 March 2021: 69,502 units)		
IDFC Low Duration Fund - Direct Plan - Growth*	26.95	25.93
845,823 units (31 March 2021: 845,823 units)		
IDFC Corporate Bond Fund - Direct Plan - Growth	87.45	83.24
5,451,733 units (31 March 2021: 5,451,773 units)		
IDFC Bond Fund-Short Term - Direct Plan - Growth	34.21	32.72
698,262 units (31 March 2021: 698,262 units)		
Kotak Corporate Bond Fund - Direct Plan - Growth*	101.18	96.39
32,296 units (31 March 2021: 32,296 units)		
Kotak Savings Fund - Direct Plan - Growth	63.99	55.51
1,776,117 units (31 March 2021: 1,600,535 units)		
Kotak Banking and PSU Debt Fund - Direct Plan - Growth@^	58.39	55.43
1,075,722 units (31 March 2021: 1,075,722 units)		
Kotak Bond Short Term Plan - Direct Plan - Growth@^	58.32	55.49
1,276,236 units (31 March 2021: 1,276,236 units)		
Nippon India Banking & PSU Debt Fund - Direct Plan - Growth	141.69	134.84
8,211,606 units (31 March 2021: 8,211,606 units)		
Nippon India Money Market Fund - Direct Plan - Growth	21.10	-
6,296 units (31 March 2021: NIL units)		
SBI Banking and PSU Fund - Direct Plan - Growth@^	133.38	127.68
49,992 units (31 March 2021: 49,992 units)		
	1,554.40	**1,561.92**
Total	**1,744.06**	**1,561.92**

Classified under the head Investments - Non Current as at 31 March 2021

@ Marked under lien in favour of lenders for stand-by letter of credit given by the Company to secure the financial assistance extended to subsidiary company as at 31 March 2022

* Marked under lien in favour of lenders for securing borrowings as at 31 March 2021

^ Marked under lien in favour of lenders for stand-by letter of credit given by the Company to secure the financial assistance extended to subsidiary company as at 31 March 2021

Particulars	As at 31 March 2022	As at 31 March 2021
Aggregate amount of quoted investments	189.66	-
Aggregate market value of quoted investments	189.66	-
Aggregate amount of unquoted Investments	1,554.40	1,561.92

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 10 Trade receivables and contract assets

Particulars	As at 31 March 2022	As at 31 March 2021
Trade receivables		
(a) Unsecured, considered good	1,951.93	1,702.16
(b) Credit Impaired	39.48	21.27
	1,991.41	**1,723.43**
Allowances for Credit Loss	(51.56)	(41.63)
Net trade receivables	1,939.85	1,681.80
Contract Assets		
(a) Unsecured, considered good	144.95	118.95
Net Contract Assets	144.95	118.95
Total	**2,084.80**	**1,800.75**

Notes:

(a) Trade receivables ageing schedule:

(i) As at 31 March 2022

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(a) Undisputed trade receivable - considered good	830.71	901.45	89.37	105.49	22.27	2.64	1,951.93
(b) Undisputed trade receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
(c) Undisputed trade receivable - credit impaired	-	-	0.45	21.71	4.18	13.14	39.48
(d) Disputed trade receivable - considered good	-	-	-	-	-	-	-
(e) Disputed trade receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
(f) Disputed trade receivable - credit impaired	-	-	-	-	-	-	-
Total	**830.71**	**901.45**	**89.82**	**127.20**	**26.45**	**15.78**	**1,991.41**

(ii) As at 31 March 2021

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(a) Undisputed trade receivable - considered good	751.41	761.72	112.99	46.87	6.57	22.60	1,702.16
(b) Undisputed trade receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
(c) Undisputed trade receivable - credit impaired	-	-	0.23	2.52	0.80	17.72	21.27
(d) Disputed trade receivable - considered good							
(e) Disputed trade receivable - which have significant increase in credit risk							
(f) Disputed trade receivable - credit impaired	-	-	-	-	-	-	-
Total	**751.41**	**761.72**	**113.22**	**49.39**	**7.37**	**40.32**	**1,723.43**

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 10 Trade receivables and contract assets (contd.)

(b) There are no outstanding receivables due from directors or other officers of the Company.

(c) Trade Receivables and Contract Assets amounting to ₹2,084.80 Mn (31 March 2021 : ₹1,800.75 Mn) have been pledged to secure borrowings of the company. (Refer Note 19 and Note 22)

(d) Refer note 39A for credit risk

(e) Contract assets as at each reporting dates are undisputed and falling within the "Not Due" bracket. Unbilled dues amounting to NIL (31 March 2021: ₹1.52 Mn) are included under contract assets

(f) Refer Note 37 for receivables from related parties

Note: 11 Cash and cash equivalents

Particulars	As at 31 March 2022	As at 31 March 2021
Cash and cash equivalents		
Cash on hand	1.15	0.85
Balances with banks		
In current accounts	28.24	5.53
Total	**29.39**	**6.38**

Note: 12 Other bank balances

Particulars	As at 31 March 2022	As at 31 March 2021
Other bank balances		
Earmarked accounts - In Unpaid Dividend accounts	-	0.10
In deposit account *	7.06	5.30
Total	**7.06**	**5.40**

*Lodged as security against bank guarantee ₹0.74 Mn (31 March 2021: ₹5.21 Mn)

Note: 13 Loans

Particulars	As at 31 March 2022	As at 31 March 2021
Loan to employees	0.32	0.96
Total	**0.32**	**0.96**

Note:

(a) There are no outstanding loans due from directors or other officers of the Company.

(b) There are no loans and advances in the nature of loans granted to promoters, directors, KMPs, and the related parties (as defined under Companies Act, 2013) or other parties (including employees) either severely or jointly with any other person that are repayable on demand or without specifying any terms or period of repayment during the current or previous year. Loans granted to employees are unsecured in nature and are interest free. In respect of these loans, the schedule of repayment of principal amount has been stipulated and the employees are repaying the principal amount as stipulated in a regular manner. The terms and conditions under which these loans were granted are not prejudicial to the interest of the Company.

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 14 Other financial assets - current

Particulars	As at 31 March 2022	As at 31 March 2021
Unsecured, considered good		
Security deposits	36.23	9.02
Interest receivable	6.83	0.92
Derivative asset	26.31	30.76
Other receivables*	66.91	-
Accruals under duty drawback	1.91	1.57
Total	**138.19**	**42.27**

* Represents amount recoverable from selling shareholders on account of initial public offer expenses incurred by the Company on behalf of the selling shareholders. The said amount is lying in the Cash Escrow Account opened for the purpose of the initial public offer.

Note: 15 Other current assets

Particulars	As at 31 March 2022	As at 31 March 2021
Unsecured, considered good		
Accruals under other export incentives	85.23	118.94
Balance with government authorities	109.47	115.30
Advance to suppliers	54.11	25.64
Prepaid expenses	16.15	18.86
Employee advances	2.09	1.49
Total	**267.05**	**280.23**

Note: 16 Equity share capital

(a) Authorised share capital

Particulars	Number of shares	Amount
As at 1 April 2020	7,00,00,000	700.00
Changes during the year	-	-
As at 31 March 2021	**7,00,00,000**	**700.00**
Changes during the year	-	-
As at 31 March 2022	**7,00,00,000**	**700.00**

(b) Issued, Subscribed and fully Paid -up Shares

Particulars	Number of shares	Amount
As at 1 April 2020	5,76,00,868	576.01
Changes during the year	-	-
As at 31 March 2021	**5,76,00,868**	**576.01**
Changes during the year	86,92,281	86.92
As at 31 March 2022	**6,62,93,149**	**662.93**

(c) Equity shares held by holding company

Particulars	As at 31 March 2022		As at 31 March 2021	
	No.	% holding	No.	% holding
Equity Shares:				
Nihal Fiscal Services Private Limited	3,65,53,153	55.14%	3,65,53,153	63.46%

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 16 Equity share capital (contd.)

(d) Details of the shareholders holding more than 5% of equity shares of the Company

Particulars	As at 31 March 2022		As at 31 March 2021	
	No.	% holding	No.	% holding
Equity shares:				
Nihal Fiscal Services Private Limited, the Holding Company	3,65,53,153	55.14%	3,65,53,153	63.46%
Mr Madan Mohan Mohanka	53,48,502	8.07%	1,06,45,453	18.48%
Mr Manish Mohanka	72,78,925	10.98%	79,41,856	13.79%

(e) Rights, preferences and restrictions attached to equity shares

The company has one class of equity shares having par value of 10/-. Each equity shareholder is entitled to vote in the same proportion as the equity capital paid (whether fully paid or partly paid) held by the shareholder bears to the total paid up equity capital of the company. Each equity shareholder is entitled to dividend in proportion of the amount paid up as and when the company declares and pays dividend after obtaining shareholders' approval. Dividends are paid in Indian Rupees. In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Wagner Limited (""the Investor"") acquired 76,893 equity shares in the Company. The Company had issued Bonus shares in October 2013 in the ratio of 12:1. Post this issue the number of equity shares held by Wagner Limited in the Company stood at 999,609 shares (also refer note 47)."

Put Option on equity shares held by the Investor:

As per the shareholders agreement dated 29 April 2011 and subsequent amendments thereof , if for any reason, whatsoever, the Company fails to conduct the IPO before ("Put Option Trigger Date"), the Investor shall either require the Promoters to purchase any or all of the Investor Shares held by the Investor as on the date of exercise of the put option ("Put Shares"), and the Promoters shall be obliged to purchase the Put Shares ("Put Option"); cause the Company to buy back the Put Shares ("Buy-Back Option") at the Fair Market Value price per Put Share.

During the year ended 31 March 2022 pursuant to the Initial Public Offering (""IPO""), the 999,609 equity shares held by Investor were offered for sale.

(f) Shares reserved for issue under options

Pursuant to approved employee stock option scheme 2011, the Company has granted 498,628 nos of employees stock options of which none of the options have been exercised (also refer note 46).

(g) Shares held by the promoters and promoter group

Particulars	As at 31 March 2022			As at 31 March 2021		
	No. of shares	% of total shares	% change during the period	No. of shares	% of total shares	% change during the period
Equity shares:						
Promoters						
Mr. Madan Mohan Mohanka	53,48,502	8.07%	(10.41%)	1,06,45,453	18.48%	NIL
Mr. Mehul Mohanka	20,03,315	3.02%	3.02%	-	-	NIL
Mr. Manish Mohanka	72,78,925	10.98%	(2.81%)	79,41,856	13.79%	NIL
Mehul Mohanka (HUF)	-	-	(0.03%)	14,521	0.03%	NIL
Nihal Fiscal Services Private Limited, the Holding company	3,65,53,153	55.14%	(8.32%)	3,65,53,153	63.46%	NIL
Promoter Group						
Marudhar Food and Credit Limited	13,00,000	1.96%	(0.30%)	13,00,000	2.26%	NIL

(h) No equity shares were allotted as fully paid up by way of bonus shares or pursuant to contract(s) without payment being received in cash during the last five years. Further, none of the shares were bought back by the Company during the last five years.

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 17 Preference share capital

(a) Authorised share capital

Compulsorily Convertible Participatory Preference shares

Particulars	Number of shares	Amount
As at 1 April 2020	1,00,00,000	100.00
Changes during the year	-	-
As at 31 March 2021	**1,00,00,000**	**100.00**
Changes during the year	-	-
As at 31 March 2022	**1,00,00,000**	**100.00**

Redeemable Preference shares

Particulars	Number of shares	Amount
As at 1 April 2020	2,50,00,000	250.00
Changes during the year	-	-
As at 31 March 2021	**2,50,00,000**	**250.00**
Changes during the year	-	-
As at 31 March 2022	**2,50,00,000**	**250.00**

(b) Issued, Subscribed and fully Paid -up Shares

Compulsorily Convertible Participatory Preference shares

Particulars	Number of shares	Amount
As at 1 April 2020	86,92,281	86.92
Changes during the year	-	-
As at 31 March 2021	**86,92,281**	**86.92**
Changes during the year	(86,92,281)	(86.92)
As at 31 March 2022	**-**	**-**

(c) Details of preference shareholders holding more than 5% of preference shares of the Company

Particulars	As at 31 March 2022		As at 31 March 2021	
	No.	% holding	No.	% holding
Compulsorily Convertible Participatory Preference shares				
Wagner Limited	-	-	86,92,281	100%

(d) Rights, preferences and restrictions attached to preference shares

The Company has issued compulsorily convertible participatory preference shares (CCPP) at face value of ₹10/- each having right to a preferential dividend of a fixed amount aggregating to ₹500/-.

Conversion Option as at 31 March 2021:

The date of conversion is the earliest of:

(a) Immediately prior to transfer of CCPP by the Investor, (other than to its affiliates) in accordance with shareholders agreement dated 29 April 2011 and subsequent amendments thereof

(b) The Company filing its red herring prospectus for an initial public offering

(c) 30 September 2021

(e) Terms of conversion for compulsorily convertible participatory preference shares:

The Company had issued 668,637 compulsorily convertible participatory preference shares (CCPP) to Wagner Limited on the terms and conditions as detailed in the Share Subscription and Shareholder Agreement (the Agreement) dated 29 April 2011 and subsequent amendments thereof, entered into between the Company and Wagner Limited. The Agreement inter alia provided for the mode and manner of conversion of 668,637 CCPP into 668,637 Equity shares. The Company issued Bonus shares in October

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 17 Preference share capital (contd.)

2013 in the ratio of 12:1 on both its Equity shares and CCPP. Post this issue the number of CCPP held by Wagner Limited in the stands at 8,692,281 shares. Also refer Note 47.

In a liquidity event (a) the CCPP will rank senior to the Equity Shares and any other Equity Securities issued by the Company; and (b) the Shares shall have liquidation preference equal to the investment amount.

Optional Conversion:

The Investor shall have the right to convert the CCPP into Equity Shares (at the Investor's option); at any time and from time to time: (a) after 2 (two) years from the Closing Date; or (b) upon the occurrence of a Liquidity Event. ""Closing date"" as per "" Share Subscription and Share Purchase Agreement"" dated is the such dates as the party may mutually agree to in writing.

Put Option:

As per the shareholders agreement dated 29 April 2011 and subsequent amendments thereof , if for any reason, whatsoever, the Company fails to conduct the IPO before ("Put Option Trigger Date"), the Investor shall either require the Promoters to purchase any or all of the Investor Shares held by the Investor as on the date of exercise of the put option ("Put Shares"), and the Promoters shall be obliged to purchase the Put Shares ("Put Option"); cause the Company to buy back the Put Shares ("Buy-Back Option") at the Fair Market Value price per Put Share.

During the year ended 31 March 2022 aforesaid 8,692,281 CCPP of ₹86.92 million have been converted to 8,692,281 equity shares of ₹86.92 million and pursuant to the Initial Public Offering (""IPO""), the 8,692,281 equity shares held by Investor were offered for sale.

(f) No preference shares were allotted as fully paid up by way of bonus shares or pursuant to contract(s) without payment being received in cash during the last five years. Further, none of the shares were bought back by the Company during the last five years.

Note: 18 Other equity

Particulars	Refer following items	As at 31 March 2022	As at 31 March 2021
Securities premium	(i)	902.10	902.10
General reserve	(ii)	337.98	337.98
Retained earnings	(iii)	7,269.89	6,309.68
Share options outstanding account	(iv)	0.48	0.48
		8,510.45	**7,550.24**

Particulars	As at 31 March 2022	As at 31 March 2021
(i) **Securities premium**		
Balance at the beginning and end of the year	902.10	902.10
(ii) **General reserve**		
Balance at the beginning and end of the year	337.98	337.98
(iii) **Retained earnings**		
Balance at the beginning of the year	6,309.68	3,571.77
Profit for the year	959.39	2,735.58
Items of other comprehensive income recognised directly in retained earnings		
- Remeasurement of post-employment benefit obligation, net of tax	0.82	2.33
Appropriations:		
- Dividend on preference shares	-	(0.00^)
Balance at the end of the year	7,269.89	6,309.68
(iv) **Share options outstanding account**		
Balance at the beginning and end of the year	0.48	0.48
Total	**8,510.45**	**7,550.24**

^Amount is below the rounding off norm adopted by the Company

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 18 Other equity (contd.)

Nature and purpose of other reserves

(i) Securities premium

Securities premium is used to record premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Indian Companies Act, 2013 (the "Companies Act").

(ii) General reserve

Under the erstwhile Companies Act 1956, a general reserve was created through an annual transfer of net profit at a specified percentage in accordance with applicable regulations. Consequent to the introduction of the Companies Act 2013, the requirement to mandatory transfer a specified percentage of net profit to general reserve has been withdrawn.

(iii) Retained earnings

Retained Earnings are the profits that the Company has earned till date, less any transfer to general reserve, dividends or other distributions paid to shareholders.

(iv) Share options outstanding account

The share options outstanding account is used to recognise the grant date fair value of options issued to employees under the Company's Employee stock option plan. Refer note 46.

Note: 19 Borrowings - non current

Particulars	As at 31 March 2022	As at 31 March 2021
Secured		
Foreign currency term loan* [Refer (a) and (b) below]	773.08	906.56
Less: Current maturities of long term debt [(Refer Note 22]	(216.01)	(160.84)
	557.07	**745.72**
Secured		
Vehicle loans from banks and financial institutions [Refer (c) below]	4.42	8.74
Less: Current maturity of long-term-debt [Refer note 22]	(4.42)	(2.63)
	-	**6.11**
Total	**557.07**	**751.83**

(a) Details of secured term loan facilities from bank are as follows: -

Particulars	As at 31 March 2022*	As at 31 March 2021*	Currency	Maturity Date	Interest Rate
Repayable in 20 unequal quarterly instalments starting from 28 June 2018 in the following manner:(a) first 4 instalments of 2.50% each (b) next 6 instalments of 4.00% each (c) next 2 instalments of 6.00% each (d) next 4 instalments of 8.00% each (e) next 2 instalments of 5.00% each (f) next 2 instalments of 6.00% each.	41.69	98.70	USD	28-Mar-23	3 month USD LIBOR plus 300 basis points
Repayable in 28 unequal quarterly instalments starting from 28 June 2018 in the following manner:(a) first 4 instalments of 0.50% each (b) next 4 instalments of 1.00% each (c) next 6 instalments of 2.00% each (d) next 4 instalments of 4.00% each (e) next 6 instalments of 6.00% each (f) next 4 instalments of 7.50% each.	140.22	157.19	USD	28-Mar-25	3 month USD LIBOR plus 325 basis points

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 19 Borrowings - non current (contd.)

Particulars	As at 31 March 2022*	As at 31 March 2021*	Currency	Maturity Date	Interest Rate
Repayable in 20 unequal quarterly instalments starting from 22 October 2019 in the following manner:(a) first 4 instalments of 2.50% each (b) next 6 instalments of 4.00% each (c) next 2 instalments of 6.00% each (d) next 4 instalments of 8.00% each (e) next 2 instalments of 5.00% each (f) next 2 instalments of 6.00% each.	250.12	299.75	USD	22-Jul-24	3 month USD LIBOR plus 290 basis points
Repayable in 28 unequal quarterly instalments starting from 22 October 2019 in the following manner:(a) first 4 instalments of 0.50% each (b) next 4 instalments of 1.00% each (c) next 6 instalments of 2.00% each (d) next 4 instalments of 4.00% each (e) next 6 instalments of 6.00% each (f) next 4 instalments of 7.50% each.	341.05	350.92	USD	22-Jul-26	3 month USD LIBOR plus 315 basis points

* based on closing rates

(b) Term loans of ₹773.08 Mn (31 March 2021: ₹906.56 Mn) are secured by first charge on pari passu basis with the existing lender wherever applicable on property, plant and equipment (both moveable and immovable) and right-of-use land of the Company and second charge on the current assets to be shared on pari passu basis with the other working capital lenders of the borrower. As at 31 March 2021, the Company had exclusive charge of term loans over certain mutual funds given on lien as Minimum Reserve Amount. Also refer note 4(b) and 9.

(c) Vehicle loans of ₹4.42 Mn (31 March 2021: ₹8.74 Mn) is secured by hypothecation of vehicle purchased and are repayable in thirty six (31 March 2021: thirty six to sixty) monthly equated installments commencing from the subsequent month in which the loan is taken carrying fixed interest of 10.75% per annum (31 March 2021: 8.50% to 12.00% per annum).

Note: 20 Other financial liabilities - non current

Particulars	As at 31 March 2022	As at 31 March 2021
Derivative liabilities	43.86	89.23
Total	**43.86**	**89.23**

Note: 21 Deferred tax liabilities (net)

Particulars	As at 31 March 2022	As at 31 March 2021
The balances comprises temporary differences attributable to: -		
Deferred tax liabilities		
Property, plant and equipment and intangible assets	16.19	21.85
Fair Value of investments	41.22	26.81
Right-of-Use Assets	2.13	8.84
Others	9.75	-
Total	**69.29**	**57.50**

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 21 Deferred tax liabilities (net) (contd.)

Particulars	As at 31 March 2022	As at 31 March 2021
Deferred tax assets		
Allowance for doubtful debts and advances	12.98	10.48
Amounts allowable for tax purpose on payment basis	29.88	35.16
Lease liabilities	2.54	10.55
Total	**45.40**	**56.19**
Deferred tax liabilities (net)	**23.89**	**1.31**

Refer note 36 for tax expense

Note: 22 Borrowings- current

Particulars	As at 31 March 2022	As at 31 March 2021
Secured (refer below)		
(a) Rupee loan from banks	587.04	626.00
(b) Foreign Currency loan from banks	325.36	-
(c) Current maturities of long-term debt		
Term loan from banks	216.01	160.84
Vehicle loan from banks and financial institutions	4.42	2.63
Total	**1,132.83**	**789.47**

Nature of Security:

All the above facilities mentioned in (a) and (b) are secured by first charge over entire current assets (both present and future) of the Company on pari-passu basis with other banks and second charge on property, plant and equipment (both moveable and immovable) and right-of-use land of the Company on pari-passu basis with other Banks. Interest rate ranges from 0.19 % to 10.10% (31 March 2021: 4.50% to 13.50%).

Note: 23 Trade payables

Particulars	As at 31 March 2022	As at 31 March 2021
(a) Total outstanding dues of micro and small enterprises (Refer below)	79.67	42.20
(b) Total outstanding dues of creditors other than micro and small enterprises		
(i) Acceptances	17.19	372.18
(ii) Others	585.27	340.72
Total	**682.13**	**755.10**

Notes:

(a) 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. The disclosure relating to micro and small enterprises is as below:

Particulars	As at 31 March 2022	As at 31 March 2021
(i) The Principal amount and the interest due thereon remaining unpaid to any supplier as at the end of the year.		
Principal Amount* :	63.03	24.88
Interest :	0.13	1.87
(ii) The amount of interest paid / adjusted by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprise Development (MSMED) Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the year.	-	-

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 23 Trade payables (contd.)

Particulars	As at 31 March 2022	As at 31 March 2021
(iii) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006;	2.28	-
(iv) The amount of interest accrued and remaining unpaid at the end of accounting year; and	22.07	17.32
(v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006;	2.34	1.84

*Includes dues of micro and small enterprises included under financial liabilities.

(b) Trade payables ageing schedule:

(i) As at 31 March 2022

Particulars	Outstanding for following periods from due date of payment						
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(a) Undisputed total outstanding dues of micro and small enterprises	-	31.65	33.96	2.83	-	11.23	79.67
(b) Undisputed total outstanding dues of creditors other than micro and small enterprises	156.72	226.01	211.17	1.41	5.56	1.59	602.46
(c) Disputed dues of micro and small enterprises	-	-	-	-	-	-	-
(d) Disputed total outstanding dues of creditors other than micro and small enterprises	-	-	-	-	-	-	-
Total	**156.72**	**257.66**	**245.13**	**4.24**	**5.56**	**12.82**	**682.13**

(ii) As at 31 March 2021

Particulars	Outstanding for following periods from due date of payment						
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(a) Undisputed total outstanding dues of micro and small enterprises	-	27.33	3.95	-	3.51	7.41	42.20
(b) Undisputed total outstanding dues of creditors other than micro and small enterprises	82.19	513.74	102.55	10.53	0.81	3.08	712.90
(c) Disputed dues of micro and small enterprises	-	-	-	-	-	-	-
(d) Disputed total outstanding dues of creditors other than micro and small enterprises	-	-	-	-	-	-	-
Total	**82.19**	**541.07**	**106.50**	**10.53**	**4.32**	**10.49**	**755.10**

(c) Refer Note 37 for payables to related parties

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 24 Other financial liabilities - current

Particulars	As at 31 March 2022	As at 31 March 2021
Interest accrued but not due on borrowings	4.96	5.10
Unpaid dividend	-	0.10
Derivative liabilities	16.87	19.21
Other payables		
Capital creditors	14.70	12.58
Security deposit	1.27	1.21
Employee related liabilities	72.60	60.87
Others*	66.91	-
Total	**177.31**	**99.07**

* represents amount payable against IPO expenses incurred by the Company. Also refer note 14.

Note: 25 Provisions - current

Particulars	As at 31 March 2022	As at 31 March 2021
(a) Provision for employee benefits (Refer note 32.1)		
Provision for gratuity	30.80	24.17
Provision for compensated absences	39.85	37.41
(b) Others		
Provision for warranty [Refer note (A) below]	16.01	36.25
Proposed dividend on preference shares	-	0.00^
Total	**86.66**	**97.83**

^ Amount is below the rounding off norm adopted by the Company

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
(A) Movement in Provision for warranty:		
Opening balance	36.25	19.81
Provision created during the year	11.34	23.29
Provision used during the year	(31.58)	(6.85)
Closing balance	**16.01**	**36.25**
- Short Term	16.01	36.25

Nature of provisions :

The Company has given warranties on certain products and services, undertaken to repair or replace the items that failed to perform satisfactorily during the warranty period. Provision made as on 31 March 2022 and 31 March 2021 represent the amount of the expected cost of meeting such obligation of rectification/ replacement.

Note: 26 Current tax liabilities (net)

Particulars	As at 31 March 2022	As at 31 March 2021
Provision for tax net of advance tax to the extent of ₹954.39 Mn (31 March 2021: ₹1230.86 Mn)	20.23	50.28
Total	**20.23**	**50.28**

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 27 Other current liabilities

Particulars	As at 31 March 2022	As at 31 March 2021
Advances received from customers	148.87	81.56
Deferment of revenue	65.05	38.87
Grant relating to export benefits	90.83	67.81
Other payables		
Liability towards corporate social responsibility*	3.80	-
Statutory dues (Contribution to PF and ESIC, GST, Withholding Taxes, Entry Tax, etc.)	68.85	74.42
Total	**377.40**	**262.66**

* Refer Note 35(a)(i)

Note: 28 Revenue from operations

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Revenue from operations	5,919.86	4,968.15
Total	**5,919.86**	**4,968.15**

The Company has recognised the following amounts relating to revenue in the standalone statement of profit and loss:

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
(i) Sale of products	5,596.80	4,680.25
(ii) Sale of services	117.66	68.47
	5,714.46	**4,748.72**
(ii) Other operating revenue		
Sale of scrap	52.09	40.31
Commission income	16.35	16.34
Duty drawback and other export incentives	97.24	118.79
Service fees	39.72	43.99
Total	**5,919.86**	**4,968.15**

(i) Disaggregation of revenue from contracts with customers: -

The Company derives revenue from the transfer of goods and services in the following geographical regions:

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
North America	840.09	787.63
South America	606.44	253.56
EMER (Europe, Middle East and Russia)	982.34	1,081.40
Africa	1,767.57	1,225.16
Asia Pacific (South East Asia and Australia)	560.74	493.01
India	957.28	907.96
Total	**5,714.46**	**4,748.72**

During the year ended 31 March 2021, the Company has revised the geographical regions based on which their Chief Operating Decision Maker ('CODM') views its disaggregation of revenue. As a result of this the Company has clubbed "South East Asia" region and "Australia" region into "Asia Pacific" region. Also "Other Foreign Countries" region and "Europe" region has been clubbed into "EMER" region. Accordingly, in accordance with Ind AS 115, disaggregation based on the Company's presence have been identified as "North America", "South America", "EMER", "Africa", "Asia Pacific" and "India". In view of the aforesaid change, "South East Asia", "Australia", "Other Foreign Countries" and "Europe" are no longer shown separately.

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 28 Revenue from operations (contd.)

(ii) The Company has recognised the following revenue-related contract assets and liabilities:

Particulars	Note	As at 31 March 2022	As at 31 March 2021
Contract assets	10	144.95	118.95
Total contract assets		**144.95**	**118.95**
Contract liabilities-Deferment of revenue	27	65.05	38.87
Contract liabilities-Advances received from customers	27	148.87	81.56
Total contract liabilities		**213.92**	**120.43**

(iii) 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 March 2022	Year ended 31 March 2021
Revenue recognised that was included in the contract liabilities balance at the beginning of the period:		
Sale contracts	66.54	90.53

(iv) Details of long term sale contracts pending for execution

The following table shows probable future revenues arising from long-term sale contracts:

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Aggregate amount of the transaction price allocated to long-term sale contracts that are partially or fully un-executed	732.96	1,231.63

Management expects that 87% of the transaction price allocated to the pending contracts as of 31 March 2022 will be recognised as revenue during the next reporting period and the remaining 13% will be recognised in the subsequent financial years. The amount disclosed above does not include variable consideration which is constrained.

Management expects that 55% of the transaction price allocated to the pending contracts as of 31 March 2021 will be recognised as revenue during the next reporting period and the remaining 45% will be recognised in the subsequent financial years. The amount disclosed above does not include variable consideration which is constrained.

All other sale contracts are for periods of one year or less or are billed based on time incurred. As permitted under Ind-AS 115, the transaction price allocated to these pending contracts is not disclosed.

(v) The following table shows reconciliation of revenue recognised with contract price:

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Contract Price	5,743.78	4,788.22
Adjustments for:		
Refund Liabilities - Claims/ Liquidating damages	(3.14)	(14.47)
Contract Liabilities - Unfulfilled obligations*	(26.18)	(25.03)
Total	**5,714.46**	**4,748.72**

* These unfulfilled obligations are expected to be settled within the next 12 months.

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 29 Other income

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
(a) **Interest income**		
on financial instruments at amortised cost	0.72	1.62
on income tax refund	-	0.50
(b) **Dividend income**		
from investments measured at FVTPL	-	11.81
from joint venture	56.25	2.25
(c) **Other non-operating income**		
Net fair value gain on investments classified at FVTPL	226.38	1,966.53
Net gain on sale of investments classified at FVTPL	5.31	2.50
Net gain on foreign currency transaction and translation	124.75	137.50
Liabilities/ provisions no longer required written back	-	9.60
Marketing Fee Income	-	3.09
Mark to market gain on derivative instruments (net)	32.34	64.87
Miscellaneous receipts	4.87	4.59
Total	**450.62**	**2,204.86**

Note: 30 Cost of materials consumed

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Opening stock	590.35	470.25
Add: Purchases	3,221.33	2,165.91
Less: Closing stock	(1,085.14)	(590.35)
Total	**2,726.54**	**2,045.81**

Note: 31 Changes in inventories of finished goods and work-in-progress

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Closing Stock:		
Finished Goods	338.23	309.79
Work-in-Progress	157.94	113.85
	496.17	**423.64**
Less : Opening Stock:		
Finished Goods	309.79	241.80
Work-in-Progress	113.85	107.44
	423.64	**349.24**
(Increase) in finished goods and work-in-progress	**(72.53)**	**(74.40)**

Note: 32 Employee benefits expense

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Salaries and wages	469.88	431.27
Contribution to provident and other funds (Refer note 32.1)	38.23	31.19
Staff welfare expenses	31.73	29.97
Total	**539.84**	**492.43**

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 32.1 Employee benefits obligations

(i) Post-employment obligations

(a) Defined contribution plan

The Company makes Provident Fund and Superannuation Fund contributions to defined contribution plans for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
i) Contribution to Provident Fund *	19.20	16.01
ii) Contribution to Superannuation Fund *	10.23	7.08
	29.43	**23.09**

(*) recognised under ' Contribution to provident and other funds' in Note 32.

(b) Defined benefit plan- Funded Gratuity

The Company provides for gratuity, a defined benefit retirement plan covering eligible employees. As per scheme, the Gratuity Trust fund managed by the Trust, makes payment to vested employees on retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's eligible salary (half month's salary) depending upon the tenure of service subject to a revised maximum limit of amount payable under Payment of Gratuity Act. Liabilities with regard to the Gratuity plan are determined by actuarial valuation as set out in Note 2.15 based upon which, the Company makes contribution to the Gratuity fund.

(ii) Other long term employee benefit plans

The leave obligations cover the Company's liability for other long term benefits.

Compensated absences cover the Company's liability for sick and earned leave. As the Company does not have an unconditional right to defer the payment beyond 12 months the entire amount has been treated as current.

(iii) Balance sheet recognition

a) Gratuity

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation (Gratuity) over the year are as follows:

Particulars	Present value of obligation	Fair value of plan assets	Net amount
As at 1 April 2020	57.38	(38.17)	19.21
Current service cost	6.83	-	6.83
Interest expense/ (income)	3.79	(2.52)	1.27
Total amount recognised in statement of profit and loss	**10.62**	**(2.52)**	**8.10**
Remeasurements			
Return on plan assets, excluding amounts included in interest expense/ (income)	-	(0.01)	(0.01)
Actuarial (gain)/ loss from change in demographic assumptions	-	-	-
Actuarial (gain)/ loss from change in financial assumptions	(2.10)	-	(2.10)
Actuarial (gain)/ loss from unexpected experience	(1.00)	-	(1.00)
Total amount recognised in other comprehensive (income)/ loss	**(3.10)**	**(0.01)**	**(3.11)**
Employer contributions/ premium paid	-	(0.03)	(0.03)
Benefit payments	(2.73)	2.73	-
As at 31 March 2021	**62.17**	**(38.00)**	**24.17**

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 32.1 Employee benefits obligations (contd.)

Particulars	Present value of obligation	Fair value of plan assets	Net amount
As at 1 April 2021	62.17	(38.00)	24.17
Current service cost	7.13	-	7.13
Interest expense/ (income)	4.29	(2.62)	1.67
Total amount recognised in statement of profit and loss	**11.42**	**(2.62)**	**8.80**
Remeasurement			
Return on plan assets, excluding amounts included in interest expense/ (income)	-	0.52	0.52
Actuarial (gain)/ loss from change in demographic assumptions	-	-	-
Actuarial (gain)/ loss from change in financial assumptions	(2.24)	-	(2.24)
Actuarial (gain)/ loss from unexpected experience	0.62	-	0.62
Total amount recognised in other comprehensive (income)/ loss	**(1.62)**	**0.52**	**(1.10)**
Employer contributions/ premium paid	-	(1.07)	(1.07)
Benefit payments	(5.14)	5.14	-
As at 31 March 2022	**66.83**	**(36.03)**	**30.80**

(iv) Significant estimates: actuarial assumptions

The significant actuarial assumptions were as follows:

Particulars	As at 31 March 2022	As at 31 March 2021
Discount Rate	7.20%	6.90%
Rate of Salary Increase	8.50%	8.50%
Rate of Employee Turnover		
Upto 30 years	9.00%	9.00%
From 31 years to 44 years	4.00%	4.00%
More than 44 years	2.00%	2.00%
Mortality Rate During Employment	IALM 12-14 Ultimate	IALM 12-14 Ultimate

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors.

The expected return on plan assets is determined after taking into consideration composition of the plan assets held, assessed risks of assets management, historical results of the return on plan assets, and other relevant factors.

(v) Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Particulars	% change compared to base due to sensitivity			
	As at 31 March 2022		As at 31 March 2021	
	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 1%)	**11.91%**	**(10.00%)**	**12.01%**	**(10.06%)**
	7.96	(6.68)	7.47	(6.25)
Salary Growth Rate (- / + 1%)	**(9.41%)**	**10.61%**	**(9.75)%**	**10.69%**
	(6.29)	7.09	(6.06)	6.65
Attrition Rate (- / + 50%)	**2.03%**	**(1.59%)**	**2.61%**	**(2.04%)**
	1.36	(1.06)	1.62	(1.26)
Mortality Rate (- / + 10%)	**0.13%**	**(0.13%)**	**0.19%**	**(0.19%)**
	0.09	(0.08)	0.12	(0.12)

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 32.1 Employee benefits obligations (contd.)

benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

(vi) The major categories of plans assets

Particulars	As at 31 March 2022	As at 31 March 2021
Category of Plan Assets		
Funds Managed by Insurer	95.37%	98.14%
Bank balance	4.63%	1.86%
Total	**100.00%**	**100.00%**

(vii) Risk exposure

Valuations are performed on certain basic set of pre-determined assumptions and other regulatory framework which may vary overtime. Thus, the Company is exposed to various risks in providing the above gratuity benefit which are as follows:

Interest Risk:

The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in standalone financial statements).

Liquidity Risk:

This is the risk that the Company is not able to meet the short-term gratuity pay-outs. This may arise due to non-availability of enough cash/ cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

Salary Escalation Risk:

The present value of the defined benefit plan's calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

Demographic Risk:

The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.

Regulatory Risk:

Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act, 1972 (as amended from time to time). There is a risk of change in regulations requiring higher gratuity pay-outs (e.g. Increase in the maximum limit on gratuity of ₹2.00 Mn).

(viii) Defined benefit liability and employer contributions

The company expects to contribute ₹30.80 Mn to the funded retiring gratuity plan in the financial year 2022-23.

The weighted average duration of the defined benefit obligation is 12 years (31 March 2021: 12 years).

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 33 Finance costs

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Interest expenses on		
Leases	2.39	6.08
Income tax	-	4.55
Bank borrowings and others	56.55	77.37
Other borrowing costs	2.43	5.49
Applicable loss on foreign currency transactions and translations	18.31	33.99
Total	**79.68**	**127.48**

Note: 34 Depreciation and amortisation expenses

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Depreciation on property plant and equipment [refer note 3(a)]	180.23	206.14
Depreciation on Right-of-use asset [refer note 3(b)]	25.17	38.75
Amortisation of intangible assets [refer note 3(d)]	1.96	2.74
Total	**207.36**	**247.63**

Note: 35 Other expenses

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Consumption of stores and spare parts	67.17	45.52
Power and fuel	199.68	158.10
Rent	5.85	5.06
Repairs to buildings	14.10	13.36
Repairs to machinery	58.24	38.47
Repairs to others	41.29	34.04
Insurance expenses	15.99	15.66
Bank charges	6.95	9.67
Rates and taxes	11.03	16.15
Fabrication and other expenses	139.32	144.56
Travelling and conveyance	44.54	31.85
Commission to selling agents	14.36	5.72
Marketing fees	161.90	76.17
Packing and forwarding (net)	503.89	324.11
Product installation expenses	99.55	75.83
Postage, telephone and fax	6.15	6.31
Sales promotion expenses	4.92	5.19
Professional fees	69.38	58.90
Expenditure on corporate social responsibility activities [refer (a) below]	15.33	27.26
Directors' sitting fees	0.78	0.34
Allowance for expected credit loss (including bad debts and advances written off) [refer note 39A]	17.04	6.39
Warranty expenses	11.34	23.29
Net loss on sale of property, plant and equipment including intangible assets (including loss on assets scrapped/ written off)	2.07	37.64

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 35 Other expenses (contd.)

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Derivatives at FVTPL		
Swap/ Option Loss on derivative settlement (net)	36.32	44.56
Provision for diminution in the value of investments	0.57	9.60
Payment to auditors [refer (b) below]	6.72	5.27
Miscellaneous expenses	97.39	69.49
Total	**1,651.87**	**1,288.51**

(a) Expenditure on corporate social responsibility activities

(i) Details of corporate social responsibility expenditure are set out below:

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Amount required to be spent as per Section 135 of the Act	14.96	11.22
Amount spent during the year on:		
(i) Construction/ acquisition of an asset@		
- Paid in cash*	9.20	NIL
- Yet to be paid in cash#	3.80	NIL
(ii) On purposes other than (i) above		
- Paid in cash	2.02	27.26
- Yet to be paid in cash	0.31	NIL
Total	**15.33**	**27.26**

@ assets are not in the books of the Company

includes ₹3.80 Mn (31 March 2021: NIL) accruals towards unspent obligations in relation to ongoing projects which has been, subsequent to year end, transferred to separate unspent CSR account within the timeline in compliance with section 135(6) of the Companies Act, 2013.

* Includes ₹5.00 Mn (31 March 2021: NIL) contributed towards West Bengal State Disaster Management Authority Fund to combat COVID-19 pandemic.

(ii) Details of corporate social responsibility expenditure under Section 135(5) of the Act in respect of other than ongoing projects:

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Opening Balance unspent	-	0.49
Amount deposited in Specified Fund of Schedule VII of the Act within 6 months	-	-
Amount required to be spent during the year	14.96	11.22
Amount spent during the year	15.33	27.26
Closing Balance unspent	-*	-*

*The Company does not propose to set off excess amount spent during the year aggregating to ₹0.37 Mn (31 March 2021: ₹15.55 Mn) for set off in succeeding financial years.

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 35 Other expenses (contd.)

(b) Payment to auditors (include Auditors remuneration paid/payable for the year):

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
As Auditors		
i) audit fees	5.00	4.01
ii) limited review	0.83	-
iii) tax audit fees	0.60	0.49
iv) certification fees	0.20	0.75
v) reimbursement of expenses	0.09	0.02
Total	**6.72**	**5.27**

The Company has paid ₹18.44 Mn (31 March 2021: NIL) as fees including reimbursement of expenses for the Initial Public Offer related audit deliverables. The same has not been included above since it is recoverable from the selling shareholders.

Note: 36 Income tax expense

This note provides an analysis of the Company's income tax expense, shows amounts that are recognised directly in equity and how the tax expense is affected by non-assessable and non-deductible items. It also explains significant estimates made in relation to the Company's tax positions.

a) Movement in deferred tax liability/ (assets)

As at 31 March 2022

Particulars	Opening	Charged/ (credited) to Profit/Loss Account	Charged/ (credited) to Other Comprehensive Income	Closing
Property, plant and equipment and intangible assets	21.85	(5.66)	-	16.19
Fair Value of investments	26.81	14.41	-	41.22
Right-of-Use Assets	8.84	(6.71)	-	2.13
Others	-	9.75	-	9.75
Allowance for doubtful debts and advances	(10.48)	(2.50)	-	(12.98)
Amounts allowable for tax purpose on payment basis	(35.16)	5.00	0.28	(29.88)
Lease liabilities	(10.55)	8.01	-	(2.54)
Total	**1.31**	**22.30**	**0.28**	**23.89**

As at 31 March 2021

Particulars	Opening	Charged/ (credited) to Profit/Loss Account	Charged/ (credited) to Other Comprehensive Income	Closing
Property, plant and equipment and intangible assets	53.53	(31.68)	-	21.85
Fair Value of investments	7.44	19.37	-	26.81
Right-of-Use Assets	23.32	(14.48)	-	8.84
Allowance for doubtful debts and advances	(23.62)	13.14	-	(10.48)
Amounts allowable for tax purpose on payment basis	(42.75)	6.81	0.78	(35.16)
Lease liabilities	(25.40)	14.85	-	(10.55)
Total	**(7.48)**	**8.01**	**0.78**	**1.31**

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 36 Income tax expense (contd.)

b) Income Tax Expense

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Current tax		
Current tax on profits for the year	256.03	301.96
Total current tax expense	**256.03**	**301.96**
Deferred tax		
Decrease/ (increase) in deferred tax assets	10.51	34.80
(Decrease)/ increase in deferred tax liabilities	11.79	(26.79)
Total deferred tax expense/ (benefit)	**22.30**	**8.01**
Total tax expense	**278.33**	**309.97**

c) Reconciliation of tax expense and the accounting profit multiplied by tax rate:

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Profit before tax	1,237.72	3,045.55
Tax at the Indian tax rate of 25.17% (31 March 2021: 25.17%)	**311.51**	**766.50**
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Effect of Income exempt from taxation (80JJAA)	-	(0.21)
Items not deductible in tax	5.07	15.85
Fair Value adjustments on certain investments on which deferred tax not created	(38.22)	(475.27)
Effect of change in tax rate	-	4.18
Others	(0.03)	(1.08)
Total tax expense	**278.33**	**309.97**

d) The Company during the year ended 31 March 2021 has opted for the new tax regime under Section 115BAA of the Act, which provides a domestic company with an option to pay tax at a rate of 22.00% (effective rate of 25.17%). The lower rate shall be applicable subject to certain conditions, including that the total income should be computed without claiming specific deduction or exemptions.

The Company has elected to exercise the option permitted under new tax rate regime during the financial year ended 31 March 2021 and accordingly remeasured deferred tax balances expected to reverse in future periods based on the revised applicable tax rate.

e) Deferred taxes on fair value adjustments recognised in the company's financial statements with respect to investments in preference shares of a subsidiary has not been recognised due to uncertainty surrounding availability of future capital gains against which such capital loss can be offset.

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 37 Related Party Transactions

Related party disclosure pursuant to Ind AS 24 prescribed under the act

Details of related parties:

Description of relationship	Names of related parties
Ultimate Holding Company	Nihal Fiscal Services Private Limited
Subsidiaries	Tega Industries, Inc.
	Tega Industries Australia Pty. Ltd.
	Tega Industries Canada Inc.
	Tega Investments Limited
	Tega Do Brasil Servicos Technicos Ltda
	Tega Holdings Pte Limited
Subsidiaries of Subsidiary	Tega Investments South Africa Proprietary Limited
	Tega Industries Africa Proprietary Limited
	Tega Holdings Pty Ltd
	Losugen Pty Ltd
	Tega Industries Chile SpA
Fellow Subsidiaries	Maple Orgtech (India) Limited
	MM Aqua Technologies Limited
Joint Venture	Hosch Equipment (India) Limited
Key Management Personnel (KMP)	Madan Mohan Mohanka - Chairman and Whole-time Director
	Mehul Mohanka - Managing Director
	Manju Mohanka - Director (upto 3 August 2021)
	Syed Yaver Imam - Whole Time Director (Non-Executive Director upto 31 March 2021)
	Jahar Saha - Director (upto 8 October 2020)
	Hemant Madhusudan Nerurkar - Director (upto 31 March 2022)
	Rudolph Michael Edge - Director (upto 31 March 2022)
	Dhiraj Poddar - Director (upto 10 November 2021)
	Jagdishwar Prasad Sinha - Director (from 1 May 2021)
	Madhu Dubhashi - Director (from 1 May 2021)
	Manoj Kumar Agarwal - Chief Financial Officer and Company Secretary (Company Secretary from 23 December 2021)
	Sudipta Bhowal - Company Secretary (upto 18 December 2021)
Relatives of KMP	Manju Mohanka (from 4 August 2021)
	Manish Mohanka
Post Employment Benefit Plan	Tega India Ltd Employees Gratuity Fund
	Tega India & Associate Companies Super Annuation Fund
	Tega Industries (SEZ) Ltd Super Annuation Fund
	Tega Industries (SEZ) Ltd Gratuity Trust
Entities in which KMP/ Relatives of KMP can exercise significant influence	TPW Engineering Limited

Note: Related parties have been identified by the Management.

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 37 Related Party Transactions (contd.)

Related party disclosure pursuant to Ind AS 24 prescribed under the act

Related Party Transactions for the year ended 31 March 2022:

Particulars	Subsidiaries	Joint Venture	Fellow Subsidiaries	Post Employment Benefit Plan	KMP	Relatives of KMP	Entities in which KMP/ relatives of KMP can exercise significant influence	Total
Business Support Service Income	25.77	9.46	1.25	-	-	-	-	36.48
Business Support Expense	-	-	0.48	-	-	-	-	0.48
Purchase of Goods	-	2.84	-	-	-	-	-	2.84
Purchase of Fixed Assets	0.09	-	-	-	-	-	0.46	0.55
Sale of Goods & Service	2,184.25	12.01	0.19	-	-	-	-	2,196.45
Reimbursement of Expenses	111.89	0.29	0.19	-	-	-	-	112.37
Recovery of Expenses@	29.94	-	-	-	-	-	0.01	29.95
Marketing Fee (Expenses)	161.90	-	-	-	-	-	-	161.90
Dividend Received	-	56.25	-	-	-	-	-	56.25
Sales Commission Earned	-	16.35	-	-	-	-	-	16.35
Rent/ Service Charges/ Hire Charges paid	-	-	0.41	-	0.07	1.65	18.66	20.79
Contribution to post employment benefit plan	-	-	-	10.83	-	-	-	10.83
Security deposits given/ (recovered) (net)	-	0.03	-	-	-	-	-	0.03

@ includes ₹1.33 Mn on account of guarantee (stand-by letter of credit) commission recovered from a subsidiary

Related Party Transaction for the year ended 31 March 2021:

Particulars	Subsidiaries	Joint Venture	Fellow Subsidiaries	Post Employment Benefit Plan	KMP	Relatives of KMP	Entities in which KMP/ relatives of KMP can exercise significant influence	Total
Business Support Service Income	33.31	9.30	1.08	-	-	-	-	43.69
Business Support Expense	-	-	1.86	-	-	-	-	1.86
Purchase of Goods	4.24	0.96	0.10	-	-	-	-	5.30
Sale of Goods & Service	1,564.59	12.56	-	-	-	-	-	1,577.15
Reimbursement of Expenses	12.07	0.10	0.04	-	-	-	0.05	12.26
Recovery of Expenses	34.96	0.21	0.02	-	-	-	-	35.19
Marketing Fee (Expenses)	76.17	-	-	-	-	-	-	76.17
Marketing Fee (Income)	3.09	-	-	-	-	-	-	3.09
Dividend Received	-	2.25	-	-	-	-	-	2.25
Sales Commission Earned	-	15.29	-	-	-	-	-	15.29
Rent/ Service Charges/ Hire Charges paid	-	-	0.38	-	0.13	1.50	25.80	27.81
Contribution to post employment benefit plan	-	-	-	6.98	-	-	-	6.98
Security deposits given/ (recovered) (net)	-	-	-	-	-	-	0.61	0.61
Payment made for transfer of lease	-	-	-	-	-	-	201.33	201.33

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 37 Related Party Transactions (contd.)

Balances outstanding as at 31 March 2022:

Particulars	Subsidiaries	Joint Venture	Fellow Subsidiaries	Post Employment Benefit Plan	KMP	Relatives of KMP	Entities in which KMP/ relatives of KMP can exercise significant influence	Total
Trade receivables	793.21	0.95	1.48	-	-	-	-	795.64
Security deposit	-	-	-	-	-	0.24	3.38	3.62
Trade payables	142.82	-	0.08	-	-	-	-	142.90
Financial liabilities	-	0.96	-	-	-	-	-	0.96
Other current liabilities	-	-	-	2.36	-	-	-	2.36
Other Current Assets	-	-	-	-	-	0.03	-	0.03
Provisions	-	-	-	30.80	-	-	-	30.80
Investment in equity shares*	4,530.47	150.07	-	-	-	-	-	4,680.54
Standby letter of credit	222.17	-	-	-	-	-	-	222.17

Balances outstanding as at 31 March 2021:

Particulars	Subsidiaries	Joint Venture	Fellow Subsidiaries	Post Employment Benefit Plan	KMP	Relatives of KMP	Entities in which KMP/ relatives of KMP can exercise significant influence	Total
Trade receivables	691.36	4.90	4.31	-	-	-	-	700.57
Security deposit	-	-	-	-	0.05	0.19	3.38	3.62
Trade payables	68.95	-	2.94	-	-	-	0.09	71.98
Financial liabilities	-	0.93	-	-	-	-	-	0.93
Other current liabilities	-	-	-	1.89	-	-	-	1.89
Provisions	-	-	-	24.17	-	-	-	24.17
Investment in equity shares*	26.71	150.07	-	-	-	-	-	176.78
Investment in preference shares#	3,464.32	-	-	-	-	-	-	3,464.32
Standby letter of credit	241.72	-	-	-	-	-	-	241.72

* Excluding the impact of impairment loss in the value of investment in a subsidiary ₹10.17 Mn [31 March 2021: ₹9.60 Mn]

Excluding the impact of fair value (gain)/ loss in the value of investment in a subsidiary NIL [31 March 2021: (₹887.56) Mn]

Other Terms and Conditions of transactions with Related Parties

The related party transactions are made in the ordinary course of business. Outstanding balances at the year end are unsecured. No provision are held against receivable from related parties.

Disclosure pursuant to Section 186(4) of the Companies Act 2013, regarding loans given are mentioned above; disclosures for investment made and guarantee given are mentioned in the respective notes of Investment in subsidiaries and joint venture (Refer Note 4(a)), and Guarantees (Refer Note 43B).

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 37 Related Party Transactions (contd.)

Remuneration to KMP

During the year, the Company recognised an amount of ₹108.75 Mn (31 March 2021: ₹88.62 Mn) as remuneration to key managerial personnel. The details of such remuneration is as below:

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Short term employee benefits	75.14	63.56
Post employment benefits	4.61	3.54
Other long term employee benefits	2.19	0.10
Total employee benefits expense	**81.94**	**67.20**
Perquisite	1.95	1.36
Sitting fees	0.78	0.34
Commission/ Incentive to Director's	11.18	7.88
Professional Fees	12.90	11.84
Total other expenses	**26.81**	**21.42**

Note: 38 Fair value measurements

Financial instruments by category

Particulars	As at 31 March 2022		As at 31 March 2021	
	FVTPL	Amortised cost	FVTPL	Amortised cost
Financial assets				
Investments				
- Preference shares	-	-	4,351.88	-
- Mutual funds	1,744.06	-	1,743.77	-
Loans	-	0.32	-	0.96
Trade receivables	-	1,939.85	-	1,681.80
Cash and cash equivalents	-	29.39	-	6.38
Other bank balances	-	7.06	-	5.40
Other financial assets	-	119.77	-	28.91
Derivative assets	91.44	-	106.81	-
Total financial assets	**1,835.50**	**2,096.39**	**6,202.46**	**1,723.45**
Financial liabilities				
Borrowings	-	1,689.90	-	1,541.30
Derivative liabilities	60.73	-	108.44	-
Trade payables	-	682.13	-	755.10
Other financial liabilities	-	87.84	-	18.99
Total financial liabilities	**60.73**	**2,459.87**	**108.44**	**2,315.39**

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 38 Fair value measurements (contd.)

(i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Financial assets and liabilities measured at fair value - recurring fair value measurements	Level 1	Level 2	Level 3	Total
As at 31 March 2022				
Financial assets				
Investments				
- Preference shares	-	-	-	-
- Mutual funds	1,554.40	189.66	-	1,744.06
Derivative financial assets	-	91.44	-	91.44
Total financial assets	**1,554.40**	**281.10**	**-**	**1,835.50**
Financial liabilities				
Derivative financial liabilities	-	60.73	-	60.73
Total financial liabilities	**-**	**60.73**	**-**	**60.73**

Financial assets and liabilities measured at fair value - recurring fair value measurements	Level 1	Level 2	Level 3	Total
As at 31 March 2021				
Financial assets				
Investments				
- Preference shares	-	-	4,351.88	4,351.88
- Mutual funds	1,561.92	181.85	-	1,743.77
Derivative financial assets	-	106.81	-	106.81
Total financial assets	**1,561.92**	**288.66**	**4,351.88**	**6,202.46**
Financial liabilities				
Derivative financial liabilities	-	108.44	-	108.44
Total financial liabilities	**-**	**108.44**	**-**	**108.44**

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. Level 1 inputs are quoted prices in active markets for identical assets or liabilities that the entity can access at the measurement date. This includes mutual funds that are actively traded at NAVs.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives, fixed maturity mutual funds) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is generally the case for unlisted equity securities.

There are no transfers between levels 1, 2 and 3 during the year.

(ii) Valuation technique used to determine fair value

(a) Derivatives are fair valued using market observable rates and published prices together with forecasted cash flow information where applicable.

(b) Investments (Mutual funds) carried at fair value are generally based on available NAVs. Fair value of investments in preference share is estimated by discounting the expected future cash flows using applicable discount rate.

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 38 Fair value measurements (contd.)

(c) Fair value of borrowings is estimated by discounting expected future cash flows. The carrying amounts of other borrowings with floating rate of interest are considered to be close to the fair value.

(d) The carrying amounts of remaining financial assets and liabilities are considered to be the same as their fair values.

(e) Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented below are not necessarily indicative of the amounts that the Company could have realised or paid in sale transactions as of respective dates. As such, fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.

(iii) Disclosures related to preference shares categorized through level 3

a) The following table presents the changes in level 3 items for the periods ended 31 March 2022 and 31 March 2021:

Particulars	Amount
Preference shares As at 1 April 2020	**2,463.48**
Gains recognised in profit or loss	1,888.40
As at 31 March 2021	**4,351.88**
Gains recognised in profit or loss	151.87
Converted into Equity Shares	(4,503.75)
As at 31 March 2022	**-**

b) Description of significant unobservable inputs to valuation:

Particulars	Fair value as at		Significant unobservable inputs	Range of assumptions	
	31 March 2022	31 March 2021		31 March 2022	31 March 2021
Preference shares	-	4,351.88	Terminal growth rate	-	2.50% - 3.00%
			Risk adjusted discount rate	-	11.60% - 17.60%

No reasonable change in assumptions would result in significant changes in the fair value.

b) Valuation processes

The finance department of the company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the Chief financial officer (CFO). Discussions of valuation processes and results are held between the CFO and the valuation team at least once every year, in line with the company's reporting periods.

The main level 3 inputs for preference shares used by the Company are derived and evaluated as follows:

- Discount rates are determined using a capital asset pricing model to calculate a pre-tax rate that reflects current market assessments of the time value of money.
- Earnings growth factor for unlisted equity securities are estimated based on market information for similar types of companies.

(iv) Fair value of financial assets and liabilities measured at amortised cost:

Except as detailed in the following table, the directors consider the carrying amounts of financial assets and financial liabilities recognised in the financial statements approximates their fair values.

Particulars	As at 31 March 2022		As at 31 March 2021	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial liabilities				
Borrowings	4.42	4.40	8.74	8.66
Total financial liabilities	**4.42**	**4.40**	**8.74**	**8.66**

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 39 Financial risk management

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (i.e. foreign currency risk, interest rate risk and price risk).

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk:

Risk	Exposure arising from	Management
Credit risk	Cash and cash equivalents, trade receivables and contract assets and other financial assets measured at amortised cost.	Diversification of bank deposits and investments. Entering into transactions with customers of repute / customers having sound financial position.
Liquidity risk	Financial liabilities that are settled by delivering cash or another financial asset.	Projecting cash flows and considering the level of liquid assets necessary to meet the liabilities.
Market risk – foreign exchange	Future commercial transactions and recognised financial assets & liabilities not denominated in Indian rupee (₹).	Entering into forward contracts, options and interest rate swaps.
Market risk – interest rate	Long-term borrowings at variable rates.	Entering into derivative contracts such as interest rate swaps and currency swaps.
Market risk – security price risk	Investments in mutual funds.	Portfolio diversification.

(A) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables and contract assets) including deposits with banks, investments and other financial instruments. The Company periodically monitors the recoverability and credit risks of its other financial assets including security deposits and other receivables.

i) Trade receivables and contract assets

Customer credit risk is managed by the management subject to the Company's established policy, procedures and control relating to customer credit risk management. Trade receivables and contract assets are non-interest bearing. Outstanding customer receivables are regularly monitored.

At each reporting date the Company measures loss allowance for certain class of financial assets based on historical trend industry practice and the business environment in which the Company operates.

ii) Financial instruments and cash deposits

Credit risk from balances with banks and investments is managed by the Company in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

The Company's maximum exposure to credit risk for the components of the balance sheet at 31 March 2022 and 31 March 2021 is the carrying amounts of trade receivables and contract assets, investments, balances with bank and other financial assets.

Provision for expected credit loss

In determination of the allowance for credit losses on receivables, the Company has used a practical experience by computing the expected credit losses based on provision matrix, which has taken into account historical credit loss experience and adjusted for forward looking information. Company also analyses all its receivables periodically for recoverability assessment and wherever they have analysed that the receivable may be credit impaired on account of non recoverability, loss allowance on such receivables have been provided in full.

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 39 Financial risk management (contd.)

Details of allowances for expected credit loss are provided hereunder :-

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
At the beginning of the year	41.63	67.60
Provision created/(written back) during the year (a)	9.93	(25.97)
Closing at the end of the year	**51.56**	**41.63**
Bad debts and advances written off (b)	7.11	32.36
Total charges to standalone statement of profit and loss (a+b)	17.04	6.39

(B) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Company treasury maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows.

(i) Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities:

The amounts disclosed in the table are the contractual undiscounted cash flows.

Contractual maturities of financial liabilities 31 March 2022	Carrying Value	Contractual Cash Flows	Less than 1 year	1 - 3 years	3 - 5 years	More than 5 years
Non-derivatives						
Borrowings	1,689.90	1,689.90	1,132.83	397.91	159.16	-
Lease liabilities	10.05	29.63	4.90	4.23	0.38	20.12
Other financial liabilities	82.88	82.88	82.88	-	-	-
Trade payables	682.13	682.13	682.13	-	-	-
Interest payable on above borrowings**	4.96	85.34	38.63	39.27	7.44	-
Total non-derivative financial liabilities	**2,469.92**	**2,569.88**	**1,941.37**	**441.41**	**166.98**	**20.12**
Derivatives (net settled)						
Foreign exchange forward/ option/ swap contracts	60.73	60.73	16.87	19.12	24.74	-
Total derivative liabilities	**60.73**	**60.73**	**16.87**	**19.12**	**24.74**	**-**

** Based on closing rates

Contractual maturities of financial liabilities 31 March 2021	Carrying Value	Contractual Cash Flows	Less than 1 year	1 - 3 years	3 - 5 years	More than 5 years
Non-derivatives						
Borrowings	1,541.30	1,541.30	789.48	411.87	285.13	54.82
Lease liabilities	41.90	64.27	34.64	8.13	1.18	20.32
Other financial liabilities	13.89	13.89	13.89	-	-	-
Trade payables	755.10	755.10	755.10	-	-	-
Interest payable on above borrowings**	5.10	132.16	51.08	60.22	19.82	1.04
Total non-derivative financial liabilities	**2,357.29**	**2,506.72**	**1,644.19**	**480.22**	**306.13**	**76.18**

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 39 Financial risk management (contd.)

Contractual maturities of financial liabilities 31 March 2021	Carrying Value	Contractual Cash Flows	Less than 1 year	1 - 3 years	3 - 5 years	More than 5 years
Derivatives (net settled)						
Foreign exchange forward/ option/ swap contracts	108.44	108.44	19.21	19.65	35.30	34.28
Total derivative liabilities	**108.44**	**108.44**	**19.21**	**19.65**	**35.30**	**34.28**

** Based on closing rates

(ii) As of 31 March 2022, the maximum potential liability under financial guarantees (referred in note 43B) amounted to ₹222.17 Mn (31 March 2021: ₹241.72 Mn). Financial guarantees are assumed to be due immediately on invocation.

(C) Market risk

(i) Foreign currency risk

The Company deals with foreign currency bank accounts, trade receivables and contract assets, loans, borrowings, trade payables and is therefore exposed to foreign exchange risk associated with exchange rate movement.

The Company operates internationally and portion of the business is transacted in several currencies and consequently the Company is exposed to foreign exchange risk through its sales in overseas and purchases from overseas suppliers in various foreign currencies. Foreign currency exchange rate exposure is partly balanced by purchasing of goods, commodities and services in the respective currencies. The Company primarily uses derivatives to hedge its risk against foreign currency balances of borrowings, trade payables and trade receivable and contract assets. Such exposures are managed within approved policy parameters utilising foreign exchange forward contracts and options. Further, the Company also has variable interest rate loan in foreign currency. To manage its risk against interest rate movements the Company has taken an interest rate swap. The Company also enter into derivative contracts to hedge forecast sales and purchase transactions using forward contracts.

Foreign currency risk exposure

The Company's exposure to foreign currency risk for major currencies at the end of the reporting period expressed in ₹ (foreign currency amount multiplied by closing rate), are as follows:-

Particulars	As at 31 March 2022							
	CLP	AUD	CAD	EUR	SGD	USD	GBP	GHS
Financial assets								
Trade receivables and contract assets	-	163.26	231.89	287.81	0.05	1,149.29	-	-
Cash and Cash equivalents	1.22	0.00^	0.02	0.13	-	0.30	0.03	0.70
Offset by derivatives:								
Foreign exchange forward contracts	-	(193.38)	(232.18)	(124.63)	-	(1,125.87)	-	-
Net exposure to foreign currency risk (assets)	**1.22**	**(30.12)**	**(0.27)**	**163.31**	**0.05**	**23.72**	**0.03**	**0.70**
Financial liabilities								
Trade payables	(0.26)	-	-	(94.33)	(127.26)	(23.22)	-	-
Borrowings	-	-	-	(261.11)	-	(837.33)	-	-
Other financial liabilities	-	-	-	(0.24)	-	(3.57)	-	-
Offset by derivatives:								
Foreign exchange forward contracts/ Foreign currency option contracts	-	-	-	136.61	-	773.08	-	-
Net exposure to foreign currency risk (liabilities)	**(0.26)**	**-**	**-**	**(219.07)**	**(127.26)**	**(91.04)**	**-**	**-**
Net exposure	**0.96**	**(30.12)**	**(0.27)**	**(55.76)**	**(127.21)**	**(67.32)**	**0.03**	**0.70**

^ Amount is below the rounding off norm adopted by the Company

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 39 Financial risk management (contd.)

Particulars	As at 31 March 2021							
	CLP	AUD	CAD	EUR	SGD	USD	GBP	GHS
Financial assets								
Trade receivables and contract assets	0.90	309.19	150.11	250.46	2.31	716.50	4.03	-
Cash and Cash equivalents	1.30	0.00^	0.02	0.22	-	0.56	0.03	0.20
Investment in preference shares	-	-	-	-	-	4,351.88	-	-
Offset by derivatives:								
Foreign exchange forward contracts	-	(334.96)	(174.80)	(180.32)	-	(716.70)	-	-
Net exposure to foreign currency risk (assets)	**2.20**	**(25.77)**	**(24.67)**	**70.36**	**2.31**	**4,352.24**	**4.06**	**0.20**
Financial liabilities								
Trade payables	(1.18)	-	-	(151.19)	(50.16)	(232.46)	(0.06)	(39.91)
Borrowings	-	-	-	-	-	(906.56)	-	-
Other financial liabilities	-	-	-	-	-	(4.10)	-	-
Offset by derivatives:								
Foreign exchange forward contracts/ Foreign Currency option contracts	-	-	-	-	-	937.49	-	-
Net exposure to foreign currency risk (liabilities)	**(1.18)**	**-**	**-**	**(151.19)**	**(50.16)**	**(205.63)**	**(0.06)**	**(39.91)**
Net exposure	**1.02**	**(25.77)**	**(24.67)**	**(80.83)**	**(47.85)**	**4,146.61**	**4.00**	**(39.71)**

^Amount is below the rounding off norm adopted by the Company

Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

Particulars	Impact on profit before tax							
	CLP	AUD	CAD	EUR	SGD	USD	GBP	GHS
As at 31 March 2022								
₹ appreciates by 5%*	(0.05)	1.51	0.01	2.79	6.36	3.37	(0.00)^	(0.04)
₹ depreciates by 5%*	0.05	(1.51)	(0.01)	(2.79)	(6.36)	(3.37)	0.00^	0.04
As at 31 March 2021								
₹ appreciates by 5%*	(0.05)	1.29	1.23	4.04	2.39	(207.33)	(0.20)	1.99
₹ depreciates by 5%*	0.05	(1.29)	(1.23)	(4.04)	(2.39)	207.33	0.20	(1.99)

* Holding all other variables constant

^Amount is below the rounding off norm adopted by the Company

(C) Price risk

(a) Exposure

Security price risk is the risk that the fair value of a financial instrument will fluctuate due to change in market traded prices. The company invests its surplus funds primarily in liquid schemes of mutual funds (debt instruments) which are categorised as low risk products from liquidity and interest rate perspectives. The carrying amount of the Company's investments are designated as at fair value through profit or loss at the end of the reporting period.[Refer Note 4(b) and 9].

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 39 Financial risk management (contd.)

(b) Sensitivity

Company has invested in growth model of these securities as at the year end. The sensitivity analysis below is presented with reference to changes in NAV of these securities:-

Particulars	Impact on profit before tax	
	As at 31 March 2022	As at 31 March 2021
NAV - Increases by 1% *	17.44	17.44
NAV - Decreases by 1% *	(17.44)	(17.44)

* Holding all other variables constant

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk.

The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

(a) Interest rate risk exposure

On Financial Liabilities:

The exposure of the Company's financial liabilities to interest rate risk is as follows:

Particulars	As at 31 March 2022	As at 31 March 2021
Variable rate borrowings#	1,655.48	1,532.57
Fixed rate borrowings	34.42	8.74
Total	**1,689.90**	**1,541.31**

Long term borrowings amounting to ₹773.08 Mn (March 31, 2021: ₹906.56 Mn) is covered through interest rate swaps.

(b) Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates as below:

Particulars	Impact on profit before tax	
	As at 31 March 2022	As at 31 March 2021
Interest expense rates – increase by 50 basis points (50 bps)*	(8.28)	(7.66)
Interest expense rates – decrease by 50 basis points (50 bps)*	8.28	7.66

* Holding all other variables constant

(c) Interbank Offered Rates (IBOR) Reform

The following table contains details of all financial instruments that are referenced to IBOR which have not transitioned to an alternative interest rate benchmark (ARR):

Particulars	IBOR exposure	Carrying value as at 31 March 2022		Alternative Interest Rate Benchmark
		(₹ in Mn)	(USD in Mn)	
Non-Derivative instruments:				Secured Overnight Funding Rate (SOFR)
Foreign currency term loans	USD 3M LIBOR	773.08	10.20	
Derivative instruments:				
MTM of derivative assets exposed to USD LIBOR	USD 3M LIBOR	1.33	10.20	

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 40 Earnings per share

	Particulars	Year ended 31 March 2022	Year ended 31 March 2021
	Computation of earnings for equity shares:		
A	Net Profit attributable to the shareholders of the company	959.39	2,735.58
B	Less: Preference Share dividend	-	(0.00)^
C = A-B	**Profit attributable to equity shareholders**	**959.39**	**2,735.58**
D	Weighted average number of equity shares outstanding during the year other than which are dilutive	5,94,95,549	5,66,01,259
E	Effect of equity shares which are dilutive	7,01,096	9,99,609
F	Effect of compulsorily convertible participatory preference shares which are dilutive	60,96,504	86,92,281
G	Effect of potential Ordinary shares on Employee Stock Options outstanding	3,15,281	3,00,894
H=(D+E+F+G)	**Weighted average number of equity shares outstanding during the year (dilutive)**	**6,66,08,430**	**6,65,94,043**
	Earnings per equity share		
	(Face Value ₹10/- per share)		
C/D	Earnings per share - Basic (₹)	16.13	48.33
A/H	Earnings per share - Diluted (₹)	14.40	41.08

^Amount is below the rounding off norm adopted by the Company

Note: 41 Capital management

(a) Risk management

The Company's objectives when managing capital are to:

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The funding requirement is met through a mixture of equity, long term borrowings and short term borrowings.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

(b) Dividends paid and proposed

Particulars	As at 31 March 2022	As at 31 March 2021
Preference shares		
(i) Dividend declared and paid during the year		
Final dividend for the year ended 31 March 2021 - ₹500/- (31 March 2020 - ₹500/-)	0.00^	0.00^

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 41 Capital management (contd.)

Particulars	As at 31 March 2022	As at 31 March 2021
(ii) Proposed dividends not recognised at the end of the reporting period		
The Directors have recommended the payment of a NIL for the year ended 31 March 2022 (31 March 2021 : ₹500/-).	-	0.00^

^Amount is below the rounding off norm adopted by the Company

Net debt reconciliation

This section sets out an analysis of debt and the movements in net debt for the year ended 31 March 2022 and 31 March 2021

Particulars	As at 31 March 2022	As at 31 March 2021
Cash and cash equivalents	**29.39**	**6.38**
Non-current borrowings	(557.07)	(751.83)
Current borrowings	(912.40)	(626.00)
Current maturities of long term borrowings	(220.43)	(163.47)
Lease Liabilities	**(10.05)**	**(41.90)**
Net Derivative Assets/ (Liabilities) (Swap and Option)	40.53	(13.20)
Interest accrued on long term borrowings	(3.57)	(4.16)
Interest accrued on short term borrowings*	5.19	(0.94)
Total	**(1,628.41)**	**(1,595.12)**

* Includes Interest receivable on account of subvention of interest of ₹6.58 Mn (31 March 2021: NIL)

Particulars	Other assets	Liabilities from financing activities				Total
	Cash and cash equivalents	Non-current borrowings	Current borrowings	Lease Liabilities	Net Derivative Assets/ (Liabilities) (Swap and Option)	
Net debt as at 1 April 2021*	**6.38**	**(919.46)**	**(626.94)**	**(41.90)**	**(13.20)**	**(1,595.12)**
Cash flows	22.95	155.78	(291.12)	-	-	(112.39)
Principal Repayment of Lease	-	-	-	23.53	-	23.53
Interest expense	-	(29.75)	(29.23)	(2.39)	-	(61.37)
Interest paid	-	30.34	35.36	2.39	-	68.09
Payment on Derivative Settlement (net)	-	-	-	-	36.32	36.32
Non-cash movements:						
Unrealised foreign exchange	0.06	(17.98)	4.72	-	-	(13.20)
Others Adjustment for Lease	-	-	-	8.32	-	8.32
Derivative Gain (Net)	-	-	-	-	17.41	17.41
Net debt as at 31 March 2022*	**29.39**	**(781.07)**	**(907.21)**	**(10.05)**	**40.53**	**(1,628.41)**

*balances include interest accrued on borrowings

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 41 Capital management (contd.)

Particulars	Other assets	Liabilities from financing activities				Total
	Cash and cash equivalents	Non-current borrowings	Current borrowings	Lease Liabilities	Net Derivative Assets/ (Liabilities) (Swap and Option)	
Net debt as at 1 April 2020*	**58.51**	**(1,070.73)**	**(1,056.69)**	**(72.69)**	**(47.51)**	**(2,189.11)**
Cash flows	(52.10)	106.68	422.39	-	-	476.97
Acquisition of Lease	-	-	-	(4.50)	-	(4.50)
Principal Repayment of Lease	-	-	-	33.90	-	33.90
Interest expense	-	(38.72)	(44.14)	(6.08)	-	(88.94)
Interest paid	-	41.41	46.52	6.08	-	94.01
Payment on Derivative Settlement (net)	-	-	-	-	44.56	44.56
Non-cash movements:						
Unrealised foreign exchange	(0.03)	41.90	4.98	-	-	46.85
Others Adjustment for Lease	-	-	-	1.39	-	1.39
Derivative Loss (Net)	-	-	-	-	(10.25)	(10.25)
Net debt as at 31 March 2021*	**6.38**	**(919.46)**	**(626.94)**	**(41.90)**	**(13.20)**	**(1,595.12)**

*balances include interest accrued on borrowings

Note: 42 Segment Information

The Company is engaged in the business of designing, manufacturing and installation of process equipments and accessories. In accordance with Ind AS 108 "Operating Segments", the Company has presented the segment information on the basis of its consolidated financial statements.

Note: 43A Contingent liabilities (to the extent not provided for)

	Particulars	As at 31 March 2022	As at 31 March 2021
(i)	**Contingent liabilities - Claims against the company not acknowledged as debt**		
	Disputed Excise Duty	14.75	14.75
	Disputed Service Tax	3.08	3.08
	Disputed Income Tax	64.54	64.54
	Disputed Sales Tax	6.56	6.56
(ii)	**Other money for which the Company is contingently liable**		
	(1) Pending finalisation of legal/ arbitration proceedings, the extent of eventual liability, against a customer's claims (not admitted by the Company) for alleged unsatisfactory product performance as may arise, is currently not ascertainable and no provision in this regard has been considered necessary by the Management.	4.05	4.05
	(2) The Company stands as surety in connection with General Bond executed by MM Aqua Technologies Limited for the due dispatch of excisable goods for export without payment of duty.	-	1.50

In respect of the contingent liabilities mentioned in (i) above, pending resolution of the respective proceedings, it is not practicable for the Company to estimate the timings of cash outflows, if any.

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 43B Guarantees and Commitments

	Particulars	As at 31 March 2022	As at 31 March 2021
(i)	**Guarantees**		
	1) Stand-by letter of credit given by the Company to secure the financial assistance extended to subsidiary of a subsidiary company#.		
	Limit USD 3.55 Mn* (31 March 2021: USD 3.55 Mn*)	268.68	259.17
	Facility utilised at year end USD 2.93 Mn* (31 March 2021: USD 3.31 Mn*)	222.17	241.72
	*based on closing rates		
(ii)	**Commitments**		
	Estimated amount of contracts remaining to be executed on capital account and not provided for.	26.55	56.40

the Company has exclusive charge of stand-by letter of credit over certain mutual fund given on Lien. Refer note 9

In respect of matters mentioned in Note (i) above, the cash outflows, if any, could generally occur during the validity period of the respective guarantees. The Company does not expect any reimbursements in respect of the above contingent liabilities.

Note: 43C The Company has evaluated the impact of the Supreme Court Judgment in case of "Vivekananda Vidyamandir And Others Vs The Regional Provident Fund Commissioner (II) West Bengal" and the related circular (Circular No. C-I/1(33)2019/Vivekananda Vidya Mandir/284) dated 20 March 2019 issued by the Employees' Provident Fund Organisation in relation to non-exclusion of certain allowances from the definition of "basic wages" of the relevant employees for the purposes of determining contribution to provident fund under the Employees' Provident Funds & Miscellaneous Provisions Act, 1952. While further clarification on applicability and operation of the Order is awaited from the Provident Fund authorities, based on estimates by the management, the impact of the Order is not expected to be material on the standalone financial statements. The management will continue to assess the impact of further developments relating to retrospective application of the Supreme Court's judgement considering the additional guidance as and when issued by the statutory authorities.

Note: 44 Details of research and development expenditure recognised as an expense

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Employee benefits expense	39.65	33.96
Travelling expenses	2.59	1.29
Product development	0.26	0.67
Patent Cost	0.25	0.88
Repair & Maintenance-Other	0.20	0.36
Telephone & Cell phone	0.03	0.03
Depreciation	0.32	0.33
Total	**43.30**	**37.52**

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note 45: Ratios analysis and its elements

(i) Ratios

Particulars	Year ended 31 March 2022	Year ended 31 March 2021	% change
(a) Current Ratio (in times)	2.40	2.29	4.80%
(b) Debt-Equity Ratio (in times)	0.18	0.19	-5.26%
(c) Debt Service Coverage Ratio * (in times)	5.04	13.26	-61.99%
(d) Return on Equity Ratio (%) *	10.46%	33.31%	-68.60%
(e) Inventory Turnover Ratio (in times)	1.58	1.82	-13.19%
(f) Trade Receivables Turnover Ratio (in times)	2.74	2.64	3.79%
(g) Trade Payables Turnover Ratio # (in times)	7.00	4.34	61.29%
(h) Net Capital Turnover Ratio (in times)	1.65	1.76	-6.25%
(i) Net Profit Ratio * (%)	16.21%	55.06%	-70.56%
(j) Return on Capital Employed * (%)	12.10%	32.52%	-62.79%
(k) Return on Investment * (%)	10.72%	28.45%	-62.32%

* The variation in coverage and other profitability ratios are primarily due to one time higher non-operating income in the year ended 31 March 2021

The variation in trade payable turnover ratio is on account of higher cash flow generations resulting in higher payment to trade payables

(ii) Elements of Ratios

Ratios	Numerator	Denominator
(a) Current Ratio	Current Assets	Current Liabilities
(b) Debt-Equity Ratio	Total Debt = Current borrowings + Non-Current borrowings	Total Equity
(c) Debt Service Coverage Ratio	Profit for the year + Finance costs + Depreciation and amortisation expenses	Interest and Lease Payments + Principal Repayments
(d) Return on Equity Ratio	Profit for the year - Preference Dividend (if any)	Total Equity
(e) Inventory Turnover Ratio	Cost of materials consumed + Changes in inventories of finished goods and work-in-progress	Closing Inventory
(f) Trade Receivables Turnover Ratio	Revenue from Sale of Products and Sale of Services	Closing Trade Receivables and Contract Assets
(g) Trade Payables Turnover Ratio	Purchases + Other Expenses-(Bank charges + Directors' sitting fees + Allowance for expected credit loss + Warranty Expenses + Rates and taxes + Derivatives at FVTPL + Expenditure on corporate social responsibility activities + Net loss on sale of property, plant and equipment + Provision for diminution in value of investment)	Closing Trade Payables
(h) Net Capital Turnover Ratio	Revenue from Sale of Products and Sale of Services	Working Capital (Current Assets - Current Liabilities)
(i) Net Profit Ratio	Profit for the year	Revenue from Operations
(j) Return on Capital Employed	Profit before tax + Finance costs	Capital Employed = Total Equity + Total Debt + Deferred Tax Liabilities
(k) Return on Investment	Profit before tax + Finance costs	Closing Total Assets

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 46 Share-based payments

(a) The share-based payment plan is an employee option plan. The options are equity settled options.

(b) Set out below is the summary of options

Particulars	Year ended 31 March 2022		Year ended 31 March 2021	
	Average exercise price/ share in ₹	No. of options	Average exercise price/ share in ₹	No. of options
Opening balance	38.91	3,57,251	38.91	3,57,251
Granted during the year	-	-	-	-
Exercised during the year	-	-	-	-
Forfeited during the year	-	-	-	-
Closing balance		**3,57,251**		**3,57,251**
Vested and exercisable		**3,57,251**		**3,57,251**

(c) Share options outstanding at the end of the year have the following exercise period and exercise prices:

Grant	Grant Date	Exercise period	Exercise Price/ Share in ₹	Share Options as on 31 March 2022	Share Options as on 31 March 2021
Grant I	04-Mar-11	2 years from the date of listing	30.77	2,55,632	2,55,632
Grant II	04-Mar-11	2 years from the date of listing	30.77	38,584	38,584
Grant III	16-Nov-12	2 years from the date of listing	76.92	27,196	27,196
Grant IV	02-Jul-13	2 years from the date of listing	76.92	18,707	18,707
Grant V	28-Jan-15	2 years from the date of listing	76.92	17,132	17,132

(d) Fair value of options granted

No grants were issued during the year.

(e) Expense arising from share-based payment transactions

Total expenses arising from share-based payment transactions recognised in profit or loss as part of employee benefit expense were :

31 March 2022: NIL (31 March 2021: NIL).

(f) The existing Employee Stock Option Scheme 2011 has been aligned with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021 and the same was approved in Board Resolution dated 11 February 2022 and shareholder's resolution vide postal ballot dated 3 April 2022 . The Company is in the process of filing an application with the Stock Exchanges for obtaining an in-principle approval for the said scheme.

Further, the Company has also adopted a new Employee Stock Option Plan 2021 (ESOP 2021), however no options have been granted under this plan.

Note 47

Pursuant to a shareholders' agreement ("agreement") in 2011, Wagner Limited ("Investor") acquired equity shares in the Company and subscribed to Compulsorily Convertible Participatory Preference Shares ("CCPP") issued by the Company, collectively referred to as securities. The amount pertaining to these securities was recognised as equity share capital, preference share capital and securities premium under the previous GAAP.

Pursuant to the said agreement, the Investor, has an option to require an exit by way of buyback of the securities at fair value in case the Company does not conduct an IPO within a stipulated date. Per Ind AS 32 'Financial Instruments: Presentation' this represents a contractual obligation to deliver cash or another financial asset and hence such securities are required to be classified as a financial liability and measured at fair value. However, there remains certain contradictions between the Ind AS and the Companies Act, 2013 with regard to classification and measurement of such securities. Classification and measurement of the securities as a financial liability, in accordance with the principles of Ind AS 32 and Ind AS 109 'Financial Instruments' would not be in accordance with the provisions of the Companies Act, 2013, which requires share capital received to be classified under share capital and securities premium received to be classified under securities premium account. Considering that the rule of construction requires that the Act prevails over any subordinate

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note 47 (contd.)

legislation like the Companies (Indian Accounting Standards) Rules, 2015, the Company did not classify and measure the securities in accordance with the requirements of Ind AS 32 and Ind AS 109 on the date of transition to Ind AS i.e. 1 April 2016. The company has continued the classification done under previous GAAP in the following years also pending resolution of such contradiction. The option to exercise buyback of securities at fair value exposes the investor to the equity price risk similar to an equity share. Further, the company has not included the disclosures required under Ind AS 107 'Financial Instruments: Disclosures' and has not complied with the presentation requirements of Ind AS 1 'Presentation of financial statements'.

If the securities were classified and measured as per Ind AS 32 and Ind AS 109, total liabilities would be higher by ₹2,390.68 Mn as at 31 March 2021.

During the financial year ended 31 March 2022 pursuant to an Initial Public Offering ("IPO"), CCPP has been converted to equity shares and the entire securities held by Investor was offered for sale as part of the IPO.

Note: 48 Reconciliation of quarterly bank returns

The Company has filed quarterly returns/ statements with the Banks in lieu of the sanctioned working capital facilities which are in agreement with the books of accounts other than those as set out below:

For the year ended 31 March 2022

Quarter	Particulars	Name of the bank	Amount as per books of account	Amount as reported in the quarterly returns/ statements	Amount of difference	Reason for difference
31 March 2022	Inventories	Working Capital Lenders*	1,679.51	1,648.22	(31.29)	Refer note below
31 March 2022	Trade receivables and contract assets	Working Capital Lenders*	2,136.36	2,158.55	22.19	
31 March 2022	Trade payable for goods	Working Capital Lenders*	472.16	474.05	1.89	
31 December 2021	Inventories	Working Capital Lenders*	1,844.93	1,828.57	(16.36)	
31 December 2021	Trade receivables and contract assets	Working Capital Lenders*	2,279.50	2,274.86	(4.64)	
31 December 2021	Trade payable for goods	Working Capital Lenders*	792.84	783.63	(9.21)	
30 September 2021	Inventories	Working Capital Lenders*	1,583.39	1,413.67	(169.72)	
30 September 2021	Trade receivables and contract assets	Working Capital Lenders*	1,847.33	1,825.76	(21.57)	
30 September 2021	Trade payable for goods	Working Capital Lenders*	741.33	505.16	(236.17)	
30 June 2021	Inventories	Working Capital Lenders*	1,390.29	1,113.86	(276.43)	
30 June 2021	Trade receivables and contract assets	Working Capital Lenders*	1,612.43	1,763.69	151.26	
30 June 2021	Trade payable for goods	Working Capital Lenders*	750.76	657.22	(93.54)	

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 48 Reconciliation of quarterly bank returns (contd.)

For the year ended 31 March 2021

Quarter	Particulars	Name of the bank	Amount as per books of account	Amount as reported in the quarterly returns/ statements	Amount of difference	Reason for difference
31 March 2021	Inventories	Working Capital Lenders*	1,081.04	1,022.18	(58.86)	Refer note below
31 March 2021	Trade receivables and contract assets	Working Capital Lenders*	1,842.38	1,840.85	(1.53)	
31 March 2021	Trade payable for goods	Working Capital Lenders*	634.53	670.99	36.46	
31 December 2020	Inventories	Working Capital Lenders*	747.03	716.86	(30.17)	
31 December 2020	Trade receivables and contract assets	Working Capital Lenders*	2,352.56	2,182.66	(169.90)	
31 December 2020	Trade payable for goods	Working Capital Lenders*	382.30	387.96	5.66	
30 September 2020	Inventories	Working Capital Lenders*	723.52	697.58	(25.94)	
30 September 2020	Trade receivables and contract assets	Working Capital Lenders*	2,288.70	2,331.80	43.10	
30 September 2020	Trade payable for goods	Working Capital Lenders*	354.75	362.22	7.47	
30 June 2020	Inventories	Working Capital Lenders*	751.24	725.22	(26.02)	
30 June 2020	Trade receivables and contract assets	Working Capital Lenders*	2,048.23	2,001.29	(46.94)	
30 June 2020	Trade payable for goods	Working Capital Lenders*	262.45	271.51	9.06	

* ICICI Bank Limited, Standard Chartered Bank, Axis Bank Limited, RBL Bank Limited, CITI Bank N.A and Canara Bank are represented as Working Capital Lenders.

Note for discrepancies :

The Bank returns were prepared and filed before the completion of all financial statement closure activities including Ind AS related adjustments/ reclassifications, as applicable, which led to these differences between the final books of accounts and the bank return which were based on provisional books of accounts.

Note: 49

As at 31 March 2022, foreign currency payables with respect to Merchanting Trade Transaction amounting to ₹5.35 Mn, outstanding beyond the time period permitted under the Reserve Bank of India (RBI) Master Direction on Import of Goods and Services vide FED Master Direction No. 17/2016-17 dated 1 January 2016 (as amended), issued by the RBI . The Company has submitted application to RBI seeking approval for making payment, since all the related exports proceeds have been realised. Based on the assessment by the management, the impact of the said contravention is not expected to be material on account of delay under existing regulations.

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 50 Additional Disclosures relating to Investments in Subsidiaries and Joint Venture

Set out below are the list of subsidiaries and a joint venture of the Company as at 31 March 2022 and 31 March 2021. These investments are carried at cost less impairment, if any. The country of incorporation or registration is also their principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

Particulars	Principal place of Business/ Country of Incorporation	Ownership Interest in percentage	
		As at 31 March 2022	As at 31 March 2021
Subsidiaries			
Tega Industries, Inc.	USA	100%	100%
Tega Industries Australia Pty. Ltd.	Australia	100%	100%
Tega Industries Canada Inc.	Canada	100%	100%
Tega Investments Limited	The Bahamas	100%	100%
Tega Do Brasil Servicos Technicos Ltda	Brazil	99.99%	99.99%
Tega Holdings Pte Limited	Singapore	100%	100%
Subsidiaries of a Subsidiary			
Tega Holdings Pty Ltd	Australia	100%	100%
Losugen Pty Ltd	Australia	100%	100%
Tega Industries Chile SpA	Chile	100%	100%
Edoctum S.A.	Chile	100%	100%
Edoctum Peru S.A.C.	Peru	100%	100%
Tega Investments South Africa Proprietary Limited	South Africa	100%	100%
Tega Industries Africa Proprietary Limited	South Africa	100%	100%
Joint Venture			
Hosch Equipment (India) Limited	India	50%	50%

Note: 51 Additional regulatory information

(a) The Company had received foreign direct investment for issue of 668,637 compulsorily convertible participatory preference shares ("'CCPP") on 11 May 2011 to Wagner Limited and thereafter issued bonus shares comprising 922,716 equity shares and 8,023,644 CCPP to Wagner Limited on 5 October 2013. As per Para 9(1)(B) of Schedule I to the Foreign Exchange Management (Transfer or issue of security by a person resident outside India) Regulations, 2000 vide Notification no. FEMA 20/2000-RB dated 3 May 2000, amended from time to time, an Indian company is required to file Form FC-GPR to the Regional Office concerned of Reserve Bank of India ("RBI") with respect to issuance of shares to foreign investor within 30 days from the date of issue. It was observed that there has been an inadvertent delay in filing of Form FC-GPR, which is in contravention of the aforesaid regulation. On 6 August 2021, the management has made an application to RBI in accordance with Foreign Exchange Management Act, 1999 for compounding of contravention. Subsequent query raised by RBI was duly replied by the Company. Further queries on compounding application from RBI was received and the management of the Company is yet to reply on the same. Based on the assessment by the management, the impact of the said contravention is not expected to be material on the standalone financial statements.

(b) The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post employment received Indian Parliament approval and Presidential assent in September 2020. The Code has been published in the Gazette of India and subsequently on 13 November 2020 draft rules were published and invited for stakeholders' suggestions. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

(c) The Company has no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956

(d) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority or other lender in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

(e) There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 51 Additional regulatory information (contd.)

(f) The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

(g) There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

(h) The Company has complied with the number of layers as prescribed in section 2(89) of the Companies Act read with Companies (Restriction on number of layers) Rules, 2017.

(i) The Company has not revalued its Property, plant and equipment (including Right-of-use assets) or intangible assets or both during the current or previous year.

(j) The Company has raised funds on short term or long term basis from banks and financial institutions, and have been applied for the purpose for which they were obtained

(k) 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 or entity, 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.

  The Company has not received any fund from any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the group 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.

(l) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous year.

Note: 52

The Company has assessed the possible impact of COVID-19 on its Standalone Financial Statements based on the internal and external information available upto the date of approval of the Standalone Financial Statements and conclude no adjustments is required in these Standalone Financial Statements. The Company continues to monitor the impact of COVID-19 and the future economic conditions.

Note: 53

During the year ended 31 March 2022, the Company has completed its initial public offer (IPO) of 13,669,478 equity shares of face value of ₹10 each at an issue price of ₹453 per share, comprising of offer for sale of 13,669,478 shares by selling shareholders. The equity shares of the Company were listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) on 13 December 2021. The Company has incurred ₹324.59 million (plus applicable taxes) as IPO related expenses upto 31 March 2022 and the entire expenses are allocated to the selling share holders in the proportion of there respective share holding considered in the IPO as per the offer agreement between the Company and the selling shareholders.

Notes to the Standalone financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 54

Pursuant to the amendment in Schedule III to the Companies Act, 2013 by Ministry of Corporate Affairs vide its Notification dated 24 March 2021, the comparative figures as disclosed in these results have been regrouped/reclassified, wherever necessary, to make them comparable to current year figures.

Signature to Note 1 to 54 above.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Avijit Mukerji
Partner
Membership Number: 056155

Place: Kolkata
Date: 24 May 2022

For and on Behalf of Board of Directors

Madan Mohan Mohanka
Chairman
DIN: 00049388

Mehul Mohanka
Managing Director
DIN: 00052134

Manoj Kumar Agarwal
Chief Financial Officer and Company Secretary

Place: Kolkata
Date: 24 May 2022

Consolidated Financial Statements

Independent Auditor's Report

To
The Members of
Tega Industries Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying Consolidated Financial Statements of Tega Industries Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") and its joint venture (refer Note 44 to the attached Consolidated Financial Statements), which comprise the Consolidated Balance Sheet as at March 31, 2022, 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 then ended, and notes to the Consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

2. 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 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its joint venture as at March 31, 2022, of consolidated total comprehensive income (comprising of profit and other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (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 and its joint venture in accordance with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements in India in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph 15 of the Other Matters section below, is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

4. We draw your attention to Note 52 to the Consolidated Financial Statements regarding non-settlement of foreign currency payables as at March 31, 2022 aggregating to ₹5.35 million outstanding beyond the stipulated time period permitted under the Master Direction on Import of Goods and Services vide FED Master Direction No. 17/ 2016-17 dated January 1, 2016 (as amended), issued by the Reserve Bank of India (RBI), with respect to Merchanting Trade Transaction (MTT). The Holding Company has submitted application to RBI, seeking approval for making payment. Our opinion is not modified in respect of this matter.

Key Audit Matters

5. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
Assessment of carrying value of goodwill relating to acquisitions Refer Note 5 to the Consolidated Financial Statements. As at March 31, 2022, the consolidated financial statements includes goodwill of ₹644.89 million pertaining to acquisition of two subsidiaries in Australia and South Africa in earlier years. The Group carries the Goodwill at cost less accumulated impairment loss, if any. In accordance with the requirements of Indian Accounting Standard 36 'Impairment of Assets', Goodwill is tested annually for impairment. The management has allocated the said goodwill to a Cash Generating Unit (CGU), and tested the same for impairment by estimating the recoverable value of the CGU using Discounted Cash Flow (DCF) model with the involvement of an independent valuation expert. Based on such testing, the recoverable amount of the CGU is higher than its carrying amount and accordingly no provision for impairment is considered necessary by the management. We considered this as a key audit matter because of the significant carrying value of the goodwill and estimation uncertainty in assumptions used in assessing future cashflows, such as discount rate, rate of growth over the estimation period and terminal growth rate which are affected by future market and economic conditions and, hence, are inherently uncertain.	Our audit procedures included the following: a) Understanding and evaluating the design and testing the operating effectiveness of internal controls over the impairment assessment; b) Evaluating the Company's accounting policy in respect of impairment assessment of goodwill; c) Perusing the report issued by the external valuation experts engaged by the management and conducting enquiries with them to understand the assumptions considered by them; d) Evaluating the independence, competence and capability of the valuation experts engaged by the management; e) Assessing the cash flow projections and assumptions used in the DCF model and evaluating the mathematical accuracy; f) Together with auditor's valuation experts, testing the appropriateness of the DCF model and key assumptions therein and performing sensitivity analysis over key assumptions to corroborate the recoverable amount of the CGU; g) Assessing adequacy and appropriateness of the presentation and disclosures in the consolidated financial statements. Based on the above procedures performed, the management's impairment assessment of the goodwill was considered to be reasonable.

Other Information

6. The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the Consolidated Financial Statements and our auditor's report thereon.

   Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

   In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and the reports of the other auditors as furnished to us (Refer paragraph 15 below), we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

7. The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows, and changes in equity of the Group including its joint venture in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its joint venture 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 the design, implementation and maintenance of adequate

internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

8. In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group and of its joint venture are responsible for assessing the ability of the Group and of its joint venture 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 and of its joint venture or to cease operations, or has no realistic alternative but to do so.

9. The respective Board of Directors of the companies included in the Group and of its joint venture are responsible for overseeing the financial reporting process of the Group and of its joint venture.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

11. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

    - Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

    - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding company has adequate internal financial controls with reference to Consolidated Financial Statements in place and the operating effectiveness of such controls.

    - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

    - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its joint venture to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its joint venture to cease to continue as a going concern.

    - Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

    - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its joint venture to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

12. We communicate with those charged with governance of the Holding Company and such other entities included in the Consolidated Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

13. 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.

14. 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 Matters

15. We did not audit the financial information of eleven subsidiaries included in the Consolidated Financial Statements whose financial information reflect total assets of ₹8,963.66 million and net assets of ₹5,785.59 million as at March 31, 2022, total revenue of ₹6,210.07 million , total comprehensive income (comprising of profit and other comprehensive income) of ₹479.32 millions and net cash flows amounting to ₹(106.74) million for the year ended on that date, as considered in the Consolidated Financial Statements. These financial information have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the Consolidated Financial Statements insofar as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act including report on Other Information insofar as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

16. As required by paragraph 3(xxi) of the Companies (Auditor's Report) Order, 2020 ("CARO 2020"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we report that we have given the following comments in respective CARO 2020 report of Standalone Financial Statement of the Holding Company and its joint venture included in these Consolidated Financial Statements, as reproduced below:

S. No.	Name of the Company	CIN	Relationship with the Holding Company	Date of the respective auditor's report	Paragraph number in the respective CARO reports
1	Tega Industries Limited	L25199WB1976PLC030532	Holding Company	May 24, 2022	(i)(c) & (ii)(b)
2	Hosch Equipment (India) Limited	U25192WB1991PLC052259	Joint Venture	May 19, 2022	(i)(c)

17. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account and records maintained for the purpose of preparation of the Consolidated Financial Statements.

d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act.

e) On the basis of the written representations received from the directors of the Holding Company and its joint venture taken on record by the Board of Directors of the Holding Company and its joint venture incorporated in India, none of the directors of the Group companies and its joint venture incorporated in India is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of internal financial controls with reference to Consolidated Financial Statements of the Holding Company and its joint venture incorporated in India and the operating effectiveness of such controls, refer to our separate report in Annexure A.

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Consolidated Financial Statements disclose the impact, if any, of pending litigations on the consolidated financial position of the Group and its joint venture – Refer Note 45A and 44(c) to the Consolidated Financial Statements.

ii. The Group has long-term contracts including derivative contracts as at March 31, 2022 for which there were no material foreseeable losses. The joint venture did not have any long-term contracts including derivative contracts as at March 31, 2022.

iii. There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Holding Company during the year.

   There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the joint venture incorporated in India.

iv. (a) The respective Managements of the Holding Company and its joint venture which are companies incorporated in India whose financial statements have been audited under the Act have represented to us, to the best of their knowledge and belief, as disclosed in the notes to the accounts, 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 or such joint venture to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or such joint venture ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. (Refer Note 53(k) to the Consolidated Financial Statements);

   (b) The respective Managements of the Holding Company and its joint venture which are companies incorporated in India whose financial statements have been audited under the Act have represented to us, to the best of their knowledge and belief, as disclosed in the notes to the accounts, no funds (which are material either individually or in the aggregate) have been received by the Holding Company or such joint venture from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or such joint venture 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. (Refer Note 53(k) to the Consolidated Financial Statements); and

   (c) Based on the audit procedures, that has been considered reasonable and appropriate in the circumstances, performed by us for Holding Company and its joint venture which are companies incorporated in India, whose financial statements have been 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) contain any material misstatement.

v. The dividend paid during the year by the Holding Company and declared and paid during the year by its joint venture incorporated in India, is in compliance with Section 123 of the Act.

18. The Holding Company and its joint ventures incorporated in India have paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Avijit Mukerji
Partner
Membership Number: 056155
UDIN: 22056155AJMZVS3576

Kolkata
May 24, 2022

Annexure A to Independent Auditor's Report

Referred to in paragraph 17(f) of the Independent Auditor's Report of even date to the members of Tega Industries Limited on the Consolidated Financial Statements as of and for the year ended March 31, 2022

Report on the Internal Financial Controls with reference to Consolidated Financial Statements under clause (i) of sub-section 3 of Section 143 of the Act

1. In conjunction with our audit of the Consolidated Financial Statements of the Company as of and for the year ended March 31, 2022, we have audited the internal financial controls with reference to Consolidated Financial Statements of Tega Industries Limited (hereinafter referred to as "the Holding Company") and its joint venture, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

2. The respective Board of Directors of the Holding Company and its joint venture, to whom reporting under clause (i) of sub section 3 of Section 143 of the Act in respect of the adequacy of the internal financial controls with reference to Consolidated Financial Statements is applicable, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on 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 ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

3. Our responsibility is to express an opinion on the 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 issued by the ICAI and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Consolidated Financial Statements was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Consolidated Financial Statements included obtaining an understanding of internal financial controls with reference to Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error.

5. 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 system with reference to Consolidated Financial Statements.

Meaning of Internal Financial Controls with reference to financial statements

6. A company's internal financial control with reference to 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 financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Holding Company and its joint venture, which are companies 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, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Avijit Mukerji
Partner
Membership Number: 056155
UDIN: 22056155AJMZVS3576

Kolkata
May 24, 2022

Consolidated Balance Sheet as at 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Particulars	Notes	As at 31 March 2022	As at 31 March 2021
ASSETS			
Non-current assets			
Property, plant and equipment	3(a)	1,711.30	1,691.96
Right-of-Use Assets	3(b)	571.91	591.01
Capital work in progress	3(c)	101.71	68.59
Investment property	4	40.76	38.49
Goodwill	5	644.89	632.82
Other intangible assets	3(d)	14.14	7.13
Investments accounted for using the equity method	44(c)	241.25	269.22
Financial assets			
(i) Investments	6	-	181.85
(ii) Other financial assets	7	83.45	103.01
Non-current tax assets (net)	8	119.77	101.82
Deferred tax assets (net)	9	232.61	256.28
Other non-current assets	10	56.39	14.06
Total non-current assets		**3,818.18**	**3,956.24**
Current assets			
Inventories	11	2,521.36	1,586.31
Financial assets			
(i) Investments	12	1,744.06	1,561.92
(ii) Trade receivables and contract assets	13	2,765.23	2,208.64
(iii) Cash and cash equivalents	14	394.97	478.70
(iv) Other bank balances	15	7.06	5.40
(v) Loans	16	0.32	0.97
(vi) Other financial assets	17	139.69	42.87
Current tax assets (net)	18	12.00	15.49
Other current assets	19	389.26	326.85
Total current assets		**7,973.95**	**6,227.15**
Total assets		**11,792.13**	**10,183.39**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	20A	662.93	576.01
Preference share capital	20B	-	86.92
Other equity	20C	6,697.42	5,474.29
Equity attributable to the owners of the company		**7,360.35**	**6,137.22**
Equity attributable to the owners of the non controlling interest		**0.00^**	**0.00^**
Total equity		**7,360.35**	**6,137.22**
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	21	613.65	862.10
(ii) Lease Liabilities	3(b)	250.97	237.81
(iii) Other financial liabilities	22	43.86	89.23
Deferred tax liabilities (net)	23	90.43	87.61
Total non-current liabilities		**998.91**	**1,276.75**
Current liabilities			
Financial liabilities			
(i) Borrowings	24	1,535.78	1,015.92
(ii) Lease Liabilities	3(b)	51.25	80.89
(iii) Trade payables			
(a) Total outstanding dues of micro and small enterprises	25	79.67	42.20
(b) Total outstanding dues of creditors other than micro and small enterprises	25	887.68	944.90
(iv) Other financial liabilities	26	233.71	126.37
Provisions	27	141.82	146.37
Current tax liabilities (net)	28	43.26	96.53
Other current liabilities	29	459.70	316.24
Total current liabilities		**3,432.87**	**2,769.42**
Total liabilities		**4,431.78**	**4,046.17**
Total equity and liabilities		**11,792.13**	**10,183.39**

^Amount is below the rounding off norm adopted by the Group

This is the Consolidated Balance Sheet referred to in our report of even date.

The accompanying notes are an integral part of this Consolidated financial statements

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Avijit Mukerji
Partner
Membership Number: 056155

Place: Kolkata
Date: 24 May 2022

For and on Behalf of Board of Directors

Madan Mohan Mohanka
Chairman
DIN: 00049388

Mehul Mohanka
Managing Director
DIN: 00052134

Manoj Kumar Agarwal
Chief Financial Officer and Company Secretary

Place: Kolkata
Date: 24 May 2022

Consolidated Statement of Profit and Loss for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Particulars	Notes	Year ended 31 March 2022	Year ended 31 March 2021
Revenue from operations	30	9,517.56	8,055.22
Other income	31	241.98	511.62
Total income		**9,759.54**	**8,566.84**
Expenses			
Cost of materials consumed	32	4,036.27	3,282.36
Changes in inventories of finished goods and work-in-progress	33	(10.06)	(44.46)
Employee benefits expense	34	1,434.21	1,226.70
Finance costs	35	162.04	172.78
Depreciation and amortisation expenses	36	386.96	401.80
Other expenses	37	2,228.56	1,715.82
Total expenses		**8,237.98**	**6,755.00**
Profit before share of net profit of joint venture accounted for using equity method and tax		**1,521.56**	**1,811.84**
Share of net profit of joint venture accounted for using the equity method	44(c)	**28.15**	**26.78**
Profit before tax		**1,549.71**	**1,838.62**
Income tax expense			
- Current tax	38	362.30	372.81
- Deferred tax	38	18.42	101.76
Total tax expense		**380.72**	**474.57**
Total Profit for the year (A)		**1,168.99**	**1,364.05**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
(a) Remeasurement gain on post employment defined benefit plans		1.10	3.11
(b) Income tax charge related to above		(0.28)	(0.78)
(c) Share of other comprehensive income of joint venture accounted using the equity method		0.14	0.03
Items that will be reclassified to profit or loss			
(a) Exchange differences on translation of foreign operations		53.18	138.27
Other comprehensive income for the year, net of tax (B)		**54.14**	**140.63**
Total comprehensive income for the year (A+B)		**1,223.13**	**1,504.68**
Profit is attributable to:			
Owners of Tega Industries Limited		1,168.99	1,364.05
Non- Controlling interests		0.00^	0.00^
		1,168.99	**1,364.05**
Other Comprehensive income is attributable to:			
Owners of Tega Industries Limited		54.14	140.63
Non- Controlling interests		0.00^	0.00^
		54.14	**140.63**
Total Comprehensive income is attributable to:			
Owners of Tega Industries Limited		1,223.13	1,504.68
Non- Controlling interests		0.00^	0.00^
		1,223.13	**1,504.68**
Earnings Per equity share: [Nominal Value Per Share ₹10/-]			
Basic	43	19.65	24.10
Diluted	43	17.55	20.48

^Amount is below the rounding off norm adopted by the Group

This is the Consolidated Statement of Profit and Loss referred to in our report of even date.

The accompanying notes are an integral part of this Consolidated financial statements

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Avijit Mukerji
Partner
Membership Number: 056155

Place: Kolkata
Date: 24 May 2022

For and on Behalf of Board of Directors

Madan Mohan Mohanka
Chairman
DIN: 00049388

Mehul Mohanka
Managing Director
DIN: 00052134

Manoj Kumar Agarwal
Chief Financial Officer and Company Secretary

Place: Kolkata
Date: 24 May 2022

Consolidated Statement of Changes in Equity for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

A. Equity share capital

Particulars	Notes	Amount
As at 1 April 2020	20A	576.01
Changes during the year		-
As at 31 March 2021	**20A**	**576.01**
Changes during the year		86.92
As at 31 March 2022	**20A**	**662.93**

B. Preference share capital

Particulars	Notes	Amount
As at 1 April 2020	20B	86.92
Changes during the year		-
As at 31 March 2021	**20B**	**86.92**
Changes during the year		(86.92)
As at 31 March 2022	**20B**	**-**

C. Other equity

Description	Notes	Reserve and surplus			Other reserves	Share options outstanding account	Total other equity	Non-controlling interests	Total
		Securities premium	General reserve	Retained earning	Foreign Currency Translation Reserve				
Balance as at 1 April 2021	**20C**	**902.10**	**337.98**	**4,210.82**	**22.91**	**0.48**	**5,474.29**	**0.00^**	**5,474.29**
Profit for the year		-	-	1,168.99	-	-	1,168.99	0.00^	1,168.99
Other Comprehensive income [net of tax]		-	-	0.96	53.18	-	54.14	0.00^	54.14
Balance as at 31 March 2022		**902.10**	**337.98**	**5,380.77**	**76.09**	**0.48**	**6,697.42**	**0.00^**	**6,697.42**

Description	Notes	Reserve and surplus			Other reserves	Share options outstanding account	Total other equity	Non-controlling interests	Total
		Securities premium	General reserve	Retained earning	Foreign Currency Translation Reserve				
Balance as at 1 April 2020	**20C**	**902.10**	**337.98**	**2,839.84**	**(118.44)**	**0.48**	**3,961.96**	**0.00^**	**3,961.96**
Profit for the year		-	-	1,364.05	-	-	1,364.05	0.00^	1,364.05
Other Comprehensive income [net of tax]		-	-	2.36	138.27	-	140.63	0.00^	140.63
Transfers within equity		-	-	(3.08)	3.08	-	-	-	-
Other Adjustments		-	-	7.65	-	-	7.65	-	7.65
Transactions with owners in their capacity as owners:									
Dividend on preference shares	42b	-	-	(0.00^)	-	-	(0.00^)	-	(0.00^)
Balance as at 31 March 2021		**902.10**	**337.98**	**4,210.82**	**22.91**	**0.48**	**5,474.29**	**0.00^**	**5,474.29**

^Amount is below the rounding off norm adopted by the Group

This is the Consolidated Statement of Changes in Equity referred to in our report of even date.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Avijit Mukerji
Partner
Membership Number: 056155

Place: Kolkata
Date: 24 May 2022

The accompanying notes are an integral part of this Consolidated financial statements

For and on Behalf of Board of Directors

Madan Mohan Mohanka
Chairman
DIN: 00049388

Mehul Mohanka
Managing Director
DIN: 00052134

Manoj Kumar Agarwal
Chief Financial Officer and Company Secretary

Place: Kolkata
Date: 24 May 2022

Consolidated Statement of Cash Flows for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
A. Cash flow from Operating Activities		
Net Profit before tax	1,549.71	1,838.62
Adjustments for:		
Depreciation and amortisation expenses	386.96	401.80
Finance costs	100.86	138.79
Interest income	(3.12)	(4.56)
Allowance for expected credit loss (including bad debts and advances written off)	47.06	57.39
Claims/ Liquidating damages	3.14	14.47
Net fair value (gain) on investments classified at FVTPL	(74.51)	(78.13)
Net (gain) on sale of investments classified at FVTPL	(5.31)	(2.50)
Mark to market (gain)on derivative instrument (net)	(27.04)	(61.59)
Payment on Derivative Settlement (net)	36.32	44.56
Liabilities/ Provisions no longer required written back	-	(12.80)
Net loss/(gain) on sale of property, plant and equipment including other intangible assets (including loss on assets scrapped/ written off)	(0.71)	37.28
Dividend Income from investments measured at FVTPL	-	(11.81)
Share of profit of joint venture accounted for using the equity method	(28.15)	(26.78)
Provision for Warranty Expenses	11.34	23.29
Provision for slow moving/ non- moving and obsolete inventory	27.38	52.91
Other non cash items	(2.54)	(1.39)
Effect of unrealised exchange differences (net)	9.80	(18.85)
Operating profit before working capital changes	**2,031.19**	**2,390.70**
Changes in Working Capital:		
Increase in Non Current/ Current financial and other assets	(721.99)	(396.65)
Increase in inventories	(943.66)	(312.92)
Decrease in Non Current/ Current financial and other liabilities/ provisions	202.15	324.69
Cash Generated from Operations	**567.69**	**2,005.82**
Direct Taxes paid (net of refunds)	(430.56)	(303.36)
Net cash generated from operating activities	**137.13**	**1,702.46**
B. Cash flow from Investing Activities		
Purchase of capital assets	(409.99)	(486.12)
Sale of capital assets	7.24	2.27
Payment for purchase of investments	(392.48)	(1,659.56)
Proceeds from sale of investments	472.00	1,341.46
Deposits with bank placed	(2.00)	(111.02)
Deposits with bank matured	8.52	110.06
Interest received	4.06	3.37
Dividend received	56.25	2.25
Net cash (used in) investing activities	**(256.40)**	**(797.29)**

Consolidated Statement of Cash Flows for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
C. Cash flow from Financing Activities		
Proceeds from long term borrowings	-	171.46
Repayment of long term borrowings	(204.92)	(128.36)
Proceeds from/ (repayment of) short term borrowings (net)	453.52	(574.03)
Payment on derivative settlement (net)	(36.32)	(44.56)
Finance cost paid	(84.45)	(110.71)
Finance cost paid on account of lease liabilities	(23.16)	(26.52)
Repayment of lease liabilities	(73.82)	(77.32)
Dividends paid	(0.00^)	(0.00^)
Net cash (used in)/ generated from financing activities	**30.85**	**(790.04)**
Net increase/(decrease) in cash and cash equivalents	**(88.42)**	**115.13**
Cash and cash equivalents at the beginning of the year (Refer Note 14)	478.70	368.63
Exchange differences on translation of foreign currency cash & cash equivalents	4.69	(5.06)
Cash & cash equivalents at the end of the year	394.97	478.70

Notes:

1. The above Consolidated Statement of Cash flows has been prepared under the Indirect Method as set out in Ind AS - 7 "Statement of Cash Flows".
2. Cash flow from investing activities does not include dividend income on mutual funds which was reinvested in the mutual funds to the tune of NIL (31 March 2021: ₹11.81 Mn) being non cash items.
3. During the year non-cash transaction from Investing and Financing Activities with respect to acquisition of Right-of-Use Assets with corresponding adjustments to Lease Liabilities ₹74.97 Mn. (31 March 2021: ₹24.96 Mn)

^Amount is below the rounding off norm adopted by the Group

This is the Consolidated Statement of Cash Flows referred to in our report of even date.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Avijit Mukerji
Partner
Membership Number: 056155

Place: Kolkata
Date: 24 May 2022

The accompanying notes are an integral part of this Consolidated financial statements

For and on Behalf of Board of Directors

Madan Mohan Mohanka
Chairman
DIN: 00049388

Mehul Mohanka
Managing Director
DIN: 00052134

Manoj Kumar Agarwal
Chief Financial Officer and Company Secretary

Place: Kolkata
Date: 24 May 2022

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

1. Group Information

Tega Industries Limited ('the holding company') and its subsidiaries (together the Group) is engaged in the activity of designing, manufacturing and installation of process equipment and accessories to cater the mineral processing, mining, material handling and environment industries.

The Holding Company's equity shares are listed on the Bombay Stock Exchange Limited (BSE), National Stock Exchange of India Limited (NSE).

The financial statements as at 31 March 2022 present the financial position of the Group.

The Consolidated Financial Statements for the year ended 31 March 2022 were approved and authorised for issue with the resolution of the Holding Company's Board of Directors on 24 May 2022.

2. Summary of significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these Consolidated Financial Statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of Preparation

(i) Compliance with Ind AS

These Consolidated Financial Statements have been prepared, in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("the Act") [Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016] and other relevant provisions of the act.

(ii) Historical Cost Convention

The consolidated financial statements have been prepared as going concern on accrual basis and under the historical cost convention except for the following assets and liabilities which have been measured at fair value or revalued amount:

- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments);
- defined benefit plans – plan assets measured at fair value; and
- share-based payments.

(iii) Current versus Non Current Classification

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 the Indian Accounting Standards (Ind AS) and Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

(iv) New and amended standards adopted by the Group

The Group has applied the following amendments to Ind AS for the first time for their annual reporting period commencing 1 April 2021:

- Extension of COVID-19 related concessions – amendments to Ind AS 116
- Interest rate benchmark reform – amendments to Ind AS 109, Financial Instruments, Ind AS 107, Financial Instruments: Disclosures, Ind AS 104, Insurance Contracts and Ind AS 116, Leases.

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

(v) New amendments issued but not effective

The Ministry of Corporate Affairs (MCA) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, as below:

Ind AS 16, Property Plant and equipment – The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognized in the profit or loss but deducted from the directly attributable costs

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

considered as part of cost of an item of property, plant, and equipment. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022. The Group has evaluated the amendment and there is no impact on its consolidated financial statements.

Ind AS 37, Provisions, Contingent Liabilities and Contingent Assets – The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022, although early adoption is permitted. The Group has evaluated the amendment and the impact is not expected to be material.

(vi) Reclassifications consequent to amendments to Schedule III

The Ministry of Corporate Affairs amended the Schedule III to the Companies Act, 2013 on 24 March 2021 to increase the transparency and provide additional disclosures to users of financial statements. These amendments are effective from 1 April 2021.

Consequent to above, the Group has changed the classification/ presentation of current maturities of long-term borrowings in the current year.

The current maturities of long-term borrowings has now been included in the "Current borrowings" line item. Previously, current maturities of long-term borrowings were included in 'other financial liabilities' line item.

The Group has reclassified comparative amounts to confirm with current year presentation as per the requirements of Ind AS 1. The impact of such classifications is summarised below:

Balance Sheet (extract)	As at 31 March 2021 (as previously reported)	Increase/ (Decrease)	As at 31 March 2021 (restated)
Other current financial liabilities	341.57	(215.20)	126.37
Current borrowings	800.72	215.20	1,015.92

2.2 Use of Estimates

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Estimates are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the group and that are believed to be reasonable under the circumstances.

2.3 Principles of consolidation and equity accounting

(i) Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has right 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 fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group. IND AS 12 'Income Tax' applies to temporary differences that arise from the elimination of profits and losses resulting from Intercompany transaction.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and consolidated balance sheet respectively.

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(ii) Interest in Joint Ventures accounted for using equity method.

Under Ind AS 111, Joint Arrangements, investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. The group only has investment in joint venture.

Under the equity method of accounting, the investment is initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in the consolidated statement of profit and loss, and the Group's share of other comprehensive income of the investee in other comprehensive income. Dividend received or receivable from joint venture is recognised as a reduction in the carrying amount of investment.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other long term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its joint venture are eliminated to the extent of the Group's interest in joint venture. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investee are changed where necessary to ensure consistency with the policies adopted by the Group.

2.4 Property plant and equipment

Freehold land is carried at historical cost. All other items of property plant and equipment are stated at historical cost net of accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the consolidated statement of profit and loss during the reporting period in which they are incurred.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the consolidated statement of profit and loss.

On transition to Ind AS, the Group has elected to continue with the carrying value of its property plant and equipment measured at the previous GAAP and use that carrying value as the deemed cost of property plant and equipment.

Depreciation

i) Depreciation is calculated using a straight line method to allocate the cost of the assets, net of their residual values, over their estimated useful lives as specified by Schedule II to the Act, wherever applicable. The estimated useful lives of the property, plant and equipment have been presented below:

Class of assets	Estimated useful life (i n years)
Buildings	30 - 60 years
Plant and Equipment*	3 - 8 years
Furniture and Fixtures	10 years
Vehicles	5-8 years
Office equipment	5 years
Electrical installation	10 years

*For these class of assets, based on internal assessment and independent technical evaluation carried out by external valuers, the Group believes that the useful lives as given above best represent the year over which Group expects to use these assets. Hence, the useful lives for these assets are different from the useful lives as prescribed under Part C of Schedule II to the Act.

ii) Leasehold improvements are depreciated over the shorter of their useful life or the lease term, unless the entity expects to use the assets beyond the lease term.

The assets' residual values and useful lives are reviewed by the management, and adjusted if appropriate, at the end of each reporting period.

2.5 Intangible assets

(i) Goodwill on acquisition of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses if any. Gains and Losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes.

(ii) Intangible Assets (Computer Software) are stated at cost of acquisition net of accumulated amortisation and accumulated impairment losses, if any. Costs associated with maintaining software programmes are recognised as an expense as incurred.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the consolidated statement of profit and loss.

On transition to Ind AS, the Group has elected to continue with the carrying value of its intangible assets measured at the previous GAAP and use that carrying value as the deemed cost of intangible assets.

Amortisation

The group amortises computer software using the straight line method over the following periods:

Class of assets	Estimated useful life (in years)
Software	3 years

Research and Development Expenditure

Research expenditure and development expenditure that do not meet the criterias mentioned below are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period. Property, plant and equipment used in Research and Development are capitalised.

Development costs are recognised as intangible assets when the following criteria are met:

1. it is technically feasible to complete the intangible asset so that it will be available for use
2. management intends to complete the intangible asset and use or sell it
3. there is an ability to use or sell the intangible asset
4. it can be demonstrated how the intangible asset will generate probable future economic benefits
5. adequate technical, financial and other resources to complete the development and to use or sell the intangible asset are available, and
6. the expenditure attributable to the intangible asset during its development can be reliably measured.

Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for use.

2.6 Impairment

At each balance sheet date, the Group reviews the carrying values of its property, plant and equipment and intangible assets to determine whether there is any indication that the carrying value of those assets may not be recoverable through continuing use. If any such indication exists, the recoverable amount of the asset is reviewed in order to determine the extent of impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

Recoverable amount is the higher of fair value less costs to sell 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. An impairment loss is recognised in the consolidated statement of profit and loss as and when the carrying value of an asset exceeds its recoverable amount.

Where an impairment loss subsequently reverses, the carrying value of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount so that the increased carrying value does not exceed the carrying value that would have been determined had no impairment loss been recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognised in the consolidated statement of profit and loss immediately.

2.7 Investment Properties

Property that is held for long term rental yields or for capital appreciation or both, and is not occupied by the group, is classified as Investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the assets carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the group and the cost of the item can be measured reliably. All repair and maintenance cost are expensed when incurred. When part of Investment property is replaced, the carrying amount of the replaced part is derecognised.

On transition to Ind AS, the group has elected to continue with the carrying value of its investment properties measured at the previous GAAP and use that carrying value as the deemed cost of investment properties.

2.8 Business Combinations

Acquisition of subsidiaries and businesses are accounted for using the acquisition method under Ind AS 103. The consideration transferred for acquisition of a business generally comprises of fair value of assets transferred, liabilities incurred by the Group to the former owners of the acquired business, and equity interests issued by the Group.

Acquisition related costs are expenses as incurred in the consolidated statement of profit and loss.

Goodwill arising on acquisition is recognised as an asset and measured at cost, being the excess of the consideration transferred in the business combination over the fair value of the net identifiable assets acquired. Where the fair value of the net identifiable assets exceed the consideration transferred, the difference is recognised in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. In other cases, the bargain purchase gain is recognised directly in equity as capital reserve.

The group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

Business combinations arising from transfers of interests in entities that are under the common control are accounted for using the pooling of interest method. The difference between any consideration transferred and the aggregate historical carrying values of assets and liabilities of the acquired entity are recognised in shareholder's equity.

When a transaction or other event does not meet the definition of a business combination due to the asset or group of assets not meeting the definition of a business, it is termed an 'asset acquisition'. In such circumstances, the acquirer:

a) identifies and recognises the individual identifiable assets acquired

b) allocates the cost of the group of assets and liabilities to the individual identifiable assets and liabilities on the basis of their relative fair values at the date of purchase.

Such a transaction or event does not give rise to goodwill or bargain purchase gain.

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

2.9 Financial Instruments

Investment in debt instruments

The financial assets are classified in the following categories:

1. financial assets measured at amortised cost,
2. financial assets measured at fair value through profit and loss (FVTPL), and
3. financial assets measured at fair value through other comprehensive income (FVOCI).

The classification of financial assets depends on the Group's business model for managing financial assets and the contractual terms of the cash flow.

At initial recognition, the financial assets are measured at its fair value plus, in the case of a financial asset not at fair value through profit and loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit and loss are expensed in the consolidated statement of profit and loss.

Financial assets measured at amortised cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. After initial recognition, such financial assets are subsequently measured at amortised cost using the effective interest rate method. The losses arising from impairment are recognised in the Consolidated Statement of Profit and Loss.

Financial assets measured at fair value through other comprehensive income (FVOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business model 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.

Financial assets measured at fair value through profit and loss (FVTPL)

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit and loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit and loss is recognised in the Consolidated Statement of Profit and Loss in the period in which it arises.

Investments in units of mutual funds are subsequently measured at FVTPL and the changes in fair value are recognised in Consolidated statement of Profit and Loss.

De-recognition of financial asset

A financial asset is derecognised only when

- The Group has transferred the rights to receive cash flows from the financial asset or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses associated with its financial assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the group applies the simplified approach required by Ind AS 109, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Financial Liabilities

Borrowings are initially recognised at fair value, net of transaction costs incurred. Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

Trade and other payables represent liabilities for goods and services provided to the group prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 30-90 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

De-recognition of financial liabilities

A financial liability (or a part of financial liability) is de-recognised from Group's Consolidated Balance Sheet when obligation specified in the contract is discharged or cancelled or expired.

Derivative Instruments

Derivatives are only used for economic hedging purposes and not as speculative investments. The Group uses certain derivative financial instruments to reduce business risks which arise from its exposure to foreign exchange and interest rate fluctuations. The instruments are confined principally to forward foreign exchange contracts, interest rate swaps and options. The derivative contracts to hedge risks are not designated as hedges .

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. Net mark to market gains/ losses on derivatives taken by the Group are recorded in other income/ expenses respectively.

Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash on hand, demand deposits with banks, other short term highly liquid investments, if any, with original maturities of three months or less that are readily convertible to known amount of cash and subject to an insignificant change in value.

2.10 Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is reported in the Consolidated Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in event of default, insolvency or bankruptcy of the Group or the counterparty.

2.11 Government Grants

(i) Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

(ii) Government grants relating to income are deferred and recognised in the consolidated statement of profit and loss over the period necessary to match them with the costs that they are intended to compensate and presented within other operating revenue.

2.12 Inventories

Inventories are valued at the lower of cost and net realisable value. Cost of raw materials and traded goods comprises cost of purchases. Cost of work-in-progress and finished goods comprises direct materials, direct labours and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on the basis of weighted-average cost method. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

2.13 Revenue Recognition

Revenue shall be recognised to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services.

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

Sales of goods

Sales are recognised when control of the products has been transferred to the buyer, being when the products are dispatched/ delivered to the customer depending on the contract terms. This occurs when the products have been shipped or delivered to the specific location as the case may be, the risk of loss has been transferred, and either the customer has accepted the products in accordance with the sales contract, or the Group has objective evidence that all criteria for acceptance have been satisfied. Revenue from contract with customers is primarily recorded at a point in time. In few contracts the Group's performance does not create an asset with alternative use to the group and the group has concluded that it has an enforceable right to payment for performance completed to date. In the said cases, the group transfers control of a good or service over time and, therefore, satisfies a performance obligation and recognises revenue over time. The group uses the input method to recognise revenue. The group has determined that the input method is the best method for measuring progress for these contracts because there is a direct relationship between the costs incurred by the Group and the transfer of goods and services to the customer.

No element of financing is deemed present as the sales are generally made with a credit term upto 180 days which is consistent with market practice.

Revenue is recognised based on the price specified in the contract.

Some contracts include multiple deliverables, such as sale of product and certain related services. However, the services are simple, does not include an integration service and could be performed by another party. It is therefore accounted for as a separate performance obligation. Where the contracts include multiple performance obligations, the transaction price will be allocated to each performance obligation based on the stand-alone selling prices. Where these are not directly observable, they are estimated based on the expected cost plus margin. If contracts include the installation of product, revenue for the product is recognized at a point in time when the product is delivered, the legal title has passed and the customer has accepted the product.

A receivable is recognised when the goods are dispatched or delivered, depending on the contract terms, as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due. A contract asset is recognised in respect of those performance obligations where the control of the goods has been transferred to the buyer, and only delivery of the goods is pending. In these cases the consideration is due after the shipping obligation is complete, accordingly these are classified as contract assets as the consideration is conditional on something other than the passage of time.

The group does not have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

The group generally provides for warranties which are assurance-type warranties under Ind AS 115, and are accounted for under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets.

2.14 Other Income

Interest: Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset.

Dividend: Dividend income from investments is recognised when the shareholder's rights to receive payment is established.

2.15 Borrowing Costs

Borrowing costs include interest, other costs incurred in connection with borrowing and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to the interest cost. General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, are capitalised during the period of time that is required to complete and prepare the assets for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. All other borrowing costs are expensed in the period in which they are incurred.

2.16 Foreign Currencies

Functional and presentation currency

These consolidated financial statements of the Group are presented in Indian rupees (₹), which is the functional currency of the parent and the presentation currency for the financial statements.

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

Transaction and balances

Transactions in foreign currencies are translated into the functional currency at exchange rates prevailing on the date of the transaction.

Foreign exchange gains and losses resulting from the settlement of such transactions are generally recognised in Consolidated Statement of Profit and Loss.

Monetary assets and liabilities related to such foreign currency transactions at the end of the year are translated at year end exchange rates and are generally recognised in the consolidated statement of profit and loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction."

Foreign Operations

The result and financial position of foreign operations (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

1. Assets and liabilities are translated at the closing rate at the date of the Consolidated Balance Sheet.
2. Income and expenses are translated at average exchange rates (unless this is not a reasonable approximation of cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and
3. All resulting exchange differences are recognised in Other Comprehensive Income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the exchange rate in effect at the balance sheet date.

2.17 Employee Benefits

a) Short-term Employee Benefits:

Short-term Employee Benefits (i.e. benefits payable within one year) are recognised in the period in which employee services are rendered.

b) Defined contribution plans

Payments to defined contribution plans are charged as an expense as they fall due. Payments made to state managed retirement benefit schemes are dealt with as payments to defined contribution schemes as the group has no further payment obligations once the contributions have been paid.

c) Defined benefit plans

For defined benefit retirement schemes the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuation being carried out at each balance sheet date. Re-measurement gains and losses of the net defined benefit liability/ (asset) are recognised immediately in other comprehensive income. The service cost and net interest on the net defined benefit liability/ (asset) is treated as a net expense within employment costs.

Past service cost is recognised as an expense when the plan amendment or curtailment occurs or when any related restructuring costs or termination benefits are recognised, whichever is earlier.

The retirement benefit obligation recognised in the Consolidated Balance Sheet represents the present value of the defined-benefit obligation as reduced by the fair value plan assets.

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

d) Other Long-term Employee Benefits:

Compensated absences

Accumulated compensated absences which are expected to be availed or encashed within twelve months from the period end are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlements as at the period end.

Accumulated compensated absences which are expected to be availed or encashed beyond twelve months from the period end are treated as other long term employee benefits. The Group's liability is actuarially determined (using the Projected Unit Credit method) at the end period. Actuarial loss/ gains are recognised in the Consolidated Statement of Profit and Loss in the period in which they arise.

e) Share based payments

Share-based compensation benefits are provided to employees via the Tega Industries Limited Employee Stock Option Scheme namely ESOP Scheme 2011. Employees of the holding company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised, together with a corresponding increase in Employee Stock Options Outstanding Account in equity, over the period in which the performance and/or service conditions are fulfilled, in Employee Benefit Expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

2.18 Current and Deferred Tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Parent Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and interest in joint arrangements where the Group is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and associates and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2.19 Provision and Contingent Liabilities

The Group recognises a provision where there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. However, provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources or there is a present obligation, reliable estimate of the amount of which cannot be made. Where there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote, no provision or disclosure for contingent liability is made.

Provision for warranty

The estimated liability for warranty is recorded when products are sold. These estimates are established using historical information on the nature, frequency and average cost of obligations and management estimates regarding possible future incidence based on corrective actions on product failure.

2.20 Non-current assets (or disposal Groups) held for sale and discontinued operations

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the Statement of Profit and Loss.

Non-current assets classified as held for sale and the assets of a disposal Group classified as held for sale are presented separately from the other assets in the Consolidated Balance Sheet. The liabilities of a disposal Group classified as held for sale are presented separately from other liabilities in the Consolidated Balance Sheet.

Non-current assets (or disposal Groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

2.21 Earnings per Share

Basic earnings per share is calculated by dividing net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Group's earnings per share is the net profit or loss for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, if any, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

2.22 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The executive committee of the parent assesses the financial performance and the position of the Group and they are the chief operating decision maker of the Group.

2.23 Rounding off

All amounts in the financial statement have been rounded off to the nearest million with two decimal places as per the requirement of Schedule III to the Act, unless otherwise indicated.

2.24 Exceptional Item

Exceptional item is an item of income or expense within the consolidated statement of profit and loss, which is of such size, nature and incidence that its disclosure is relevant to explain the performance of the Group for the period. The nature and amount of such item is disclosed separately in the consolidated statement of profit and loss.

2.25 Leases

The Group as lessee

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. The Group recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right of-use asset measured at inception comprises of the amount of initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date.

Certain lease arrangements include options to extend or terminate the lease before the end of the lease term. The right-of-use assets and lease liabilities include these options when it is reasonably certain that such options would be exercised.

The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any re-measurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognized in the Statement of profit and loss.

Lease liability is measured at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

made and remeasuring the carrying amount to reflect any reassessment or lease modifications. The Group recognizes the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognizes any remaining amount of the re-measurement in the consolidated statement of profit and loss.

Variable lease payments not included in the measurement of the lease liabilities are expensed to the consolidated statement of profit and loss in the period in which the events or conditions which trigger those payments occur.

2.26 IPO Expenses

The transaction costs incurred by the Holding Company on behalf of the selling shareholders, with respect to the IPO, is recognised as an asset, being recoverable from the selling shareholders.

2A Critical estimates and judgements

The preparation of consolidated financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Group's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed.

(i) Estimation of defined benefit obligation

Refer note 34.1 for details of critical estimates in computation of defined benefit obligation.

(ii) Impairment of Goodwill

Goodwill is tested for impairment at least on annual basis or more frequently when events or change in circumstances indicate that it might be impaired. The recoverable amount of the Cash Generating Unit (CGU) is determined based on value in use calculations which require the use of assumptions. The calculations use cash flow projection based on financial budgets approved by management covering a five year period. The Group uses various assumptions inter-alia growth in the revenue, earnings before Interest, tax depreciation and amortisation (EBITDA), long term growth rates, discount rates to reflect the risk involved.

(iii) Deferred Taxes

The Group reviews the carrying amount of deferred tax assets at the end of the each reporting period. The policy has been detailed in note 2.18 and judgements related to deferred taxes is set out in note 38.

(iv) Critical judgement in determining the lease term

The Group determines the lease term on the basis of termination and renewal options in various lease contracts where the Group applies its judgements. Refer note 3(b) for details.

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 3(a) Property, plant and equipment

Particulars	Gross Block					Depreciation					Net Block	
	As at 1 April 2021	Additions during the year	Disposals/ Adjustments during the year	Exchange Differences	As at 31 March 2022	As at 1 April 2021	For the year	Disposals/ Adjustments during the year	Exchange Differences	As at 31 March 2022	As at 31 March 2022	As at 31 March 2021
Tangible assets												
(a) Land	103.65	-	-	2.60	106.25	1.59	0.67	-	-	2.26	103.99	102.06
(b) Buildings	743.02	29.01	-	7.60	779.63	143.08	31.28	-	2.28	176.64	602.99	599.94
(c) Plant and equipment	2,107.44	207.96	-	(4.20)	2,311.20	1,251.89	230.55	-	2.39	1,484.83	826.37	855.55
(d) Furniture and fixtures	95.19	45.68	0.82	(0.89)	139.16	51.01	14.46	0.60	(0.42)	64.45	74.71	44.18
(e) Vehicles	103.83	5.87	11.76	1.54	99.48	40.26	15.66	7.25	0.81	49.48	50.00	63.57
(f) Office equipment	70.58	27.18	6.72	0.74	91.78	44.14	7.55	4.92	0.42	47.19	44.59	26.44
(g) Electrical installation	3.01	8.82		0.00	11.83	2.79	0.40	-	(0.01)	3.18	8.65	0.22
Total	**3,226.72**	**324.52**	**19.30**	**7.39**	**3,539.33**	**1,534.76**	**300.57**	**12.77**	**5.47**	**1,828.03**	**1,711.30**	**1,691.96**

Particulars	Gross Block					Depreciation					Net Block	
	As at 1 April 2020	Additions during the year	Disposals/ Adjustments during the year	Exchange Differences	As at 31 March 2021	As at 1 April 2020	For the year	Disposals/ Adjustments during the year	Exchange Differences	As at 31 March 2021	As at 31 March 2021	As at 31 March 2020
Tangible assets												
(a) Land	97.35	-	-	6.30	103.65	1.26	0.33	-	-	1.59	102.06	96.09
(b) Buildings	723.09	1.54	-	18.39	743.02	110.70	28.17	-	4.21	143.08	599.94	612.39
(c) Plant and equipment	1,854.03	198.44	36.99	91.96	2,107.44	993.07	242.91	27.55	43.46	1,251.89	855.55	860.96
(d) Furniture and fixtures	71.10	14.53	0.18	9.74	95.19	32.84	13.50	0.12	4.79	51.01	44.18	38.26
(e) Vehicles	88.34	19.01	9.94	6.42	103.83	28.06	14.54	6.49	4.15	40.26	63.57	60.28
(f) Office equipment	59.64	9.38	2.58	4.14	70.58	36.13	7.15	1.95	2.81	44.14	26.44	23.51
(g) Electrical installation	2.60	0.39	-	0.02	3.01	2.60	0.19	-	0.00^	2.79	0.22	-
Total	**2,896.15**	**243.29**	**49.69**	**136.97**	**3,226.72**	**1,204.66**	**306.79**	**36.11**	**59.42**	**1,534.76**	**1,691.96**	**1,691.49**

Note:

(i) Refer note 21 and 24 for Property, plant and equipment pledged as security.

(ii) Contractual obligations

Refer to note 45B for disclosure of contractual commitments for the acquisition of property, plant and equipment.

(iii) No proceedings have been initiated on or are pending against the holding company and its Joint Venture for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) [formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)] and Rules made thereunder.

(iv) Title deeds of all the immovable properties are held in the name of the Group.

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note 3(b): Right-of-Use Assets

a) The Group as a lessee

The Group's significant leasing arrangements include assets dedicated for use under long-term arrangements, lease of land, office space, equipment, vehicles and some IT equipment. Lease of Land have lease term of 60 years, leases of plant and equipment and office equipments have lease terms between 2 to 30 years, offices and guest houses generally have lease terms between 12 months to 60 years and vehicle generally have lease term between 2 years to 5 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the group. The group also has certain leases of offices and guest houses with lease terms of 12 months or less. The group applies the 'short-term lease' recognition exemptions for these leases. For leases recognised under long term arrangements involving use of a dedicated asset, non-lease components are excluded based on the underlying contractual terms and conditions.

b) Amounts recognised in Consolidated Balance Sheet

The balance sheet shows the following amounts relating to leases:

Particulars	As at 31 March 2022	As at 31 March 2021
Right-of-use assets		
Land [Refer note (i) below]	82.40	84.08
Buildings	244.66	255.32
Plant and equipment	227.84	230.34
Office Equipment	7.80	12.71
Vehicle	9.21	8.56
Total	**571.91**	**591.01**

Note (i): Refer note 21 and 24 for right-of-use land pledged as security.

Particulars	As at 31 March 2022	As at 31 March 2021
Lease Liabilities		
Current	51.25	80.89
Non-Current	250.97	237.81
Total	**302.22**	**318.70**

c) Following are the changes in carrying value of right-of-use assets

Particulars	Right-of-Use Land	Right-of-Use Buildings	Right-of-Use Plant and Equipment	Right-of-Use Office Equipment	Right-of-Use Vehicle	Total Right-of-Use Assets
Opening Balance as at 1 April 2021 (At cost)	**87.44**	**347.58**	**279.09**	**19.79**	**19.81**	**753.71**
Additions during the year	-	22.49	44.11	-	8.37	74.97
Assets disposed / discarded during the year	-	(89.14)	(17.85)	-	(1.41)	(108.40)
Exchange Differences	-	1.87	(9.88)	0.28	0.49	(7.24)
Balance as at 31 March 2022 (At cost)	**87.44**	**282.80**	**295.47**	**20.07**	**27.26**	**713.04**
Accumulated depreciation as at 1 April 2021	**3.36**	**92.26**	**48.75**	**7.08**	**11.25**	**162.70**
Charge for the year #	1.68	28.28	38.13	5.01	6.59	79.69
Assets disposed / discarded during the year	-	(83.31)	(17.84)	-	-	(101.15)

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note 3(b): Right-of-Use Assets (contd.)

Particulars	Right-of-Use Land	Right-of-Use Buildings	Right-of-Use Plant and Equipment	Right-of-Use Office Equipment	Right-of-Use Vehicle	Total Right-of-Use Assets
Exchange Differences	-	0.91	(1.41)	0.18	0.21	(0.11)
Accumulated depreciation as at March 31, 2022	**5.04**	**38.14**	**67.63**	**12.27**	**18.05**	**141.13**
Carrying amount Balance as at March 31, 2022	**82.40**	**244.66**	**227.84**	**7.80**	**9.21**	**571.91**

Particulars	Right-of-Use Land	Right-of-Use Buildings	Right-of-Use Plant and Equipment	Right-of-Use Office Equipment	Right-of-Use Vehicle	Total Right-of-Use Assets
Opening Balance as at 1 April 2020 (At cost)	**87.44**	**110.22**	**241.92**	**19.11**	**16.16**	**474.85**
Additions during the year	-	231.91	9.57	-	2.90	244.38
Assets disposed/ discarded during the year	-	-	(2.05)	-	(1.36)	(3.41)
Exchange Differences	-	5.45	29.65	0.68	2.11	37.89
Balance as at 31 March 2021 (At cost)	**87.44**	**347.58**	**279.09**	**19.79**	**19.81**	**753.71**
Accumulated depreciation as at 1 April 2020	**1.68**	**44.81**	**16.04**	**1.93**	**4.53**	**68.99**
Charge for the year #	1.68	44.44	30.99	4.92	6.04	88.07
Assets disposed/ discarded during the year	-	-	(1.24)	-	(0.14)	(1.38)
Exchange Differences	-	3.01	2.96	0.23	0.82	7.02
Accumulated depreciation as at 31 March 2021	**3.36**	**92.26**	**48.75**	**7.08**	**11.25**	**162.70**
Carrying amount Balance as at 31 March 2021	**84.08**	**255.32**	**230.34**	**12.71**	**8.56**	**591.01**

Included under Depreciation and Amortisation expense (Refer Note 36)

(d) Following are the changes in carrying value of lease liabilities

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Opening Balance	**318.70**	**340.70**
Additions during the year	74.97	24.96
Finance costs during the year	23.16	26.52
Lease terminated during the year	(9.70)	(1.25)
Rent waiver on Lease Liabilities	(0.09)	(1.39)
Lease payments during the year	(96.98)	(103.84)
Exchange Differences	(7.84)	33.00
Closing Balance	**302.22**	**318.70**

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note 3(b): Right-of-Use Assets (contd.)

(e) Amounts recognised in the Consolidated Statement of Profit and Loss

The Consolidated Statement of Profit and Loss shows the following amounts relating to leases:

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
a. Depreciation charge of right-of-use assets (Refer Note 36)	79.69	88.07
b. Interest expense (included in finance costs) (Refer Note 35)	23.16	26.52
c. Expenses relating to short-term leases (included in other expenses) (Refer Note 37)	25.95	6.15
Total	**128.80**	**120.74**

(f) The Group had a total cash outflow of ₹ 96.97 Mn for leases for the year ended 31 March 2022. (31 March 2021- ₹103.84)

(g) Extension and termination options

Extension and termination options are included in the Group's lease contracts. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. In majority of the lease contracts, the extension and termination options held are exercisable by mutual consent of both the lessor and the lessee and in few contracts, the option to terminate the lease is with lessee only.

For determining the lease term Land, Plant & Machinery, office Space and Office Equipments, the following factors are normally the most relevant:

- If there are significant penalty payments to terminate (or not extend), the group is typically reasonably certain to extend (or not terminate).
- If any leasehold improvements are expected to have a significant remaining value, the group is typically reasonably certain to extend (or not terminate).
- Otherwise, the group considers other factors including historical lease durations and the costs and business disruption required to replace the leased asset

The holding company has entered into a long-term lease for an office space which contains further renewal options and only the holding company can terminate the lease giving 6 months notice. Considering the above factors, the termination option with the holding company and the expected period of use, the lease term has been determined as 60 years which is shorter than the contractual duration.

(h) Residual value guarantees

There are no residual value guarantees in relation to any lease contracts.

i) The Company has entered into a 36 months leave and license agreement for one of the office space at Jamshedpur. The agreement is pending for registration under the Registration Act, 1908.

Note 3(c): Capital work-in-progress

Particulars	a	b	c	d	e= (a+b+c+d)
	As at 1 April 2021	Addition	Capitalisation/ Adjustments	Exchange Differences	As at 31 March 2022
Capital work-in-progress	68.59	196.41	(162.58)	(0.71)	101.71

Particulars	a	b	c	d	e= (a+b+c+d)
	As at 1 April 2020	Addition	Capitalisation/ Adjustments	Exchange Differences	As at 31 March 2021
Capital work-in-progress	62.22	89.79	(84.15)	0.73	68.59

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note 3(c): Capital work-in-progress (contd.)

(iv) Capital work-in-progress (CWIP) ageing schedule as at 31 March 2022:

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project In Process	87.08	13.00	1.50	0.13	101.71
Project Temporarily Suspended					-
Total	**87.08**	**13.00**	**1.50**	**0.13**	**101.71**

Capital work-in-progress for which completion is overdue or has exceeded its cost compared to its original plan as at 31 March 2022:

Particulars	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Toluene Storage Tank	1.46			-	1.46
Banbury RAM Cylinder	5.08			-	5.08
Boiler and Boiler feed water tank	11.42			-	11.42
Replacement of Autoclave 3m Diameter	8.93			-	8.93
Shop Floor Office for Fabrication Shop	0.13			-	0.13
Heating Oven	0.09			-	0.09
EOT Overhauling	0.08			-	0.08
Semi Goliath Crane 5T	8.19			-	8.19
Hardox Preheating Oven	2.97			-	2.97
Total	**38.35**	**-**	**-**	**-**	**38.35**

(iv) Capital work-in-progress (CWIP) ageing schedule as at 31 March 2021:

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project In Process	64.10	1.72	0.03	2.74	68.59
Project Temporarily Suspended	-	-	-	-	-
Total	**64.10**	**1.72**	**0.03**	**2.74**	**68.59**

Capital work-in-progress for which completion is overdue or has exceeded its cost compared to its original plan as at 31 March 2021:

Particulars	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Audio Visual System	1.12	-	-	-	1.12
Banbury RAM Cylinder	4.80	-	-	-	4.80
Boiler Feed Water Tank	7.68	-	-	-	7.68
Diesel Driven Pump and Hydrant Line Extension	4.37	-	-	-	4.37
Eot Crane 15T and Semi Goliath Crane 5T	0.17	-	-	-	0.17
Plant Back Side Plot Filling	1.71	-	-	-	1.71
Replacement of Autoclave 3m Diameter	0.04	-	-	-	0.04
Stock Blender Assembly on Mixing Mill	1.16	-	-	-	1.16
Toluene Storage Tank	1.46	-	-	-	1.46
Total	**22.51**	**-**	**-**	**-**	**22.51**

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note 3(d): Other intangible assets

Particulars	Gross Block					Amortisation					Net Block	
	As at 1 April 2021	Additions during the year	Disposals/ Adjustments during the year	Exchange Differences	As at 31 March 2022	As at 1 April 2021	For the year	Disposals/ Adjustments during the year	Exchange Differences	As at 31 March 2022	As at 31 March 2022	As at 31 March 2021
Other intangible assets												
(a) Computer software	38.17	13.77	-	(0.22)	51.72	31.04	6.70	-	(0.16)	37.58	14.14	7.13
Total	**38.17**	**13.77**	**-**	**(0.22)**	**51.72**	**31.04**	**6.70**	**-**	**(0.16)**	**37.58**	**14.14**	**7.13**

Particulars	Gross Block					Amortisation					Net Block	
	As at 1 April 2020	Additions during the year	Disposals/ Adjustments during the year	Exchange Differences	As at 31 March 2021	As at 1 April 2020	For the year	Disposals/ Adjustments during the year	Exchange Differences	As at 31 March 2021	As at 31 March 2021	As at 31 March 2020
Other intangible assets												
(a) Computer software	29.06	8.50	-	0.61	38.17	23.72	6.94	-	0.38	31.04	7.13	5.34
Total	**29.06**	**8.50**	**-**	**0.61**	**38.17**	**23.72**	**6.94**	**-**	**0.38**	**31.04**	**7.13**	**5.34**

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 4 Investment property

Particulars	As at 31 March 2022	As at 31 March 2021
Land	40.76	38.49
Total	**40.76**	**38.49**

Fair value of Group's Investment property

The Group has identified its unsecured freehold land at Farm number 110, portion 224, Klippoortjie, Gauteng, South Africa held under title deed number T38235/2009 as investment property. The fair valuation of the property is done by SAIV, (31 March 2021: SAIV) Independent valuer and appraiser for the Master of the Supreme Court(Pretoria) and has the appropriate qualifications and recent experience in the fair value measurement of properties in the relevant locations. Details of the fair value of the group investment property as at 31 March 2022 and 31 March 2021 are given below:

Particulars	Fair Value as at 31 March 2022	Fair Value as at 31 March 2021
Land	40.76	38.49
Total	**40.76**	**38.49**

Fair Value measurement of Investment property is included in Level-3 hierarchy.

The Group has fair valued Investment Property for disclosure purpose, however the said investment property is related to one of its foreign subsidiary, hence requirement of valuation of Investment property by a registered valuer as defined under rule 2 of Companies (Registered Valuer and Valuation) Rules, 2017 not applicable.

Note: 5 Goodwill

Particulars	As at 31 March 2022	As at 31 March 2021
Goodwill on consolidation	644.89	632.82

Movement in balances

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Cost as at beginning of the year	632.82	523.64
Add/ less: Exchange difference during the year on translation of Goodwill of foreign subsidiaries	12.07	109.18
Cost as at end of the year	**644.89**	**632.82**
Net carrying value as at beginning of the year	**632.82**	**523.64**
Net carrying value as at end of the year	**644.89**	**632.82**

The goodwill is attributable to the manufacturing entities in Australia and South Africa. The carrying amount of goodwill for such entities are ₹638.01 Mn (31 March 2021: ₹626.32 Mn) and ₹6.88 Mn (31 March 2021: ₹6.50 Mn) respectively.

The Group has adopted 'value in use' method to determine the carrying value of cash generating unit. The calculations use cash flow projections based on management estimates for the next financial year, and projections are further made for a period of four years. Cash flow beyond these periods are extrapolated using the estimated growth rates. The key assumptions used by the management are revenue growth rate and discount rate.

The base assumptions considered for testing the goodwill impairment for both the cash generating units are as follows:

- The discounting rate (Post tax) has been taken at 12.40% (31 March 2021: 12.80%) for Australia and 15.30% (31 March 2021: 17.60%) for South Africa.
- The long term growth rate has been taken at 2.50% (31 March 2021: 2.5%) for Australia and 3.00% (31 March 2021: 3.00%) for South Africa.
- Tax rate has been taken as 30.00% (31 March 2021: 30%) for Australia and 28.00% (31 March 2021: 28.00%) for South Africa."

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 5 Goodwill (contd.)

Management has determined the values assigned to each of the above key assumptions as follows:

Revenue growth rate

Average annual growth rate over the five-year forecast period; based on past performance and management's expectations of market development and current industry trends including long-term inflation forecasts for each territory.

Long-term growth rate

This is the weighted average growth rate used to extrapolate cash flows beyond the budget period. The rates are consistent with forecasts included in industry reports.

Post-tax discount rates

Reflect specific risks relating to the relevant segments and the countries in which they operate.

Other key assumptions

Other key assumptions considered by the management are the costs which are largely dependent on the revenues, and accordingly any change in revenue projections will also impact the costs similarly.

As a result of the above test for impairment the recoverable amount of the CGUs exceeded the carrying value of the CGUs.

Goodwill in the Consolidated Financial Statements primarily consists of goodwill in manufacturing entity in Australia. The recoverable amount of manufacturing entity in Australia (CGU) would equal its carrying amount if the key assumptions were to change as follows:

Particulars	As at 31 March 2022		As at 31 March 2021	
	From	To	From	To
Long-term growth rate (%)	2.50%	0.68%	2.50%	1.72%
Post-tax discount rate (%)	12.40%	13.80%	12.80%	13.36%

Note: 6 Investments - non current

Particulars	As at 31 March 2022	As at 31 March 2021
I. Measured at FVTPL		
Quoted		
Investments in Mutual Funds		
ICICI Prudential Fixed Maturity Plan Series 85-1156 days - Direct Plan - Growth*#	-	60.62
NIL units (31 March 2021- 5,000,000 units)		
IDFC Fixed term Plan Series 177 - 1160 days - Direct Plan - Growth*#	-	85.13
NIL units (31 March 2021- 7,000,000 units)		
Mirae Asset Fixed Maturity Plan Series III-1122 days - Direct Plan - Growth*#	-	36.10
NIL units (31 March 2021- 3,000,000 units)		
Total	**-**	**181.85**

Classified under the head Investment - Current as at 31 March 2022

* Marked under lien in favour of lenders for securing borrowings as at 31 March 2021

Particulars	As at 31 March 2022	As at 31 March 2021
Aggregate amount of quoted investments	-	181.85
Aggregate market value of quoted investments	-	181.85

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 7 Other financial assets - non current

Particulars	As at 31 March 2022	As at 31 March 2021
Unsecured, considered good (unless otherwise stated)		
Security Deposits	18.32	18.68
Other bank balances		
Earmarked accounts		
In deposit account*	-	8.28
Derivative assets	65.13	76.05
Total	**83.45**	**103.01**

* Nil (31 March 2021 ₹1.53 Mn) Lodged as security against bank guarantee.

Note: 8 Non-current tax assets (net)

Particulars	As at 31 March 2022	As at 31 March 2021
Advance Income Tax (Net of Provision for Income Tax)	119.77	101.82
Total	**119.77**	**101.82**

Note: 9 Deferred tax assets (net)

Particulars	As at 31 March 2022	As at 31 March 2021
The balance comprises temporary differences attributable to:		
Deferred tax assets		
Allowance for doubtful debts and advances	41.52	42.03
Accumulated Loss *	70.02	125.82
Amounts allowable for tax purpose on payment basis	12.15	8.18
Property, plant and equipment and Intangible assets	9.76	0.84
Lease liabilities	76.70	73.18
Other temporary difference	92.11	73.26
Total	**302.26**	**323.31**
Deferred tax liabilities		
Right-of-Use assets	69.65	67.03
Total	**69.65**	**67.03**
Deferred tax assets (net)	**232.61**	**256.28**

Refer note 38 for tax expenses

* absorption expected based on future taxable income

Note: 10 Other non-current assets

Particulars	As at 31 March 2022	As at 31 March 2021
Unsecured, considered good		
Capital advances	53.39	13.29
Prepaid expenses	3.00	0.77
Total	**56.39**	**14.06**

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 11 Inventories

(At lower of cost and net realisable value)

Particulars	As at 31 March 2022	As at 31 March 2021
Raw materials [including Goods in transit : ₹61.95 Mn. (31 March, 2021: ₹58.17 Mn.)]	1,643.33	777.95
Work-in-progress	227.17	230.69
Finished goods	491.48	469.47
Stores and spares [including Goods in transit : ₹3.45 Mn. (31 March, 2021: ₹1.82 Mn.)]	159.38	108.20
Total	**2,521.36**	**1,586.31**

Note:

(i) The Group has expensed inventory of ₹66.49 Mn, (31 March, 2021: ₹52.91 Mn) for writing down the value of inventories towards slow moving, non-moving and obsolete inventory.

(ii) The mode of valuation of inventories has been stated in Note 2.12

(iii) Inventories have been pledged to secure borrowings of the group, wherever applicable. (Refer Note 21 and 24)

Note: 12 Investments - current

Particulars	As at 31 March 2022	As at 31 March 2021
I. Measured at FVTPL		
Quoted		
Investments in Mutual Funds		
ICICI Prudential Fixed Maturity Plan Series 85-1156 days - Direct Plan - Growth*#	63.22	-
5,000,000 units (31 March 2021: NIL units)		
IDFC Fixed term Plan Series 177 - 1160 days - Direct Plan - Growth*#	88.82	-
7,000,000 units (31 March 2021: NIL units)		
Mirae Asset Fixed Maturity Plan Series III-1122 days - Direct Plan - Growth*#	37.62	-
3,000,000 units (31 March 2021: NIL units)		
	189.66	**-**
Unquoted		
Investments in Mutual Funds		
Axis Short Term Fund - Direct Plan - Growth	163.07	155.24
6,111,231 units (31 March 2021: 6,111,231 units)		
Axis Treasury Advantage Fund - Direct Plan - Growth*	50.56	30.59
19,522 units (31 March 2021: 12,322 units)		
Aditya Birla Sun Life Corporate Bond Fund - Direct Plan - Growth	79.07	75.20
866,995 units (31 March 2021: 866,995 units)		
Aditya Birla Sun Life Money Manager Fund - Direct Plan - Growth	72.43	-
242,320 units (31 March 2021: NIL units)		
Aditya Birla Sun Life Banking and PSU Debt Fund - Direct Plan - Growth	46.40	44.17
152,462 units (31 March 2021: 152,462 units)		
DSP Low Duration Fund - Direct Plan - Growth	16.02	15.40
973,263 units (31 March 2021: 973,263 units)		
DSP Saving Fund - Direct Plan - Growth	0.13	50.07
2,924 units (31 March 2021: 1,189,187 units)		
DSP Ultra Short Fund - Direct Plan - Growth	56.47	185.83
19,062 units (31 March 2021: 65,104 units)		
DSP Banking and PSU Debt Fund - Direct Plan - Growth	34.25	32.90
1,715,129 units (31 March 2021: 1,715,129 units)		

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 12 Investments - current (contd.)

Particulars	As at 31 March 2022	As at 31 March 2021
HDFC Corporate Bond Fund - Direct Plan - Growth*	84.63	80.48
3,195,709 units (31 March 2021: 3,195,709 units)		
ICICI Prudential Ultra Short Term Fund - Direct Plan - Growth	136.41	140.51
5,705,071 units (31 March 2021: 6,141,689 units)		
ICICI Prudential Short Term Fund - Direct Plan - Growth	57.88	55.13
1,133,953 units (31 March 2021: 1,133,953 units)		
ICICI Prudential Savings Fund - Direct Plan - Growth*	30.42	29.17
69,502 units (31 March 2021: 69,502 units)		
IDFC Low Duration Fund - Direct Plan - Growth*	26.95	25.93
845,823 units (31 March 2021: 845,823 units)		
IDFC Corporate Bond Fund - Direct Plan - Growth	87.45	83.24
5,451,733 units (31 March 2021: 5,451,773 units)		
IDFC Bond Fund-Short Term - Direct Plan - Growth	34.21	32.72
698,262 units (31 March 2021: 698,262 units)		
Kotak Corporate Bond Fund - Direct Plan - Growth*	101.18	96.39
32,296 units (31 March 2021: 32,296 units)		
Kotak Savings Fund - Direct Plan - Growth	63.99	55.51
1,776,117 units (31 March 2021: 1,600,535 units)		
Kotak Banking and PSU Debt Fund - Direct Plan - Growth@^	58.39	55.43
1,075,722 units (31 March 2021: 1,075,722 units)		
Kotak Bond Short Term Plan - Direct Plan - Growth@^	58.32	55.49
1,276,236 units (31 March 2021: 1,276,236 units)		
Nippon India Banking & PSU Debt Fund - Direct Plan - Growth	141.69	134.84
8,211,606 units (31 March 2021: 8,211,606 units)		
Nippon India Money Market Fund - Direct Plan - Growth	21.10	-
6,296 units (31 March 2021: NIL units)		
SBI Banking and PSU Fund - Direct Plan - Growth@^	133.38	127.68
49,992 units (31 March 2021: 49,992 units)		
	1,554.40	**1,561.92**
Total	**1,744.06**	**1,561.92**

 # Classified under the head Investments - Non Current as at 31 March 2021

@ Marked under lien in favour of lenders for stand-by letter of credit given by the Company to secure the financial assistance extended to subsidiary company as at 31 March 2022

** Marked under lien in favour of lenders for securing borrowings as at 31 March 2021.*

^ Marked under lien in favour of lenders for stand-by letter of credit given by the Company to secure the financial assistance extended to subsidiary company as at 31 March 2021.

Particulars	As at 31 March 2022	As at 31 March 2021
Aggregate amount of quoted Investments	189.66	-
Aggregate market value of quoted investments	189.66	-
Aggregate amount of unquoted investments	1,554.40	1,561.92

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 13 Trade receivables and contract assets

Particulars	As at 31 March 2022	As at 31 March 2021
Trade Receivables		
(a) Unsecured, considered good	2,777.31	2,224.31
(b) Credit impaired	84.07	93.57
	2,861.38	**2,317.88**
Allowance for credit losses	(96.15)	(113.93)
Net Receivables	2,765.23	2,203.95
Contract assets		
(a) Unsecured, considered good	-	4.69
Net Contract Assets	-	4.69
Total	**2,765.23**	**2,208.64**

Notes:

(a) Trade receivables ageing schedule:

(i) As at 31 March 2022

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	1,701.32	862.89	86.83	101.36	22.27	2.64	2,777.31
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(ii) Undisputed Trade Receivables - credit impaired	1.08	0.65	18.15	29.11	21.65	13.43	84.07
(iii) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(V) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
Total	**1,702.40**	**863.54**	**104.98**	**130.47**	**43.92**	**16.07**	**2,861.38**

(ii) As at 31 March 2021

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	1,076.26	979.37	92.58	46.87	6.57	22.66	2,224.31
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(ii) Undisputed Trade Receivables - credit impaired	-	12.81	13.60	37.49	10.30	19.37	93.57
(iii) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(V) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
Total	**1,076.26**	**992.18**	**106.18**	**84.36**	**16.87**	**42.03**	**2,317.88**

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 12 Investments - current (contd.)

Note:

(b) There are no outstanding receivable due from directors or other officers of the company.

(c) Trade Receivables and Contract Assets have been pledged to secure borrowings of the group, wherever applicable. (Refer Note 21 and Note 24)

(d) Refer note 40(A) for credit risk

e) Contract assets as at each reporting dates are undisputed and falling within the "Not Due" bracket. Unbilled dues amounting to Nil (31 March 2021: ₹1.52 Mn) are included under Contract Assets.

f) Refer Note 46 for receivables from related parties.

Note: 14 Cash and cash equivalents

Particulars	As at 31 March 2022	As at 31 March 2021
Cash on hand	1.72	1.29
Balances with banks		
In current accounts	366.28	343.32
In deposit account (less than three months maturity)	26.97	134.09
Total	**394.97**	**478.70**

Note: 15 Other bank balances

Particulars	As at 31 March 2022	As at 31 March 2021
Earmarked accounts		
In Unpaid Dividend accounts	-	0.10
In deposit account*	7.06	5.30
Total	**7.06**	**5.40**

*Lodged as security against bank guarantee ₹0.74 Mn (31 March 2021: ₹5.21 Mn)

Note: 16 Loans

Particulars	As at 31 March 2022	As at 31 March 2021
Loans to Employees	0.32	0.97
Total	**0.32**	**0.97**

Note:

(a). There are no outstanding loans due from directors or other officers of the Company.

(b). There are no loans and advances in the nature of loans granted to promoters, directors, KMPs, and the related parties (as defined under Companies Act, 2013) or other parties (including employees) either severely or jointly with any other person that are repayable on demand or without specifying any terms or period of repayment during the current or previous year. Loans granted to employees are unsecured in nature and are interest free. In respect of these loans, the schedule of repayment of principal amount has been stipulated and the employees are repaying the principal amount as stipulated in a regular manner. The terms and conditions under which these loans were granted are not prejudicial to the interest of the Group.

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 17 Other financial assets - Current

Particulars	As at 31 March 2022	As at 31 March 2021
Unsecured, considered good		
Security deposits	36.38	9.12
Interest receivables	6.83	1.19
Derivative asset	26.31	30.76
Accruals under duty drawback	1.91	1.57
Other receivables*	68.26	0.23
Total	**139.69**	**42.87**

*Includes an amount of ₹66.91 Mn as at 31 March 2022 (31 March 2021: NIL) recoverable from selling shareholders of holding company on account of initial public offer expenses incurred by the holding company on behalf of the selling shareholders of holding company. The said amount of ₹66.91 Mn is lying in the Cash Escrow Account opened for the purpose of the initial public offer.

Note: 18 Current tax assets (net)

Particulars	As at 31 March 2022	As at 31 March 2021
Advance Income Tax (Net of Provision for Income Tax)	12.00	15.49
Total	**12.00**	**15.49**

Note: 19 Other current assets

Particulars	As at 31 March 2022	As at 31 March 2021
Unsecured, considered good (unless otherwise stated)		
Accruals under other export incentives	85.23	118.94
Balances with government authorities	146.88	116.86
Advance to suppliers		
Considered good	114.13	46.63
Considered doubtful	2.72	1.26
Less: Provision for doubtful advances	(2.72)	(1.26)
Prepaid expenses	32.74	38.32
Employee advances	10.28	6.10
Total	**389.26**	**326.85**

Note: 20A Equity share capital

(a) Authorised share capital

Particulars	Number of shares	Amount
As at 1 April 2020	**7,00,00,000**	**700.00**
Changes during the year	-	-
As at 31 March 2021	**7,00,00,000**	**700.00**
Changes during the year	-	-
As at 31 March 2022	**7,00,00,000**	**700.00**

(b) Issued, Subscribed and fully Paid -up Shares

Particulars	Number of shares	Amount
As at 1 April 2020	**5,76,00,868**	**576.01**
Changes during the year	-	-
As at 31 March 2021	**5,76,00,868**	**576.01**
Changes during the year	86,92,281	86.92
As at 31 March 2022	**6,62,93,149**	**662.93**

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 20A Equity share capital (contd.)

(c) Equity shares held by the parent company of the company

Particulars	As at 31 March 2022		As at 31 March 2021	
	No.	% holding	No.	% holding
Equity shares				
Nihal Fiscal Services Private Limited, the ultimate holding company	3,65,53,153	55.14%	3,65,53,153	63.46%

(d) Details of the shareholders holding more than 5% of equity shares of the company

Particulars	As at 31 March 2022		As at 31 March 2021	
	No.	% holding	No.	% holding
Equity shares				
Nihal Fiscal Services Private Limited, the ultimate holding company	3,65,53,153	55.14%	3,65,53,153	63.46%
Mr Madan Mohan Mohanka	53,48,502	8.07%	1,06,45,453	18.48%
Mr Manish Mohanka	72,78,925	10.98%	79,41,856	13.79%

(e) Rights, preferences and restrictions attached to equity shares

The company has one class of equity shares having par value of ₹10/-. Each equity shareholder is entitled to vote in the same proportion as the equity capital paid (whether fully paid or partly paid) held by the shareholder bears to the total paid up equity capital of the company. Each equity shareholder is entitled to dividend in proportion of the amount paid up as and when the company declares and pays dividend after obtaining shareholders' approval. Dividends are paid in Indian Rupees. In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Wagner Limited (""the Investor"") acquired 76,893 equity shares in the Company. The Company had issued Bonus shares in October 2013 in the ratio of 12:1. Post this issue the number of equity shares held by Wagner Limited in the Company stood at 999,609 shares (also refer note 48).

Put Option on equity shares held by the Investor:

As per the shareholders agreement dated 29 April 2011 and subsequent amendments thereof , if for any reason, whatsoever, the Company fails to conduct the IPO before ("Put Option Trigger Date"), the Investor shall either require the Promoters to purchase any or all of the Investor Shares held by the Investor as on the date of exercise of the put option ("Put Shares"), and the Promoters shall be obliged to purchase the Put Shares ("Put Option"); cause the Company to buy back the Put Shares ("Buy-Back Option") at the Fair Market Value price per Put Share.

During the year ended 31 March 2022 pursuant to the Initial Public Offering (""IPO""), the 999,609 equity shares held by Investor were offered for sale.

(f) Shares reserved for issue under options

Pursuant to approved employee stock option scheme 2011, the Company has granted 498,628 nos of employees stock options of which none of the options have been exercised (also refer note 47).

(g) Shares held by the promoters and promoter group

Particulars	As at 31 March 2022			As at 31 March 2021		
	No. of shares	% of total shares	% change during the period	No. of shares	% of total shares	% change during the period
Promoters						
Mr. Madan Mohan Mohanka	53,48,502	8.07%	(10.41%)	1,06,45,453	18.48%	NIL
Mr. Mehul Mohanka	20,03,315	3.02%	3.02%	-	-	NIL
Mr. Manish Mohanka	72,78,925	10.98%	(2.81%)	79,41,856	13.79%	NIL
Mehul Mohanka (HUF)	-	-	(0.03%)	14,521	0.03%	NIL

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 20A Equity share capital (contd.)

Particulars	As at 31 March 2022			As at 31 March 2021		
	No. of shares	% of total shares	% change during the period	No. of shares	% of total shares	% change during the period
Nihal Fiscal Services Private Limited, the Holding company	3,65,53,153	55.14%	(8.32%)	3,65,53,153	63.46%	NIL
Promoter Group						
Marudhar Food and Credit Limited	13,00,000	1.96%	(0.30%)	13,00,000	2.26%	NIL

(h) No equity shares were allotted as fully paid up by way of bonus shares or pursuant to contract(s) without payment being received in cash during the last five years. Further, none of the shares were bought back by the Company during the last five years.

Note: 20B Preference share capital

(a) Authorised share capital

Compulsorily Convertible Participatory Preference shares

Particulars	Number of shares	Amount
As at 1 April 2020	**1,00,00,000**	**100.00**
Changes during the year	-	-
As at 31 March 2021	**1,00,00,000**	**100.00**
Changes during the year	-	-
As at 31 March 2022	**1,00,00,000**	**100.00**

Redeemable Preference shares

Particulars	Number of shares	Amount
As at 1 April 2020	**2,50,00,000**	**250.00**
Changes during the year	-	-
As at 31 March 2021	**2,50,00,000**	**250.00**
Changes during the year	-	-
As at 31 March 2022	**2,50,00,000**	**250.00**

(b) Issued, Subscribed and fully Paid -up Shares

Compulsorily Convertible Participatory Preference shares

Particulars	Number of shares	Amount
As at 1 April 2020	**86,92,281**	**86.92**
Changes during the year	-	-
As at 31 March 2021	**86,92,281**	**86.92**
Changes during the year	(86,92,281)	(86.92)
As at 31 March 2022	**-**	**-**

(c) Details of preference shareholders holding more than 5% of preference shares of the company

Particulars	As at 31 March 2022		As at 31 March 2021	
	No.	% holding	No.	% holding
Compulsorily Convertible Participatory Preference shares				
Wagner Limited	-	-	86,92,281	100%

(d) Rights, preferences and restrictions attached to preference shares

The Group has issued compulsorily convertible participatory preference shares (CCPP) at face value of ₹10/- each having right to a preferential dividend of a fixed amount aggregating to ₹500/- per annum.

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 20B Preference share capital (contd.)

Conversion Option as at 31 March 2021:

The date of conversion is the earliest of

(a) Immediately prior to transfer of CCPP by the Investor, (other than to its affiliates) in accordance with shareholders agreement dated 29 April 2011 and subsequent amendments thereof

(b) The Company filing its red herring prospectus for an initial public offering

(c) 30 September 2021

(e) Terms of conversion for compulsorily convertible participatory preference shares:

The Company had issued 668,637 compulsorily convertible participatory preference shares (CCPP) to Wagner Limited on the terms and conditions as detailed in the Share Subscription and Shareholder Agreement (the Agreement) dated 29 April 2011 and subsequent amendments thereof, entered into between the Company and Wagner Limited. The Agreement inter alia provided for the mode and manner of conversion of 668,637 CCPP into 668,637 Equity shares. The Company issued Bonus shares in October 2013 in the ratio of 12:1 on both its Equity shares and CCPP. Post this issue the number of CCPP held by Wagner Limited in the stands at 8,692,281 shares. Also refer Note 48.

In a liquidity event (a) the CCPP will rank senior to the Equity Shares and any other Equity Securities issued by the Company; and (b) the Shares shall have liquidation preference equal to the investment amount.

Optional Conversion:

The Investor shall have the right to convert the CCPP into Equity Shares (at the Investor's option); at any time and from time to time: (a) after 2 (two) years from the Closing Date; or (b) upon the occurrence of a Liquidity Event. ""Closing date"" as per "" Share Subscription and Share Purchase Agreement"" dated is the such dates as the party may mutually agree to in writing.

Put Option:

As per the shareholders agreement dated 29 April 2011 and subsequent amendments thereof , if for any reason, whatsoever, the Company fails to conduct the IPO before ("Put Option Trigger Date"), the Investor shall either require the Promoters to purchase any or all of the Investor Shares held by the Investor as on the date of exercise of the put option ("Put Shares"), and the Promoters shall be obliged to purchase the Put Shares ("Put Option"); cause the Company to buy back the Put Shares ("Buy-Back Option") at the Fair Market Value price per Put Share.

During the year ended 31 March 2022 aforesaid 8,692,281 CCPP of ₹86.92 million have been converted to 8,692,281 equity shares of ₹86.92 million and pursuant to the Initial Public Offering (""IPO""), the 8,692,281 equity shares held by Investor were offered for sale.

(f) No preference shares were allotted as fully paid up by way of bonus shares or pursuant to contract(s) without payment being received in cash during the last five years. Further, none of the shares were bought back by the Company during the last five years.

Note: 20C Other equity

Particulars	Refer below	As at 31 March 2022	As at 31 March 2021
Securities premium	(i)	902.10	902.10
General reserve	(ii)	337.98	337.98
Retained earnings	(iii)	5,380.77	4,210.82
Foreign Currency Translation Reserve	(iv)	76.09	22.91
Share options outstanding account	(v)	0.48	0.48
Total		**6,697.42**	**5,474.29**

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 20C Other equity (contd.)

Particulars	As at 31 March 2022	As at 31 March 2021
(i) **Securities premium**		
Balance at the beginning and end of the year	902.10	902.10
(ii) **General reserve**		
Balance at the beginning and end of the year	337.98	337.98
(iii) **Retained earnings**		
Balance at the beginning of the year	4,210.82	2,839.84
Profit for the year	1,168.99	1,364.05
Items of other comprehensive income recognised directly in retained earnings - Remeasurements of post-employment benefit obligation, net of tax	0.96	2.36
Transfers within equity	-	(3.08)
Other Adjustments	-	7.65
Appropriations		
Dividend on preference shares		(0.00^)
Tax on dividend on preference shares		-
Balance at the end of the year	5,380.77	4,210.82
(iv) **Foreign Currency Translation Reserve**		
Balance at the beginning of the year	22.91	(118.44)
Add: Transfers within equity	-	3.08
Add: Adjustment for translation of Non Integral Foreign Operation	53.18	138.27
Balance at the end of the year	76.09	22.91
(v) **Share options outstanding account**		
Balance at the beginning and end of the year	0.48	0.48
Total	**6,697.42**	**5,474.29**

^Amount is below the rounding off norm adopted by the Group

Nature and purpose of other reserves

(i) *Securities premium reserve*

Securities premium is used to record the premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

(ii) *General reserve*

Under the erstwhile Companies Act 1956, a general reserve was created through an annual transfer of net profit at a specified percentage in accordance with applicable regulations. Consequent to the introduction of the Companies Act 2013, the requirement to mandatory transfer a specified percentage of net profit to general reserve has been withdrawn.

(iii) *Retained earnings*

Retained Earnings are the profits that the Group has earned till date, less any transfer to general reserve, dividends or other distributions paid to shareholders.

(iv) *Foreign Currency Translation Reserve*

Exchange differences arising on translation of assets, liabilities, income and expenses of the Group's foreign subsidiaries are recognised in other comprehensive income and accumulated separately in foreign currency translation reserve. The amounts recognised are transferred to the consolidated statement of profit and loss on disposal of the related foreign subsidiaries.

(v) *Share options outstanding account*

The share options outstanding account is used to recognise the grant date fair value of options issued to employees under the Group's Employee stock option plan. Refer note 47.

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 21 Borrowings - Non current

Particulars	As at 31 March 2022	As at 31 March 2021
Secured		
Term Loans from banks* (Refer (a) and (b) below)	851.26	1,008.01
Less: Current Maturities of Long Term Debt (Refer Note 24)	(244.44)	(187.89)
Total (A)	**606.82**	**820.12**
Secured		
Vehicle loans from banks and financial institutions* (Refer (c) below)	5.88	10.86
Less: Current Maturities of Long Term Debt (Refer Note 24)	(5.16)	(3.34)
Total (B)	**0.72**	**7.52**
Total Secured Borrowings (C = A+B)	**607.54**	**827.64**
Unsecured		
Term Loans from banks* (Refer (d) below)	33.55	58.43
Less: Current Maturities of Long Term Debt (Refer Note 24)	(27.44)	(23.97)
Total Unsecured Borrowings (D)	**6.11**	**34.46**
Total (C+D)	**613.65**	**862.10**

(a) Details of secured term loan facilities from banks are as follows:

Particulars	As at 31 March 2022*	As at 31 March 2021*	Currency	Maturity Date	Interest Rate
Repayable in 20 unequal quarterly installments starting from 28 June 2018 in the following manner:(a) first 4 installments of 2.50% each (b) next 6 installments of 4.00% each (c) next 2 installments of 6.00% each (d) next 4 installments of 8.00% each (e) next 2 installments of 5.00% each (f) next 2 installments of 6.00% each	41.69	98.70	USD	28-Mar-23	3 month USD LIBOR plus 300 basis points
Repayable in 28 unequal quarterly installments starting from 28 June 2018 in the following manner:(a) first 4 installments of 0.50% each (b) next 4 installments of 1.00% each (c) next 6 installments of 2.00% each (d) next 4 installments of 4.00% each (e) next 6 installments of 6.00% each (f) next 4 installments of 7.50% each	140.22	157.19	USD	28-Mar-25	3 month USD LIBOR plus 325 basis points
Repayable in 20 unequal quarterly installments starting from 22 October 2019 in the following manner:(a) first 4 installments of 2.50% each (b) next 6 installments of 4.00% each (c) next 2 installments of 6.00% each (d) next 4 installments of 8.00% each (e) next 2 installments of 5.00% each (f) next 2 installments of 6.00% each	250.12	299.75	USD	22-Jul-24	3 month USD LIBOR plus 290 basis points

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 21 Borrowings - Non current (contd.)

Particulars	As at 31 March 2022*	As at 31 March 2021*	Currency	Maturity Date	Interest Rate
Repayable in 28 unequal quarterly installments starting from 22 October 2019 in the following manner:(a) first 4 installments of 0.50% each (b) next 4 installments of 1.00% each (c) next 6 installments of 2.00% each (d) next 4 installments of 4.00% each (e) next 6 installments of 6.00% each (f) next 4 installments of 7.50% each	341.05	350.92	USD	22-Jul-26	3 month USD LIBOR plus 315 basis points
Repayable in 16 equal quarterly installments starting from 19 February 2021	78.18	101.45	USD	19-Nov-24	3 month USD LIBOR plus 240 basis points

** based on closing rate*

(b) Term loans of ₹773.08 Mn (31 March 2021: ₹906.56 Mn) are secured by first charge on pari-passu basis with the existing lender wherever applicable on property, plant and equipment (both moveable and immovable) and right-of-use land of the holding company and second charge on the current assets to be shared on pari-passu basis with the other working capital lenders of the borrower. As at 31 March 2021, the holding company had exclusive charge of term loans over certain mutual funds given on lien as Minimum Reserve Amount. Also refer note 6 and 12.

Term Loan of ₹78.18 Mn (31 March 2021: ₹101.45 Mn) is secured by Stand-By Letter of Credit given by the Holding Company to Axis Bank for loan disbursed to one of the Subsidiary of subsidiary.

(c) Vehicle loans of ₹4.42 Mn (31 March 2021 ₹8.74 Mn) is secured by hypothecation of vehicle purchased and are repayable in thirty six (31 March 2021: thirty six to sixty) monthly equated installments commencing from the subsequent month in which the loan is taken carrying fixed interest ranging from 10.75% per annum (31 March 2021: 8.50% to 12.00% per annum.)

Vehicle loan of ₹1.46 Mn(31 March 2021 ₹2.12 Mn) is secured by hypothecation of vehicle purchased and is interest free and repayable in equal bi-weekly installments of ₹0.03 Mn each during the period upto 2 April 2024.

(d) Details of unsecured term loan facilities from banks are as follows:

Particulars	As at 31 March 2022*	As at 31 March 2021*	Currency	Maturity Date	Interest Rate
Repayable fully upto 31 December 2022 and is eligible for forgiveness of CAD 20,000, if the balance amount of CAD 40,000 is repaid by the said date	3.54	3.29	CAD	31-Dec-22	Interest Free
Repayable in 30 equated monthly installments starting from 15 January 2021	30.01	55.14	CLP	15-Jun-23	3.84% p.a.

** based on closing rate*

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 22 Other financial liabilities - non current

Particulars	As at 31 March 2022	As at 31 March 2021
Derivative liabilities	43.86	89.23
Total	**43.86**	**89.23**

Note: 23 Deferred tax liabilities (net)

Particulars	As at 31 March 2022	As at 31 March 2021
The balance comprises temporary differences attributable to:		
Deferred tax liabilities		
Property, plant and equipment and Intangible assets	65.31	74.29
Undistributed earnings of Joint Venture	31.25	38.29
Fair valuation of investment	41.22	26.81
Right-of-Use assets	4.64	10.24
Other temporary difference	11.02	1.19
Total	**153.44**	**150.82**
Deferred tax assets		
Allowance for doubtful debts and advances	15.74	12.10
Amounts allowable for tax purpose on payment basis	31.29	36.61
Lease liabilities	5.32	12.17
Other temporary difference	10.66	2.33
Total	**63.01**	**63.21**
Deferred tax liabilities (net)	**90.43**	**87.61**

Refer note 38 for tax expenses

Note: 24 Borrowings - current

Particulars	As at 31 March 2022	As at 31 March 2021
Secured		
Rupee loan from banks (Refer (a) below)	789.34	626.00
Foreign currency loans from banks (Refer (b) below)	469.40	174.72
Current Maturities of Long Term Debt		
Term loan from banks	271.88	211.86
Vehicle loans from banks and financial institutions	5.16	3.34
Total	**1,535.78**	**1,015.92**

Nature of Security:

(a) All the above facilities are secured by first charge over entire current assets (both present and future) of the Group on pari-passu basis with other banks and second charge on property, plant and equipment (both moveable and immovable) and right-of-use land of the Group on pari-passu basis with other Banks. Interest rate ranges from 2.40 % to 10.10% (31 March 2021: 4.50% to 13.50%).

(b) Foreign currency loan from bank of ₹144.04 Mn (31 March 2021: ₹137.01 Mn) is secured by Stand-By Letter of Credit given by the Holding Company to Axis Bank for loan disbursed to one of the Subsidiary of subsidiary.

Foreign currency loan from bank of ₹325.36 Mn (31 March 2021: ₹37.71 Mn) is secured by first charge over entire current assets (both present and future) of the Group on pari-passu basis with other banks and second charge on property, plant and equipment (both moveable and immovable) and right-of-use land of the Group on pari-passu basis with other Banks. Interest rate ranges from 0.19% to 15.72% (31 March 2021: 2.34% to 8.80%).

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 25 Trade payables

Particulars	As at 31 March 2022	As at 31 March 2021
(a) Total outstanding dues of micro enterprises and small enterprises	79.67	42.20
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		
(i) Acceptances	17.19	372.18
(ii) Others	870.49	572.72
Total	**967.35**	**987.10**

Notes:

(a) Trade payables ageing schedule:

(i) As at 31 March 2022

Particulars	Outstanding for following periods from due date of payment						
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(a) Undisputed total outstanding dues of micro and small enterprises	-	31.65	33.96	2.83	-	11.23	79.67
(b) Undisputed total outstanding dues of creditors other than micro and small enterprises	255.76	212.57	416.86	0.69	0.21	1.59	887.68
(c) Disputed dues of micro and small enterprises	-	-	-	-	-	-	-
(d) Disputed total outstanding dues of creditors other than micro and small enterprises	-	-	-	-	-	-	-
Total	**255.76**	**244.22**	**450.82**	**3.52**	**0.21**	**12.82**	**967.35**

(ii) As at 31 March 2021

Particulars	Outstanding for following periods from due date of payment						
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(a) Undisputed total outstanding dues of micro and small enterprises	-	27.33	3.95	-	3.51	7.41	42.20
(b) Undisputed total outstanding dues of creditors other than micro and small enterprises	135.16	499.54	299.80	6.51	0.81	3.08	944.90
(c) Disputed dues of micro and small enterprises	-	-	-	-	-	-	-
(d) Disputed total outstanding dues of creditors other than micro and small enterprises	-	-	-	-	-	-	-
Total	**135.16**	**526.87**	**303.75**	**6.51**	**4.32**	**10.49**	**987.10**

b) Refer Note 46 for payables to related parties.

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 26 Other financial liabilities- current

Particulars	As at 31 March 2022	As at 31 March 2021
Interest accrued but not due on borrowings	7.01	7.18
Unpaid dividend	-	0.10
Derivative liabilities	25.53	22.63
Other payables		
Capital creditors	14.70	12.58
Security deposit	1.27	1.21
Employee related liabilities	118.29	82.67
Others*	66.91	-
Total	**233.71**	**126.37**

* represents amount payable against IPO expenses incurred by the Holding Company. Also refer note 17.

Note: 27 Provisions - current

Particulars	As at 31 March 2022	As at 31 March 2021
(a) Provision for employee benefits (Refer note 34.1)		
Provision for Gratuity	30.80	24.17
Provision for compensated absences	95.01	85.42
(b) Others		
Provision for warranty [Refer note below]	16.01	36.25
Provision for fringe benefit tax	-	0.53
Proposed dividend on preference share	-	0.00^
Total	**141.82**	**146.37**

^Amount is below the rounding off norm adopted by the Group

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Movement in Provision for warranty:		
Opening Balance	36.25	19.81
Provision created during the year	11.34	23.29
Provision used during the year	(31.58)	(6.85)
Closing Balance	**16.01**	**36.25**
- Short Term	16.01	36.25

Nature of provisions :

The Group has given warranties on certain products and services, undertaken to repair or replace the items that failed to perform satisfactorily during the warranty period. Provision made as on 31 March 2022 and 31 March 2021 represent the amount of the expected cost of meeting such obligation of rectification/ replacement.

Note: 28 Current tax liabilities (net)

Particulars	As at 31 March 2022	As at 31 March 2021
Provision for income tax (net of advances)	43.26	96.53
Total	**43.26**	**96.53**

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 29 Other current liabilities

Particulars	As at 31 March 2022	As at 31 March 2021
Advances received from customers	183.80	110.48
Deferment of Revenue	65.05	38.87
Grant relating to export benefits	90.83	67.81
Other payables		
Liabilities towards Corporate Social Responsibility Expenditure	3.80	-
Statutory dues (Contribution to PF and ESIC, GST, Withholding Taxes, Entry Tax, etc.)	116.22	99.08
Total	**459.70**	**316.24**

Note: 30 Revenue from operations

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Revenue from operations	9,517.56	8,055.22
Total	**9,517.56**	**8,055.22**

The group has recognised the following amounts relating to revenue in the Consolidated Statement of Profit and Loss:

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
(i) Sale of products	9,094.38	7,737.28
(ii) Sale of services	230.87	131.82
	9,325.25	**7,869.10**
(iii) Other operating revenue		
Sale of scrap	64.78	40.31
Commission income	16.35	16.34
Duty drawback and other export incentives	97.24	118.79
Service Fees	13.94	10.68
Total	**9,517.56**	**8,055.22**

(i) Disaggregation of revenue from contracts with customers:

The Group derives revenue from the transfer of goods and services in the following geographical regions:

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
North America	1,259.33	1,107.13
South America	2,541.92	1,990.59
EMER (Europe, Middle East and Russia)	1,196.36	1,247.81
Africa	2,388.01	1,822.41
Asia Pacific (South East Asia and Australia)	981.17	793.24
India	958.47	907.92
Total	**9,325.25**	**7,869.10**

During the year ended 31 March 2021, the Group has revised the geographical regions based on which their Chief Operating Decision Maker ('CODM') views its disaggregation of revenue. As a result of this the Group has clubbed "South East Asia" region and "Australia" region into "Asia Pacific" region. Also "Other Foreign Countries" region and "Europe" region has been clubbed into "EMER" region. Accordingly, in accordance with Ind AS 115, disaggregation based on the Group presence have been identified as "North America", "South America", "EMER", "Africa", "Asia Pacific" and "India". In view of the aforesaid change, "South East Asia", "Australia", "Other Foreign Countries" and "Europe" are no longer shown separately.

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 30 Revenue from operations (contd.)

(ii) The Group has recognised the following revenue-related contract assets and liabilities:

Particulars	Note	As at 31 March 2022	As at 31 March 2021
Contract assets	13	-	4.69
Total contract assets		**-**	**4.69**
Contract liabilities - Deferment of Revenue	29	65.05	38.87
Contract liabilities - Advance received from customers	29	183.80	110.48
Total contract liabilities		**248.85**	**149.35**

(iii) 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 March 2022	Year ended 31 March 2021
Revenue recognised that was included in the contract liabilities balance at the beginning of the year:		
Sale contracts	95.74	164.47

(iv) Details of long term sale contracts pending for execution:

The following table shows probable future revenues arising from long-term sale contracts:

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Aggregate amount of the transaction price allocated to long-term sale contracts that are partially or fully un-executed	3,166.70	4,258.71

Management expects that 57% of the transaction price allocated to the pending contracts as of 31 March 2022 will be recognised as revenue during the next reporting period and the remaining 43% will be recognised in the subsequent financial years.The amount disclosed above does not include variable consideration which is constrained.

Management expects that 53% of the transaction price allocated to the pending contracts as of 31 March 2021 will be recognised as revenue during the next reporting period and the remaining 47% will be recognised in the subsequent financial years. The amount disclosed above does not include variable consideration which is constrained.

All other sale contracts are for periods of one year or less or are billed based on time incurred. As permitted under Ind-AS 115, the transaction price allocated to these pending contracts is not disclosed.

(v) The following table shows reconciliation of revenue recognised with contract price.

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Contract Price	9,354.57	7,908.60
Adjustments for:		
Refund Liabilities - Claims/ Liquidating damages	(3.14)	(14.47)
Contract Liabilities - Unfulfilled obligations*	(26.18)	(25.03)
Total	**9,325.25**	**7,869.10**

* These unfulfilled obligations are expected to be settled within the next 12 months.

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 31 Other income

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
(a) Interest income		
on financial instruments at amortised cost	3.12	4.06
on income tax refund	-	0.50
(b) Dividend income		
from investments measured at FVTPL	-	11.81
(b) Other non-operating income		
Net fair value gain on investments classified at FVTPL	74.51	78.13
Net gain on sale of investments classified at FVTPL	5.31	2.50
Mark to market profit on derivative instruments (net)	27.04	61.59
Liabilities/ Provisions no longer required written back	-	12.80
Gain on sale of property, plant and equipment (Net)	0.71	-
Government grant#	12.54	42.59
Net gain on foreign currency transaction and translations	95.51	277.40
Miscellaneous receipts	23.24	20.24
Total	**241.98**	**511.62**

Government grant includes certain relief/ benefit provided by the government of various countries in which the group operates. These are provided for certain operating expenses e.g. salaries and wages etc. and in terms of certain interest free borrowings and forgivable loan.

Note: 32 Cost of materials consumed

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Opening stock	777.95	621.66
Add: Purchases	4,901.65	3,438.65
Less: Closing stock	(1,643.33)	(777.95)
Total	**4,036.27**	**3,282.36**

Note: 33 Changes in inventories of finished goods and work-in-progress

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Inventories at the end of the year:		
Finished Goods	491.48	469.47
Work-in-progress	227.17	230.69
	718.65	**700.16**
Less : Inventories at the beginning of the year:		
Finished Goods	469.47	406.74
Work-in-progress	230.69	197.60
	700.16	**604.34**
(Increase) in finished goods and work-in-progress	(18.49)	(95.82)
Exchange Difference	8.43	51.36
(Increase) in finished goods and work-in-progress	**(10.06)**	**(44.46)**

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 34 Employee benefits expense

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Salaries and wages	1,289.17	1,089.12
Contribution to provident and other funds [Refer note 34.1]	68.79	58.29
Staff welfare expenses	76.25	79.29
Total	**1,434.21**	**1,226.70**

Note: 34.1 Employee benefits obligations

(i) *Post-employment obligations*

(a) *Defined contribution plan*

The Group makes Provident Fund , Superannuation Fund and Other Fund contributions to defined contribution plans for qualifying employees. Under the Schemes, the Group is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions payable to these plans by the Group are at rates specified in the rules of the schemes.

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
i) Contribution to Provident Fund *	19.20	16.01
ii) Contribution to Superannuation Fund *	10.23	7.08
iii) Contribution to Other Funds other than India*	30.56	27.10
	59.99	**50.19**

(*) recognised under 'Contribution to provident and other funds' in Note 34.

(b) *Defined benefit plan- Gratuity*

The Group provides for gratuity, a defined benefit retirement plan covering eligible employees. As per scheme, the Gratuity Trust fund managed by the Trust, makes payment to vested employees on retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's eligible salary (half month's salary) depending upon the tenure of service subject to a revised maximum limit of amount payable under Payment of Gratuity Act. Liabilities with regard to the Gratuity plan are determined by actuarial valuation as set out in Note 2.17 based upon which, the Group makes contribution to the Gratuity fund.

(ii) *Other long term employee benefit plans"*

The leave obligations cover the Group's liability for other long term benefits.

Compensated absences cover the Group's liability for sick and earned leave. As the Group does not have an unconditional right to defer the payment beyond 12 months the entire amount has been treated as current.

(iii) *Balance Sheet Recognition*

(a) *Gratuity*

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation (Gratuity) over the years are as follows:

Particulars	Present value of obligation	Fair value of plan assets	Net amount
As at 1 April 2021	62.17	(38.00)	24.17
Current service cost	7.13	-	7.13
Interest expense/ (income)	4.29	(2.62)	1.67
Total amount recognised in statement of profit and loss	**11.42**	**(2.62)**	**8.80**
Remeasurements			
Return on plan assets, excluding amounts included in interest expense/ (income)	-	0.52	0.52
Actuarial (gain)/ loss from change in demographic assumptions	-	-	-

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 34.1 Employee benefits obligations (contd.)

Particulars	Present value of obligation	Fair value of plan assets	Net amount
Actuarial (gain)/ loss from change in financial assumptions	(2.24)	-	(2.24)
Actuarial (gain)/ loss from unexpected experience	0.62	-	0.62
Total amount recognised in other comprehensive (income)/ loss	**(1.62)**	**0.52**	**(1.10)**
Employer contributions/ premium paid	-	(1.07)	(1.07)
Benefit payments	(5.14)	5.14	-
As at 31 March 2022	**66.83**	**(36.03)**	**30.80**

Particulars	Present value of obligation	Fair value of plan assets	Net amount
As at 1 April 2020	57.38	(38.17)	19.21
Current service cost	6.83	-	6.83
Interest expense/(income)	3.79	(2.52)	1.27
Total amount recognised in statement of profit and loss	**10.62**	**(2.52)**	**8.10**
Remeasurements			
Return on plan assets, excluding amounts included in interest expense/(income)	-	(0.01)	(0.01)
Actuarial (gain)/loss from change in Demographic assumptions	-	-	-
Actuarial (gain)/loss from change in financial assumptions	(2.10)	-	(2.10)
Actuarial (gain)/loss from unexpected experience	(1.00)	-	(1.00)
Total amount recognised in other comprehensive (income)/ loss	**(3.10)**	**(0.01)**	**(3.11)**
Employer contributions/ premium paid	-	(0.03)	(0.03)
Benefit payments	(2.73)	2.73	-
As at 31 March 2021	**62.17**	**(38.00)**	**24.17**

(iv) *Significant estimates: actuarial assumptions*

The significant actuarial assumptions were as follows:

Particulars	As at 31 March 2022	As at 31 March 2021
Discount Rate	7.20%	6.90%
Rate of Salary Increase	8.50%	8.50%
Rate of Employee Turnover		
Upto 30 years	9.00%	9.00%
From 31 years to 44 years	4.00%	4.00%
More than 44 years	2.00%	2.00%
Mortality Rate During Employment	IALM 12-14 Ultimate	IALM 12-14 Ultimate

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors.

The expected return on plan assets is determined after taking into consideration composition of the plan assets held, assessed risks of assets management, historical results of the return on plan assets, and other relevant factors.

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 34.1 Employee benefits obligations (contd.)

(v) *Sensitivity analysis*

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Particulars	% change compared to base due to sensitivity			
	As at 31 March 2022		As at 31 March 2021	
	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 1%)	**11.91%**	**(10.00%)**	**12.01%**	**(10.06%)**
	7.96	(6.68)	7.47	(6.25)
Salary Growth Rate (- / + 1%)	**(9.41%)**	**10.61%**	**(9.75%)**	**10.69%**
	(6.29)	7.09	(6.06)	6.65
Attrition Rate (- / + 50%)	**2.03%**	**(1.59%)**	**2.61%**	**(2.04%)**
	1.36	(1.06)	1.62	(1.26)
Mortality Rate (- / + 10%)	**0.13%**	**(0.13%)**	**0.19%**	**(0.19%)**
	0.09	(0.08)	0.12	(0.12)

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

(vi) *The major categories of plans assets*

Particulars	As at 31 March 2022	As at 31 March 2021
Funds Managed by Insurer	95.37%	98.14%
Bank balance	4.63%	1.86%
Total	**100.00%**	**100.00%**

(vii) *Risk exposure*

Valuations are performed on certain basic set of pre-determined assumptions and other regulatory framework which may vary overtime. Thus, the Group is exposed to various risks in providing the above gratuity benefit which are as follows:

Interest Risk:

The plan exposes the Group to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in consolidated financial statements).

***Liquidity Risk*:**

This is the risk that the Group is not able to meet the short-term gratuity payouts. This may arise due to non-availability of enough cash/ cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

***Salary Escalation Risk*:**

The present value of the defined benefit plans calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

***Demographic Risk*:**

The Group has used certain mortality and attrition assumptions in valuation of the liability. The Group is exposed to the risk of actual experience turning out to be worse compared to the assumption.

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 34.1 Employee benefits obligations (contd.)

***Regulatory Risk*:**

Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act, 1972 (as amended from time to time). There is a risk of change in regulations requiring higher gratuity payouts (e.g. Increase in the maximum limit on gratuity of ₹2.00 Mn).

(viii) ***Defined benefit liability and employer contributions***

The Group expects to contribute ₹30.80 Mn (31 March 2021: ₹24.17 Mn) to the funded retiring gratuity plan within the next twelve months.

The weighted average duration of the defined benefit obligation is 12 years (31 March 2021: 12 years).

Note: 35 Finance costs

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Interest expense on		
Leases	23.16	26.52
Income tax	-	4.55
Bank borrowings and others	75.27	102.23
Other borrowing costs	2.43	5.49
Applicable loss on foreign currency transactions and translations	61.18	33.99
Total	**162.04**	**172.78**

Note: 36 Depreciation and amortisation expenses

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Depreciation of property, plant and equipment [refer note 3(a)]	300.57	306.79
Depreciation on Right of Use Asset [refer note 3(b)]	79.69	88.07
Amortisation of other intangible assets [refer note 3(d)]	6.70	6.94
Total	**386.96**	**401.80**

Note: 37 Other expenses

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Consumption of stores and spare parts	79.53	69.93
Power and fuel	270.33	213.20
Rent	28.63	16.00
Repairs to buildings	16.38	13.57
Repairs to machinery	86.97	54.44
Repairs to others	51.51	40.12
Insurance expenses	41.06	35.78
Bank charges	11.35	13.08
Rates and taxes	27.31	22.83
Fabrication and other expenses	152.64	156.36
Travelling and conveyance	130.34	76.86
Commission to selling agents	39.82	26.49
Marketing fees	0.49	19.28
Packing and forwarding (net)	619.52	394.23
Product installation expenses	114.56	90.36
Postage, telephone and fax	21.89	18.09

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 37 Other expenses (contd.)

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Sales promotion expenses	19.15	12.69
Professional fees	143.78	112.09
Directors' sitting fees	0.78	0.34
Allowance for expected credit loss (including bad debts and advances written off) [refer note 40A]	47.06	57.39
Warranty Expenses	11.34	23.29
Derivatives at FVTPL		
Mark to market loss on derivative instruments (net)	-	-
Swap/ Option Loss on Derivative Settlement (net)	36.32	44.56
Expenditure on corporate social responsibility activities*	15.33	27.26
Net loss on sale of property, plant and equipment including intangible assets (including loss on assets scrapped/ written off)	-	37.28
Miscellaneous expenses	262.47	140.30
Total	**2,228.56**	**1,715.82**

* Includes ₹5.00 Mn (31 March 2021: NIL) contributed towards West Bengal State Disaster Management Authority Fund to combat COVID-19 pandemic.

Note: 38 Income tax expense

This note provides an analysis of the Group's income tax expense, shows amounts that are recognised directly in equity and how the tax expense is affected by non-assessable and non-deductible items. It also explains significant estimates made in relation to the Group's tax positions.

(a) ***Movement in deferred tax liability/ (assets)***

As at 31 March 2022

Particulars	Opening	Charged/ (credited) to Profit/Loss Account	Charged/ (credited) to Other Comprehensive Income	Closing
Property, plant & equipment and Intangible asset	73.45	(17.90)	-	55.55
Right-of-Use Assets	77.27	(2.98)	-	74.29
Investments at fair value	26.81	14.41	-	41.22
Allowance for doubtful debts and advances	(54.13)	(3.13)	-	(57.26)
Amounts allowable for tax purpose on payment basis	(44.79)	1.07	0.28	(43.44)
Accumulated Loss	(125.82)	55.80	-	(70.02)
Lease Liabilities	(85.35)	3.33	-	(82.02)
Others	(36.11)	(24.39)	-	(60.50)
Total	**(168.67)**	**26.21**	**0.28**	**(142.18)**

As at 31 March 2021

Particulars	Opening	Charged/ (credited) to Profit/Loss Account	Charged/ (credited) to Other Comprehensive Income	Closing
Property, plant & equipment and Intangible asset	93.90	(20.45)	-	73.45
Right-of-Use Assets	95.87	(18.60)	-	77.27
Investments at fair value	7.44	19.37	-	26.81
Allowance for doubtful debts and advances	(57.03)	2.90	-	(54.13)
Amounts allowable for tax purpose on payment basis	(49.57)	4.00	0.78	(44.79)
Accumulated Loss	(216.73)	90.91	-	(125.82)

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 38 Income tax expense (contd.)

Particulars	Opening	Charged/ (credited) to Profit/Loss Account	Charged/ (credited) to Other Comprehensive Income	Closing
Lease Liabilities	(94.72)	9.37	-	(85.35)
Others	(19.55)	(16.56)	-	(36.11)
Total	**(240.39)**	**70.94**	**0.78**	**(168.67)**

* Others majorly includes Deferred Tax (Assets) on Unrealised Profit on Inventory which is offset by Deferred Tax Liabilities created on Undistributed earnings of Joint Venture.

Deferred Tax Charge/ (Credit) for the period excludes exchange (gain)/ loss of ₹(7.79 Mn) (31 March 2021: ₹30.82 Mn) on account of re-statement of period end deferred tax assets and liabilities.

(b) ***Income Tax Expense***

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Current tax		
Current tax on profits for the year	360.54	374.84
Adjustments for current tax of prior years	1.76	(2.03)
Total current tax expense	**362.30**	**372.81**
Deferred tax		
Decrease/ (increase) in deferred tax assets	32.68	90.62
(Decrease)/ increase in deferred tax liabilities	(6.47)	(19.68)
Exchange difference on translation	(7.79)	30.82
Total deferred tax expense/ (benefit)	**18.42**	**101.76**
Total tax expense/ (credit)	**380.72**	**474.57**

(c) ***Reconciliation of tax expense and the accounting profit multiplied by tax rate*:**

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Profit before tax	1,549.71	1,838.62
Tax on above#	**390.03**	**462.74**
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Effect of Income exempt from taxation (80JJAA)	-	(0.21)
Difference in overseas tax rate	2.31	(27.22)
Items not deductible in tax	16.69	15.62
Items on which tax rate is different	5.19	3.14
Taxes for earlier years	1.76	(2.03)
Tax on undistributed profit of Joint Venture	7.04	9.13
Exempt income	(1.17)	(8.54)
Effect of Change in Tax Rate	-	4.18
Tax benefit on losses for which deferred tax asset was not created	(11.89)	-
Previously Unrecognised tax losses used to reduce deferred tax expenses	(8.01)	-
Others	(21.23)	17.76
Total tax expense	**380.72**	**474.57**

The statutory tax rate applicable to various entities in the group range from 17.00% - 31.20% (31 March 2021: 17.00% - 31.20%)

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 38 Income tax expense (contd.)

(d) During the year ended 31 March 2021, the Holding Company have opted for the new tax regime under Section 115BAA of the Act, which provides a domestic company with an option to pay tax at a rate of 22.00% (effective rate of 25.17%). The lower rate shall be applicable subject to certain conditions, including that the total income should be computed without claiming specific deduction or exemptions.

The Holding Company has elected to exercise the option permitted under new tax rate regime and accordingly remeasured deferred tax balances expected to reverse in future periods based on the revised applicable tax rate.

(e) Deferred taxes on fair value adjustments recognised in the Holding Company's standalone financial statements with respect to investment in preference shares of subsidiary has not been recognised due to uncertainty surrounding availability of future capital gains against which such capital loss can be offset.

Note: 39 Fair value measurements

Financial instruments by category

Particulars	As at 31 March 2022		As at 31 March 2021	
	FVTPL	Amortised cost	FVTPL	Amortised cost
Financial assets				
Investments				
- Mutual funds	1,744.06	-	1,743.77	-
Trade receivables	-	2,765.23	-	2,203.95
Cash and cash equivalents	-	394.97	-	478.70
Other bank balances	-	7.06	-	5.40
Loans	-	0.32	-	0.97
Other financial assets	-	131.70	-	39.07
Derivative Assets	91.44	-	106.81	-
Total financial assets	**1,835.50**	**3,299.28**	**1,850.58**	**2,728.09**
Financial liabilities				
Borrowings	-	2,149.43	-	1,878.02
Derivative liabilities	69.39	-	111.86	-
Trade payables	-	967.35	-	987.10
Other financial liabilities	-	89.89	-	21.07
Total financial liabilities	**69.39**	**3,206.67**	**111.86**	**2,886.19**

(i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Financial assets and liabilities measured at fair value - recurring fair value measurements At 31 March 2022	Level 1	Level 2	Level 3	Total
Financial assets				
Investments				
- Mutual funds	1,554.40	189.66	-	1,744.06
Derivative financial assets	-	91.44	-	91.44
Total financial assets	**1,554.40**	**281.10**	**-**	**1,835.50**
Financial liabilities				
Derivative financial liabilities	-	69.39	-	69.39
Total financial liabilities	**-**	**69.39**	**-**	**69.39**

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 39 Fair value measurements (contd.)

Financial assets and liabilities measured at fair value - recurring fair value measurements At 31 March 2021	Level 1	Level 2	Level 3	Total
Financial assets				
Investments				
- Mutual funds	1,561.92	181.85	-	1,743.77
Derivative financial assets	-	106.81	-	106.81
Total financial assets	**1,561.92**	**288.66**	**-**	**1,850.58**
Financial liabilities				
Derivative financial liabilities	-	111.86	-	111.86
Total financial liabilities	**-**	**111.86**	**-**	**111.86**

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. Level 1 inputs are quoted prices in active markets for identical assets or liabilities that the entity can access at the measurement date. This includes mutual funds that are actively traded at NAVs.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives, fixed maturity mutual funds) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is generally the case for unlisted equity securities.

There are no transfers between levels 1, 2 and 3 during the year.

(ii) Valuation technique used to determine fair value

(a) Derivatives are fair valued using market observable rates and published prices together with forecasted cash flow information where applicable.

(b) Investments (Mutual funds) carried at fair value are generally based on available NAVs.

(c) Fair value of borrowings is estimated by discounting expected future cash flows. The carrying amounts of other borrowings with floating rate of interest are considered to be close to the fair value.

(d) The carrying amounts of remaining financial assets and liabilities are considered to be the same as their fair values.

(e) Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented below are not necessarily indicative of the amounts that the Group could have realised or paid in sale transactions as of respective dates. As such, fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.

(iii) Fair value of financial assets and liabilities measured at amortised cost

Particulars	As at 31 March 2022		As at 31 March 2021	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial liabilities				
Borrowings	39.43	39.41	69.29	68.93
Total financial liabilities	**39.43**	**39.41**	**69.29**	**68.93**

(iv) Transfer of financial assets

The Group transfers certain trade receivables under discounting arrangements with banks and financial institutions. Some of such arrangements do not qualify for de-recognition due to recourse arrangement being in place. Consequently, the proceeds received from transfer are recorded as short-term borrowings from banks and financial institutions.

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 39 Fair value measurements (contd.)

The carrying value of trade receivables not de-recognised along with the associated liabilities is as below:

Particulars	As at 31 March 2022		As at 31 March 2021	
	Carrying value of asset transferred	Carrying value associated liabilities	Carrying value of asset transferred	Carrying value associated liabilities
Trade receivables	180.51	180.51	25.50	25.50
Total	**180.51**	**180.51**	**25.50**	**25.50**

Note: 40 Financial risk management

The Group's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (i.e. foreign currency risk, interest rate risk and price risk).

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk:

Risk	Exposure arising from	Management
Credit risk	Cash and cash equivalents, trade receivables and contract assets and other financial assets measured at amortised cost.	Diversification of bank deposits and investments. Entering into transactions with customers of repute / customers having sound financial position.
Liquidity risk	Financial liabilities that are settled by delivering cash or another financial asset.	Projecting cash flows and considering the level of liquid assets necessary to meet the liabilities.
Market risk – foreign exchange	Future commercial transactions and recognised financial assets and liabilities not denominated in Indian rupee (₹).	Entering into forward contracts, options and interest rate swaps.
Market risk – interest rate	Long-term borrowings at variable rates.	Entering into derivative contracts such as interest rate swaps and currency swaps.
Market risk – security price risk	Investments in mutual funds.	Portfolio diversification.

(A) *Credit risk*

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables and contract assets) including deposits with banks, investments and other financial instruments. The Group periodically monitors the recoverability and credit risks of its other financial assets including security deposits and other receivables.

i) Trade receivables and contract assets

Customer credit risk is managed by the management subject to the Group's established policy, procedures and control relating to customer credit risk management. Trade receivables and contract assets are non-interest bearing. Outstanding customer receivables are regularly monitored.

At each reporting date the Group measures loss allowance for certain class of financial assets based on historical trend industry practice and the business environment in which the Group operates.

ii) Financial instruments and cash deposits

Credit risk from balances with banks and investments is managed by the Group in accordance with the Group's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

The Group's maximum exposure to credit risk for the components of the balance sheet at 31 March 2022 and 31 March 2021 is the carrying amounts of trade receivables and contract assets, investments, balances with bank and other financial assets.

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 40 Financial risk management (contd.)

Provision for expected credit loss

In determination of the allowance for credit losses on receivables, the Group has used a practical experience by computing the expected credit losses based on provision matrix, which has taken into account historical credit loss experience and adjusted for forward looking information. The Group also analyses all its receivables periodically for recoverability assessment and wherever they have analysed that the receivable may be credit impaired on account of non recoverability, loss allowance on such receivables have been provided in full.

Details of allowances for expected credit loss are provided hereunder :-

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
At the beginning of the year	113.93	96.58
Provisions created/ (written back) during the year (net) (a)	(17.31)	11.77
Adjustments (Exchange Difference)	(0.47)	5.58
Closing at the end of the period	**96.15**	**113.93**
Bad debts and advances written off (b)	64.37	45.62
Total Charge to Consolidated Statement of Profit & Loss (a+b)	47.06	57.39

(B) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, group treasury maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of the Group's liquidity position and cash and cash equivalents on the basis of expected cash flows.

(i) Maturities of financial liabilities

The tables below analyse the group's financial liabilities into relevant maturity groupings based on their contractual maturities:

The amounts disclosed in the table are the contractual undiscounted cash flows:

Contractual maturities of financial liabilities as at 31 March 2022	Carrying Value	Contractual Cash Flows	Less than 1 year	1 - 3 years	3 - 5 years	More than 5 years
Non-derivatives						
Borrowings	2,149.43	2,149.43	1,535.78	454.49	159.16	-
Lease liabilities	302.22	530.44	70.79	95.16	47.76	316.73
Other financial liabilities	82.88	82.88	82.88	-	-	-
Trade payables	967.35	967.35	967.35	-	-	-
Interest payable on above borrowings**	7.01	91.09	43.10	40.55	7.44	-
Total non-derivative financial liabilities	**3,508.89**	**3,821.19**	**2,699.90**	**590.20**	**214.36**	**316.73**
Derivatives (net settled)						
Foreign exchange forward/ option/ swap contracts	69.39	69.39	25.53	19.12	24.74	-
Total derivative liabilities	**69.39**	**69.39**	**25.53**	**19.12**	**24.74**	**-**

** Based on closing rates

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 40 Financial risk management (contd.)

Contractual maturities of financial liabilities 31 March 2021	Carrying Value	Contractual Cash Flows	Less than 1 year	1 - 3 years	3 - 5 years	More than 5 years
Non-derivatives						
Borrowings	1,878.02	1,878.02	1,018.52	499.26	305.42	54.82
Lease liabilities	318.70	558.24	83.92	88.15	60.49	325.68
Other financial liabilities	13.89	13.89	13.89	-	-	-
Trade payables	987.10	987.10	987.10	-	-	-
Interest payable on above borrowings**	7.18	279.14	110.79	144.82	22.49	1.04
Total non-derivative financial liabilities	**3,204.89**	**3,716.39**	**2,214.22**	**732.23**	**388.40**	**381.54**
Derivatives (net settled)						
Foreign exchange forward/ option/ swap contracts	111.86	111.86	22.63	19.65	35.30	34.28
Total derivative liabilities	**111.86**	**111.86**	**22.63**	**19.65**	**35.30**	**34.28**

** Based on closing rates

(C) Market risk

(i) Foreign currency risk

The Group deals with foreign currency bank accounts, trade receivables and contract assets, borrowings, trade payables and is therefore exposed to foreign exchange risk associated with exchange rate movement.

The Group operates internationally and portion of the business is transacted in several currencies and consequently the Group is exposed to foreign exchange risk through its sales in overseas and purchases from overseas suppliers in various foreign currencies. Foreign currency exchange rate exposure is partly balanced by purchasing of goods, commodities and services in the respective currencies. The Group primarily uses derivatives to hedge its risk against foreign currency balances of borrowings, trade payables, trade receivables and contract assets. Such exposures are managed within approved policy parameters utilising foreign exchange forward contracts and options. Further, the Group also has variable interest rate loan in foreign currency. To manage its risk against interest rate movements the Group has taken an interest rate swap. The Group also enter into derivative contracts to hedge forecast sales and purchase transactions using forward contracts.

Foreign currency risk exposure

The Group's exposure to foreign currency risk for major currencies at the end of the reporting period expressed in ₹ (foreign currency amount multiplied by closing rate), are as follows:-

Particulars	As at 31 March 2022					
	AUD	CAD	EUR	USD	GBP	GHS
Financial assets						
Trade receivables and contract assets	-	-	296.58	1,029.15	-	-
Cash & Cash equivalents	1.63	0.02	0.68	84.03	0.03	0.70
Offset by derivatives:						
Foreign exchange forward contracts	(193.38)	(232.18)	(124.63)	(1,125.87)	-	-
Net exposure to foreign currency risk (assets)	**(191.75)**	**(232.16)**	**172.63**	**(12.69)**	**0.03**	**0.70**
Financial liabilities						
Trade and other payables	-	-	(89.89)	(92.89)	-	-
Other financial liabilities	-	-	(0.24)	(5.63)	-	-
Borrowings	-	-	(261.11)	(1,059.55)	-	-
Offset by derivatives:						
Foreign exchange forward contracts/ Foreign Currency option contracts	-	-	136.61	977.77	-	-
Net exposure to foreign currency risk (liabilities)	**-**	**-**	**(214.63)**	**(180.30)**	**-**	**-**
Net exposure	**(191.75)**	**(232.16)**	**(42.00)**	**(192.99)**	**0.03**	**0.70**

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 40 Financial risk management (contd.)

Particulars	As at 31 March 2021					
	AUD	CAD	EUR	USD	GBP	GHS
Financial assets						
Trade receivables and contract assets	-	-	250.91	685.13	4.03	-
Cash & Cash equivalents	9.15	0.02	0.60	105.10	0.39	0.20
Offset by derivatives:						
Foreign exchange forward contracts	(334.96)	(174.80)	(180.32)	(716.70)	-	-
Net exposure to foreign currency risk (assets)	**(325.81)**	**(174.78)**	**71.19**	**73.53**	**4.42**	**0.20**
Financial liabilities						
Trade and other payables	-	-	(145.74)	(258.55)	(0.06)	(39.91)
Other financial liabilities	-	-	-	(5.01)	-	-
Borrowings	-	-	-	(1,148.28)	-	-
Offset by derivatives:						
Foreign exchange forward contracts/ Foreign Currency option contracts	-	-	-	1,076.40	-	-
Net exposure to foreign currency risk (liabilities)	**-**	**-**	**(145.74)**	**(335.44)**	**(0.06)**	**(39.91)**
Net exposure	**(325.81)**	**(174.78)**	**(74.55)**	**(261.91)**	**4.36**	**(39.71)**

Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

Particulars	Impact on profit before tax					
	AUD	CAD	EUR	USD	GBP	GHS
31 March 2022						
*₹ appreciates by 5%**	9.59	11.61	2.10	9.65	(0.00)	(0.04)
*₹ depreciates by 5%**	(9.59)	(11.61)	(2.10)	(9.65)	0.00	0.04
31 March 2021						
*₹ appreciates by 5%**	16.29	8.74	3.73	13.10	(0.22)	1.99
*₹ depreciates by 5%**	(16.29)	(8.74)	(3.73)	(13.10)	0.22	(1.99)

* Holding all other variables constant

(ii) Price risk

(a) Exposure

Security price risk is the risk that the fair value of a financial instrument will fluctuate due to change in market traded prices. The Group invests its surplus funds primarily in liquid schemes of mutual funds (debt instruments) which are categorised as low risk products from liquidity and interest rate perspectives. The carrying amount of the Group investments are designated as at fair value through profit or loss at the end of the reporting period.[Refer Note 6 and 12].

(b) Sensitivity

Company has invested in growth model of these securities as at the year end. The sensitivity analysis below is presented with reference to changes in NAV of these securities:-

Particulars	Impact on profit before tax	
	As at 31 March 2022	As at 31 March 2021
NAV - Increases by 1% *	17.44	17.44
NAV - Decreases by 1% *	(17.44)	(17.44)

* Holding all other variables constant

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 40 Financial risk management (contd.)

(iii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates.

The Group's main interest rate risk arises from long-term borrowings with variable rates, which expose the Group to cash flow interest rate risk.

The Group's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

(a) *Interest rate risk exposure*

On Financial Liabilities:

The exposure of the Group's financial liabilities to interest rate risk is as follows:

Particulars	As at 31 March 2022	As at 31 March 2021
Variable rate borrowings*	2,110.00	1,808.73
Fixed rate borrowings	39.43	69.29
Total borrowings	**2,149.43**	**1,878.02**

* Long Term Borrowings amounting to ₹773.08 Mn (31 March 2021: ₹906.56 Mn) is covered through Interest rate swaps

(b) *Sensitivity*

Profit or loss is sensitive to higher/ lower interest expense from borrowings as a result of changes in interest rates as below:

Particulars	Impact on profit before tax	
	As at 31 March 2022	As at 31 March 2021
Interest expense rates – increase by 50 basis points (50 bps)*	(10.55)	(9.04)
Interest expense rates – decrease by 50 basis points (50 bps)*	10.55	9.04

* Holding all other variables constant

(c) *Interbank Offered Rates (IBOR) Reform*

The following table contains details of all financial instruments that are referenced to IBOR which have not transitioned to an alternative interest rate benchmark (ARR):

Particulars	IBOR exposure	Carrying value as at 31 March 2022		Alternative Interest Rate Benchmark
		(₹ in Mn)	(USD in Mn)	
Non-derivative instruments:				Secured Overnight Funding Rate (SOFR)
Non-Current:				
Term loans from banks	USD 3M LIBOR	851.26	11.23	
Current:				
Foreign currency loans from banks	USD 6M LIBOR	144.04	1.90	
Derivative instruments :				
MTM of derivative assets exposed to USD LIBOR	USD 3M LIBOR	1.33	10.20	

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 41 Capital management

(a) Risk management

The Group's objectives when managing capital are to:

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the Group is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The funding requirement is met through a mixture of equity, long term borrowings and short term borrowings.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Group will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

(b) Dividends paid and proposed

Particulars	As at 31 March 2022	As at 31 March 2021
Preference shares		
(i) Dividend declared and paid during the year		
Final dividend for the year ended 31 March 2022 - ₹500/- (31 March 2021 - ₹500/-)	0.00^	0.00^
(ii) Proposed dividends not recognised at the end of the reporting period		
The Directors have recommended the payment of a NIL for the year ended 31 March 2022 (31 March 2021 : ₹500/-).	-	0.00^

^Amount is below the rounding off norm adopted by the Group

Net debt reconciliation

This section sets out an analysis of debt and the movements in net debt for the current period

Particulars	As at 31 March 2022	As at 31 March 2021
Cash and cash equivalents	394.97	478.70
Non-current borrowings	(613.65)	(862.10)
Current borrowings	(1,258.74)	(800.72)
Current maturities of long term borrowings	(277.04)	(215.20)
Lease Liabilities	(302.22)	(318.70)
Net Derivative Liabilities (Swap and Option)	(49.19)	(16.62)
Interest accrued on long term borrowings	(5.62)	(6.23)
Interest accrued on short term borrowings *	5.19	(0.95)
Total	**(2,106.30)**	**(1,741.82)**

* Includes Interest receivable on account of subvention of interest of ₹6.58 Mn (31 March 2021: Nil)

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 41 Capital management (contd.)

Particulars	Other assets	Liabilities from financing activities				Total
	Cash and cash equivalents	Non-current borrowings	Current borrowings	Lease Liabilities	Net Derivative Liabilities (Swap and Option)	
Net debt as at 1 April 2021*	**478.70**	**(1,083.53)**	**(801.67)**	**(318.70)**	**(16.62)**	**(1,741.82)**
Cash flows	(88.42)	204.92	(453.52)	-	-	(337.02)
Acquisition of lease	-	-	-	(74.97)	-	(74.97)
Principal repayment of lease	-	-	-	73.82	-	73.82
Interest expense	-	(39.77)	(37.93)	(23.16)	-	(100.86)
Interest paid	-	40.31	44.14	23.16	-	107.61
Payment on Derivative Settlement (net)	-	-	-	-	36.32	36.32
Non-cash movements:						
Unrealised foreign exchange	4.69	(18.24)	(4.57)	7.84	(0.06)	(10.34)
Others Adjustment for lease	-	-	-	9.79	-	9.79
Derivative Loss (net)	-	-	-	-	(68.83)	(68.83)
Net debt as at 31 March 2022*	**394.97**	**(896.31)**	**(1,253.55)**	**(302.22)**	**(49.19)**	**(2,106.30)**

* balances include interest accrued on borrowings

Particulars	Other assets	Liabilities from financing activities				Total
	Cash and cash equivalents	Non-current borrowings	Current borrowings	Lease Liabilities	Net Derivative Liabilities (Swap and Option)	
Net debt as at 1 April 2020	**368.63**	**(1,075.82)**	**(1,373.69)**	**(340.70)**	**(47.51)**	**(2,469.09)**
Cash flows	115.13	(43.10)	574.03	-	-	646.06
Acquisition of Lease	-	-	-	(24.96)	-	(24.96)
Principal Repayment of Lease	-	-	-	77.32	-	77.32
Interest expense	-	(34.17)	(73.55)	(26.52)	-	(134.24)
Interest paid	-	34.78	75.93	26.52	-	137.23
Swap/Option Loss on Derivative Settlement (net)	-	-	-	-	-	-
Payment on Derivative Settlement (net)	-	-	-	-	44.56	44.56
Non-cash movements:						
Unrealised foreign exchange	(5.06)	34.78	(4.39)	(33.00)	(0.14)	(7.81)
Others Adjustment for lease	-	-	-	2.64	-	2.64
Derivative Loss (net)	-	-	-	-	(13.53)	(13.53)
Net debt as at 31 March 2021*	**478.70**	**(1,083.53)**	**(801.67)**	**(318.70)**	**(16.62)**	**(1,741.82)**

* balances include interest accrued on borrowings

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 42 Segment information

The group is engaged in the business of designing, manufacturing and installation of process equipment and accessories.The group has identified its executive committee (which consist of Chairman, Managing Director & Chief Executive Officer, Head Product Management Group & Global Marketing, Head Global Operations, Head Global Finance (Chief Financial Officer), Head Human Resource and Company Secretary) as the chief operating decision maker ('CODM'). The CODM reviews the business as a single segment group.

Other information

(i) Revenue from external customers along with breakup between India and arising outside India.

Region	Year ended 31 March 2022	Year ended 31 March 2021
India	1,138.09	1,094.04
Outside India	8,379.47	6,961.18
Total	**9,517.56**	**8,055.22**

Revenue Outside India includes: Chile ₹1,748.17 Mn (31 March 2021: ₹1,611.44 Mn)

(ii) Details of non-current assets (property, plant and equipment, right-of-use assets, capital work-in-progress, investment properties, intangible assets, intangible assets under development, goodwill on consolidation and other non current assets) based on geographical area is as below:

Region	Year ended 31 March 2022	Year ended 31 March 2021
India	1,451.22	1,454.94
Outside India	1,689.88	1,589.12
Total	**3,141.10**	**3,044.06**

Non-Current Assets Outside India includes: Chile ₹674.53 Mn (31 March 2021: ₹598.04 Mn), Australia ₹680.55 Mn (31 March 2021: ₹649.89 Mn).

Note: No Single customer represents 10% or more of the Group's total revenue during the year ended 31 March 2022 and 31 March 2021.

Note: 43 Earnings per share

	Particulars	Year ended 31 March 2022	Year ended 31 March 2021
	Computation of Earnings for Equity Shares		
A	Net Profit attributable to the shareholders of the company	1,168.99	1,364.05
B	Less: Preference share dividend and tax thereon	-	0.00^
C = A-B	**Profit attributable to equity shareholders**	**1,168.99**	**1,364.05**
D	Weighted average number of equity shares outstanding during the period other than which are dilutive	5,94,95,549	5,66,01,259
E	Effect of equity shares which are dilutive	7,01,096	9,99,609
F	Effect of compulsorily convertible participatory preference shares which are dilutive	60,96,504	86,92,281
G	Effect of potential Ordinary shares on Employee Stock Options outstanding	3,15,281	3,00,894
H = (D+E+F+G)	**Weighted average number of equity shares outstanding during the period (dilutive)**	**6,66,08,430**	**6,65,94,043**
	Earnings per equity share		
	(Face Value ₹10/- per share)		
C/D	Earnings per share - Basic (₹)	19.65	24.10
A/H	Earnings per share - Diluted (₹)	17.55	20.48

^ Amount is below the rounding off norm adopted by the Group.

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 44 Interest in other entities

(a) Subsidiaries

The group's subsidiaries at 31 March 2022 and 31 March 2021 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the group, and the proportion of ownership interests held equals the voting rights held by the group. The country of incorporation or registration is also their principal place of business.

Name of the entity	Place of business/ country of incorporation	Ownership interest held by the group	Ownership interest held by the group	Ownership interest held by non-controlling interests	Ownership interest held by non-controlling interests
		As at 31 March 2022 %	As at 31 March 2021 %	As at 31 March 2022 %	As at 31 March 2021 %
Subsidiaries:					
Tega Industries, Inc.	USA	100.00%	100.00%	0.00%	0.00%
Tega Industries Australia Pty. Ltd.	Australia	100.00%	100.00%	0.00%	0.00%
Tega Industries Canada Inc.	Canada	100.00%	100.00%	0.00%	0.00%
Tega Investments Limited	The Bahamas	100.00%	100.00%	0.00%	0.00%
Tega Do Brasil Servicos Tecnicos Ltda	Brazil	99.99%	99.99%	0.01%	0.01%
Tega Holdings Pte Limited	Singapore	100.00%	100.00%	0.00%	0.00%
Subsidiaries of a subsidiary:					
Tega Investments South Africa Proprietary Limited	South Africa	100.00%	100.00%	0.00%	0.00%
Tega Industries Africa Proprietary Limited	South Africa	100.00%	100.00%	0.00%	0.00%
Tega Holdings Pty Ltd	Australia	100.00%	100.00%	0.00%	0.00%
Losugen Pty Ltd	Australia	100.00%	100.00%	0.00%	0.00%
Tega Industries Chile SpA	Chile	100.00%	100.00%	0.00%	0.00%
Edoctum S.A.	Chile	100.00%	100.00%	0.00%	0.00%
Edoctum Peru S.A.C.	Peru	100.00%	100.00%	0.00%	0.00%

(b) Non-controlling interest (NCI)

As noted from the above table, the non-controlling interests are not material to the group.

(c) Interests in joint venture

Set out below are the details of the joint venture of the group as at 31 March 2022 and 31 March 2021. The entity listed below has share capital consisting solely of equity shares. The country of incorporation or registration is also their principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

Name of the entity	Place of business/ country of incorporation	Relationship	Accounting method	Carrying amount As at 31 March 2022	Carrying amount As at 31 March 2021	Quoted fair value	% of ownership interest
Hosch Equipment (India) Limited	India	Joint Venture	Equity method	241.25	269.22	@	50%
Total equity accounted investments				**241.25**	**269.22**		

@ Unlisted equity, no quoted price available

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 44 Interest in other entities (contd.)

(i) Contingent liabilities in respect of joint venture

Particulars	As at 31 March 2022	As at 31 March 2021
Contingent liabilities – joint venture	16.84	17.24
Total Contingent liabilities	**16.84**	**17.24**

(ii) Summarised financial information for joint venture

The tables below provide summarised financial information for that joint venture which is material to the group. The information disclosed reflects the amounts presented in the financial statements of the relevant joint venture and not the Holding Company's share of those amounts.

Particulars	Hosch Equipment (India) Limited	
	As at 31 March 2022	As at 31 March 2021
Current assets		
Cash and cash equivalents	0.54	6.29
Other assets	253.36	269.19
Total current assets	**253.90**	**275.48**
Total non-current assets	**33.49**	**74.86**
Current liabilities		
Financial liabilities	22.79	22.98
Other liabilities	10.68	15.74
Total current liabilities	**33.47**	**38.72**
Non-current liabilities		
Financial liabilities	0.46	3.07
Other liabilities	2.91	2.02
Total non-current liabilities	**3.37**	**5.09**
Net assets	**250.55**	**306.53**

Note- Hosch Equipment (India) Limited is having financial and technical collaboration with M/s Hosch (GB) Limited U.K., pioneers in the manufacture of Scrapers, having its registered office and manufacturing facilities at West Bengal, India

Summarised statement of profit and loss

Particulars	Hosch Equipment (India) Limited	
	Year ended 31 March 2022	Year ended 31 March 2021
Revenue	210.72	202.76
Interest income	0.99	0.70
Depreciation and amortisation	2.57	3.52
Finance costs	0.58	0.93
Income tax expense	19.05	17.90
Profit from continuing operations	**56.24**	**53.56**
Other comprehensive income/ (loss)	0.28	0.07
Total comprehensive income	**56.52**	**53.63**
Dividends Paid	56.25	2.25

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 44 Interest in other entities (contd.)

Reconciliation to carrying amounts

Particulars	Hosch Equipment (India) Limited	
	Year ended 31 March 2022	Year ended 31 March 2021
Opening net assets	306.53	257.40
Profit for the year	56.24	53.56
Other comprehensive income	0.28	0.07
Dividends paid including tax	(112.50)	(4.50)
Closing net assets	**250.55**	**306.53**
Group's share in %	50%	50%
Group's share in ₹	125.29	153.26
Goodwill	115.96	115.96
Carrying amount	**241.25**	**269.22**

(iii) Share of Profit

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Share of profits from joint venture	28.15	26.78
Total share of profits from joint venture	**28.15**	**26.78**

(iv) Share of Other Comprehensive Income

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Share of Other comprehensive income from joint venture	0.14	0.03
Total share of other comprehensive income from joint venture	**0.14**	**0.03**

Note: 45 A Contingent liabilities (to the extent not provided for)

	Particulars	As at 31 March 2022	As at 31 March 2021
(i)	**Contingent liabilities - Claims against the company not acknowledged as debt**		
	Disputed Excise Duty	14.75	14.75
	Disputed Service Tax	3.08	3.08
	Disputed Income Tax	64.54	64.54
	Disputed Sales Tax	6.56	6.56
(ii)	**Other money for which the Group is contingently liable**		
	(1) Pending finalisation of legal/ arbitration proceedings, the extent of eventual liability, against a customer's claims (not admitted by the Company) for alleged unsatisfactory product performance as may arise, is currently not ascertainable and no provision in this regard has been considered necessary by the Management.	4.05	4.05
	(2) The Holding Company stands as surety in connection with General Bond executed by MM Aqua Technologies Limited for the due dispatch of excisable goods for export without payment of duty.	-	1.50

In respect of the contingent liabilities mentioned in (i) above, pending resolution of the respective proceedings, it is not practicable for the Group to estimate the timings of cash outflows, if any.

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 45 B Commitments

	Particulars	As at 31 March 2022	As at 31 March 2021
(i)	Estimated amount of contracts remaining to be executed on capital account and not provided for	66.14	56.40

Note: 45 C The Holding Company and its Joint Venture has evaluated the impact of the Supreme Court Judgment in case of "Vivekananda Vidyamandir And Others Vs. The Regional Provident Fund Commissioner (II) West Bengal" and the related circular (Circular No. C-I/1(33)2019/Vivekananda Vidya Mandir/284) dated 20 March 2019 issued by the Employees' Provident Fund Organisation in relation to non-exclusion of certain allowances from the definition of "basic wages" of the relevant employees for the purposes of determining contribution to provident fund under the Employees' Provident Funds & Miscellaneous Provisions Act, 1952. While further clarification on applicability and operation of the Order is awaited from the Provident Fund authorities, based on estimates by the management, the impact of the Order is not expected to be material on the consolidated financial statements. The management will continue to assess the impact of further developments relating to retrospective application of the Supreme Court's judgement considering the additional guidance as and when issued by the statutory authorities.

Note: 46 Related party Transaction

Related party disclosure pursuant to Ind AS 24 prescribed under the act

Details of related parties:

Description of relationship	Names of related parties
Ultimate Holding Company	Nihal Fiscal Services Private Limited
Fellow Subsidiaries	Maple Orgtech (India) Limited
	MM Aqua Technologies Limited
Joint Venture	Hosch Equipment (India) Limited
Key Management Personnel (KMP)	Madan Mohan Mohanka - Chairman and Wholetime Director
	Mehul Mohanka - Managing Director
	Syed Yaver Imam - Whole Time Director (Non- Executive Director upto 31 March 2021)
	Manju Mohanka - Director (upto 3 August 2021)
	Jahar Saha - Director upto (8 October 2020)
	Hemant Madhusudan Nerurkar - Director (upto 31 March 2022)
	Rudolph Michael Edge - Director (upto 31 March 2022)
	Dhiraj Poddar - Director (upto 10 November 2021)
	Jagdishwar Prasad Sinha - Director (from 1 May 2021)
	Madhu Dubhashi - Director (from 1 May 2021)
	Manoj Kumar Agarwal - Chief Financial Officer and Company Secretary (Company Secretary from 23 December 2021)
	Sudipta Bhowal - Company Secretary (upto 18 December 2021)
Relatives of KMP	Manish Mohanka
	Manju Mohanka (from 4 August 2021)
Post Employment Benefit Plan	Tega India Ltd Employees Gratuity Fund
	Tega India & Associate Companies Super Annuation Fund
	Tega Industries (SEZ) Ltd Super Annuation Fund
	Tega Industries (SEZ) Ltd Gratuity Trust
Entities in which KMP/ Relatives of KMP can exercise significant influence	TPW Engineering Limited

Note: Related parties have been identified by the Management.

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 46 Related party Transaction (contd.)

Details of related party transactions for the year ended 31 March 2022 and balances outstanding as at 31 March 2022:

Particulars	Joint Venture	Fellow Subsidiaries	Post Employment Benefit Plan	KMP	Relatives of KMP	Entities in which KMP/ Relatives of KMP can exercise significant influence	Total
Purchase of Goods	2.84	-	-	-	-	-	2.84
Sale of Goods & Service	12.01	0.19	-	-	-	-	12.21
Recovery of Expenses	-	-	-	-	-	0.01	0.01
Re-imbursement of Expenses	0.29	0.19	-	-	-	-	0.48
Purchase of Fixed Assets	-	-	-	-	-	0.46	0.46
Sales Commission Earned	16.35	-	-	-	-	-	16.35
Rent/ Service Charges/ Hire Charges paid	-	0.41	-	0.07	1.65	18.66	20.79
Contribution to post employment benefit plan	-	-	10.83	-	-	-	10.83
Dividend Received	56.25	-	-	-	-	-	56.25
Business Support Service Income	9.46	1.25	-	-	-	-	10.71
Business Support Service Expense	-	0.48	-	-	-	-	0.48
Security deposits given/ (recovered) (net)	0.03	-	-	-	-	-	0.03
Balances outstanding at the end of the year							
Trade Receivables	0.95	1.48	-	-	-	-	2.43
Advances/ Deposit /Other Receivables	-	-	-	-	0.24	3.38	3.62
Trade Payables	-	0.08	-	-	-	-	0.08
Other current liabilities	-	-	2.36	-	-	-	2.36
Other Current Assets	-	-	-	-	0.03	-	0.03
Provisions	-	-	30.80	-	-	-	30.80
Financial Liabilities	0.96	-	-	-	-	-	0.96

Details of related party transactions for the year ended 31 March 2021 and balances outstanding as at 31 March 2021:

Particulars	Joint Venture	Fellow Subsidiaries	Post Employment Benefit Plan	KMP	Relatives of KMP	Entities in which KMP/ Relatives of KMP can exercise significant influence	Total
Purchase of Goods	0.96	0.10	-	-	-	-	1.06
Sale of Goods	12.56	-	-	-	-	-	12.56
Recovery of Expenses	0.21	0.02	-	-	-	-	0.23
Re-imbursement of Expenses	0.10	0.04	-	-	-	0.05	0.19
Sales Commission Earned	15.29	-	-	-	-	-	15.29
Rent/ Service Charges/ Hire Charges	-	0.38	-	0.13	1.50	25.80	27.81
Contribution to post employment benefit plan	-	-	6.98	-	-	-	6.98

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 46 Related party Transaction (contd.)

Particulars	Joint Venture	Fellow Subsidiaries	Post Employment Benefit Plan	KMP	Relatives of KMP	Entities in which KMP/ Relatives of KMP can exercise significant influence	Total
Payment made for transfer of lease	-	-	-	-	-	201.33	201.33
Dividend Received	2.25	-	-	-	-	-	2.25
Business Support Service Income	9.30	1.08	-	-	-	-	10.38
Business Support Service Expenses	-	1.86	-	-	-	-	1.86
Loan and Advances given/ (recovered) (net)	-	-	-	-	-	0.61	0.61
Balances outstanding at the end of the year							
Trade Receivables	4.90	4.31	-	-	-	-	9.21
Advances/ Deposit	-	-	-	0.05	0.19	3.38	3.62
Trade Payables	-	2.94	-	-	-	0.09	3.03
Other current liabilities	-	-	1.89	-	-	-	1.89
Provisions	-	-	24.17	-	-	-	24.17
Financial Liabilities	0.93	-	-	-	-	-	0.93

^ Amount is below the rounding off norm adopted by the Group

Other Terms and Conditions of transactions with Related Parties

The related party transactions are made in the ordinary course of business. Outstanding balances at the year end are unsecured. No provision are held against receivable from related parties.

Remuneration to KMP

During the year, the Company recognised an amount of ₹135.74 Mn (31 March 2021: 115.23 Mn) as remuneration to key managerial personnel. The details of such remuneration is as below:

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Short term employee benefits	102.13	90.17
Post employment benefits	4.61	3.54
Other long term employee benefits	2.19	0.10
Total employee benefits expense	**108.93**	**93.81**
Perquisites	1.95	1.36
Sitting fees	0.78	0.34
Commission/ Incentive to Director's	11.18	7.88
Professional Fees	12.90	11.84
Total other expenses	**26.81**	**21.42**

Note: Refer note 44(c) for details of share of profit of the year ended 31 March 2022 and 31 March 2021 and investment outstanding as at 31 March 2022 and 31 March 2021 relating to Joint Venture.

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 47 Share-based payments

(a) The share-based payment plan is an employee option plan. The options are equity settled options.

(b) Set out below is the summary of options

Particulars	Year ended 31 March 2022		Year ended 31 March 2021	
	Average exercise price/ share in ₹	No. of options	Average exercise price/ share in ₹	No. of options
Opening balance	38.91	3,57,251	38.91	3,57,251
Granted during the year	-	-	-	-
Exercised during the year	-	-	-	-
Expired during the year	-	-	-	-
Closing balance		**3,57,251**		**3,57,251**
Vested and exercisable		**3,57,251**		**3,57,251**

(c) Share options outstanding at the end of the period have the following exercise period and exercise prices:

Grant	Grant Date	Exercise period	Exercise Price/ Share in ₹	Share Options as on 31 March 2022	Share Options as on 31 March 2021
Grant I	04-Mar-11	2 years from the date of listing	30.77	2,55,632	2,55,632
Grant II	04-Mar-11	2 years from the date of listing	30.77	38,584	38,584
Grant III	16-Nov-12	2 years from the date of listing	76.92	27,196	27,196
Grant IV	02-Jul-13	2 years from the date of listing	76.92	18,707	18,707
Grant V	28-Jan-15	2 years from the date of listing	76.92	17,132	17,132

(d) Fair value of options granted

No grants were issued during the year.

(e Expense arising from share-based payment transactions

Total expenses arising from share-based payment transactions recognised in profit or loss as part of employee benefit expense were : 31 March 2022: NIL (31 March 2021: NIL)

(f) The existing Employee Stock Option Scheme 2011 has been aligned with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021 and the same was approved in Board Resolution dated 11 February 2022 and shareholder's resolution vide postal ballot dated 03 April 2022 . The Company is in the process of filing an application with the Stock Exchanges for obtaining an in-principle approval for the said scheme.

Further, the Company has also adopted a new Employee Stock Option Plan 2021 (ESOP 2021), however no options have been granted under this plan.

Note: 48

Pursuant to a shareholders' agreement ("agreement") in 2011, Wagner Limited ("Investor") acquired equity shares in the Holding Company and subscribed to Compulsorily Convertible Participatory Preference Shares ("CCPP") issued by the Holding Company, collectively referred to as securities. The amount pertaining to these securities was recognised as equity share capital, preference share capital and securities premium under the previous GAAP.

Pursuant to the said agreement, the Investor, has an option to require an exit by way of buyback of the securities at fair value in case the Holding Company does not conduct an IPO within a stipulated date. Per Ind AS 32 'Financial Instruments: Presentation' this represents a contractual obligation to deliver cash or another financial asset and hence such securities are required to be classified as a financial liability and measured at fair value. However, there remains certain contradictions between the Ind AS and the Companies Act, 2013 with regard to classification and measurement of such securities. Classification and measurement of the securities as a financial liability, in accordance with the principles of Ind AS 32 and Ind AS 109 'Financial Instruments' would not be in accordance with the provisions of the Companies Act, 2013, which requires share capital received to be classified under share capital and securities premium received to be classified under securities premium account. Considering that the rule of construction requires that the Act prevails over any subordinate legislation like the Companies (Indian Accounting Standards) Rules, 2015, the Holding Company did not classify and

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 48 (contd.)

measure the securities in accordance with the requirements of Ind AS 32 and Ind AS 109 on the date of transition to Ind AS i.e. 1 April 2016. The Holding Company has continued the classification done under previous GAAP in the following years also pending resolution of such contradiction. The option to exercise buyback of securities at fair value exposes the investor to the equity price risk similar to an equity share. Further, the Holding Company has not included the disclosures required under Ind AS 107 'Financial Instruments: Disclosures' and has not complied with the presentation requirements of Ind AS 1 'Presentation of financial statements'.

If the securities were classified and measured as per Ind AS 32 and Ind AS 109, total liabilities would be higher by ₹2,390.68 Mn as at 31 March 2021.

During the financial year ended 31 March 2022 pursuant to an Initial Public Offering (""IPO""), CCPP has been converted to equity shares and the entire securities held by Investor was offered for sale as part of the IPO.

Note: 49 Additional Information required by Schedule III of the Companies Act, 2013:

	Particulars	Net Assets (total assets minus total liabilities)		Share in Profit or (Loss)		Share in other comprehensive income (OCI)		Share in total comprehensive income (OCI)	
	Name of the Entity	As % of Consolidated Net Assets	Amount	As % of Consolidated Profit or (Loss)	Amount	As % of Consolidated OCI	Amount	As % of Consolidated total comprehensive income	Amount
	Parent								
	Tega Industries Limited								
	31 March 2022	122.59%	9,023.31	82.07%	959.39	1.52%	0.82	78.50%	960.21
	31 March 2021	131.38%	8,063.02	200.55%	2,735.53	1.66%	2.33	181.96%	2,737.86
	Subsidiaries - Foreign								
1	**Tega Industries, Inc.**								
	31 March 2022	2.49%	183.16	0.28%	3.22	-	-	0.26%	3.22
	31 March 2021	2.83%	173.52	4.07%	55.56	-	-	3.69%	55.56
2	**Tega Industries Australia Pty. Ltd.**								
	31 March 2022	1.53%	112.72	4.23%	49.44	-	-	4.04%	49.44
	31 March 2021	0.99%	60.51	0.02%	0.26	-	-	0.02%	0.26
3	**Tega Investments Limited**								
	31 March 2022	0.21%	15.10	(0.17%)	(2.04)	-	-	(0.17%)	(2.04)
	31 March 2021	0.27%	16.57	5.38%	73.39	-	-	4.88%	73.39
4	**Tega Industries Canada Inc.**								
	31 March 2022	1.48%	108.78	3.90%	45.61	-	-	3.73%	45.61
	31 March 2021	0.97%	59.78	2.23%	30.39	-	-	2.02%	30.39
5	**Tega Do Brasil Servicos Tecnicos Ltda**								
	31 March 2022	(0.01%)	(0.66)	(0.1%)	(1.23)	-	-	(0.10%)	(1.23)
	31 March 2021	0.01%	0.57	0.02%	0.23	-	-	0.02%	0.23
6	**Tega Holdings Pte Limited**								
	31 March 2022	50.45%	3,713.50	8.45%	98.73	-	-	8.07%	98.73
	31 March 2021	(14.28%)	(876.26)	122.44%	1,670.20	-	-	111.00%	1,670.20

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 49 Additional Information required by Schedule III of the Companies Act, 2013: (contd.)

	Particulars	Net Assets (total assets minus total liabilities)		Share in Profit or (Loss)		Share in other comprehensive income (OCI)		Share in total comprehensive income (OCI)	
	Name of the Entity	As % of Consolidated Net Assets	Amount	As % of Consolidated Profit or (Loss)	Amount	As % of Consolidated OCI	Amount	As % of Consolidated total comprehensive income	Amount
7	**Tega Holdings Pty Ltd**								
	31 March 2022	4.79%	352.79	(1.98%)	(23.19)	-	-	(1.90%)	(23.19)
	31 March 2021	6.03%	369.85	(1.67%)	(22.77)	-	-	(1.51%)	(22.77)
8	**Losugen Pty Ltd**								
	31 March 2022	1.97%	144.70	0.95%	11.09	-	-	0.91%	11.09
	31 March 2021	2.13%	130.80	0.88%	12.03	-	-	0.80%	12.03
9	**Tega Industries Chile SpA***								
	31 March 2022	5.47%	402.76	13.22%	154.54	2.19%	1.19	12.73%	155.73
	31 March 2021	4.15%	254.63	16.64%	227.01	(3.20%)	(4.50)	14.79%	222.51
10	**Tega Investments South Africa Proprietary Limited**								
	31 March 2022	0.67%	49.09	0.04%	0.50	-	-	0.04%	0.50
	31 March 2021	0.75%	45.87	(0.01%)	(0.11)	-	-	(0.01%)	(0.11)
11	**Tega Industries Africa Proprietary Limited**								
	31 March 2022	9.56%	703.96	12.10%	141.46	-	-	11.57%	141.46
	31 March 2021	8.56%	525.42	9.18%	125.17	-	-	8.32%	125.17
	Minority Interest in all subsidiaries								
	31 March 2022	0.00%^	0.00^	0.00%^	0.00^	0.00%^	0.00^	0.00%^	0.00^
	31 March 2021	0.00%^	0.00^	0.00%^	0.00^	0.00%^	0.00^	0.00%^	0.00^
	Joint venture - Indian								
1	**Hosch Equipment (India) Limited**								
	31 March 2022	3.40%	250.55	2.41%	28.15	0.26%	0.14	2.31%	28.29
	31 March 2021	4.39%	269.22	1.96%	26.78	0.02%	0.03	1.78%	26.81
	Adjustment arising out of Consolidation								
	31 March 2022	(104.60%)	(7,699.41)	(25.40%)	(296.68)	96.03%	51.99	(19.99%)	(244.69)
	31 March 2021	(48.18%)	(2,956.28)	(261.69%)	(3,569.62)	101.52%	142.77	(227.76%)	(3,426.85)
	Total 31 March 2022	**100.00%**	**7,360.35**	**100.00%**	**1,168.99**	**100.00%**	**54.14**	**100.00%**	**1,223.13**
	Total 31 March 2021	**100.00%**	**6,137.22**	**100.00%**	**1,364.05**	**100.00%**	**140.63**	**100.00%**	**1,504.68**

^ Amount is below the rounding off norm adopted by the Group.

*** includes information related to Tega Industries Chile SpA and its subsidiaries.**

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 50 Reconciliation of quarterly bank returns

The Company has filed quarterly returns/ statements with the Banks in lieu of the sanctioned working capital facilities which are in agreement with the books of accounts other than those as set out below:

For the year ended 31 March 2022

Quarter	Particulars	Name of the bank	Amount as per books of account	Amount as reported in the quarterly returns/ statements	Amount of difference	Reason for difference
31 March 2022	Inventories	Working Capital Lenders*	1,679.51	1,648.22	(31.29)	Refer note below
31 March 2022	Trade receivables and contract assets	Working Capital Lenders*	2,136.36	2,158.55	22.19	
31 March 2022	Trade payables for goods	Working Capital Lenders*	472.16	474.05	1.89	
31 December 2021	Inventories	Working Capital Lenders*	1,844.93	1,828.57	(16.36)	
31 December 2021	Trade receivables and contract assets	Working Capital Lenders*	2,279.50	2,274.86	(4.64)	
31 December 2021	Trade payables for goods	Working Capital Lenders*	792.84	783.63	(9.21)	
30 September 2021	Inventories	Working Capital Lenders*	1,583.39	1,413.67	(169.72)	
30 September 2021	Trade receivables and contract assets	Working Capital Lenders*	1,847.33	1,825.76	(21.57)	
30 September 2021	Trade payables for goods	Working Capital Lenders*	741.33	505.16	(236.17)	
30 June 2021	Inventories	Working Capital Lenders*	1,390.29	1,113.86	(276.43)	
30 June 2021	Trade receivables and contract assets	Working Capital Lenders*	1,612.43	1,763.69	151.26	
30 June 2021	Trade payables for goods	Working Capital Lenders*	750.76	657.22	(93.54)	

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 50 Reconciliation of quarterly bank returns (contd.)

For the year ended 31 March 2021

Quarter	Particulars	Name of the bank	Amount as per books of account	Amount as reported in the quarterly returns/ statements	Amount of difference	Reason for difference
31 March 2021	Inventories	Working Capital Lenders*	1,081.04	1,022.18	(58.86)	Refer note below
31 March 2021	Trade receivables and contract assets	Working Capital Lenders*	1,842.38	1,840.85	(1.53)	
31 March 2021	Trade payables for goods	Working Capital Lenders*	634.53	670.99	36.46	
31 December 2020	Inventories	Working Capital Lenders*	747.03	716.86	(30.17)	
31 December 2020	Trade receivables and contract assets	Working Capital Lenders*	2,352.56	2,182.66	(169.90)	
31 December 2020	Trade payables for goods	Working Capital Lenders*	382.30	387.96	5.66	
30 September 2020	Inventories	Working Capital Lenders*	723.52	697.58	(25.94)	
30 September 2020	Trade receivables and contract assets	Working Capital Lenders*	2,288.70	2,331.80	43.10	
30 September 2020	Trade payables for goods	Working Capital Lenders*	354.75	362.22	7.47	
30 June 2020	Inventories	Working Capital Lenders*	751.24	725.22	(26.02)	
30 June 2020	Trade receivables and contract assets	Working Capital Lenders*	2,048.23	2,001.29	(46.94)	
30 June 2020	Trade payables for goods	Working Capital Lenders*	262.45	271.51	9.06	

* ICICI Bank Limited, Standard Chartered Bank, Axis Bank Limited, RBL Bank Limited, CITI Bank N.A, and Canara Bank are represented as Working Capital Lenders.

Note for discrepancies :

The Bank returns were prepared and filed before the completion of all financial statement closure activities including Ind AS related adjustments/ reclassifications, as applicable, which led to these differences between the final books of accounts and the bank return which were based on provisional books of accounts.

Note: 51

The Group and its Joint Venture has assessed the possible impact of COVID-19 on its Consolidated Financial Statements based on the internal and external information available up to the date of approval of the Consolidated Financial Statements and concluded no adjustments is required in these Consolidated Financial Statements. The Group continues to monitor the impact of COVID-19 and the future economic conditions.

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 52

As at 31 March 2022, foreign currency payables with respect to Merchanting Trade Transaction amounting to ₹5.35 Mn, outstanding beyond the time period permitted under the Reserve Bank of India (RBI) Master Direction on Import of Goods and Services vide FED Master Direction No. 17/2016-17 dated 1 January 2016 (as amended), issued by the RBI .The Holding Company has submitted application to RBI seeking approval for making payment, since all the related exports proceeds have been realised. Based on the assessment by the management, the impact of the said contravention is not expected to be material on account of delay under existing regulations on the Consolidated Financial Statements.

Note: 53 Additional regulatory information

(a) The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post employment received Indian Parliament approval and Presidential assent in September 2020. The Code has been published in the Gazette of India and subsequently on 13 November 2020 draft rules were published and invited for stakeholders' suggestions. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

(b) The Holding Company had received foreign direct investment for issue of 668,637 compulsorily convertible participatory preference shares ('"CCPP") on 11 May 2011 to Wagner Limited and thereafter issued bonus shares comprising 922,716 equity shares and 8,023,644 CCPP to Wagner Limited on 5 October 2013. As per Para 9(1)(B) of Schedule I to the Foreign Exchange Management (Transfer or issue of security by a person resident outside India) Regulations, 2000 vide Notification no. FEMA 20/2000-RB dated 3 May 2000, amended from time to time, an Indian company is required to file Form FC-GPR to the Regional Office concerned of Reserve Bank of India ("RBI") with respect to issuance of shares to foreign investor within 30 days from the date of issue. It was observed that there has been an inadvertent delay in filing of Form FC-GPR, which is in contravention of the aforesaid regulation. On 6 August 2021, the management has made an application to RBI in accordance with Foreign Exchange Management Act, 1999 for compounding of contravention. Subsequent query raised by RBI was duly replied by the Holding Company. Further queries on compounding application from RBI was received and the management of the Holding Company is yet to reply on the same. Based on the assessment by the management, the impact of the said contravention is not expected to be material on the consolidated financial statements.

(c) The Group has no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956

(d) The Group has not been declared wilful defaulter by any bank or financial institution or government or any government authority or other lender in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

(e) There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(f) The Group has not traded or invested in crypto currency or virtual currency during the current or previous year.

(g) There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

(h) The Group has complied with the number of layers as prescribed in section 2(89) of the Companies Act read with Companies (Restriction on number of layers) Rules, 2017

(i) The Group has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets or both during the current or previous year.

(j) The Group has raised funds on short term or long term basis from banks and financial institutions, and have been applied for the purpose for which they were obtained

(k) 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 or entity, 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.

Notes to the Consolidated financial statements as at and for the year ended 31 March 2022

(All amount in ₹ million, unless otherwise stated)

Note: 53 Additional regulatory information (contd.)

The Group has not received any fund from any person or entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the group 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.

(l) The Group has not entered into any scheme of arrangement which has an accounting impact on current or previous year.

Note: 54

Pursuant to the amendment in Schedule III to the Companies Act, 2013 by Ministry of Corporate Affairs vide its Notification dated 24 March 2021, the comparative figures as disclosed in these results have been regrouped/reclassified, wherever necessary, to make them comparable to current year figures.

Signature to Note 1 to 54 above.

For Price Waterhouse & Co Bangalore LLP
Firm Registration Number: 007567S/S-200012
Chartered Accountants

Avijit Mukerji
Partner
Membership Number: 056155

Place: Kolkata
Date: 24 May 2022

For and on Behalf of Board of Directors

Madan Mohan Mohanka
Chairman
DIN: 00049388

Mehul Mohanka
Managing Director
DIN: 00052134

Manoj Kumar Agarwal
Chief Financial Officer and Company Secretary

Place: Kolkata
Date: 24 May 2022

NOTICE

NOTICE is hereby given that the 46th (Forty-Sixth) Annual General Meeting (AGM) of the Members of Tega Industries Limited ("the Company") is scheduled and will be held on **Thursday, September 22, 2022 at 11:00 A.M. (IST)**, through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Madan Mohan Mohanka (DIN: 00049388), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. **Ratification of remuneration to the Cost Auditors**

   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 other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹2,25,000/- (Rupees Two Lakh Twenty Five Thousand only) per annum excluding applicable tax plus reimbursement of travelling and other out-of-pocket expenses payable to M/s. Mani & Co., Cost Accountants (Firm Registration No. 000004), appointed as the Cost Auditors of the Company by the Board of Directors for conducting audit of the cost records of the Company and other miscellaneous work related to it for the Financial Year ending March 31, 2023, be and is hereby ratified."

4. **Re-appointment of Mrs. Madhu Dubhashi (DIN: 00036846) as an Independent Director of the Company for a second term of 5 (five) consecutive years**

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mrs. Madhu Dubhashi (DIN: 00036846), who was appointed as an Independent Director of the Company for a term of 2 (two) years upto April 30, 2023, and being eligible to be reappointed for a second term under the provisions of the Companies Act, 2013 and Rules made thereunder, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from May 1, 2023 till April 30, 2028.

   RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members of the Company be and is hereby accorded for the continuation of directorship of Mrs. Madhu Dubhashi (DIN: 00036846) as a Non - Executive Independent Director of the Company who will attain the age of 75 (seventy five) years during her tenure, till the expiry of her term i.e. upto April 30, 2028.

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

5. **Re-appointment of Mr. Mehul Mohanka (DIN: 00052134) as the Managing Director of the Company & Group CEO for a further period of 5 (five) consecutive years**

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, the Articles of Association of the Company, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") (including any statutory modifications(s) or re-enactment thereof for the time being in force) and in accordance with the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the Members be and is hereby accorded for the re-appointment of Mr. Mehul Mohanka (DIN: 00052134) as the Managing Director of the Company & Group CEO, for a further period of 5 (five) years with effect from April 12, 2023 to April 11, 2028 on remuneration and other terms and conditions as detailed in the explanatory statement annexed hereto and constituting part of the Notice.

RESOLVED FURTHER THAT Mr. Mehul Mohanka shall not be liable to retire by rotation and that the Board of Directors be and is hereby authorized to alter, vary and modify any of the terms and conditions of the said re-appointment / remuneration including salary, allowances and perquisites in accordance with and subject to the limits prescribed in Section 196, 197 and/or Schedule V of the Companies Act, 2013 or any amendment or any statutory modifications or re-enactment thereof, as may be agreed between the Board of Directors and Mr. Mehul Mohanka.

RESOLVED FURTHER THAT in case of inadequacy of profits or no profits in any financial year, the Company shall continue to pay the then existing remuneration as stated above, without any variation to Mr. Mehul Mohanka for a period of 3 (three) years.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(6) (e) of the SEBI Listing Regulations, 2015, as may be amended from time to time including any statutory modifications or re-enactments thereof for the time being in force, consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Mehul Mohanka, Managing Director of the Company and Group CEO in excess of the limits specified under the said Regulation 17(6)(e) during the tenure of his appointment effective from April 12, 2023.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof as constituted by the Board, be and is hereby authorized to take such steps as may be necessary, desirable or expedient to give effect to this resolution."

By Order of the Board of Directors

Sd/-

Manjuree Rai
Company Secretary and Compliance Officer

Date: August 26, 2022
Place: Kolkata

NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") setting out material facts concerning the business with respect to Item No. 3, 4 & 5 is annexed hereto and forms part of this Notice.

2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circulars dated May 05, 2022 read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021 and December 14, 2021 (collectively referred to as "MCA Circulars") permitted the holding of AGM through VC / OAVM, without the physical presence of Members. In compliance with the provisions of the Act, Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Circulars issued by the MCA and SEBI, the 46th AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company at Godrej Waterside, Tower-II, Office No. 807, 8th Floor, Block DP-5, Salt Lake Sector V, Bidhannagar, Kolkata – 700091.

3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on their behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this Notice.

4. Institutional/corporate shareholders (i.e. other than individuals, HUF, NRI, etc.), are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorisation etc., authorising their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-Voting. The said Resolution/Authorisation shall be sent by e-mail on the Scrutinizer's e-mail address at aklabhcs@gmail.com with a copy marked to compliance.officer@tegaindustries.com.

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

6. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.

7. **Procedure for registration of email address:** Notice of the 46th AGM and other documents are being sent through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice and the Annual Report and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

   a. For the Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAAR) supporting the registered address of the Member, by email to the Company's email address at compliance.officer@tegaindustries.com.

b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

8. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **Thursday, September 15, 2022** (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the AGM. Those who are not Members on the cut-off date should accordingly treat this Notice as for information purposes only.

9. Remote e-voting will commence at 10.00 a.m. on Saturday, September 17, 2022 and will end at 5.00 p.m. on Wednesday, September 21, 2022, when remote e-voting will be blocked by Link Intime India Private Limited ("LIIPL") .

10. **Nomination facility:** As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be.

    The said forms can be downloaded from the Company's website at https://www.tegaindustries.com/tega-investors/#agm . Members are requested to submit the said form to their DPs in case the shares are held in electronic form and to the Registrar and Share Transfer Agent ("RTA") i.e. LIIPL at kolkata@linkintime.co.in in case the shares are held in physical form, quoting their folio no(s).

11. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR–4, the format of which is available on the Company's website under the weblink at https://www.tegaindustries.com/tega-investors/#agm and on the website of the Company's RTA at https://web.linkintime.co.in/KYC-downloads.html. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

12. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.

13. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in the Notice or explanatory statement will be available for inspection by the Members electronically during the 46th AGM. Members seeking to inspect such documents can send an email to compliance.officer@tegaindustries.com

14. Details of Directors retiring by rotation / seeking appointment/ re-appointment at this Meeting are provided in the "Annexure" to the Notice.

15. **Voting through Electronic Means (Prior to AGM):**

    1. 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 dated April 08, 2020, April 13, 2020 and May 05, 2020 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 LLIPL for facilitating voting through electronic means, as the authorised 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 LLIPL.

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

    3. The Company has appointed Mr. Atul Kumar Labh, Practicing Company Secretary (FCS - 4848, CP - 3238),

to act as the Scrutiniser to scrutinise the voting during the AGM and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.

4. The Results shall be declared within two working days of the Annual General Meeting of the Company. The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.tegaindustries.com and on the website of LIIPL https://instavote.linkintime.co.in/ and the same shall also be communicated to BSE and NSE, where the shares of the Company are listed.

5. Any person who becomes a Member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. September 15, 2022 may obtain the login details in the manner as mentioned below.

The instructions for shareholders voting electronically are as under:

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: https://instameet.linkintime.co.in

➢ Select the "Company" and 'Event Date' and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No
   - Shareholders/ Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
   - Shareholders/ Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
   - Shareholders/ Members holding shares in physical form shall provide Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

➢ Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 7 days in advance with the Company on compliance.officer@tegaindustries.com.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ Members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/ Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/ Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ Members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL

    1. Existing IDeAS user can visit the e-Services website of NSDL viz... https://eservices.nsdl.comeither on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login"" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

    2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

    3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://eservices.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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

    1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.

    2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

    3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.

    4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants

    You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the Company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

   A. **User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

   B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

   C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

   D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.

   *Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

   *Shareholders holding shares in NSDL form, shall provide 'D' above

   ➢ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter).

   ➢ Click "confirm" (Your password is now generated).
3. Click on 'Login' under 'SHARE HOLDER' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at https://instavote.linkintime.co.in and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

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

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in

- Click on'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholder's can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No +Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

➢ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

➢ For shareholders/ Members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

➢ During the voting period, shareholders/ Members can login any number of time till they have voted on the resolution(s) for a particular "Event".

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

The following Explanatory Statement sets out all the material facts relating to the Item Nos. 3, 4 & 5 of the accompanying Notice.

Item No. 3: Ratification of remuneration of Cost Auditors

In accordance with the provisions of Section 148 of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014 ("the Rules"), the Company is required to appoint a cost auditor to audit the cost records of the Company.

The Board of Directors on the recommendation of the Audit Committee have approved the appointment of M/s Mani & Co., Cost Accountants, Firm Registration No. 000004 as Cost Auditors of the Company for the FY 2022-23. The remuneration of the Cost Auditors has been fixed at ₹2,25,000/- (Rupees Two lakhs twenty five thousand only) per annum excluding applicable tax plus reimbursement of all out-of-pocket expenses incurred, if any, in connection with the cost audit. The remuneration of the cost auditors is required to be subsequently ratified by the Members, in accordance with the provisions of the Act and Rule 14 of the Rules.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the Resolution at Item No. 3 of this Notice.

The Board recommends the Ordinary Resolution at Item no. 3 of this Notice for the approval of the Members.

Item No. 4: Re-appointment of Mrs. Madhu Dubhashi as an Independent Director of the Company

Mrs. Madhu Dubhashi ("Mrs. Dubhashi") (DIN: 00036846), was appointed as an Independent Director of the Company for a term of two years and she will hold office as an Independent Director of the Company upto April 30, 2023 ("first term"). The Nomination & Remuneration Committee ("NRC") of the Board of Directors ("Board") at its meeting held on August 06, 2022, after taking into account the performance evaluation of Mrs. Dubhashi during her first term and considering her knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board her reappointment as an Independent Director for a second term of five years.

Justification of Appointment of Mrs. Madhu Dubhashi pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Mrs. Dubhashi, aged 71 years, has a Graduation Degree in Economics Honours from Miranda House, Delhi University and Post-Graduation in Business Administration from the Indian Institute of Management, Ahmedabad and has working experience of more than 4 decades.

Based on the recommendation of NRC, the Board, at its meeting held on August 06, 2022, has recommended the reappointment of Mrs. Dubhashi as an Independent Director, not liable to retire by rotation, for a second term of five years effective May 01, 2023 till April 30, 2028. In accordance with the provisions of Section 149 of the Act, an Independent Director may hold office for two terms of five consecutive years each.

Mrs. Dubhashi is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given her consent for her re-appointment as an Independent Director of the Company.

The Company has also received a declaration from Mrs. Dubhashi, confirming that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The Company has also received a Notice under Section 160 of the Act from a member, intending to nominate Mrs. Dubhashi to the office of Independent Director.

In the opinion of the Board, Mrs. Dubhashi is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for her reappointment as an Independent Director of the Company and is independent of the Management. The Board is of the opinion that continued association of Mrs. Dubhashi would be beneficial for further growth and development of the business of the Company.

Details of Mrs. Dubhashi are provided in the Annexure to this Notice. Apart from the sitting fees for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings, she will be paid profit related commission within the overall limit of 1% of the Net Profits for all non-executive directors of the Company as stipulated under Section 197 of the Act.

A copy of the draft letter of appointment setting out the terms and conditions of appointment of Mrs. Dubhashi and all other documents referred to in the accompanying Notice and this statement will be available for inspection by the Members electronically during the 46th AGM. Members seeking to inspect such documents can send an email to compliance.officer@tegaindustries.com

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mrs. Dubhashi, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

The Statement may also be regarded as an appropriate disclosure under the Act and the SEBI Listing Regulations, 2015. The Board recommends the Special Resolution at Item no. 4 for approval.

Item No. 5: Re-appointment of Mr. Mehul Mohanka as the Managing Director of the Company & Group CEO

Mr. Mehul Mohanka ("Mr. Mehul") is the Promoter, Managing Director of the Company & Group CEO. He has been associated with the Company for over 2 (two) decades and has been instrumental in scripting the phenomenal growth and global success of the Company. He is also responsible for the overall corporate strategy of the Company and has a track record of successfully integrating multiple acquisitions across geographies, including Chile, South Africa, and Australia. Tega is one of the leading manufacturers and distributors of specialized "critical to operate" and recurring consumable products for the global mineral beneficiation, mining, and bulk solids handling industry with a consistent track record of growth and a very strong balance sheet. Under Mr. Mehul's leadership, the Company has achieved new heights and is rapidly growing both in India and outside India and was listed in the year 2021 on the National Stock Exchange of India Limited and BSE Limited at a 68% premium to its issue price.

The tenure of appointment of Mr. Mehul as Managing Director of the Company & Group CEO will be expiring on April 11, 2023. Keeping in view his outstanding performance, it would be in the interest of the Company to continue the employment of Mr. Mehul as the Managing Director & Group CEO.

The Board, in accordance with the recommendation of its Nomination and Remuneration Committee, seeks to reappoint Mr. Mehul as the Managing Director of the Company & Group CEO, for a further period of 5 (five) years from the expiry of his present term, i.e. with effect from April 12, 2023, on the terms and conditions including remuneration as stated herein and subject to the approval of the Members of the Company by the means of a Special Resolution.

The broad particulars of the terms of re-appointment of, and remuneration payable to Mr. Mehul Mohanka are as follows:

1. In consideration of the performance of his duties to the Company, Mr. Mehul shall be entitled to the following remuneration subject to applicable taxes:

    (a) Basic Salary: ₹14,26,000 per month. Increments in the basic salary shall be as per the Company's policy and as may be determined by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee from time to time.

    (b) Special Allowance: ₹14,32,300 per month. Increments in the special allowance shall be as per the Company's policy and as may be determined by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee from time to time.

    (c) Benefits:

        (i) Accommodation: Fully furnished residential accommodation or House rent allowance @50% of basic salary.

        (ii) Medical Insurance: As per Group Health Insurance Policy of the Company.

        (iii) Leave Travel Allowance: For self and family once in a year in accordance with the rules of the Company.

        (iv) Club Fees: Fees for clubs, subject to a maximum of three clubs in India, may be provided but no life Membership fee or admission fee is to be paid by the Company.

        (v) Personal Accident Insurance: Personal accident insurance will be provided in accordance with the rules of the Company.

        (vi) Encashment of Leave: Encashment of leave at the end of the tenure of office in accordance with the rules of the Company.

        (vii) Provision for a car with a driver for official use.

        (viii) Provident Fund: Company's contribution towards Provident Fund as per Rules of the Company, but not exceeding 12% of the Basic Salary or such percentage as required under the statute.

        (ix) Superannuation Fund: As per rules framed under the Company's relevant schemes/policies.

        (x) Gratuity: Not exceeding one-half month's salary for each completed year of service.

        (xi) National Pension Scheme (NPS): Contribution to National Pension Scheme not exceeding 10% of the Basic Salary to be carved out from basic salary.

    (d) Performance Linked Bonus: Performance Linked Bonus will be allowed in addition to Salary as stated above according to the Company's policy and as may be determined by the Board of Directors on the recommendation of the Nomination and Remuneration Committee and in no case performance linked bonus exceeds 100% of annual fixed salary.

2. The Board or any Committee of the Board shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the remuneration, from time to time, as it may deem fit.

3. Mr. Mehul shall perform such duties and exercise such powers as are entrusted to him from time to time by the Board of Directors.
4. Mr. Mehul shall devote sufficient time to enable him to discharge his duties to the Company diligently and to the best of his abilities and shall in all respects comply with the Tega Code of Conduct and other Policies and Procedures.
5. Mr. Mehul shall not directly or indirectly, engage himself in any other business or occupation or employment whatsoever, without the approval of the Board.
6. Notwithstanding the profits in any financial year, the Company shall pay the remuneration as mentioned above as the minimum remuneration to Mr. Mehul for a period of 3 (three) years.
7. Either party shall be entitled to terminate the employment by giving not less than 6 (six) months' Notice in writing on that behalf to the other party without the necessity of showing any cause.

In terms of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on May 09, 2018 ("Amended Listing Regulations"), if the aggregate annual remuneration payable to promoter/promoter group directors exceeds 5 % of the net profits of the listed entity, then approval of the shareholders by way of Special Resolution is required.

As the total remuneration payable to Mr. Mehul Mohanka and his father Mr. Madan Mohan Mohanka, who are promoters of the Company may exceed 5 % of net profits of the Company, Members' approval by way of Special Resolution is sought for the purpose of compliance with the said Regulation.

Mr. Mehul satisfies all the conditions set out in Part-I of Schedule V to the Act and also conditions set out under Section 196(3) of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent for such reappointment.

A copy of the draft agreement to be entered between Mr. Mehul and the Company containing the terms of his re-appointment will be available for inspection by the Members electronically during the 46th AGM. Members seeking to inspect such documents can send an email to compliance.officer@tegaindustries.com

Disclosure required under Regulation 36(3) of the SEBI LODR Regulations, 2015, as amended, and Secretarial Standards-2 ("SS-2") of the Institute of the Company Secretaries of India have been given in Annexure to this Notice.

Except Mr. Mehul, himself and Mr. Madan Mohan Mohanka, Executive Chairman & Whole-time Director being his relative, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

The Statement may also be regarded as an appropriate disclosure under the Act and the SEBI Listing Regulations, 2015. The Board recommends the Special Resolution at Item no. 5 for approval.

By Order of the Board of Directors

Sd/-
Manjuree Rai
Company Secretary and Compliance Officer

Date: August 26, 2022
Place: Kolkata

Name of the Director	Mrs. Madhu Dubhashi	Mr. Madan Mohan Mohanka	Mr. Mehul Mohanka
Date of Birth/Age	06/02/1951; Age: 71	13/08/1943; Age: 79	03/02/1975; Age: 47
DIN	00036846	00049388	00052134
Nationality	Indian	Indian	Indian
Date of appointment on the Board	May 01, 2021	May 15, 1976	June 06, 2022
Remuneration details (including Sitting fees and Commission)	Refer to Corporate Governance Report	Refer to Corporate Governance Report	Refer to Corporate Governance Report
Relationship with other Directors and KMP of the Company	None	Father of Mr. Mehul Mohanka, Managing Director of the Company and Group CEO.	Son of Mr. Madan Mohan Mohanka, Whole-time Director designated as Executive Chairman of the Company.
Qualifications	Graduation in Economics Honours from Miranda House, Delhi University; Post Graduation in Business Administration from the Indian Institute of Management, Ahmedabad.	He holds a bachelor's degree in science (engineering) from Ranchi University and a post graduate diploma in business administration from the Indian Institute of Management, Ahmedabad.	He holds a bachelor's degree in Commerce from the University of Calcutta. He also holds a master's degree in business administration from the University of Pittsburgh. Further, he has completed an advanced management program at Harvard Business School.
Expertise in the specific functional areas	Mrs. Madhu Dubhashi has been associated with the financial markets for over 41 years with wide experience, including assessment of the viability of projects at ICICI Ltd., and managing of IPOs and FPOs during her tenures with Standard Chartered Bank, Investment Banking Division and J M Financial & Investment Consultancy Services Ltd. She has also been instrumental in setting up a dedicated center for financial analysis of companies rated by CRISIL in her capacity as CEO of Global Data Services of India, erstwhile subsidiary of CRISIL. Mrs. Dubhashi is on the boards of several well-known companies as an Independent Director.	Mr. Mohanka is the Founder, Promoter and Chairman, and first-generation entrepreneur with over 45 years of industry experience and strong relationships with several key industry organizations. He is from an engineering background and has been instrumental in making the Company reach new heights globally.	Mr. Mehul is one of the promoters of the Company and serves as the Chairperson of Key Industry Organizations, which strengthens current and prospective customers of the Company. He was associated with the National Mining and Construction Equipment Division of the Confederation of Indian Industry as the Chairman and is associated with the Company for over two decades and is having experience in the field of sales and marketing, operations and finance.

Name of the Director	Mrs. Madhu Dubhashi	Mr. Madan Mohan Mohanka	Mr. Mehul Mohanka
List of Directorship in other Indian Public Companies	Indian Public Companies: 1. Axis Finance Limited (Unlisted) 2. Pudumjee Paper Products Limited (Listed) 3. Sanghvi Movers Limited (Listed) 4. Clean Science and Technology Limited (Listed)	Unlisted Indian Public Companies: 1. MM Aqua Technologies Limited 2. Marudhar Food & Credit Limited 3. Maple Orgtech (India) Limited 4. T P W Engineering Limited 5. Hosch Equipment (India) Limited	Unlisted Indian Public Companies: 1. MM Aqua Technologies Limited 2. Marudhar Food & Credit Limited 3. Maple Orgtech (India) Limited 4. West Bengal Industrial Development Corporation Limited 5. West Bengal Tourism Development Corporation Limited 6. Indian Chamber of Commerce Calcutta
List of Membership/Chairmanship of Committees of other Indian Public Companies	1. Pudumjee Paper Products Limited: • Audit Committee – Member • Nomination & Remuneration Committee – Member 2. Sanghvi Movers Limited: • Audit Committee – Member 3. Clean Science and Technology Limited: • Audit Committee – Member • Stakeholders Relationship Committee – Chairperson 4. Axis Finance Limited: • Audit Committee – Chairperson • Risk Management Committee – Member • Nomination & Remuneration Committee – Member • Corporate Social Responsibility Committee - Member	NIL	Member of Audit Committee, Nomination & Remuneration Committee and Restructuring & Settlement Committee of West Bengal Industrial Development Corporation Limited.
Listed entities from which the Director has resigned in the past three years	1. Tube Investments of India Limited 2. Aurum Proptech Limited	NIL	NIL
Number of shares held in the Company as on March 31, 2022	NIL	Holds 5,348,502 (8.07%) equity shares of face value of ₹10/- each in the Company.	Holds 2,003,315 (3.02%) equity shares of face value of ₹10/- each in the Company.
Number of meetings of the Board attended during the FY 2021-22	During her tenure, 9 (Nine) Board meetings were held out of which she attended all the 9 (Nine) meetings.	10 (Ten) out of 10 (Ten) Board meetings.	10 (Ten) out of 10 (Ten) Board meetings.

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Corporate Information

Board of Directors

Mr. Madan Mohan Mohanka - Executive Chairman

Mr. Mehul Mohanka - Managing Director & Group CEO

Mr. Syed Yaver Imam - Whole Time Director

Mr. Jagdishwar Prasad Sinha - Independent Director

Mrs. Madhu Dubhashi - Independent Director

Mr. Ashwani Maheshwari - Independent Director (w.e.f. April 01, 2022)

Chief Financial Officer

Mr. Manoj Kumar Agarwal

Company Secretary & Compliance Officer

Ms. Manjuree Rai
(w.e.f. August 07, 2022)

Statutory Auditors

Price Waterhouse & Co Bangalore LLP

Chartered Accountants

Corporate Identification Number

L25199WB1976PLC030532

Registered Office

Godrej Waterside, Tower-II, Office No.807,

8th Floor, Block DP-5, Salt Lake Sector V, Bidhannagar, Kolkata – 700091

Telephone No.: +91 33 4093 9000

Facsimile No.: +91 33 4093 9075

Website: www.tegaindustries.com

Listing

National Stock Exchange of India Limited

BSE Limited

Depositories

National Securities Depository Limited

Central Depository Services (India) Limited

Registrar and Share Transfer Agent (RTA)

Link Intime India Private Limited
Room Nos.: 502 & 503,
5th Floor, Vaishno Chamber,
6, Brabourne Road, Kolkata - 700 001.
Telephone No: 033 4004 9728
Email: kolkata@linkintime.co.in
Website: www.linkintime.co.in

PARTNERSHIPS IN PRACTICE
www.tegaindustries.com