

TIL Limited

CIN : L74999WB1974PLC041725

Registered Office:

1, Taratolla Road, Garden Reach
Kolkata-700 024

Ph : 6633-2000, 6633-2845

Fax : 2469-3731/2143

Website: www.tilindia.in

4th September, 2023

The Manager,
Listing Department
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block - G,
Bandra Kurla Complex, Bandra (E),
Mumbai 400 051

The Secretary,
Listing Department
BSE Ltd.,
P.J. Towers,
Dalal Street, Fort,
Mumbai 400001.

Stock Code: TIL

Scrip Code: 505196

Dear Sir/Madam,

Sub: Submission of Annual Report of TIL Limited for the FY 2022-23 together with the Notice convening the 48th Annual General Meeting pursuant to Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI Listing Regulations)

We wish to inform you that the 48th Annual General Meeting (AGM) of TIL Limited ("the Company") will be held on Tuesday, 26th September, 2023 at 10.00 a.m. through Video Conferencing or Other Audio Visual Means only in compliance with the provisions of the Companies Act, 2013 and the Rules framed thereunder and the provisions of the SEBI Listing Regulations read with the relevant Circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India from time to time.

In terms of the provisions of Regulation 30 and Regulation 34 of the SEBI Listing Regulations, the Annual Report of the Company for the Financial Year 2022-23 together with the Notice of the AGM is enclosed herewith.

The Annual Report contains the information and disclosures required in terms of Regulation 34(2) and 34(3) of the SEBI Listing Regulations.

The Notice of the AGM together with the Annual Report has been sent only by electronic mode today i.e., 4th September, 2023 to those Shareholders whose email addresses are registered with the Company or Registrar and Share Transfer Agent viz., Messrs. C B Management Services (P) Ltd. or the Depository Participants.

Kindly take the above submission on record.

Thanking you,

Yours faithfully,
For TIL LIMITED



SEKHAR BHATTACHARJEE
COMPANY SECRETARY

Encl As above

NOTICE

OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 48th Annual General Meeting ('AGM') of the Members of TIL LIMITED ('the Company') will be held on Tuesday, 26th September 2023 at 10.00 a.m. through Video Conferencing (VC) or Other Audio Visual Means (OAVM), to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on 31st March 2023, together with the Reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March 2023, together with the Reports of the Auditors thereon.
3. To appoint a Director in place of Mr. Sumit Mazumder (DIN 00116654), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. 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 any other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to Messrs. D. Radhakrishnan & Co., Cost Accountants (Firm Registration No. 000018), appointed by the Board of Directors, on the recommendation of the Audit Committee, as the Cost Auditor of the Company, to conduct the audit of the cost records maintained by the Company for the financial year 2023-24, amounting to ₹ 120,000/- (Rupees One Lakh Twenty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses as approved by the Board of Directors of the Company be and is hereby ratified.

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

5. 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 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('Act') and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations'), Mr. Shamik Dasgupta (DIN 01127296), whose appointment has been approved by the Board of Directors and who has submitted a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years with effect from 18th May 2023 and whose office shall not be liable to retire by rotation.

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

6. 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 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (‘Act’) and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘SEBI Listing Regulations’), Mr. Debasis Bhattacharya (DIN 00561865), whose appointment has been approved by the Board of Directors and who has submitted a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years with effect from 18th May 2023 and whose office shall not be liable to retire by rotation.

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

7. 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 Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, consent of the Members be and is hereby accorded to Mrs. Manju Mazumder (DIN 00743164), Director of the Company, to continue to hold office of Non-Executive Director of the Company notwithstanding that Mrs. Manju Mazumder shall turn 75 years of age on 22nd October 2023.

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

Kolkata
26th May 2023

By Order of the Board
Sekhar Bhattacharjee
Company Secretary

NOTES

1. The 48th Annual General Meeting (AGM) of the Company shall be convened through Video Conferencing (VC)/Other Audio Visual Means (OAVM) in compliance with the applicable provisions of the Companies Act, 2013 ('Act') and the Rules framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations'), read with the General Circular No. 10/2022 dated 28th December 2022 issued by the Ministry of Corporate Affairs ('MCA') and Securities and Exchange Board of India ('SEBI') Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 ('said Circulars'). Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
2. Since this AGM will be held through VC/OAVM, without the physical presence of the Members at a Common Venue, (a) Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip and Route Map are not annexed to this Notice.

However, in terms of the provisions of Section 113 of the Act, Corporate Members are entitled to appoint their authorized representatives to attend the AGM through VC/OAVM on their behalf and participate thereat and cast votes by electronic means (details of which are provided separately in this Notice). Such Corporate Members are requested to refer the 'General Guidelines for Shareholders' provided under point no. 9 herein below, for more information.

3. The Explanatory Statement pursuant to Section 102 of the Act, relating to Item Nos. 4, 5, 6 and 7 of the Notice of the AGM is annexed hereto. Also, relevant details in respect of Director retiring by rotation and seeking re-appointment at the AGM in terms of Regulation 36(3) of the SEBI Listing Regulations, as amended from time to time and Clause 1.2.5 of Secretarial Standard-2 on General Meetings are also annexed to this Notice.
4. Members are requested to participate at the AGM through VC/OAVM by joining at least 15 minutes prior to the schedule time of meeting.
5. The Annual Report including the Notice of AGM of the Company inter alia indicating the process and manner of e-Voting is being sent only via email, to all the Shareholders whose email addresses are registered with the Company/Depository Participant(s) for communication purposes and also to all other persons so entitled.

For receiving all communication (including Annual Report, Notices, Circulars, etc.) from the Company electronically:

- a) Members holding shares in physical mode and who have not registered/updated their email address with the Company are requested to register/update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at secretarial.department@tilindia.com or to the Company's Registrar & Share Transfer Agent, Messrs. C B Management Services (P) Limited at rta@cbmsl.com.
- b) Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants.

Members may note that the Notice and Annual Report 2022-23 will also be available on the website of the Company at www.tilindia.in. The same can also be accessed from the websites of the Stock Exchanges i.e., BSE Ltd. (BSE) at www.bseindia.com and National Stock Exchange of India Ltd. (NSE) at www.nseindia.com and also on the website of National Securities Depository Ltd. (NSDL) at www.evoting.nsdl.com.

6. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016, as amended ('IEPF Rules'), all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall have to be transferred by the Company to the designated Demat account of the IEPF Authority within a period of 30 (thirty) days of such shares becoming due to be transferred to the IEPF Account.

Shareholders/Claimants whose shares and/or unclaimed dividend have been transferred to IEPF may claim the shares and/or apply for refund of dividend by making an application to the IEPF Authority in E-form IEPF-5 (available on <http://www.iepf.gov.in>) along with requisite fee as decided by the IEPF Authority from time to time. The Shareholders/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules. Shareholders are, therefore, encouraged to verify their records and claim their dividends of all the earlier years, if not claimed.

Shareholders may note that no unclaimed/unpaid dividend is required to be transferred to Investor Education & Protection Fund ('IEPF') during the current financial year.

7. Members are requested to contact the Company's Registrar & Share Transfer Agent, Messrs. C B Management Services (P) Limited, P-22 Bondel Road, Kolkata - 700 019 [Phone No. (033) 4011 6700; e-mail address: rta@cbmsl.com] for reply to their queries/redressal of complaints, if any, or contact at the registered office of the Company [Phone No. (033) 6633 2000; e-mail address: secretarial.department@tilindia.com].
8. Statutory Registers and relevant documents referred to in the Notice and in the Explanatory Statement will be available for inspection through electronic mode upto the date of AGM. Accordingly, Shareholders may write to the Company at secretarial.department@tilindia.com in this regard by mentioning their names, folio numbers/demat account numbers, etc. with the caption "Request for Inspection" in the subject line of the e-mail.

9. Voting through electronic means:

In terms of the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44(1) of the SEBI Listing Regulations and the said Circulars, the Company is pleased to provide the facility of "e-Voting" to its Members, to enable them to cast their votes on the resolutions proposed to be passed at the AGM, by electronic means.

The Company has engaged the services of NSDL, who will provide with the e-Voting facility of casting votes to the Members using remote e-Voting system from a place other than the venue of the AGM ('remote e-Voting') as well as e-Voting during the proceedings of the AGM ('e-Voting at the AGM').

Further, in accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed Tuesday, 19th September 2023 as the "cut-off" date to determine the eligibility to vote by remote e-Voting or e-Voting at the AGM. A Member whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, i.e., Tuesday, 19th September 2023, shall be entitled to avail the facility of remote e-Voting or e-Voting at the AGM.

The Company has appointed Ms. Binita Pandey (Membership No. ACS 41594) or failing her, Ms. Sumana Mitra (Membership No. ACS 43291), of Messrs. T. Chatterjee & Associates, Practicing Company Secretaries (FRN P2007WB067100), as the Scrutinizer to scrutinize the remote e-Voting and e-Voting at the AGM in a fair and transparent manner and to give the Scrutinizer's Report to the Chairman.

The Instructions For Members For Remote E-Voting and Joining General Meeting are as Under:

The remote e-voting period commences on Friday, 22nd September 2023 at 9.00 a.m. (IST) and ends on Monday, 25th September 2023 at 5.00 p.m. (IST). During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, 19th September 2023, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Shareholder, they shall not be allowed to change it subsequently.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see the e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see the e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com either on a Personal Computer or on a mobile phone. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
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 features. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000.
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 toll free no. 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 125824 then user ID is 125824001***

5. Password details for Shareholders other than Individual Shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will prompt you to change your password.
 - c) How to retrieve your 'initial password'?
 - i) If your email ID is registered with your demat account or with the company, your 'initial password' must have been communicated to you on your email ID. Trace the email sent from NSDL to you from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii) If your email ID is not registered, please follow steps mentioned below under the 'process for those Shareholders whose email addresses are not registered with the Company/Depository Participants'.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

Process for those Shareholders whose e-mail addresses are not registered with the Company/Depository Participants for procuring User ID and Password and registration of e-mail addresses for e-Voting for the resolutions set out in this Notice of AGM:

1. In case shares are held in physical mode, please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self- attested scanned copy of AADHAR Card) by e-mail to secretarial.department@tilindia.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of AADHAR Card) to secretarial.department@tilindia.com. Individual Shareholders holding shares in demat mode are requested to refer to login method explained in Step 1(A) i.e., Login method for e-Voting and joining virtual meeting for individual Shareholders holding shares in demat mode.

3. Alternatively, Shareholders/Members may send e-mail requests to evoting@nsdl.co.in for obtaining User ID and Password by providing the above mentioned documents.
4. In terms of SEBI Circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, individual Shareholders holding shares in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

The Instructions for Members for e-Voting on the day of the AGM are as under:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members/Shareholders, who will be present at the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting at the AGM.
3. Members/Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to e-vote at the AGM.
4. For any grievances connected with the facility for e-Voting on the day of the AGM, Shareholders may contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in or call on 022 - 4886 7000 and 022 - 2499 7000.

General Guidelines for Shareholders

1. Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail at tchatterjeeassociates@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
2. Any person holding shares in physical form and non-individual Shareholders, who acquires shares of the Company and becomes Member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e., Tuesday, 14th September 2023, shall view the Notice of the 48th AGM on the Company's website, website of the Stock Exchanges i.e., BSE and NSE or on the website of NSDL.

Such person may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., Tuesday, 19th September 2023 may follow steps mentioned in this Notice of the AGM under Step 1 : "Access to NSDL e-Voting system"(Above).

3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct

password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in.

Other Information:

1. The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company held as on the cut-off date, which is Tuesday, 19th September 2023.
2. Every Client ID No./Folio No. will have one vote, irrespective of number of joint holders.
3. Any person, who acquires shares of the Company and becomes Shareholder of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e., Tuesday, 19th September 2023, shall view the Notice of the 48th AGM on the Company's website, website of the Stock Exchanges i.e., BSE and NSE or on the website of NSDL.

Such person may obtain the login ID and password by sending a request to evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-Voting, then he/she can cast his/her vote by using existing User ID and Password and by following the procedure as mentioned above or by e-Voting at the AGM. If you forget your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at 022 - 4886 7000 and 022 - 2499 7000.

4. A person, whose name is recorded in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be entitled to avail the facility of remote e-Voting or e-Voting at the AGM.
5. Any person who is not a Shareholder as on the cut-off date should treat this Notice for information only.
6. The Scrutinizer shall, after the conclusion of e-Voting at the AGM, first count the votes cast vide e-Voting at the AGM and thereafter shall, unblock the votes cast through remote e-Voting, in the presence of at least two witnesses not in the employment of the Company and shall submit a Consolidated Scrutinizer's Report on the total votes cast in favor of or against, not later than 48 (forty eight) hours of the conclusion of the AGM, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
7. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company, www.tilindia.in and on the website of NSDL, i.e., www.evoting.nsdl.com immediately after the same is declared. The Company shall simultaneously forward the results to BSE and NSE, where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

10. Instructions for Members for Attending the AGM through VC/OAVM

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

2. As mentioned above, Shareholders can join the AGM through the VC/OAVM 15 minutes before the scheduled time of commencement of the meeting by following the necessary procedures mentioned in the Notice. Shareholders are encouraged to join the meeting through laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from mobile devices or tablets or through laptop via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker and send their request mentioning their name, demat account number/folio number, e-mail address, mobile number at secretarial.department@tilindia.com latest by 5 p.m. (IST) on Wednesday, 20th September 2023.
6. Shareholders who would like to seek information with regard to any matter may send their questions in advance mentioning their name, demat account number/folio number, e-mail address, mobile number at secretarial.department@tilindia.com latest by 5.00 p.m. (IST) on Wednesday, 20th September 2023. The same will be replied by or on behalf of the Company suitably.
7. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. When a pre-registered speaker is invited to speak at the meeting, but he/she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
10. Shareholders who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000.
11. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Shareholders holding shares in dematerialized form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Shareholders holding shares in physical form should submit their PAN to the Company/Messrs. CB Management Services (P) Limited.
12. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, mandates, nominations, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC, etc.), with necessary documentary evidence to their Depository Participants in case the shares are held by them in dematerialized form and to the Company/Messrs. C B Management Services (P) Limited in case the shares are held by them in physical form.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102 of the Companies Act, 2013 ('Act') the following Explanatory Statement sets out all material facts relating to the Special Business set out from Item No. 4 to Item No.7 of the accompanying Notice dated 26th May 2023.

ITEM NO. 4

The Board of Directors of the Company at its meeting held on 26th May 2023, on the recommendation of the Audit Committee, has appointed Messrs. D. Radhakrishnan & Co. (Firm Registration No. 000018) as the Cost Auditors of the Company for the financial year 2023-24, to conduct the audit of the cost records of the products manufactured by the Company at a remuneration of ₹ 120,000/- (Rupees One Lakh Twenty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses.

In terms of the provisions of Section 148 of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to the Cost Auditors is required to be ratified by the Members at the Annual General Meeting of the Company.

Accordingly, consent of the Members is sought for passing an ordinary resolution as set out in Item No. 4 of the Notice of this AGM for ratification of the aforesaid remuneration payable to the Cost Auditors for the financial year 2023-24. The Board recommends passing of the ordinary resolution in the interest of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 5

Mr. Shamik Dasgupta (DIN 01127296) is an accomplished professional with around three decades of rich experience in Corporate Governance and Compliance Management, Policy Formulation and Implementation and Financial Management & Consultancy. He has done Masters in Commerce and is also a qualified Company Secretary. He has worked with the Calcutta Stock Exchange Ltd. and also with the National Stock Exchange of India Ltd. in senior positions. Presently he is engaged as a Practicing Company Secretary. He is also a SEBI empaneled Arbitrator of NSE, BSE, MCX, NCDEX, CDSL, NSDL and an Arbitrator of the Kolkata Port Trust. Presently he is also on the Board of Simplex Infrastructure Limited, a Company listed with NSE and BSE as a Non-Executive Director.

Mr. Dasgupta also possess the requisite qualification prescribed under Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014 for being appointed as an Independent Director of listed entities.

The Board of Directors ('Board') of the Company at its meeting held on 18th May 2023 has approved the appointment of Mr. Shamik Dasgupta as an Independent Director of the Company for a period of five consecutive years with effect from 18th May 2023 and during this term his period of office as an Independent Director shall not be liable to retirement by rotation. His appointment is subject to approval of the Shareholders.

Mr. Dasgupta has also been appointed as a Member of the Audit Committee of the Company. Mr. Dasgupta does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Mr. Dasgupta has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

The Board considers that Mr. Dasgupta's association would be of immense benefit to the Company and it is desirable to avail services of Mr. Bhattacharyya as an Independent Director.

The Board is also of the opinion that Mr. Dasgupta fulfils the criteria of independence specified under Section 149(6) of the Act and also the requirements of Regulation 16(1)(b) of SEBI Listing Regulations, for the purpose of his appointment as an Independent Director of the Company.

The proposed business as set out in Item No. 5 of this Notice is intended to seek your approval. The Board recommends passing of the Special Resolution in the interest of the Company.

Except Mr. Dasgupta, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 6

Mr. Debasis Bhattacharya (DIN 00561865) is a qualified Chartered Accountant with rich and varied experience in the financial domain. He has worked with a German Multinational Company for more than a decade and was responsible for the entire finance and commercial activities of the Company. Besides this, he is also a resource person of examination for the Institute of Chartered Accountants of India since 2006. Presently, he is engaged as a Senior Partner in the Audit Firm, Messrs. S.K. Mallick & Co., Chartered Accountants. He has rich experience in Bank Audits including State Bank of India and PSU Audits like BSNL, Assam Gas Ltd., Jute Corporation, Bengal Chemical, Indian Statistical Institute, etc.

Mr. Bhattacharya also possess the requisite qualification prescribed under Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014 for being appointed as an Independent Director of listed entities.

The Board of Directors ('Board') of the Company at its meeting held on 18th May 2023 has recommended the appointment of Mr. Debasis Bhattacharya as an Independent Director of the Company for a period of five consecutive years with effect from 18th May 2023 and during this term his period of office as an Independent Director shall not be liable to retirement by rotation. His appointment is subject to approval of the Shareholders.

Mr. Bhattacharya has also been appointed as a Member of the Audit Committee of the Company. Mr. Bhattacharya does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Mr. Bhattacharya has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

The Board considers that Mr. Bhattacharya's association would be of immense benefit to the Company and it is desirable to avail services of Mr. Bhattacharya as an Independent Director. The Board is also of the opinion that Mr. Bhattacharya fulfils the criteria of independence specified under Section 149(6) of the Act and also the requirements of Regulation 16(1)(b) of SEBI Listing Regulations, for the purpose of his appointment as an Independent Director of the Company.

The proposed business as set out in Item No. 6 of this Notice is intended to seek your approval. The Board recommends passing of the Special Resolution in the interest of the Company.

Except Mr. Bhattacharya, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 7

Mrs. Manju Mazumder (DIN 00743164), Non-Executive Director was appointed on the Board of the Company as an Additional Director on 8th February 2019 and her appointment as a Non-Executive Director was approved by the Shareholders at the Annual General Meeting held on 13th August 2019 in compliance with Section 149 of the Companies Act, 2013.

Mrs. Manju Mazumder is currently a Member of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and the Chairperson of the CSR Committee.

In terms of Regulation 17(1A) of the SEBI Listing Regulations no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a special resolution is passed to that effect.

Mrs. Manju Mazumder shall turn 75 years of age on 22nd October 2023 and as per the requirement of Regulation 17(1A) of SEBI Listing Regulations a Special Resolution needs to be passed seeking approval of the Shareholders for continuation of her Directorship in the Company.

The Board is of the opinion that the continued valuable contribution of Mrs. Mazumder would be beneficial for the Company. She possesses the requisite expertise as a Non-Executive Director and her opinion and experience have been beneficial to the Company in the past.

The proposed business as set out in Item No. 7 of this Notice is intended to seek your approval. The Board recommends passing of the Special Resolution in the interest of the Company.

Except Mrs. Manju Mazumder, being an appointee and Mr. Sumit Mazumder, being a relative, none of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Kolkata
26th May 2023

By Order of the Board
Sekhar Bhattacharjee
Company Secretary

ANNEXURE

Information pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with regard to the Directors seeking appointment/re-appointment at the 48th Annual General Meeting (Refer Item No. 3, 5, 6 and 7 of the Notice)

Name of Director	Mr. Sumit Mazumder*	Mr. Shamik Dasgupta	Mr. Debasis Bhattacharya	Mr. Manju Mazumder
Item No. of the Notice	3	5	6	7
DIN	00116654	01127296	00561865	00743164
Brief Resume and nature of expertise in specific functional area	Mr. Sumit Mazumder is an M.B.A from Sam Houston State University, Texas. He has wide experience in overall management of business including all functional areas such as Sales, Marketing and Corporate Management.	Mr. Shamik Dasgupta is an accomplished professional with around three decades of rich experience in Corporate Governance and Compliance Management, Policy Formulation and Implementation and Financial Management & Consultancy. He has done Master in Commerce and is also a qualified Company Secretary. He has worked with the Calcutta Stock Exchange Ltd. and also with the National Stock Exchange of India Ltd. in senior positions. Presently he is engaged as a Practicing Company Secretary. He is also a SEBI empaneled Arbitrator of NSE, BSE, MCX, NCDEX, CDSL, NSDL and an Arbitrator of the Kolkata Port Trust. Mr. Dasgupta also a Member of the Audit Committee of the Company.	Mr. Debasis Bhattacharya is a qualified Chartered Accountant with rich and varied experience in the financial field. He has worked in a German Multinational Company for more than a decade and was responsible for the entire finance and commercial activities of the Company. Besides this, he is also a resource person of examination for the Institute of Chartered Accountants of India since 2006. Presently, he is engaged as a Senior Partner in the Audit Firm, Messrs. S.K. Mallick & Co., Chartered Accountants. He has rich experience in Bank Audits including State Bank of India and PSU Audits like BSNL, Assam Gas Ltd., Jute Corporation, Bengal Chemical, Indian Statistical Institute, etc. Mr. Bhattacharya is also a Member of Audit Committee of the Company.	Mrs. Manju Mazumder has done her Graduation in Arts from Calcutta University. She is presently on the Board of several other Companies. Mrs. Mazumder is also a Member of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and the Chairperson of the Corporate Social Responsibility Committee of the Company.
Date of first appointment on the Board	01-06-1994	18-05-2023	18-05-2023	08-02-2019
Shares held in the Company	7,67,447	NIL	NIL	9200
Inter-se relationship with other Directors of the Company	Mrs. Manju Mazumder (Spouse)	None	None	Mr. Sumit Mazumder (Spouse)
Other Directorships in listed entities	NIL	Simplex Infrastructures Limited	NIL	NIL
Memberships/Chairmanships of Committees of other Companies, both listed and Unlisted (Includes only Audit Committee and Stakeholders Relationship Committee)	NIL	NIL	NIL	NIL

* Mr. Sumit Mazumder retires by rotation and being eligible offers himself for re-appointment.



TIL Limited

CIN: L74999WB1974PLC041725

Registered & Corporate Office:

1, Taratolla Road, Garden Reach, Kolkata - 700024

Phone: + 91 33 2469 3732-6 / 6497 | 6633 2000 / 2845

Fax: + 91 33 2469 2143 / 3731

Website: www.tilindia.in

TIL LIMITED

ANNUAL REPORT

2022-23

FORWARD-LOOKING STATEMENT

In this Annual Report, the forward-looking information if any, is for enabling investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried, wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccuracies in our assumptions. Should known or unknown risks or our uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected.

We undertake no obligation to publicly update any forward-looking statements, arising as a result of new information, future events or otherwise.

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CORPORATE INFORMATION

TIL LIMITED

BOARD OF DIRECTORS

Mr. Sumit Mazumder

Chairman & Managing Director

Mrs. Manju Mazumder

Non-Executive Director

Mr. Subir Bhattacharyya

*Non-Executive Independent Director
(w.e.f. 13th September 2022)*

Mr. Tulsi Das Banerjee

*Non-Executive Independent Director
(w.e.f. 13th September 2022)*

Mr. Shamik Dasgupta

*Non-Executive Independent Director
(w.e.f. 18th May 2023)*

Mr. Debasis Bhattacharya

*Non-Executive Independent Director
(w.e.f. 18th May 2023)*

BOARD COMMITTEES

AUDIT COMMITTEE

(Re-constituted on 18th May 2023)

Members:

Mr. Subir Bhattacharyya - Chairperson

Mr. Tulsi Das Banerjee

Mrs. Manju Mazumder

Mr. Shamik Dasgupta

Mr. Debasis Bhattacharya

NOMINATION & REMUNERATION COMMITTEE

(Re-constituted on 13th September 2022)

Members:

Mr. Tulsi Das Banerjee - Chairperson

Mr. Subir Bhattacharyya

Mrs. Manju Mazumder

STAKEHOLDERS RELATIONSHIP COMMITTEE

(Re-constituted on 13th September 2022)

Members:

Mr. Subir Bhattacharyya - Chairperson

Mr. Sumit Mazumder

Mrs. Manju Mazumder

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

(Re-constituted on 13th September 2022)

Members:

Mrs. Manju Mazumder - Chairperson

Mr. Sumit Mazumder

Mr. Subir Bhattacharyya

KEY MANAGERIAL PERSONNEL

Mr. Sumit Mazumder

Chairman & Managing Director

Mr. Sekhar Bhattacharjee

Vice President & Company Secretary

Ms. Bipasha Banerjee

*Chief Financial Officer
(upto 30th May 2023)*

STATUTORY AUDITORS

Singhi & Co., Chartered Accountants

SECRETARIAL AUDITORS

T. Chatterjee & Associates, Company Secretaries

COST AUDITORS

D. Radhakrishnan & Co., Cost Accountants

INTERNAL AUDITORS

V. Singhi & Associates, Chartered Accountants

REGISTERED OFFICE

1, Taratolla Road,

Garden Reach,

Kolkata 700 024

Telephone : (033) 2469 3732 -36 (5 Lines)

(033) 6633 2000 / 2845

E-mail : secretarial.department@tilindia.com

REGISTRAR AND SHARE TRANSFER AGENTS

C B Management Services (P) Limited

P-22, Bondel Road, Kolkata 700 019

Telephone : (033) 4011 6700 / 6711 / 6718

Email : rta@cbmsl.com

BANKERS

Bank of India

Union Bank of India

State Bank of India

Axis Bank Ltd.

HDFC Bank Ltd.

IDBI Bank Ltd.

Punjab National Bank

Indian Bank

South Indian Bank Ltd.



CHAIRMAN & MANAGING DIRECTOR'S MESSAGE

Dear Shareholders,

I present the 48th Annual Report of your Company for the financial year 2022-2023.

TIL suffered yet another difficult year marked by multiple challenges. While having a strong order book for cranes, reachstackers and defence equipment, the production bottlenecks, delivery delays, abysmal supply chain issues, intense pressure on cash flow and crunched resources formed a vicious cycle. This in turn took a heavy toll on the overall performance. That said, it was also another year that saw the sheer resilience of team TIL in navigating the continuing adversities - instilling anew my pride in team TIL. The support and confidence demonstrated by the management, staff and workers were exemplary and what case histories are written about.

The Management Discussion & Analysis (MDA) section of the Annual Report has detailed out the issues and challenges that affected your Company's business performance. The financial statements and notes to accounts sections in the Annual Report also provide the detailed analysis. Notably, in spite of the negative performance, cash flow challenges, production and delivery impediments, TIL still remains the preferred choice of customers. This was further reinforced by fresh orders in the year under review and the total order book as on 31st March 2023 stood at ₹ 233.70 Crs. In the day and age when loyalty most often is unpredictable, the consistent trust and goodwill of our customers are cherished assets for which we are truly grateful. The customers are eagerly awaiting a speedy solution to the current situation, as evident from the growing order backlogs.

In order to mitigate the stressed situation, revive the business operations and ensure financial stability, your Company decided to induct a strategic investor with the purpose to infuse funds and to take over the management of the Company. This decision also stems from the fact that after me there is no successor to continue your Company's business operations.

It was announced in the EGM dated 23rd December 2022, that Indocrest Defence Solutions Private Limited, a part of Gainwell Group has been identified as the strategic investor. It has the right synergy with TIL's current product line, possesses domain expertise in selling and servicing infra equipment and has the best sectoral and customer fit. I am optimistic that the strategic measure will herald positive tidings and offer substantial opportunities for the revival of your Company. The new investor

Gainwell Group had earlier acquired the Caterpillar dealership back in 2016 and has been running the business commendably. They have retained most of the current employees having rich experience and expertise. In other words, the new investor will hit the ground running.

Looking at the macro environment, India shines on as beacon of optimism, amidst uncertain global growth outlook. The whole world today is bullish about our nation and its indomitable spirit. It is extremely encouraging to see that the Government's focus on creating infrastructure driven growth is gaining momentum. The National Infrastructure Pipeline (NIP), PM Gati Shakti, National Master Plan, Public Private Partnerships and Atmanirbhar initiatives are laudable measures that have significantly accelerated infrastructure development, driving the country to higher growth trajectory.

The Construction Equipment (CE) sector too is showing an upward trend with the ongoing and upcoming project pipeline. The Government has undertaken a slew of measures to give a fillip to the road sector growth, removing pre-construction bottlenecks and expediting project execution. The Centre has already targeted an increase in highway construction in the current fiscal and the National Highways Authority has planned to award 6,000 km in 2023-24 under HAM and EPC modes. There is also a strong focus on leveraging the full potential of the port sector. The Sagarmala project, Maritime India Vision 2030 are playing key roles in developing port infrastructure. This in turn is expected to strongly position your Company to capitalize on the opportunities in the Infra, CE and Port sectors.

Defence having a crucial national significance is another potential area for your Company. The Government's efforts to reducing import dependency, encouraging self-reliance are very positive signals on the defence front. Your Company is proud to have been associated with Indian defence since several decades - emerging as a preferred choice of our nation's defence sector. As outlined in the MDA, the defence orders received by your Company is more than 50% of the total order book and TIL continues to put laser focus on leveraging the defence opportunities.

Going forward, TIL with the new investor in place will be strongly positioned to continue its 79 years of legacy, ensuring revival in the business performance and expansion that will benefit all stakeholders. The induction of Gainwell will also make sure that TIL remains a trusted and preferred partner in the domestic and global infrastructure landscape.

On behalf of the Company, I extend my gratitude to the Directors of the Board for their guidance and encouragement. I also take this opportunity to express my gratitude to all our customers, employees, bankers and suppliers for their enduring support. And finally yet importantly, I extend my sincere appreciation to all our shareholders for their continued support and trust reposed in us.



In the day and age when loyalty most often is unpredictable, the consistent trust and goodwill of our customers are cherished assets for which we are truly grateful.

Warm Regards,

Sumit Mazumder

Chairman & Managing Director

TIL LIMITED

DIRECTORS' REPORT TO THE SHAREHOLDERS

Your Directors present the 48th Annual Report together with the Audited Financial Statements for the year ended 31st March 2023 as under:

FINANCIAL RESULTS

(₹ in Crs.)

	For the year ended 31.03.2023	For the year ended 31.03.2022
Revenue from Operations	43.83	64.99
Other Income	10.86	24.27
Total Revenue	54.69	89.26
Profit/(Loss) before Depreciation, Interest & Tax (PBDIT)	(46.9)	(357.36)
Depreciation & Amortization	8.95	9.95
Interest	36.24	36.16
Profit/(Loss) Before Exceptional Items and Tax	(92.09)	(143.94)
Exceptional Items	--	(259.53)
Profit/(Loss) Before Tax	(92.09)	(403.47)
Tax Provision	(3.81)	13.01
Profit/(Loss) After Tax	(88.28)	(416.48)
Other Comprehensive Income/(Expenditure) for the year	(0.73)	(0.51)
Total Comprehensive Income/(Expenditure) for the year	(89.01)	(416.99)

HIGHLIGHTS OF COMPANY'S PERFORMANCE

On a standalone basis, the turnover of the Company, including income from operations (gross) and other income for the year under review stood at ₹ 54.69 Crs. vis-à-vis ₹ 89.26 Crs. in the previous year. Operating loss of the Company for the year under review was ₹ 92.09 Crs. as compared to an operating loss of ₹ 143.94 Crs. in the previous year. The Company booked loss (after tax) of ₹ 88.28 Crs. during the year under review against loss ₹ 416.48 Crs. during the previous year which also included an exceptional loss of ₹ 259.53 Crs.

The consolidated turnover of your Company's Group including income from operations (gross) and other income during the year ended 31st March 2023 stood at ₹ 50.53 Crs. compared to ₹ 77.13 Crs. in the previous year. The Group incurred a loss of ₹ 94.72 Crs. during the year under review as compared to a loss of ₹ 158.63 Crs. in the previous year. The overall loss before tax during the year under review was ₹ 94.72 Crs. against a loss of ₹ 418.16 Crs. in the previous year.

In spite of the distressed financial results during the year under review, the Company continues to have a healthy order book position as on 31st March 2023 amounting to ₹ 207.80 Crs. for supply of equipment to the Defence Sector as well as to Private Enterprises and ₹ 25.90 Crs. towards supply of spares and provision of customer support services.

FOREIGN SUBSIDIARY COMPANY

The Foreign Subsidiary viz., TIL Overseas Pte. Ltd., Singapore had a revenue of ₹ 0.10 Cr. during the year under review as compared to previous year's revenue of ₹ 2.74 Crs. It registered a loss of ₹ 5 Crs. after tax during the year under review compared to a profit of ₹ 0.15 Cr. after tax in the previous year.

FINANCE

After adjusting loss for the current year, the reserves & surplus (excluding revaluation reserves) of the Company has decreased from ₹ (213.09) Crs. to ₹ (302.10) Crs. and the shareholders' fund decreased from ₹ (203.06) Crs. to ₹ (292.07) Crs. as at 31st March 2023 respectively.

CONSOLIDATED FINANCIAL STATEMENT

In accordance with the provisions of the Companies Act, 2013, Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and applicable Indian Accounting Standards, the Audited Consolidated Financial Statements of the Company for the Financial Year 2022-23, together with the Auditors' Report, form part of this Annual Report. The Consolidated Financial Statements have been prepared on the basis of Audited Financial Statements of the Company and its Subsidiary Company as approved by their respective Board of Directors.

Pursuant to Section 129(3) of the Companies Act, 2013, a statement in the prescribed Form AOC-1 containing the salient features of the Financial Statements of the Company's Subsidiary is also provided in this Annual Report.

The accounts of the Company's Subsidiary are also uploaded on the website of the Company, www.tilindia.in.

DIVIDEND

As the Company had no profits during the financial year ended 31st March 2023, the Board does not recommend payment of any Dividend.

FINANCIAL RESTRUCTURING PROPOSAL

During the year under review, the lenders have continued to extend 'Holding on Operations' to the Company through the 'Trust & Retention Account' being operated with the Lead Bank of the Consortium viz., Bank of India ('BOI'). The Company had been in discussion with the lenders for fund raising through an Investor and also for resolution of debts.

In November, 2022, the Company had received a proposal from Indocrest Defence Solutions Private Limited ("Investor"), a private limited company and having its registered office at 802, 8th Floor, Kailash Building 26, Kasturba Gandhi Marg, New Delhi 110001, India, for infusion of capital in the Company to meet its business requirement and for restructuring the obligations of the Company under the Facilities in accordance with the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued by the Reserve Bank of India (RBI) vide its circular dated 7th June 2019.

Accordingly, the Board of Directors at its meeting held on 26th November 2022 approved (i) execution of an Investment Agreement by the Company with the Investor and the Promoters of the Company and (ii) issue/allotment of equity shares to the Investor under Regulation 164A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("Regulation") subject to necessary approval from the Shareholders and other Regulatory Authorities.

The Company, on 28th November 2022, had submitted a Resolution Plan with the Lenders in accordance with the aforesaid RBI Circular under the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019. Approval of

the Shareholders for issue and allotment of 7,496,592 equity shares of face value of ₹ 10/- each at a price of ₹ 92.40 (Rupees Ninety Two and Forty Paise) per share as determined under the aforesaid Regulation for cash consideration to the Investor aggregating to amount up to ₹ 692,685,101 (Rupees Sixty Nine Crore Twenty Six Lakh Eighty Five Thousand One Hundred One) by way of preferential allotment on a private placement basis has been received on 23rd December 2022. The Resolution Plan is under discussion with the Lenders of the Company.

As reported earlier, BOI had filed an application under Section 7 of the Insolvency and Bankruptcy Code, 2016 before the National Company Law Tribunal on 28th September 2022 and the same is pending for admission.

As a result of booking of losses during the year under review, the net worth of the Company continues to be negative. However, considering the feasibility and effectiveness of certain planned actions including proposed investment and proposed resolution plan and considering the sales orders in hand, the Company is of the opinion that the material uncertainties are expected to be mitigated and hence the Standalone Financial Results have been prepared on a going concern basis.

SHARE CAPITAL

The paid up equity share capital of the Company as on 31st March 2023 was ₹ 100,302,650/- divided into 10,030,265 equity shares of face value of ₹ 10/- each. The Company has neither issued any class of shares nor was there any buy-back of shares during the year under review. Further, the Company does not have any stock option scheme for its employees.

GENERAL RESERVE

The Company has not transferred any amount to the General Reserve during the financial year ended 31st March 2023.

DEPOSITS

During the year under review, the Company has not accepted any deposits from the public within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 and there is no outstanding deposit as on 31st March 2023.

BOARD OF DIRECTORS

As on 31st March 2023, the Board of Directors of the Company consisted of the following Members:

NAME OF DIRECTORS	DESIGNATION	DIN
MR. SUMIT MAZUMDER	Chairman & Managing Director	00116654
MRS. MANJU MAZUMDER	Non-Executive Director	00743164
MR. SUBIR BHATTACHARYYA	Non-Executive Independent Director	09711826
MR. TULSI DAS BANERJEE	Non-Executive Independent Director	03573211

During the year Mr. R. L. Gaggar and Mr. G. Swarup had resigned as Independent Directors which was noted by the Board on 13th September 2022. LIC of India withdrew the nomination of its nominee namely, Mr. D. K. Banerjee from the Board of the Company and the same was also noted on 13th September 2022.

The Board has appointed Mr. Subir Bhattacharyya (DIN 09711826) and Mr. Tulsi Das Banerjee (DIN 03573211) as the Independent Directors of the Company with effect from 13th September 2022.

As per Regulation 17(1) of SEBI Listing Regulations, the Board of Directors of the top 2,000 listed entities (which includes your Company) should consist of not less than 6 (six) Directors. However, with the resignation of Independent and Nominee

Directors as aforesaid during the year, the composition of the Board reduced to four Directors as on 31st March 2023. The shortfall in Directors has since been regularized by inducting the following Independent Directors on the Board of the Company with effect from 18th May 2023:

1. Mr. Shamik Dasgupta (DIN 01127296)
2. Mr. Debasis Bhattacharya (DIN 00561865)

As per the Articles of Association of the Company, Mr. Sumit Mazumder retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommends his re-appointment.

Mrs. Manju Mazumder, Non Executive Director of the Company shall be attaining the age of 75 years in October, 2023. In view of the same and pursuant to Regulation 17(1A) of SEBI Listing Regulations, a special resolution is required to be passed at the forthcoming Annual General Meeting to continue her Directorship.

Necessary information pursuant to the SEBI Listing Regulations in respect of Directors' appointment, re-appointment, etc. at the forthcoming Annual General Meeting are given in the Annexure to the Notice convening the Annual General Meeting and have also been disclosed under the Corporate Governance Report forming a part of this Report.

In terms of the disclosure received from the Directors, none of them are disqualified from being appointed as Directors under Section 164(2) of the Companies Act, 2013.

KEY MANAGERIAL PERSONNEL

The term of Mr. Sekhar Bhattacharjee as the Company Secretary has been extended by six months from 1st April 2023 to 30th September 2023. Ms. Bipasha Banerjea has resigned as the Chief Financial Officer of the Company on 26th May 2023 which shall be effective from 31st May 2023.

Presently, the Key Managerial Personnel of the Company are as under:

1. Mr. Sumit Mazumder, Chairman and Managing Director;
2. Mr. Sekhar Bhattacharjee, Vice President - Company Secretary & Compliance Officer; and
3. Ms. Bipasha Banerjea, Chief Financial Officer (upto 30th May 2023)

BOARD MEETINGS

The Board of Directors meets at regular intervals to discuss and decide on Company/business policy and strategy apart from other items of business. The Board and Committee Meetings are pre-scheduled and a tentative annual calendar of the Board and Committee Meetings is circulated to the Directors well in advance to help them plan their schedule and to ensure meaningful participation at the meetings.

During the year under review six (6) Board Meetings were convened and held, the details of which are given in the Corporate Governance Report. However, there has been delays in holding Board Meetings within a gap of 120 days as prescribed under Regulation 17(2) of SEBI Listing Regulations for the first and second quarters due to initiation of a management audit at the behest of a Promoter in April, 2022.

COMMITTEES OF THE BOARD

Pursuant to various requirements under the Companies Act, 2013 and the SEBI Listing Regulations, the Board of Directors has constituted various committees namely Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Management Committee.

The details of composition, meetings held during the financial year 2022-23, terms of reference, etc., pertaining to said committees are mentioned in the Corporate Governance Report.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

Details of the separate meetings of the Independent Directors held in terms of Schedule IV to the Companies Act, 2013 and Regulation 25(3) of the SEBI Listing Regulations are given in the Corporate Governance Report.

COMPLIANCE OF SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS

During the year under review, the Company has duly complied with the applicable provisions of the Secretarial Standards on Meetings of the Board of Directors (SS-1) issued by The Institute of Company Secretaries of India (ICSI) except that there has been delays in holding Board Meetings within a gap of 120 days for the first and second quarters of the year under review due to initiation of a management audit at the behest of a Promoter in April, 2022. However, the Company has duly complied with the applicable provisions of the Secretarial Standards on General Meetings (SS-2).

BOARD EVALUATION

The Nomination and Remuneration Committee and the Board of Directors have reviewed the evaluation of performance of the Board as a whole, various Board Committees and also of the individual Directors. The manner in which the evaluation had been carried out is disclosed in the Corporate Governance Report attached to this Report.

STATE OF AFFAIRS OF THE COMPANY

The state of affairs of the Company together with SWOT analysis has been given in the Management Discussion & Analysis section which forms a part of this Report.

DIRECTORS' RESPONSIBILITY STATEMENT

In compliance with the provisions of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013 and the provisions of the SEBI Listing Regulations, the Directors of the Board state that:

- i. in the preparation of the annual accounts for the year ended 31st March 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profits of the Company for that period;
- iii. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the Directors have prepared the annual accounts on a going concern basis;
- v. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- vi. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

DECLARATION BY INDEPENDENT DIRECTORS

Independent Directors on the Board have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations and they also comply with Rule 6(1) and (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended. In the opinion of the Board, they fulfill the conditions of independence as specified in the Companies Act, 2013 and the SEBI Listing Regulations and are independent of the management.

INTERNAL FINANCIAL CONTROLS

Your Company has adequate internal financial control mechanisms commensurate with its size and scale of operations, procedures and policies ensuring orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information. During the year under review, such controls were reviewed and no reportable material weakness either in design or in operation were observed.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company, being in manufacturing business, does not have any policy to give loans, directly or indirectly, to any person or to other body corporates or give any guarantee or provide any security in connection with a loan, covered under the provisions of Section 186 of the Companies Act, 2013, to any other body corporate except for its subsidiary as and when required. The Company also did not make any investment in securities of any other body corporate during the year under review.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

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

All related party transactions were placed before the Audit Committee for review and approval. Prior omnibus approval was also obtained from the Audit Committee for related party transactions which are of repetitive nature and which can be foreseen and accordingly the required disclosures are made to the Audit Committee on quarterly basis in terms of the omnibus approval of the Audit Committee.

The Policy on Related Party Transactions as approved by the Audit Committee and the Board of Directors are available on the Company's website under the following weblink:

<https://www.tilindia.in/investor-relations/related-party-transaction-policy>

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

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITIONS BETWEEN END OF THE FINANCIAL YEAR AND DATE OF THIS REPORT

Details of material changes and commitments affecting financial positions of the Company between end of the financial year and the date of this Report have been disclosed under this Report and also under the notes on accounts to the financial statements.

CORPORATE GOVERNANCE

Due to initiation of a management audit at the behest of a Promoter in April, 2022 there were delays in declaration of financial results for the fourth quarter and financial year ended 31st March 2022 as well as for the first and second quarter results of the financial year under review as stipulated under the SEBI Listing Regulations. The Stock Exchanges have imposed certain fines on the Company under the SEBI Listing Regulations for delays in declaring quarterly results, inadequate Board composition during the year, etc. The Company has applied to the Stock Exchanges requesting for waiver of fines.

Consequent to the delay in declaring the annual financial results by the Company for the year ended 31st March 2022, the Company was unable to convene the 47th Annual General Meeting ('AGM') within the time stipulated under the Companies Act, 2013. Accordingly, the Company applied before the Registrar of Companies/Ministry of Corporate Affairs seeking extension of time for holding the AGM which was granted vide letter dated 21st September 2022 for holding the AGM within 30th December 2022. The AGM was held on 21st December 2022.

Further, in terms of the provisions of Schedule V(C) of the SEBI Listing Regulations, a detailed report on the Corporate Governance attached as Annexure I, together with a Certificate for the year ended 31st March 2023 issued by Messrs. Singhi & Co. (FRN 302049E), Chartered Accountants, Kolkata, the Statutory Auditors of the Company, confirming compliance with the requirements of the Corporate Governance as specified in SEBI Listing Regulations attached as Annexure II forms part of this Annual Report.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

In terms of provisions of Section 177 of the Companies Act, 2013 and the Rules framed thereunder read with Regulation 22 of the SEBI Listing Regulations, your Company has in place necessary vigil mechanism through a whistle blower policy, to provide a formal mechanism to the Directors, employees and stakeholders to report genuine concerns about unethical behavior, actual or suspected, a fraud or violation of the Company's Code of Conduct and other issues relating to inappropriate functioning of the organization. The policy provides for adequate safeguards against victimization of persons who use such mechanism and provides for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

The said policy is available on the website of the Company under the weblink: <https://www.tilindia.in/investor-relations/whistle-blower-policy>.

CREDIT RATING

No Credit Rating was carried out during the year under review.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of Regulation 34(2) read with Paragraph B of Schedule V of the SEBI Listing Regulations, the Management Discussion and Analysis Report is attached as Annexure V and forms an integral part of this Annual Report.

STATUTORY AUDITORS AND THE AUDITOR'S REPORT

In terms of provisions of Section 139 of the Companies Act, 2013 read with the provisions of Section 145 thereto, Messrs. Singhi & Co. (FRN 302049E), Chartered Accountants, the Statutory Auditors of the Company have submitted their Independent Auditors Report on Standalone and Consolidated Financial Statements of the Company for the year ended 31st March 2023 which forms part of this Annual Report.

No frauds have been reported by the Auditors under Section 143(12) of the Companies Act, 2013.

The Board has duly examined the Statutory Auditors' Report to the accounts and its clarifications regarding the qualified opinions of the Statutory Auditors on the Financial Statements of the Company are given hereunder:

Standalone Financial Statements

Basis for Qualified Opinion under Independent Auditor's Report on the Audit of the Standalone Financial Statements

- a) We draw attention to clause (a) of the Basis for Qualified Opinion under Independent Auditors Report at Note No. 33 for not carrying out fair valuation of interest free loans from the promoters/ promoter's group of companies and other lenders aggregating to ₹ 15,885 Lakhs as required under Ind AS-109 and its impact on financial results has not been ascertained by the Management. In absence of fair valuation of above interest free loans, we are unable to determine its impact on the Standalone Financial Results.

The Management is of the view that loans received from the promoters/ promoter's group of companies and other lenders aggregating to ₹15,885 Lakhs is interest free as the interest has been waived by respective lenders. Accordingly, there would be no impact on the Standalone Financial Results as the same are at Fair Value.

- b) We draw attention to clause (b) of the Basis for Qualified Opinion under Independent Auditors Report at Note No. 34 which states that the Company has incurred a cash loss of ₹ 8,314 Lakhs during the year and its net worth is negative as on the Balance Sheet date. Moreover, the Company's current liabilities also exceed its current assets as at 31st March 2023. In view of the acute financial crisis faced by the Company, lenders have declared the loan facilities granted to the Company as a Non-Performing Asset (NPA). However, the lenders have also extended 'Holding on Operations' to the Company through a 'Trust & Retention Account' opened with the Lead Bank of the Consortium namely, Bank of India ('BOI'). Consequently, the lead bank, namely Bank of India, has filed a petition under Section 7 of the IBC before the Hon'ble National Company Law Tribunal (NCLT) on 28th September 2022. The application is yet to be admitted. Meanwhile, the Board of Directors approved a resolution plan at its meeting held on 26th November 2022 which had since been submitted with all of TIL's Consortium Bankers on 28th November 2022, and which is currently under discussion. Considering these developments, the matter had been adjourned by NCLT from time to time; with the next date of hearing being 19th June 2023.

The above situation indicates that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. However, the Management of the Company has been considering the feasibility and effectiveness of certain planned actions including proposed investment and proposed resolution plan and considering the sales orders in hand, the Management has concluded that the material uncertainties are expected to be mitigated and hence the standalone financial results have been prepared on a going concern basis. The appropriateness of the assumption of going concern is dependent on successful outcome of proposed investment by the investor and proposed resolution plan as stated above. Hence, we are unable to comment on whether the Company will be able to continue as Going Concern.

The Management of the Company has been considering the feasibility and effectiveness of certain planned actions including proposed investment and proposed resolution plan and considering the sales orders in hand, the Management has concluded that the material uncertainties are expected to be mitigated and hence the Standalone Financial Results have been prepared on a going concern basis. The appropriateness of the assumption of going concern is dependent on successful outcome of the proposed resolution plan and subsequent investment by the investor as stated.

- c) We draw attention to clause (c) of the Basis for Qualified Opinion under Independent Auditors Report at Note No. 10.1 regarding carry forward of Minimum Alternate Tax Credit of ₹ 3,026 Lakhs as on 31st March 2023 (a component of deferred tax asset in the financial statements) which was accounted for in the earlier years. In the opinion of the Management, sufficient future taxable profit will be available against which these unused tax credits can be utilized within

the stipulated period under the provisions of Income Tax Act 1961. However, we are unable to comment for utilization of said MAT credit in absence of basis for reasonable certainty supported by convincing evidence.

The Management is of the view that the successful outcome of the proposed resolution plan and subsequent investment by the investor shall support the execution of orders in hand; enabling the Company to generate sufficient future taxable profits. Therefore the Management believes that the unused tax credits can be utilized against such future taxable profits within the stipulated period under the provisions of Income Tax Act 1961.

- d) We draw attention to clause (d) of the Basis for Qualified Opinion under Independent Auditors Report at Note No. 12.5 regarding Stock in Transit which includes materials valuing ₹ 3,248 Lakhs lying in Bonded Warehouse/at Port as on 31st March 2023 which also includes ₹ 3,234 Lakhs imported in earlier years. These inventories could not be released from the authorities due to non-payment of custom duty, other charges etc. and as explained, due to this confirmation was also not received. The Management does not expect any material loss on account of any obsolescence in these said stocks due to passage of time and no provision is considered necessary. However, as these materials are lying for a considerable period of time and due to non-availability of its technical assessment, we are unable to comment whether any provision for obsolescence is required in this regard.

The Management has responded that Stock in Transit could not be released due to non-payment of custom duty, other charges, etc. This situation has arisen due to pandemic induced acute liquidity constraint. However, the Management does not expect any material loss on account of any obsolescence in these stocks due to passage of time and no provision is considered necessary.

- e) We draw attention to clause (e) of the Basis for Qualified Opinion under Independent Auditors Report at Note No. 35 regarding an enquiry by "Directorate of Revenue Intelligence & Enforcement" (DRI) which has been ongoing since June 2021 in respect to certain trading transactions and other matters related to earlier years and the Company has since complied with the requirements of the DRI. On 7th November 2022 and 10th November 2022, the Company received an Investigation report of DRI dated 20th July 2022 from the GST Authority, together with certain demand intimations based on the investigation report. These demand intimations were for FY 2019-20 and for FY 2020-21 for payment of tax/ interest/penalty amounting to ₹ 928.90 Lakhs and ₹ 3,290.79 Lakhs respectively under Section 74(5) of the GST Act; and a reply to such intimations had been filed by the Company on 17th January 2023. Subsequently, on 24th March 2023, Show Cause Notice - DRC-01 for FY 2019-2020 was issued u/s. 74(1) of the CGST/WBGST Act, 2017 to the Company. A personal hearing was held on 6th April 2023, pursuant to which certain clarifications were submitted by the Company on 17th April 2023. Also, a reply to the Show Cause Notice was submitted to the GST Authorities on 8th May 2023. On the same day, i.e., 8th May 2023, an Order was issued by the GST authorities for tax, interest, and penalty adding to ₹ 958.97 Lakhs for FY 2019-20. The Company is of the view that the demand raised by GST authorities does not have merit; and hence an appeal against this order shall be filed before the prescribed Appellate Authority as per the provisions under Sec 107 of the CGST Act. In view of this, no provision is considered necessary by the Management.

The Management has responded that reply to intimations received from GST authorities had been filed by the Company on 17th January, 2023. Subsequently, on 24th March 2023, Show Cause Notice - DRC-01 for FY 2019-2020 was issued u/s. 74(1) of the CGST/WBGST Act, 2017 to the Company. A personal hearing was held on 6th April 2023, pursuant to which certain clarifications were submitted by the Company on 17th April 2023. Also, a reply to the Show Cause notice was submitted to the GST Authorities on 8th May 2023. On the same day, i.e., on 8th May 2023, an Order was issued by the GST authorities for tax, interest, and penalty adding to ₹ 958.97 Lakhs for FY 2019-20. The Management of the Company is of the view that the demand raised by GST authorities does not have merit; and hence an appeal against this order shall be filed before the prescribed Appellate Authority as per the provisions under Sec 107 of the CGST Act. In view of this, no provision is considered necessary by the Management.

- f) We draw attention to clause (f) of the Basis for Qualified Opinion under Independent Auditors Report wherein Trade receivables, Advances to Suppliers, Trade Payable and Advances from customers amounting to ₹ 3,019 Lakhs, ₹ 1,050 Lakhs, ₹ 12,542 Lakhs and ₹ 3,494 Lakhs respectively were outstanding as on 31st March 2023. The Company could not get necessary confirmations from the respective parties and due to no material subsequent movement in such balances, alternate procedure to verify those balances could also not be performed. Further, the Company could not get confirmations for Loans from bodies corporate to the extent of ₹ 897 Lakhs lying outstanding as on 31st March 2023. Hence, we are unable to comment on the correctness of above figures and if any adjustments are required to the said balances as on 31st March 2023 and related impact on these Standalone Financial Results.

The Management is of the view that the outstanding balances of Trade receivables, Advances to Suppliers, Trade Payable and Advances from customers amounting to ₹ 3,019 Lakhs, ₹ 1,050 Lakhs, ₹ 12,542 Lakhs and ₹ 3,494 Lakhs respectively as on the Balance Sheet date are correctly recorded by the Company. Trade Payable consists of supplier's liability, employee related liability, and provisions for expenses, etc. Balance confirmation from the respective parties are awaited. Further, the Management is also expecting recovery of the outstanding trade receivables and advances to suppliers as stated above. Further, the loans from body corporates for which confirmations have not been received are correct.

Consolidated Financial Statements

All the qualifications on Consolidated Financial Statements appearing at Clauses (a) to (f) under 'basis for qualified opinion' under Independent Auditors Report are similar to that of the qualifications under Standalone Financial Statements and have been explained in detail in the foregoing paragraphs under 'Standalone Financial Statements'.

The Board is of the opinion that the details provided in the foregoing paragraphs are self-explanatory and do not call for further information.

SECRETARIAL AUDITORS AND THE SECRETARIAL AUDIT REPORT

In terms of the provisions of Section 204(1) of the Companies Act, 2013 read with the SEBI Listing Regulations, the Secretarial Audit Report, the Secretarial Compliance Report and the Non-Disqualification Certificate of Directors issued by the Secretarial Auditors, Messrs. T. Chatterjee & Associates, Practicing Company Secretaries (FRN: P2007WB067100) for the financial year 2022-23 are annexed as Annexure III and forms part of this Report. Observations and qualifications of the Secretarial Auditor have been disclosed in their Reports.

The Board of Directors, on recommendation of the Audit Committee, has re-appointed Messrs. T. Chatterjee and Associates, Practicing Company Secretaries as the Secretarial Auditors of the Company for the financial year 2023-24. The Company has received consent from the Secretarial Auditors relating to the said re-appointment.

COST AUDITORS AND THE COST AUDIT REPORT

The Cost Auditors, Messrs. D. Radhakrishnan & Co., Cost Accountants (FRN: 000018) have submitted the Cost Audit Report within the time limit prescribed under the Companies Act, 2013 and the Rules made thereunder.

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended, the Board of Directors, on recommendation of the Audit Committee, has re-appointed Messrs. D. Radhakrishnan & Co., Cost Accountants, to conduct the cost audit relating to products manufactured by the Company falling under the applicable Tariff heading, for the financial year 2023-24 at a remuneration of ₹ 120,000/- (Rupees One Lakh Twenty Thousand only) per annum, subject to ratification by the Shareholders at the 48th Annual General Meeting. A resolution seeking ratification of the remuneration payable to Cost Auditors form part of the Notice convening the 48th Annual General Meeting. The Company has received consent from Messrs. D. Radhakrishnan & Co. for their re-appointment.

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

In compliance with the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, the particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo in the prescribed format is attached as Annexure VI and forms a part of this Annual Report.

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

There were no significant material orders passed by the regulators/courts/tribunals which is likely to impact the going concern status of the Company and its future operations. However, Shareholders' attention are drawn to the notes on accounts to the financial statements including contingent liabilities and commitments.

HUMAN RESOURCE

Due to subdued business performance during the year, recruitment was absolute minimum and only for critical positions. However, technical trainings were imparted to customers through digital and online modules. The Company also carried out troubleshooting for maximizing machine life, optimizing productivity and ensuring maximum return on customers' investment.

As on 31st March 2023, the employee strength of your Company stood at 653.

PARTICULARS OF EMPLOYEES

The particulars of employees as required under Section 197 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, are attached as Annexure VII and forms part of this Report.

However, the Report and Financial Statements are being sent to all Shareholders of the Company excluding the information on employees' particulars as per Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, and are available for inspection by the Shareholders at the registered office of the Company during business hours on working days of the Company upto the date of the ensuing 48th Annual General Meeting. Any Shareholder interested in obtaining a copy of the said information may write to the Company at its Registered Office.

CONFIRMATION OF COMPLIANCE ON PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

Your Company is committed to provide a safe and secure environment to its women employees across its functions and has in place a Policy on "Prevention, Prohibition & Redressal of Sexual Harassment at Workplace" and also an Internal Complaints Committee (ICC) as envisaged under the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder.

During the year under review, no complaints relating to sexual harassment were reported either with the ICC or with the Company.

ANNUAL RETURN

Pursuant to the provisions of Section 134(3)(a) and Section 92(3) of the Companies Act, 2013, the draft Annual Return of the Company for the Financial Year 31st March 2023 is uploaded on the website of the Company and can be accessed at <https://www.tilindia.in/investor-relations/annual-return/>.

COMPLIANCE WITH CODE OF CONDUCT

All Directors and senior management personnel have affirmed compliance with the code of conduct of the Company. A declaration to that effect signed by the Chairman and Managing Director as stipulated under Regulation 34(3) read with Part D of Schedule V to the SEBI Listing Regulations, for the year ended 31st March 2023 is attached as Annexure VIII and forms a part of this Report.

ANNEXURES FORMING PART OF THIS REPORT

The following Annexures referred to in this Report and other information which are required to be disclosed are attached herewith and forms part of this Report:

ANNEXURE	PARTICULARS
I	Report on Corporate Governance
II	Auditor's Certificate on Corporate Governance
III	Secretarial Audit Report, Secretarial Compliance Report and Certificate of Non-Disqualification of Directors
IV	Annual Report on Corporate Social Responsibility (CSR) activities
V	Management Discussion and Analysis Report
VI	Prescribed Particulars on Conservation of Energy, Foreign Exchange earnings and outgo, etc.
VII	Particulars of Employees
VIII	Managing Director's Certificate under Regulation 34(3) read with Paragraph D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to compliance with the Code of Conduct.

APPRECIATION

Your Directors wish to convey their deep appreciation to all the employees, customers, vendors, bankers, regulators, investors and all other stakeholders for their sincere co-operation, support and dedicated services towards the performance of the Company. Your Directors also thank the Government of India, State Governments and the concerned Government Departments for extending their support and co-operation.

Kolkata
26th May 2023

For and on behalf of the Board of Directors

Sumit Mazumder
Chairman & Managing Director

ANNEXURE I

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company aims at maintaining a high standard of corporate governance. Its philosophy on corporate governance envisages the attainment of transparency, accountability and equity in all facets of its operations and in its interactions with its stakeholders, including shareholders, employees, lenders, and the government. The Company believes in the underlying goal of enhancing overall stakeholder value over a sustained period of time. It discloses information regarding its financial position, performance and other vital matters with transparency and fairness on a timely basis and is also in compliance with the requirements as specified in paragraph C of Schedule V to the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended from time to time (SEBI Listing Regulations), read with the Companies Act, 2013 (Act). The Company hereby submits a report on the matters mentioned in the said provisions as stated below.

BOARD OF DIRECTORS

The Board of Directors of the Company is entrusted with the ultimate responsibility of the management, direction and performance of the Company and represents an appropriate mix of professionalism, knowledge and experience to guide the Company in achieving its objectives in a sustainable manner for long term value creation for all stakeholders.

Composition of the Board

As on the date of this report the Board comprises 6 (six) Members of whom 1 (one) is an Executive Director being the Chairman and Managing Director, 4 (four) Non-Executive Independent Directors and 1 (one) Non-Executive Director respectively. The composition of the Board is in conformity with the provisions of the Act and SEBI Listing Regulations enjoining specified combination of Executive and Non-Executive Directors with Woman Director.

None of the Directors of the Company has inter-se relationship except Mr. Sumit Mazumder and Mrs. Manju Mazumder who are relatives in terms of Section 2(77) of the Act read with the Companies (Specification of definitions details) Rules, 2014, as amended.

None of the Directors on the Board of the Company is a Director in more than 7 (seven) listed companies or Independent Directors in more than 7 (seven) listed companies as per Regulation 17A of SEBI Listing Regulations or member in more than 10 (ten) Committees and Chairperson of more than 5 (five) Committees across all public limited companies (listed or unlisted) in India of which they are Directors as specified in Regulation 26 of the SEBI Listing Regulations.

Composition, Category, Directorship(s) and Committee Membership(s)/Chairmanship(s) in other Companies as on 31st March 2023

Name of Directors	Category of Directors	DIN	Directorships held in other Companies#	Committee Positions held in other Companies##		No. of Shares held
				As Chairperson	As Member	
Mr. Sumit Mazumder Chairman & Managing Director	Executive	00116654	-	-	-	767,447
Mrs. Manju Mazumder Director	Non- Executive	00743164	-	-	-	9,200
Mr. Subir Bhattacharyya Director*	Non-Executive Independent	09711826	-	-	-	-
Mr. Tulsi Das Banerjee Director*	Non-Executive Independent	03573211	-	-	-	-

#Exclude directorship in Foreign Companies, Private Companies and Companies under Section 8 of the Act.

##Only Audit Committee and Stakeholders Relationship Committee are considered as per Regulation 26(1)(b) of SEBI Listing Regulations.

*Mr. Subir Bhattacharyya and Mr. Tulsi Das Banerjee were appointed on the Board w.e.f.13th September 2022.

Directorships in Listed Entities other than TIL Limited and the Category of Directorships as on 31st March 2023 are as follows:

Name of Directors	Directorships held in Listed Companies	Category of Directorship
Mr. Sumit Mazumder	Nil	Nil
Mrs. Manju Mazumder	Nil	Nil
Mr. Subir Bhattacharyya	Nil	Nil
Mr. Tulsi Das Banerjee	Nil	Nil

Appointment, Re-appointment, etc. of Directors & Key Managerial Personnel

During the year under review, Mr. R. L. Gaggar, Independent Director, resigned from the Board on health grounds and Mr. G. Swarup, Independent Director, also resigned from the Board due to personal reasons.

Both the resignations were noted by the Board on 13th September 2022. LIC of India withdrew the nomination of its nominee, Mr. D. K. Banerjee from the Board of the Company which was also noted by the Board on 13th September 2022.

The Board had appointed Mr. Subir Bhattacharyya (DIN 09711826) and Mr. Tulsi Das Banerjee (DIN 03573211) as Independent Directors with effect from 13th September, 2022. As per the provisions of the Act read with the SEBI Listing Regulations and both the appointments were approved by the Shareholders at the 47th Annual General Meeting (AGM) of the Company by way of special resolutions.

In terms of Regulation 17(1)(c) of SEBI Listing Regulations, the Board of Directors of the top 2,000 listed entities (which includes your Company) should comprise of not less than 6 (six) Directors. However, with the resignation of Independent and Nominee Directors as aforesaid during the year, the composition of the Board reduced to four Directors as on 31st March 2023. The shortfall in Directors has since been regularized by inducting the following Independent Directors on the Board of the Company with effect from 18th May 2023:

1. Mr. Shamik Dasgupta (DIN 01127296)
2. Mr. Debasis Bhattacharya (DIN 00561865)

Mr. Sumit Mazumder retires by rotation in accordance with the provisions of the Act and being eligible offers himself for re-appointment at the ensuing AGM.

Mrs. Manju Mazumder, Non Executive Director of the Company shall be attaining the age of 75 years in October, 2023. In view of the same and pursuant to Regulation 17(1A) of SEBI Listing Regulations, a special resolution has been proposed to be passed at the forthcoming AGM to continue her Directorship.

The aforesaid appointments and re-appointments of Directors are proposed to be placed for approval of the Shareholders at the ensuing AGM of the Company, details of which are included in the Notice of the AGM read with the Notes and the Explanatory Statement thereto.

Ms. Bipasha Banerjee has resigned as the Chief Financial Officer of the Company on 26th May 2023 which shall be effective from 31st May 2023.

Mr. Sekhar Bhattacharjee was superannuated on 31st March 2022 and his term as the Company Secretary was extended till 31st March 2023. His term has further been extended by six months from 1st April 2023 to 30th September 2023.

A Chart/Matrix setting out the Skills/Expertise and Competencies of the Board of Directors

In terms of Para C(2), Schedule V to the SEBI Listing Regulations, the Board of Directors has identified the core skills/expertise/competencies which are desirable for effective functioning of the Company and its sector. Accordingly, the details of such skills possessed by the Directors being members of the Board as on 31st March 2023 are as under:

Skill/Expertise/Competencies	Mr. Sumit Mazumder	Mrs. Manju Mazumder	Mr. Subir Bhattacharyya	Mr. Tulsi Das Banerjee
Industry Knowledge & Experience				
a. Infrastructure/Heavy Equipment Manufacturing Industry Experience	✓		✓	✓
b. Infrastructure/Heavy Equipment Manufacturing Industry Knowledge	✓		✓	✓
Technical & Financial Skill and Experience				
a. Engineering & Technology	✓		✓	✓
b. Strategy & Planning	✓		✓	✓
c. Research & Development				
d. Finance & Audit	✓			
e. Risk Management	✓		✓	
f. Information Technology	✓	✓	✓	
g. Industrial Relations & Human Resource Management	✓	✓	✓	✓
h. Statutory Compliance				
Behavioral Competencies				
a. Decision Making	✓	✓	✓	✓
b. Leadership	✓	✓	✓	✓
c. Analysis and use of Information	✓			✓

Independent Directors

During the year under review, Mr. R. L. Gaggar and Mr. G. Swarup, Independent Directors, resigned from the Board on health grounds and personal reasons respectively and the said resignations were noted at the Board Meeting held on 13th September 2022. As on 31st March 2023, the Board consisted of 2 (two) Independent Directors namely, Mr. Subir Bhattacharyya and Mr. Tulsi Das Banerjee who were appointed on the Board with effect from 13th September 2022. The maximum tenure of the Independent Directors is in compliance with the Act. The Independent Directors comply with the definition of Independent Directors in terms of Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations and have given a declaration to this effect as required under Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of the SEBI Listing Regulations. As on the date of this Report, with the induction of Mr. Shamik Dasgupta and Mr. Debasis Bhattacharya on the Board with effect from 18th May 2023 the Board consists of 4 (four) Independent Directors.

Independent Directors' Meeting

Schedule IV to the Companies Act, 2013 and Regulation 25 of the SEBI Listing Regulations 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. Accordingly, exclusive meetings of the Independent Directors of the Company were held on 26th November 2022 and 30th March 2023. The Directors evaluated the performance of the Chairman and the Board as a whole including the quality, quantity and timeliness of flow of information between the management of the Company and the Board.

Familiarization Programs imparted to Independent Directors

The Independent Directors of the Company are accomplished professionals and are well acquainted with the nature of the industry, business model and other aspects of the Company. The Company has already familiarized the Independent Directors with regard to their roles and responsibilities, industry outlook, business strategy, Company's operations, etc. Periodical updates on applicable statutes, Company's policies, procedures and practices are presented to the Independent Directors from time to time as part of the familiarization program.

The details of familiarization programs for Independent Directors are available on the website of the Company at the weblink:<https://www.tilindia.in/investor-relations/familiarization-programme-for-independent-directors>.

Code of Conduct

The Company has adopted a Code of Conduct applicable for the Board of Directors, Senior Managers and all other Employees of the Company in accordance with Regulation 17(5) of the SEBI Listing Regulations. The Code of Conduct is also available on the Website of the Company at the weblink:<https://www.tilindia.in/about-us/code-of-conduct/>.

All Directors and Senior Management have confirmed compliance with the Code of Conduct for the year ended 31st March 2023. A declaration to this effect signed by the Chairman & Managing Director forms part of the Annual Report.

Board Meetings held during the Financial Year 2022-23

During the year ended 31st March 2023, 6 (six) meetings of the Board of Directors were held. All the Board Meetings during the year were held through physical mode at the registered office of the Company. However, there has been delays in holding Board Meetings within a gap of 120 days as prescribed under Regulation 17(2) of SEBI Listing Regulations for the first and second quarters due to initiation of a management audit at the behest of a Promoter in April, 2022. The date and the details of attendance at the Board Meetings are stated below:

Sl. No.	Date	Board Strength	No. of Directors Present	No. of Independent Directors Present
1.	13th September 2022	2*	2*	0*
2.	19th September 2022	4	4	2
3.	23rd November 2022	4	4	2

Sl. No.	Date	Board Strength	No. of Directors Present	No. of Independent Directors Present
4.	26th November 2022	4	4	2
5.	15th December 2022	4	4	2
6.	8th February 2023	4	4	2

* At the Board Meeting held on 13th September 2022, resignation of 3 Directors namely, Mr. R. L. Gaggar, Mr. G. Swarup (both Independent Directors) and Mr. D. K. Banerjee (LIC Nominee Director) were noted. At the same meeting, Mr. Subir Bhattacharyya and Mr. Tulsi Das Banerjee (being present at the Meeting) were appointed as Independent Directors and consequently the number of Directors present at the Board Meeting held on 13th September 2022 shall be construed as 4 and No. of Independent Directors present shall be 2.

Directors' Attendance at the Board Meetings and Annual General Meeting (AGM)

The details of attendance recorded at each of the Board Meetings and also at the Annual General Meeting of the Company held during the year ended 31st March 2023 are as under:

Name of Director	No. of Board Meetings Attended	Attendance at the last AGM held on 21st December 2022
Mr. Sumit Mazumder	6	Yes
Mrs. Manju Mazumder	6	Yes
Mr. Subir Bhattacharyya*	6	Yes
Mr. Tulsi Das Banerjee*	6	Yes

* Mr. Subir Bhattacharyya and Mr. Tulsi Das Banerjee were appointed on the Board w.e.f 13th September 2022 and their attendance have been considered for the purpose of quorum.

Information provided to the Board

The Board has access to all information relating to the Company. Agenda of the Meeting of the Board of Directors/Committees are circulated to all the Directors/Committee Members/Invitees prior to the meeting supported with adequate information as per the requirements of Secretarial Standards-I issued by the Institute of Company Secretaries of India, in a structured format except unpublished price sensitive information, for an effective and well informed decision making during the meetings. Where it is not practical to attach any document to the agenda, the same is tabled before the meeting with specific reference to this effect in the agenda and approval for the same is taken from the Board/Committees, as applicable.

The Company Secretary records minutes of the proceedings of each Board and Committee meetings. Draft minutes are circulated to Board/Committee Members for their comments.

Role of Company Secretary in the overall Governance Process

The Company Secretary ensures conformity with various regulatory provisions applicable to the Company and makes available all relevant information, details and documents to the Directors and the Senior Management for effective decision making at the meetings.

BOARD COMMITTEES

The Board of Directors of the Company has constituted the following Committees:

- Audit Committee.
- Nomination and Remuneration Committee.
- Stakeholders' Relationship Committee.
- Corporate Social Responsibility Committee.
- Management Committee.

The constitution and composition, terms of reference, meeting and attendance and other details of these Committees are detailed hereunder.

AUDIT COMMITTEE

Constitution and Composition

The Audit Committee acts as an interface between the Statutory Auditors and Internal Auditors, the Management and the Board of Directors. The composition of the Audit Committee, its powers and terms of reference are in alignment with the provisions of Section 177 of the Act read with the Rules issued thereunder and Regulation 18 of the SEBI Listing Regulations read with Part C of Schedule II thereto. The Members of the Audit Committee are financially literate and have experience in financial management. All the recommendations made by the Audit Committee during the year under review were accepted by the Board.

As on 31st March 2023 the Audit Committee consists of 3 (three) Non-executive Directors namely, Mr. Subir Bhattacharyya (Chairperson), Mr. Tulsi Das Banerjee (Member) and Mrs. Manju Mazumder (Member).

Subsequently, pursuant to appointment of Mr. Shamik Dasgupta and Mr. Debasis Bhattacharya as Independent Directors on the Board of the Company, the Audit Committee has been re-constituted with effect from 18th May 2023 to induct both Mr. Shamik Dasgupta and Mr. Debasis Bhattacharya as Members in the Audit Committee.

The Company Secretary, Mr. Sekhar Bhattacharjee, is the Secretary to the Audit Committee. The Chairman & Managing Director and the Chief Financial Officer are permanent invitees to all Audit Committee Meetings.

Terms of Reference

The terms of reference of the Committee, inter alia, includes the following:

- 1) the recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- 2) review and monitor the auditor's independence and performance, and effectiveness of audit process;
- 3) examination of the financial statement and the auditors' report thereon;
- 4) approval of any subsequent modification of transactions of the Company with related parties;
- 5) scrutiny of inter-corporate loans and investments;
- 6) valuation of undertakings or assets of the Company, wherever it is necessary;
- 7) evaluation of internal financial controls and risk management systems; and
- 8) monitoring the end use of funds raised through public offers and related matters.

Meetings and Attendance

During the year ended 31st March 2023 the Audit Committee met 5 (five) times on 19th September 2022, 23rd November 2022, 26th November 2022, 15th December 2022 and 8th February 2023 respectively. However, there has been delays in holding Audit Committee Meetings within a gap of 120 days as prescribed under Regulation 18(2)(a) of SEBI Listing Regulations for the first and second quarters due to initiation of a management audit at the behest of a Promoter in April, 2022.

The Audited Financial Results together with the Audited Financial Statements of the Company for the financial year ended 31st March 2023 were reviewed, considered and recommended by the Audit Committee to the Board at its meeting held on 26th May 2023.

The details of attendance of the Members at the said Audit Committee Meetings held during the financial year 2022-23 are as under:

Name	Status	Meetings held	Meetings attended
Mr. Subir Bhattacharyya	Chairperson	5	5
Mr. Tulsi Das Banerjee	Member	5	5
Mrs. Manju Mazumder	Member	5	5

NOMINATION AND REMUNERATION COMMITTEE

Constitution and Composition

The Committee as on 31st March 2023 comprised two Non-Executive Independent Directors namely, Mr. Tulsi Das Banerjee (Chairperson) and Mr. Subir Bhattacharyya (Member) and one Non-Executive Director namely, Mrs. Manju Mazumder (Member). The Company Secretary, Mr. Sekhar Bhattacharjee is the Secretary to the Nomination and Remuneration Committee. The composition of the Nomination and Remuneration Committee of the Board is in compliance with the provisions of Section 178 of the Companies Act, 2013 read with Regulation 19 of SEBI Listing Regulations.

Terms of Reference

The power, role and broad terms of reference of the Nomination and Remuneration Committee are as per the provisions of Section 178 of the Companies Act, 2013 read with the SEBI Listing Regulations.

The terms of reference of the Committee, as amended, inter alia, include the following:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to the remuneration of the directors, key managerial personnel and other employees;
2. formulation of criteria for evaluation of performance of independent directors and the board of directors;
3. devising a policy on diversity of board of directors;
4. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal;
5. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors; and
6. recommend to the board, all remunerations, in whatever form, payable to senior management.

Meetings and Attendance

During the financial year 2022-23, the Committee met once on 30th March 2023. The details of attendance of the Members in the said meetings are as under:

Name	Status	Meetings held	Meetings attended
Mr. Tulsi Das Banerjee	Chairperson	1	1
Mr. Subir Bhattacharyya	Member	1	1
Mrs. Manju Mazumder	Member	1	1

Performance Evaluation of the Board, its Committees and Directors

Your Company understands the requirements of an effective Board Evaluation process and accordingly conducts the Performance Evaluation every year in respect of the following:

- i. Board of Directors as a whole.
- ii. Committees of the Board of Directors.
- iii. Individual Directors including the Chairman of the Board of Directors.

In compliance with the requirements of the provisions of Section 178 of the Companies Act, 2013, the Listing Regulations and the Guidance Note on Board Evaluation issued by SEBI vide its Circular dated 5th January 2017, the Company has carried out a Performance Evaluation process internally for the Board/Committees of the Board/Individual Directors including the Chairman of the Board of Directors for the financial year ended 31st March 2023 through structured questionnaires which complied with all the criteria of Evaluation as envisaged in the SEBI Circular on 'Guidance Note on Board Evaluation'.

The performance of Directors and the Board as a whole was evaluated by the Nomination and Remuneration Committee and the Board at its meeting held on 30th March 2023. The performance of the Committees was also evaluated by the Board seeking inputs from the Committee Members

Based on the feedback, the Board found that the Directors have been diligent and sincere in performance of their duties and the Board also expressed its satisfaction with the evaluation process and results thereof.

Remuneration to Directors for the Year Ended 31st March 2023

(in ₹)

Name of the Director	Salary [including Special Pay/ Incentives]	Perquisites (computed under the Income Tax Act, 1961)	Contribution to Provident and other Funds	Commission	Sitting fees	
					Board Meeting	Committee Meeting
Mr. Sumit Mazumder	18,300,000	4,800,000	1,593,884	-	-	-
Mrs. Manju Mazumder	-	-	-	-	-	-
Mr. Subir Bhattacharyya	-	-	-	-	120,000	150,000
Mr. Tulsi Das Banerjee	-	-	-	-	120,000	120,000

Appointment and Remuneration Policy

The Appointment and Remuneration Policy of the Company illustrates the criteria of making payments to Non-Executive Directors, Executive Directors and Senior Management Personnel. The Policy is available on the Company's website under the weblink <https://www.tilindia.in/investor-relations/appointment-remuneration-policy>.

STAKEHOLDERS RELATIONSHIP COMMITTEE

Constitution and Composition

As on 31st March 2023, the Committee comprised 1 (one) Non-Executive Independent Director namely, Mr. Subir Bhattacharyya (Chairperson), 1 (one) Whole-time Director namely, Mr. Sumit Mazumder (Member) and 1 (one) Non-Executive Director namely, Mrs. Manju Mazumder (Member). Mr. Sekhar Bhattacharjee, Company Secretary is the Secretary to the Stakeholders Relationship Committee. The composition of the Stakeholders Relationship Committee of the Board is in accordance with the provisions of Section 178 of the Companies Act, 2013 read with Regulation 20 of the SEBI Listing Regulations.

Terms of Reference

The power, role and broad terms of reference of the Stakeholders Relationship Committee are as per the provisions of Section 178 of the Companies Act, 2013 read with the SEBI Listing Regulations.

The broad terms of reference of the Committee, as amended, inter-alia include the following:

1. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent; and

4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

Meetings and Attendance

During the financial year ended on 31st March 2023 the meeting of the Stakeholders Relationship Committee was held on 30th March 2023. The details of attendance of the Members in the said meeting is as under:

Name	Status	Meeting(s) held	Meeting(s) attended
Mr. Subir Bhattacharyya	Chairperson	1	1
Mr. Sumit Mazumder	Member	1	1
Mrs. Manju Mazumder	Member	1	1

Compliance Officer

The Company Secretary, Mr. Sekhar Bhattacharjee is the Compliance Officer as per the provisions of SEBI Listing Regulations.

Complaints from Shareholders and Pledge of Shares

During the financial year ended 31st March 2023, the Company had received one complaint from a Shareholder during the quarter ended 31st December 2022 which was resolved within the same quarter and no other complaints were pending or unresolved as on 31st March 2023.

No pledge has been created over the Equity Shares held by the Promoters during the financial year ended 31st March 2023.

Share Transfer and Certificate Committee

The Board has delegated the powers of approving transmission of shares, sub-division or consolidation of shares and issue of new/duplicate share certificates to the Share Transfer and Certificate Committee. As on 31st March 2023 the Committee consists of 1 (one) Directors namely, Mr. Sumit Mazumder (Member) and Mr. Sekhar Bhattacharjee, Company Secretary. The Committee met 5 (five) times during the year ended 31st March 2023 and approved request for Transmission/Deletion/Transposition/Change of Name of share certificates and issue of duplicate share certificates lodged with the Company.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Constitution and Composition

The Committee as on 31st March 2023 consists of 1 (one) Non-Executive Director namely, Mrs. Manju Mazumder (Chairperson), 1 (one) Executive Director namely, Mr. Sumit Mazumder (Member) and 1 (one) Non-executive Independent Director namely, Mr. Subir Bhattacharyya (Member). The composition of the Corporate Social Responsibility ('CSR') Committee of the Board is in accordance with the provisions of Section 135 of the Companies Act, 2013. The Company Secretary, Mr. Sekhar Bhattacharjee is the Secretary to the CSR Committee.

Terms of Reference

The terms of reference of the Committee, inter alia, include the following:

- 1) recommendation to the Board the activities to be undertaken by the Company as per the CSR Policy and the amount of expenditure to be incurred on the activities referred in the said policy;
- 2) monitoring of CSR Policy from time to time; and
- 3) preparing a transparent monitoring mechanism for ensuring implementation of the projects/programs/activities proposed to be undertaken by the Company.

Since the average net profit of the Company for the last three years was negative, hence, there was no requirement to spend any amount on CSR activities during the financial year 2022-23 pursuant to Section 135 of the Companies Act, 2013. Accordingly, no such CSR activities were carried out during the financial year 2022-23.

Meetings and Attendance

During the financial year ended on 31st March 2023 the meeting of the CSR Committee was held on 30th March 2023. The details of attendance of the Members in the said meeting is as under:

Name	Status	Meeting(s) held	Meeting(s) attended
Mrs. Manju Mazumder	Chairperson	1	1
Mr. Sumit Mazumder	Member	1	1
Mr. Subir Bhattacharyya	Member	1	1

Management Committee

A Management Committee of the Board of Directors of the Company comprising both Executive Directors and Non-Executive Directors were constituted on 8th February 2019 with a view to take important business/policy decisions. The Committee comprises 3 (three) Members namely, Mr. Sumit Mazumder, Mrs. Manju Mazumder and Mr. Subir Bhattacharyya. No meeting of the Committee was held during the financial year ended on 31st March 2023.

RISK MANAGEMENT

The Company has in place mechanisms with respect to business risk assessment plan and its mitigation procedure which is subject to review by the Audit Committee and the Board of Directors. Every effort is being made to ensure that the management is able to control risk through means of a properly defined framework.

SUBSIDIARY COMPANIES

Presently, the Company has one Subsidiary Company viz. TIL Overseas Pte. Ltd. (TILO).

Mr. Sumit Mazumder, Chairman & Managing Director is also on the Board of TILO.

The signed minutes of the Board meetings of the Subsidiary Company are placed at the Board meeting of the Company.

All significant transactions and arrangements entered into by the Subsidiary Company are brought to the notice of the Board of Directors of the Company.

GENERAL BODY MEETINGS

(a) Location and time of last three Annual General Meetings (AGMs)

Financial Year	Date	Time	Location
2019-2020	11-09-2020	10.00 A.M.	Through Video Conference
2020-2021	10-09-2021	10.00 A.M.	Through Video Conference
2021-2022	21-12-2022*	10.00 A.M.	Through Video Conference

* The Company applied before the Registrar of Companies/Ministry of Corporate Affairs seeking extension of time for holding the AGM which was granted vide letter dated 21st September 2022 for holding the AGM within 30th December 2022.

(b) Special Resolutions passed at the last three AGMs

Financial Year	Item
2019-2020	Re-appointment of Mr. Sumit Mazumder (DIN 00116654) as the Chairman & Managing Director of the Company for a period of five years with effect from 1st June 2020 to 31st May 2025.

(b) Special Resolutions passed at the last three AGMs (contd.)

Financial Year	Item
2020-2021	1. Re-appointment of Dr. T. Mukherjee (DIN 00004777) as an Independent Director of the Company for a further term of five consecutive years w.e.f 1st April 2021. 1. Re-appointment of Ms. Veena Hingarh (DIN 00885567) as an Independent Director of the Company for a further term of five consecutive years w.e.f 26th March 2021.
2021-2022	1. Appointment of Mr. Subir Bhattacharyya (DIN 09711826), as an Independent Director of the Company for a term of five consecutive years with effect from 13th September 2022 and also pursuant to Regulation 17(1A) of SEBI Listing Regulations. 1. Appointment of Mr. Tulsi Das Banerjee (DIN 03573211), as an Independent Director of the Company for a term of five consecutive years with effect from 13th September 2022.

(c) An Extraordinary General Meeting (EGM) was held by the Company on 23rd December 2022 for issuance of 7,496,592 equity shares of face value of ₹ 10/- each to Indocrest Defence Solutions Private Limited at a price of ₹ 92.40 per share under Regulation 164A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

(d) No Resolution was passed during the financial year 31st March 2023 through Postal Ballot under Section 110 of the Companies Act, 2013 and Rules framed thereunder.

(e) The Company does not propose to carry out any Special Resolution through Postal Ballot under Section 110 of the Companies Act, 2013 and Rules framed thereunder on or before the forthcoming AGM.

MEANS OF COMMUNICATION

Financial Results: Prior intimation of the Board Meeting to consider and approve the Unaudited/Audited Financial Results of the Company is given to the Stock Exchanges and also disseminated on the website of the Company at www.tilindia.in. The aforesaid Financial Results are immediately intimated to the Stock Exchanges, after the same are approved at the Board Meeting. The Annual Audited Financial Statements are sent to every Member of the Company in the prescribed manner.

Newspapers/Press Releases: Intimation of Board Meeting, the Financial Results etc. of the Company are normally published in prominent business newspapers in an English (viz., Financial Express) and in a regional newspaper published in Bengali (viz., Aajkal).

Website: The website of the Company www.tilindia.in contains a dedicated section "Investor Relations" where all information/details which are required to be disseminated through the website of the Company as per the provisions of the Companies Act, 2013 and the SEBI Listing Regulations are hosted.

Price Sensitive Information: The Company promptly intimates the Stock Exchanges about all price sensitive information or such other matters which in the opinion of the Board are material and of relevance to the Shareholders and the same are simultaneously hosted on the website of the Company at www.tilindia.in.

GENERAL SHAREHOLDER INFORMATION
AGM: Date, Time and Venue

The 48th AGM of the Company shall be held on Tuesday, the 26th September 2023 at 10.00 A.M. through Video Conference (VC) or Other Audio Visual Means (OAVM). Notice of the 48th AGM is separately provided along with the Annual Report.

Dividend

Due to inadequate profits, the Board of Directors has not recommended any dividend for the financial year ended on 31st March 2023.

Tentative Financial Calendar for 2023-24

The tentative dates of Board Meetings for consideration of quarterly and annual financial results for the financial year 2023-24 are as follows:

Period	Date
First Quarter ending 30th June 2023	August, 2023
Second Quarter ending 30th September 2023	November, 2023
Third Quarter ending 31st December 2023	February, 2024
Fourth Quarter and Annual Results for year ending 31st March 2024	May, 2024

Cut-off Date for AGM

The cut-off date to determine the Members entitled to undertake voting electronically on all the resolutions set forth in the Notice of the AGM by remote e-Voting and also e-Voting during the AGM shall be Tuesday, 19th September 2023.

Listing on Stock Exchanges

Name of the Stock Exchange	Address	Stock Code
BSE Limited (BSE)	Phiroze Jeejeeboy Tower, Dalal Street, Fort, Mumbai - 400 001	505196
National Stock Exchange of India Ltd. (NSE)	Exchange Plaza, 5th Floor, Plot No. C/1, G-Block Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051	TIL-EQ

For dematerialization of equity shares of the Company of face value of ₹ 10/- each, the International Security Identification Number (ISIN) allotted to the Company is INE806C01018.

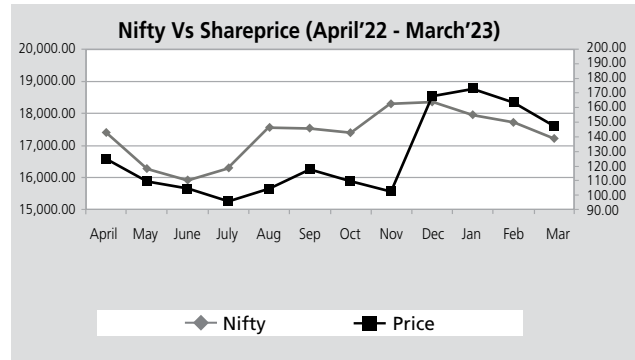
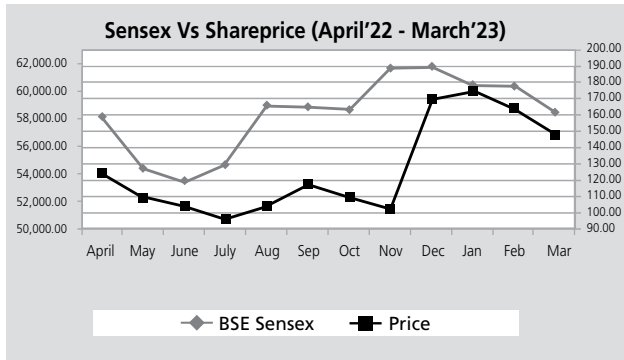
Annual Listing fees for the financial year 2022-23 have been paid to all the Stock Exchanges mentioned above and all the requirements of the stock exchanges including submission of quarterly reports and certificates were complied with.

Market Price Data

High/Low of market price of the Company's shares traded on the Stock Exchanges during the year ended 31st March 2023 is furnished below:

Months	TIL Share price on BSE*		BSE (Sensex)	TIL Share price on NSE *		NSE (Nifty)
	(₹)		(Monthly Closing)	(₹)		(Monthly Closing)
	High	Low		High	Low	
April, 2022	153.20	102.75	58,165.86	153.00	102.05	17,419.36
May, 2022	117.75	98.40	54,436.66	120.85	98.05	16,271.02
June, 2022	118.30	88.55	53,478.91	119.00	88.00	15,933.16
July, 2022	103.55	92.60	54,684.80	104.95	92.30	16,299.02
August, 2022	133.70	93.35	58,990.51	133.80	92.20	17,579.07
September, 2022	133.65	105.10	58,843.43	134.95	105.35	17,544.88
October, 2022	120.50	98.00	58,632.37	121.70	99.75	17,406.87
November, 2022	125.65	82.45	61,631.46	125.90	81.75	18,311.28
December, 2022	207.75	131.90	61,767.33	199.85	132.15	18,385.13
January, 2023	224.00	143.80	60,397.23	220.25	142.65	17,968.75
February, 2023	193.80	140.00	60,345.93	191.90	140.00	17,739.22
March, 2023	166.30	133.05	58,502.47	165.00	132.70	17,225.64

* Where equity shares of the Company are regularly traded.

Stock Performance of TIL Limited vs. BSE and NSE Indices:

Registrar and Share Transfer Agent

The share management work, both physical and demat, is being handled by the Registrar and Share Transfer Agent of the Company whose name and address are given below:

C.B. Management Services (P) Ltd.,
P-22, Bondel Road, Kolkata 700 019
Telephone Numbers : 033 4011 6700/2280/6692/3643
Fax Number : 033 4011 6739
E-Mail : rta@cbmsl.com

Share Transfer System

All Shareholders holding shares in physical form have already been advised to take steps to dematerialize the equity shares held by them since requests for effecting transfer of securities held in physical form shall no longer be processed by the Company as per circular issued by SEBI.

It is confirmed that there was no request for registration of share transmission or transposition lying pending as on 31st March 2023 and that all requests for issue of new certificates, sub-division or consolidation of shareholdings, etc., received upto 31st March 2023 have since been processed. The Company has an efficient system in place to record and process all requests for dematerialization and re-materialization of shares of the Company through National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL).

The Company obtains yearly certificate from a Company Secretary in Practice confirming the issue of certificates for transfer, sub-division, consolidation etc., and submits a copy thereof to the Stock Exchanges in terms of Regulation 40(9) of the SEBI Listing Regulations. Further, the Compliance Certificate under Regulation 7(3) of the SEBI Listing Regulations, confirming that all activities relating to share transfer facility are maintained by the Registrar and Share Transfer Agent registered with SEBI is also submitted to the Stock Exchanges on a yearly basis.

Audit Report on Reconciliation of Share Capital

Audit Report on Reconciliation of Share Capital issued by M/s. T. Chatterjee & Associates, Practicing Company Secretaries for reconciliation of share capital under Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018, confirming that the total issued capital of the Company is in agreement with the total number of shares in physical form and total number of dematerialized shares held with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), is placed before the Board on a quarterly basis. A copy of the said Audit Report is also submitted to the Stock Exchanges on quarterly basis where the Company's shares are listed and are also available on the website of the Company.

Shareholding Pattern as on 31st March 2023

Category of Shareholder	Number of Shareholders	Total Number of Shares	% of holding
Shareholding of Promoter and Promoter Group	14	5,646,798	56.30
Mutual Funds/UTI	1	85	0.00
Banks	6	935	0.01
Insurance Companies	3	897,875	8.95
Foreign Portfolio Investors	1	4,591	0.05
Investor Education and Protection Fund	1	69,927	0.69
Individuals	8,150	2,771,674	27.63
Non Resident Individuals	123	44,683	0.45
Foreign Nationals	1	9,103	0.09
Bodies Corporate	91	135,305	1.35
Trust	1	150	0.00
LLP	2	5,200	0.05
Employee	5	547	0.01
Clearing Member	3	2,045	0.02
HUF	177	441,347	4.40
Total*	8,579	10,030,265	100.00

*PAN Merged

Distribution of Shareholding as on 31st March 2023

Range/Category (Shares)	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shares to total Shares
1-500	7,962	90.96	707,914	7.06
501-1000	404	4.62	310,774	3.10
1001-2000	181	2.07	269,300	2.68
2001-3000	62	0.71	157,153	1.57
3001-4000	30	0.34	106,251	1.06
4001-5000	20	0.23	89,884	0.90
5001-10000	36	0.41	272,232	2.71
10001-50000	34	0.39	889,362	8.87
50001-100000	9	0.10	611,322	6.09
100001 & above	15	0.17	6,616,073	65.96
Total*	8,753	100.00	10,030,265	100.00

*Non PAN Merged

Dematerialization of Shares and Liquidity

The Company's shares are available for dematerialization/re-materialization with both the Depositories, i.e., NSDL and CDSL.

As on 31st March 2023, 98.72% of the Company's total shares representing 9,901,621 shares are held in dematerialized form and 1.28% representing 128,644 shares are in physical form.

Status as on 31st March 2023

Particulars	No. of Shares	No. of Folios	% of Capital
NSDL	8,219,189	3,992	81.95
CDSL	1,682,432	4,192	16.77
Physical	128,644	569	1.28
Total	10,030,265	8,753	100.00

Top 10 (Ten) Shareholders as on 31st March 2023

Sl. No.	Name of the Shareholder	No. of Shares	% of holding
1.	The Coles Cranes Group Limited	1,930,828	19.25
2.	Mr. Sumit Mazumder	767,447	7.65
3.	LIC ASM Non Par	726,438	7.24
4.	Marbellous Trading Private Limited	457,230	4.56
5.	Mahan Eximp Limited	435,955	4.35
6.	Girish Gulati HUF	360,480	3.59
7.	Supriya Leasing Limited	358,707	3.58
8.	Arihant Merchants Limited	318,749	3.18
9.	BP Commodities Private Limited	282,500	2.82
10.	Sunrise Proteins Limited	265,186	2.64

Transfer of Unclaimed Dividend and Shares to Investor Education & Protection Fund (IEPF)

During the financial year 2022-23, no unclaimed dividend or shares were transferred to Investor Education and Protection Fund.

Mr. Sekhar Bhattacharjee, Company Secretary of the Company is the Nodal Officer for dealing with IEPF matters.

Members whose dividend together with the shares are already transferred to the IEPF Authority are entitled to claim such unclaimed dividend and shares including benefits, if any, accruing on such shares from the IEPF Authority by making an online application in Web Form IEPF-5 and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents at the Registered Office of the Company for verification of their claims.

Credit Ratings

No credit ratings of the financial facilities of the Company were done during the year under review.

Plant Locations

Kamarhatty – 517, B.T. Road, Kolkata 700 058, West Bengal

Sahibabad – Plot No.11, Site-4, Sahibabad Industrial Area,
Ghaziabad 201 010, Uttar Pradesh

Kharagpur – Changual Village, District: Paschim Medinipore, West Bengal

Address for Correspondence

Registered Office:

1, Taratolla Road, Garden Reach, Kolkata 700 024

Phone Nos.: (033) 2469-3732/36 (5 lines)

(033) 6633 2000

Fax Nos.: (033) 2469-2143/2469-3731

Email: secretarial.department@tilindia.com

Website: www.tilindia.in

DISCLOSURES

a) All transactions entered into with related parties as defined under the Companies Act, 2013 and provisions of the Listing Regulations during the year were on an arm's length basis and in the ordinary course of business. These have been placed and approved by the Audit Committee. The Board of Directors has approved and adopted a Related Party Transactions Policy, Policy for Determining Material Subsidiaries and Policy on Materiality of Related Party Transactions and the same has been uploaded on the website of the Company and can be accessed at: <https://www.tilindia.in/investor-relations/related-party-transaction-policy>. Further, all the materially significant related party transactions are displayed in Note no. 41 of the Audited Financial Statement for the financial year ended 31st March 2023.

b) The Company, in general, has been compliant with the requirements of the regulatory authorities on capital markets. However, due to certain delays in complying with some of the Regulations under the SEBI Listing Regulations, the Stock Exchanges have imposed certain penalties/strictures on the Company during the year under review. The Company has already applied for waiver of such penalties/strictures to the Stock Exchanges. The details of penalties imposed by the Stock Exchanges till 31st March 2023 are tabled below:

Sl. No.	Regulation	Total Penalty Imposed (₹)
1.	Regulation 33	825,000
2.	Regulation 17(1)	1,630,000
3.	Regulation 17(2)	20,000
4.	Regulation 17(1A)	198,000

c) Whistle Blower Policy framed by the Company to deal with unethical behavior, victimization, fraud and other grievances or concerns, if any, is available on the Company's website (weblink <https://www.tilindia.in/investor-relations/whistle-blower-policy>). During the financial year 2022-23 no personnel has been denied access to the Audit Committee to lodge their grievances.

d) The disclosures in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 have been discussed in the Directors' Report.

e) All mandatory requirements and all non-mandatory requirements have been appropriately complied with except that the Company does not send the half-yearly declaration of financial performance including summary of the significant events in last six-months to each household of Shareholders.

f) The Management Discussion and Analysis Report forms a part of the Directors' Report.

g) The Board of Directors of the Company has adopted a Policy for determining Material Subsidiaries and the same is available on the website of the Company (weblink <https://www.tilindia.in/investor-relations/policy-for-determining-material-subsiidiaries>).

h) Disclosure of commodity price risk and commodity hedging activities are not applicable to the Company.

i) There were no loans and advances in the nature of loans to firms/companies in which directors were interested.

j) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of SEBI Listing Regulations are not applicable to the Company.

k) Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part are detailed in Note No. 31.1 to the Standalone Financial Statement.

l) The Board was unable to obtain the recommendation of the Nomination and Remuneration (NRC) Committee prior to the appointment of Mr. Subir Bhattacharyya and Mr. Tulsi Das Banerjee as Independent Directors of the Company on 13th September 2022 as the composition of the NRC Committee was not in accordance with Section 178 of the Companies Act, 2013 due to the resignation of Directors during the year.

m) The CEO & CFO Certification for the financial year 2022-23 as required under Regulation 17(8) of the SEBI Listing Regulations forms part of the Annual Report.

- n) The financial statements have been prepared in accordance with Indian Accounting Standards (“Ind AS”) prescribed under Section 133 of the Companies Act, 2013 (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 the financial statements are approved for issue by the Board of Directors has been considered in preparing these financial statements.

- o) A certificate has been obtained from T. Chatterjee & Associates, Practicing Company Secretaries confirming that none of the Directors of the Company has been debarred or disqualified by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority from being appointed or continuing as Directors of the Company and the same forms part of the Annual Report.
- p) The Board of Directors had adopted a Code of Conduct for the members of the Board, Committees and Senior Management of the Company and also for Independent Directors. The Code of Conduct applicable to Directors and Senior Management, as approved by the Board of Directors, is available on the website of the Company at https://www.tilindia.in/assets/pdf/TIL_Code_of_Conduct.pdf. All Directors and Senior Management Personnel have affirmed compliance with the Code and a declaration signed by the Chairman & Managing Director is attached as Annexure VIII and forms part of the Annual Report.

DISCRETIONARY REQUIREMENTS

a) The Board

The Chairman of the Company being a Whole-time Director, the requirement relating to maintenance of Non-Executive Chairman’s office is not applicable.

b) Shareholder’s Rights

As the Company’s Quarterly Results are published in newspapers having a wide circulation, posted on the Company’s website viz. www.tilindia.in and also disseminated on the website of the Stock Exchanges, viz. NSE and BSE. Accordingly, the Company does not circulate the half-yearly results separately to the Shareholders.

c) Modified Opinion(s) in Audit Report

The Company’s Financial Statements have been accompanied with modified audit opinion - both on quarterly and yearly basis and also both on Standalone and Consolidated basis.

d) Separate Post of Chairperson and the Managing Director or the Chief Financial Officer

There is no separate post of Chairperson and the Managing Director. Mr. Sumit Mazumder is an Executive Director and is the Chairman and Managing Director of the Company.

e) Reporting of Internal Auditor

During the year under review the Company has appointed M/s V. Singhi & Associates, Chartered Accountants as Internal Auditors of the Company. The Internal Auditors have direct access to the Audit Committee.

COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS

There were certain delays in declaration of financial results for the fourth quarter and financial year ended 31st March 2022 as well as for the first and second quarter results of the financial year under review as stipulated under the SEBI Listing Regulations. This was due to initiation of a management audit at the behest of a Promoter in April, 2022. The Stock Exchanges have imposed certain fines, as detailed above, on the Company under the SEBI Listing Regulations for delays in declaring quarterly results, inadequate Board composition during the year, etc. The Company has applied to the Stock Exchanges requesting for waiver of fines.

Pursuant to Part E of Schedule V to the SEBI Listing Regulations, a Compliance Certificate from the Statutory Auditors regarding compliance of conditions of Corporate Governance by the Company forms a part of the Directors’ Report.

ANNEXURE II**INDEPENDENT AUDITOR'S
CERTIFICATE ON CORPORATE
GOVERNANCE**

To
The Members of
TIL Limited

This Certificate is issued in accordance with the terms of our engagement with TIL Limited ('the Company').

We have examined the compliance of conditions of Corporate Governance by the Company, for the year ended 31st March 2023 as stipulated in Regulations 17 to 27 and clauses (b) to (i) and (t) of Regulation 46(2) and Para C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

Managements' Responsibility

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

Auditor's Responsibility

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

We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), to the extent relevant, the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

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

Opinion

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) and (t) of Regulation 46(2) and Para C, D and E of Schedule V of the Listing Regulations during the year ended 31st March 2023, except to the following :

- a) Non-compliance of Regulation 17(1)(b) of Listing Regulations regarding the requirement of having atleast half of the Board of Directors comprising of Independent Director between the period from 1st April 2022 to 12th September 2022.
- b) Non-Compliance of Regulation 17(1)(c) of Listing Regulations regarding the requirement of having not less than six directors in the Boards between the period from 1st April 2022 to 31st March 2023.

- c) Non-Compliance of Regulation 17(1A) of Listing Regulations regarding the requirement of appointing a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect. However, the special resolution has been obtained subsequently.
- d) Non-Compliance of Regulation 17(1C) of Listing Regulations regarding the requirement of taking approval of Shareholders for appointment of directors on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. The approval for appointment of two directors were obtained after a delay of 9 days from the prescribed period.
- e) Non-Compliance of Regulation 17(2) of Listing Regulations regarding the requirement of having a maximum gap of 120 days between any two consecutive meetings of Board of Directors as there was one instance where the gap between two consecutive meetings was 215 days.
- f) Non-Compliance of Regulation 17(2A) of Listing Regulations, in the meeting held on 13th September 2022, regarding the quorum of the meeting of the board of directors which shall be one-third of its total strength or three directors, whichever is higher, including at least one independent director.
- g) Non-Compliance of Regulation 18(1)(a) of Listing Regulations regarding the requirement that the Audit Committee shall have minimum three directors as members between the period from 31st May 2022 to 12th September 2022.
- h) Non-Compliance of Regulation 18(1)(b) of Listing Regulations regarding the requirement of having at least two-thirds of the members of Audit Committee shall be Independent Directors between the period from 31st May 2022 to 12th September 2022.
- i) Non-Compliance of Regulation 18(2)(a) of Listing Regulations regarding the requirement of having a maximum gap of 120 days between any two meetings of Audit Committee as there was one instance where the gap between two consecutive meetings was 221 days.
- j) Non-Compliance of Regulation 19(1) of Listing Regulations regarding the requirement that the Nomination and Remuneration Committee shall comprise of at least three non-executive directors wherein two third shall be independent between the period from 31st May 2022 to 12th September 2022.
- k) Non-Compliance of Regulation 20(2A) of Listing Regulations regarding the requirement that the Stakeholders Relationship Committee shall comprise of at least three directors wherein one shall be independent between the period from 31st May 2022 to 12th September 2022.
- l) Non-Compliance of Regulation 25(6) of Listing Regulations regarding the requirement that an independent director who resigns or is removed from the board of directors of the listed entity shall be replaced by a new independent director by listed entity at the earliest but not later than three months from the date of such vacancy since there was a delay by 13 days in one case.

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

Restriction on Use

The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it should not be used by any other person or for any other purpose.

Kolkata
26th May 2023

For Singhi & Co.
Chartered Accountants
Firm Registration No. 302049E
Giridhari Lal Choudhary - Partner
Membership No. 052112
UDIN: 23052112BGXCJM5570

ANNEXURE III**SECRETARIAL
AUDIT REPORT****FORM MR-3****(For the financial year ended 31st March 2023)**

[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 of
TIL Limited
1, Taratolla Road Garden Reach,
Kolkata-700024**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by TIL Ltd, CIN- L74999WB1974PLC041725 (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on verification of the books, papers, minute books, forms, returns filed and other records maintained by the Company, information provided by the Company, its officers (including RTA), electronic records available in the official portal of the Ministry of Corporate Affairs www.mca.gov.in, portal of the Stock Exchanges, representation made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering financial year ended on 31st March 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed with the stock exchanges, in the official portal of the Ministry of Corporate Affairs (MCA) etc. and other records maintained by the company for the audit period ended on 31st March 2023 according to the applicable provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) 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; (not applicable to the Company during the audit period)
- v) The following Regulations and Guidelines, as amended from time to time, prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the company;
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulation, 2021; (not applicable to the Company during audit period)
 - e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - f. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulation, 2021; (not applicable to the Company during audit period)
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (not applicable to the Company during audit period)

- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations 2018 ; (not applicable to the Company during audit period)
 - i. The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015;
 - j. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- vi) The Management of the Company represented that fiscal, labour and environmental laws and other Statutes which are applicable to such type of companies, are generally complied with which inter-alia includes the followings which are specifically applicable to the Company:
- (a) The Factories Act, 1948 and Rules made thereunder;
 - (b) Pollution Control Act, Rules, Notification issued thereon;
 - (c) Shops and Establishment Act, 1953;
 - (d) The Employees Provident Fund and Miscellaneous Provisions Act, 1952 and Rules made thereunder;
 - (e) The Minimum Wages Act, 1948;
 - (f) The Payment of Bonus Act, 1965;
 - (g) The Payment of Gratuity Act, 1972;
 - (h) The Payment of Wages Act, 1936 and other applicable Industrial and Labour Laws.
- vii) We have also examined compliance of the applicable clauses of the following:
- a. Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board Meetings (SS-1) and General Meetings (SS-2).
 - b. The Listing Agreements entered into by the Company with BSE Ltd, National Stock Exchange of India Ltd. and The Calcutta Stock Exchange Ltd. read with the provisions of the Securities and Exchange Board of India (SEBI) [Listing Obligations & Disclosure Requirements] Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above except:

1. Composition of the Board of Directors of the Company, being a listed company, within the top 2000 listed entities, is not in accordance with Regulation 17(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board comprised of 4 Directors instead of 6 Directors during the period 1st April 2022 to 31st March 2023;
2. During the period 1st April 2022 to 12th September 2022, the Independent Directors on the Board were below the threshold limit in terms of Regulation 17(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
3. Non-compliance of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, in respect of obtaining approval of the shareholders in respect of appointment of 2 (two) Independent Directors beyond the period as specified in the regulations;
4. Non submission of financial results with the Stock Exchanges for the period ended 31st March 2022, 30th June 2022 and 30th September 2022 in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015;
5. The maximum time gap of one hundred and twenty days between two Board meetings were not complied in terms of Section 173(1) of the Companies Act, 2013 and Regulation 17(2) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, during the June and September quarter of the audit period;
6. The maximum time gap of one hundred and twenty days between two Audit Committee meetings were not complied in terms of Regulation 18(2) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, during the June and September quarter of the audit period;
7. The Company has failed to upload Form DIR-12 after confirmation of the appointment of 2 (two) Independent Directors in the Annual General Meeting and consequently the master data of the Company on the MCA portal was not updated;

8. The Related Party Transaction Policy is not in conformity with the amendment in the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015;
9. The Company has failed to upload Form SH-7 in respect of increase in the Authorised Share Capital of the Company from ₹ 20 crore to ₹ 70 crore.

We further report that:

- a) The Composition of the Board of Directors of the Company as on 31st March 2023, is not duly constituted with proper balance of Executive Directors, Non-executive Directors and Independent Directors, due to resignation of two Independent Directors and one Nominee Director (withdrawal of Nomination by LIC of India) on 13th September 2022. However, two Independent Directors were appointed on the Board on 13th September 2022 and subsequent to 31st March 2023 two more Independent Directors were appointed on the Board on 18th May 2023. Hence, the composition of the Board is in compliance with Regulation 17(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, as on the date of this report.
- b) Adequate notice is given to all Directors to schedule the Board Meetings. The agenda and detailed notes on agenda were sent at least seven days in advance. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation.
- c) As per the minutes, the decisions at the Board meetings were taken unanimously.

We report that during the period under review, the Board meetings were conducted where option was given to the Board Members to participate either physically or through video conferencing and adequate facilities were used to facilitate the Directors at other locations to participate in the meeting.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, following events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.:

1. The Company had proposed a preferential issue and allotment of 7,496,592 equity shares ₹ 10/- each per share at a price of ₹ 92.40 (Rupees Ninety Two and forty Paise) per share (the "Issue") in accordance with the provisions of the SEBI ICDR Regulations. The Issue was approved by the Board of Directors of the Company on 26th November 2022 and by the shareholders of the Company at their meeting dated 23rd December 2022.
2. The Company had made an application for in-principle approval for the listing of the equity shares proposed to be allotted pursuant to the Issue to the National Stock Exchange of India Limited ("NSE") and BSE Limited on 5th December 2022, approval for which is awaited.
3. Pursuant to a letter received from the Corporation Finance Investigation Department ("CFID") of SEBI dated 31st March 2022 asserting accounting misstatements based on complaint received by SEBI against the Company, the Company had initiated a Management Audit at the behest of the Promoter in April, 2022 through a reputed Chartered Accountants firm namely, Messrs V Singhi & Associates, Chartered Accountants, Kolkata so as to place a true & fair view of the financial statements before the Board of Directors.

Kolkata
26th May 2023

For T. Chatterjee & Associates
Practicing Company Secretaries
FRN No. - P2007WB067100

Binita Pandey - Partner
ACS: 41594, CP: 19730
UDIN: A041594E000387291
Peer Review No.: 908/2020

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 of
TIL Limited
1, Taratolla Road, Garden Reach,
Kolkata-700024**

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the Guidance Notes on ICSI Auditing Standard, 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. Our examination was limited to the verification of procedures on test basis.
5. The Secretarial Audit 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.

Kolkata
26th May 2023

**For T. Chatterjee & Associates
Practicing Company Secretaries**

FRN No. - P2007WB067100

Binita Pandey - Partner

ACS: 41594, CP: 19730

UDIN: A041594E000387291

Peer Review No.: 908/2020

ANNEXURE III**SECRETARIAL
COMPLIANCE REPORT
OF TIL LIMITED****For the year ended 31-03-2023**[Pursuant to Regulation 24A of the SEBI
(Listing Obligations and Disclosure
Requirements) (Amendment) Regulations, 2018]

To,
TIL Limited
1, Taratolla Road, Garden Reach
Kolkata- 700024

We, T. Chatterjee & Associates have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by TIL Limited (CIN: L74999WB1974PLC041725) (hereinafter referred as 'the listed entity'), having its Registered Office at 1, Taratolla Road, Garden Reach, Kolkata - 700024, listed on the BSE Limited (BSE) (Scrip Code - 505196), National Stock Exchange of India Ltd. (NSE) (Scrip Code - TIL) and Calcutta Stock Exchange Limited. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31st March 2023, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, T. Chatterjee & Associates, have examined:

- (a) the documents and records made available to us and explanation provided by TIL Limited, (hereinafter referred as "the listed entity")
- (b) the filings/submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) books, papers, minute books, reports, statements and documents filed with the recognized stock exchange(s) on the electronic platform, other records maintained by the listed entity and electronic records of the official portal of the Stock Exchanges for the year ended on 31st March 2023 (herein after referred as the "Review Period") in respect of compliance with the provisions, to the extent applicable to the listed entity of:
 - (i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (ii) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, as amended, whose provisions and the circulars/guidelines issued thereunder, have been examined to the extent applicable to the listed entity, include:

- a. The Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015 (SEBI LODR);
- b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (not applicable to the listed entity during the review period);
- c. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (not applicable to the listed entity during the review period);
- d. The Securities and Exchange Board of India (Buyback of Securities) Regulations 2018; (not applicable to the listed entity during the review period);
- e. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (not applicable to the listed entity during the review period);
- f. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations 2021 (not applicable to the listed entity during the review period);
- g. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and
- i. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (not applicable to the listed entity during the review period)

We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remark by PCS *
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	
2	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	No	The Company has not updated the Related Party Transaction Policy in conformity with the amendment in the SEBI LODR. All other policies are in conformity with the SEBI LODR.
3	Maintenance and disclosures on Website: <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes Yes Yes	
4	Disqualification of Director: <ul style="list-style-type: none"> • None of the Director of the Company is disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity 	Yes	

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remark by PCS *
5	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	<p>Yes</p> <p>Yes</p>	<p>The listed entity does not have any material subsidiary company.</p> <p>The listed entity has only one non-material wholly owned subsidiary, namely, TIL Overseas Pte. Ltd., Singapore.</p>
6	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	
7	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations</p>	Yes	
8	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	<p>Yes</p> <p>No such instances</p>	
9	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the timelimits prescribed thereunder.</p>	Yes	
10	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) and 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	
11	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/ its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**)</p>	Yes	
12	<p>Additional Non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	NA	No additional non-compliance other than as stated above was observed.

*Observations /Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remark by PCS *
1	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA NA NA	There was no event of appointment/re-appointment/ resignation of Statutory Auditors of the Listed Entity during the review period.
2	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information/non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings. b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information/explanation from the company, the auditor has informed the Audit Committee the details of information/explanation sought and not provided by the management, as applicable. c. The Audit Committee/Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor. ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI/NFRA, in case where the listed entity/its material subsidiary has not provided information as required by the auditor.	NA NA NA	There was no event of resignation of Statutory Auditors of the Listed Entity during the review period.
3	The listed entity/its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure - A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October 2019.	NA	There was no event of resignation of Statutory Auditors of the Listed Entity during the review period.

*Observations /Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

(a) (***) The listed entity has complied with the provisions of the above Regulations and Circulars/Guidelines issued thereunder, except the matter specified below:

Sr. No.	Compliance Requirements/ circulars/ guidelines including specific clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response
1	Clause 1 of Regulation 17 of SEBI LODR	Clause 1 of Regulation 17 of SEBI LODR	Non Compliance of the composition of the Board of Directors.	BSE and NSE	SOP Fines	The number of Directors on the Board was below the prescribed limit of six Directors during the period 1st April 2022 to 31st March 2023.	BSE- ₹ 1,630,000 NSE- ₹ 1,630,000 (Excluding GST)	The Composition of the Board of Directors of the Company, being a Listed entity, within the top 2000 listed entities, is not in accordance with Regulation 17(1) of SEBI, LODR. Freezing of Promoters Holdings for Non-compliance of the regulations of SEBI LODR and imposition of SOP fines.	The Company has clarified that it had been suffering from acute financial crisis for the last one year in as much as all its lender have classified the Banks Accounts of the Company as NPA. Banking operations had ceased from May, 2022 and presently the Company is operating through a 'Trust and Retention Account' as a part of holding on operation. Most of the Independent Directors resigned during the period under review resulting the Board composition to 4 Directors instead of 6 Directors as envisaged under Regulation 17(1) of SEBI LODR as on 31st March 2023. The Company has also applied to the Stock Exchanges requesting for waiver of fines vide its letter dated 02-03-2023.
2	Clause 2 of Regulation 17 of SEBI LODR	Clause 2 of Regulation 17 of SEBI LODR	Non Compliance in holding Board meeting within maximum time gap of one hundred and twenty days between any two meetings.	BSE and NSE	SOP Fines	The Board of Directors did not meet as per the requirements of Regulation 17(2) of SEBI LODR.	BSE- ₹ 20,000 NSE- ₹ 20,000 (Excluding GST)	The maximum time gap of one hundred and twenty days between two Board meetings were not complied during the June and September quarter of the review period. Freezing of Promoters Holdings for Non-compliance of the regulations of SEBI LODR and imposition of SOP fines.	Pursuant to a letter received from the Corporation Finance Investigation Department ("CFID") of SEBI dated 31st March 2022 asserting accounting misstatements based on complaint received by SEBI against the Company, the Company had initiated a Management Audit at the behest of the Promoter in April, 2022 through a reputed Chartered Accountants firm namely, Messrs V Singh & Associates, Chartered Accountants, Kolkata so as to place a true and fair view of the financial statements before the Board of Directors. Hence, the Statutory Audit for the 4th quarter and the Financial Year 2021-22 could not be completed within 60 days from the end of the financial year leading to delay in approval of the audited financials of the Company. Upon completion of the Management Audit vide Report dated 12th September 2022, the Statutory Audit was completed and the audited financial results of the Company for the year ended 31st March 2022 were approved by the Board of Directors of the Company at its meeting held on 19th September 2022. Due to the said reasons the maximum time gap between two board meetings for the subsequent two quarters could not be maintained. The Company has also applied to the Stock Exchanges requesting for waiver of fines vide its letter dated 2nd March 2023.

(a) () The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except the matter specified below: (Contd.)**

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response
4	Regulation 33 of SEBI LODR	Regulation 33 of SEBI LODR	Non-submission of financial Results of the Company for the periods ended 31st March 2022, 30th June 2022 and 30th September 2022.	-	-	The Company had not submitted Financial Results within prescribed time limits.	BSE- ₹ 825,000 NSE- ₹ 825,000 (Excluding GST)	The Company had not submitted financial Results within prescribed time limits for periods ended 31st March 2022, 30th June 2022 and 30th September 2022. Freezing of Promoters Holdings for Non-compliance of the regulations of SEBI LODR and imposition of SOP fines.	As explained in point 2 above the financial results for the mentioned periods could not be submitted with the prescribed time limit. The Company has also applied to the Stock Exchanges requesting for waiver of fines vide its letter dated 2nd March 2023.

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action		Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response
					Advisory/Clarification/Fine/Show Cause Notice/Warning, etc.	SOP Fines				
1	Non-compliance of Regulation 17(1), of SEBI LODR	Non-compliance of Regulation 17(1), of SEBI LODR	The Composition of the Board was not as per SEBI LODR Regulations.	BSE and NSE	SOP Fines	Non-compliance of Regulation 17(1), of SEBI (LODR) Regulations, 2015.			The listed entity has applied for waiver of such fines.	The Board Composition was 4 Directors as against 6 Directors during the review period. However, the Composition of 6 Directors was complied with subsequently on 18th May 2023.

For **M/s T. Chatterjee & Associates**
Practicing Company Secretaries
 FRN No. - P2007WB067100

Binita Pandey - Partner
 ACS: 41594, CP: 19730
 UDIN: A041594E000387291
 Peer Review No.: 908/2020

Kolkata
 26th May 2023

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

Annexure A

To,

TIL Limited

Our report of even date is to be read along with this letter.

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the Management has conducted the affairs of the listed entity

Kolkata
26th May 2023

**For T. Chatterjee & Associates
Practicing Company Secretaries**

FRN No. - P2007WB067100

Binita Pandey - Partner

ACS: 41594, CP: 19730

UDIN:A041594E000387335

Peer Review No.: 908/2020

ANNEXURE III

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) Regulation 2015)

To,
The Members
TIL Limited
1, Taratolla Road, Garden Reach
Kolkata 700024

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of TIL Limited, having CIN: L74999WB1974PLC041725, and having Registered office at 1, Taratolla Road, Garden Reach, Kolkata - 700024, listed on BSE Limited, (Scrip Code - 505196), National Stock Exchange of India Limited (Stock Code - TIL) and The Calcutta Stock Exchange Ltd (hereinafter referred as "the Company") produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the official portal of Ministry of Corporate Affairs, www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March 2023 has been debarred or disqualified from being appointed or continuing as a Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

Serial No.	Name of the Directors	DIN	Date of Appointment in Company*
1	Mr. Sumit Mazumder	00116654	01-06-1994
2	Mrs. Manju Mazumder	00743164	08-02-2019
3	Mr. G. Swarup #	00374298	26-03-2008
4	Mr. R. L. Gaggar##	00066068	14-05-1985
5	Mr. D. K. Banerjee###	07326051	12-11-2020
6	Mr. Tulsi Das Banerjee	03573211	13-09-2022
7	Mr. Subir Kumar Bhattacharya	09711826	13-09-2022

Ceased to be Director of the Company with effect from 13th September 2022.

Ceased to be the Director of the Company with effect from 13th September 2022.

Ceased to be the Director of the Company with effect from 13th September 2022.

* Date of appointment is as per details available at the official portal of the Ministry of Corporate Affairs www.mca.gov.in

Ensuring the eligibility for the appointment/continuity as Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion based on our verification.

This certificate is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For T. Chatterjee & Associates
Practicing Company Secretaries
FRN No. - P2007WB067100

Binita Pandey - Partner

ACS: 41594, CP: 19730

UDIN: A041594E000387269

Peer Review No.: 908/2020

Kolkata
26th May 2023

ANNEXURE IV

CORPORATE SOCIAL RESPONSIBILITY (CSR) REPORT

FOR THE FINANCIAL YEAR 2022-23

1. Brief outline on CSR Policy of the Company.

CSR in TIL Limited (the Company) is based on the premise that business and its environment are inter-dependent and the organic link between them should be strengthened. The Company supports various bodies in carrying out activities in the areas of rural development, education, health-care, general social activities, etc. Our Corporate Social Responsibility policy conforms to the Corporate Social Responsibility Guidelines spelt out by the Ministry of Corporate Affairs, Government of India. The said policy may be referred to, at the Company's official website, at the web link: http://www.tilindia.in/investor/csr_policy.php

2. Composition of CSR Committee (as on 31st March 2023)

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.	Mrs. Manju Mazumder	Chairperson	1	1
2.	Mr. Sumit Mazumder	Member	1	1
3.	Mr. Subir Bhattacharyya	Member	1	1

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company – http://www.tilindia.in/investor/csr_policy.php
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 – Not applicable
6. Average net profit of the Company as per Section 135(5). – Not applicable since the average net profit for the last three financial years (preceding the financial year under review) is negative
7. (a) Two percent of average net profit of the Company as per Section 135(5) – Nil
 (b) Surplus arising out of the CSR projects or programs 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). – Nil

8. (a) CSR amount spent or unspent for the financial year: Not applicable
(b) Details of CSR amount spent against ongoing projects for the financial year: Not applicable
(c) Details of CSR amount spent against other than ongoing projects for the financial year: Not applicable
(d) Amount spent in Administrative Overheads – Not applicable
(e) Amount spent on Impact Assessment, if applicable – Not applicable
(f) Total amount spent for the Financial Year (8b+8c+8d+8e) – Not applicable
(g) Excess amount for set off, if any: Not applicable
9. (a) Details of Unspent CSR amount for the preceding three financial years: Not Applicable
(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Not Applicable
10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details):
(a) Date of creation or acquisition of the capital asset(s). – 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 per cent of the average net profit as per Section 135(5). – Not Applicable
12. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy is in compliance with the CSR objectives and policy of the Company:

Kolkata
26th May 2023

For and on behalf of the Board of Directors

Manju Mazumder
Chairperson - CSR Committee

ANNEXURE V

**MANAGEMENT
DISCUSSION &
ANALYSIS**

FOR THE FINANCIAL YEAR 2022-23

INTRODUCTION

The Management Discussion & Analysis (MDA) of your Company for the year under review presents a scenario somewhat similar to the previous MDA (2021-22). The stressed environment and harsh challenges, especially the supply chain bottlenecks and liquidity issues that affected the financial performance of your Company in FY 21-22 continued to afflict TIL. Despite having a good order book in cranes, reach stackers and defence equipment, your Company kept grappling with the headwinds and consequentially the performance in FY 22-23 suffered.

Externally, after navigating a tepid business environment since 2019, the Construction Equipment (CE) Industry started to recover. As per ICEMA - India's CE industry posted an upbeat performance with 26% year-on-year growth in FY 23 as sales crossed the one lakh unit mark driving on road construction and railway demand. Infrastructure development being the key focus of the Government to stimulate sustainable growth of the Indian economy, the infra business landscape of which your Company is a key player, remains positive.

To mitigate the stressed financial scenario by reviving the business operations and leveraging the positive outlook in CE sector, your Company actively pursued bringing in a strategic investor during the year under review. This in turn is expected to strongly position your Company to capitalize on the opportunities in the CE and defence sector.

BUSINESS PERFORMANCE

On a standalone basis, the turnover of your Company, including income from operations (gross) and other income for the year under review stood at ₹ 54.69 Crs. vis-à-vis ₹ 89.26 Crs. in the previous year. The Company has sustained an operating loss of ₹ 92.09 Crs. during the year under review as compared to an operating loss of ₹ 143.94 Crs. in the previous year. The Company had to book an exceptional loss of ₹ 259.53 Crs. during the year ended 31st March 2022 due to provisioning and writing -off the inventory, trade receivables and certain advances pursuant to re-assessment of assets post Covid and based on a Management Audit carried out voluntarily by one of the Promoter Companies. The overall loss before tax during the year under review was ₹ 92.09 Crs. against a loss of ₹ 403.47 Crs. in the previous year. Detailed analysis of the aforesaid exceptional loss has been provided in the notes to accounts forming a part of the financial statements of the Company.

The consolidated turnover of your Company's Group including income from operations (gross) and other income during the year ended 31st March 2023 stood at ₹ 50.53 Crs. compared to ₹ 77.13 Crs. in the previous year. The Group incurred a loss before Exceptional Item of ₹ 94.72 Crs. during the year under review as compared to a loss of ₹ 158.63 Crs. in the previous year. The overall loss before tax & after Exceptional Item during the year under review was ₹ 94.72 Crs. against a loss of ₹ 418.16 Crs. in the previous year.

Despite the distressed financial results posted for the year under review coupled with ongoing production bottlenecks and delivery challenges, TIL remains the preferred choice of customers of cranes, reach stackers and defence sector. This was further reinforced by fresh orders during the year under review and the total order book including machines and after-market stood at ₹ 233.70 Crs. as on 31st March 2023.

Besides the defence sector which has been bestowing the majority of the orders on your Company, the other sectors where TIL has received significant orders are: Coal Mines, Steel Plants, Power and Petrochem to name a few. During the year under review, your Company received an order for supplying two nos. Special Cranes from Ministry of Defence under its

'Make in India' drive. Once the field trials for these Special Cranes are completed, your Company expects significant orders from the Ministry of Defence for these Special Cranes.

The Customer Support business of your Company maintained its focus on service and support initiatives in the year under review in order to reach out to customers 24x7. The use of digital and online modules of technical trainings for customers enabled your Company to deploy lean manpower and optimize cost. Your Company also carried out troubleshooting for maximizing machine life, optimizing productivity, and ensuring maximum return on customers' investment.

RISKS & CONCERNS/THREATS & OPPORTUNITIES

The major risks and concerns during the year under review continued to be supply chain disruptions. This included non-availability of critical components, both from imported as well indigenous sources. This had a negative impact on your Company's production schedules, which in turn translated into severe cash flow and working capital concerns.

At the macro level, delayed awarding of projects, cost overruns remained as ongoing risks for the year under review. A recent report by the Infrastructure and Project Monitoring Division (IPMD) of the Ministry of Statistics and Programme Implementation stated that the road transport and highways sector of India bore the maximum number of delayed projects with a significant cost overrun. In the road transport and highways sector, 402 out of 749 projects are said to be delayed, implying a cost overrun. National highway construction in India also slowed down to 20.43 km a day during the first few months of the FY 2022-23 according to ICEMA. Another challenge that emerged was in the form of the conversion of BS (III) to CEV Stage IV emission norms. As per ICRA, there has been a 10-20% increase in prices of construction equipment, mainly due to increasing input costs along with a change in emission norms.

Despite the risks and concerns, the opportunities in infra and CE sector are bright. Most encouraging aspect as mentioned in last year's MDA is that in spite of the stressed situation and hardships faced by TIL, customers continue to repose trust in your Company as is evident from the good order book position.

The latest Budget with considerable increase in the outlays for infra-related sectors brightens the opportunity landscape of CE sector and that of your Company. Defence continues to be an important opportunity area for your Company. The Indian Government has set a target of achieving defence manufacturing worth ₹ 175,000 Crs., including defence exports of ₹ 35,000 Crs. by 2024-25. The Government is taking several initiatives to encourage domestic manufacturing and reduce its external dependence for defence procurement. The Atmanirbhar Bharat mission has radically changed the economic landscape of the nation, ushering in huge opportunities in the space in which your Company operates.

TIL's order book for defence as mentioned under Business Performance is aligned with this and heralds significant opportunities for your Company in medium to long term. Especially with infusion of funds by the strategic investor, the opportunities envisaged in the infra sector can be optimally leveraged by your Company.

OUTLOOK

As per FITCH and other rating agencies, the outlook for Indian economy is stable and is growing on the strength of its domestic demand. The country has demonstrated resilience and is well positioned to face the global challenges.

The Union Budget 2023-24 has considerably increased the outlays for infra-related sectors. Infrastructure development has been the key focus of the Government of India to stimulate sustainable growth of the Indian economy. The Government has envisaged an investment of ₹ 111 Lakh Crs. for developing the infrastructure projects under the National Infrastructure Pipeline (NIP) by FY 2024-25. Also, as per ICRA, the Government of India is all set to accelerate the construction of roads in 2023-24 by 16-21%, with a healthy pipeline of projects and an increase in capital expenditure outlay. This, along with focus on project completions ahead of general elections, is expected to boost execution of 12,000-12,500 km in 2023-24. Besides the opportunities in road sector, the ports sector is also expected to contribute significantly towards the growth of the economy. The Government's Sagarmala Program is playing a key role in the development of crucial infrastructure. In addition, the Maritime India Vision 2030 envisions an overall investment of ₹ 3,000 billion - ₹ 3,500 billion across the ports, shipping and inland waterways segments. This augurs well with the reach stacker and crane business of your Company.

As already mentioned, despite the current threats and challenges, your Company maintains a good order book. Several large fleet customers in the Coal, Steel and Thermal Plants are expected to refresh their crane fleet, which signifies further infusion of orders from these organizations for your Company. Also, as per Government's policy to promote 'Make in India', no global tenders of value up to ₹ 200 Crs. is to be floated, and no Chinese equipment may be allowed to work in Road projects, especially in Border roads, Power sector because of IOT. This signifies positive outlook for the Company as PSUs will have to procure indigenously manufactured cranes.

Defence is a national imperative and your Company has been engaged with the defence sector for many years, emerging as a preferred choice of our nation's defence sector. The defence orders received by your Company is more than 50% of the total order book and TIL continues to put laser focus on leveraging the defence opportunities. With TIL's contribution to the sector, defence PSUs are actively engaged with our team on an ongoing basis for orders and execution. TIL is actively receiving and participating in enquiries from defence industry for further orders to the tune of ₹ 500 Crs. Several of these are in the pipeline and nearing fruition.

Your Company is exploring all possible strategic measures and course corrections to ensure a rebound and seamless continuation of its legacy so that TIL remains a trusted and preferred partner in the domestic and global infrastructure arena. In this context, your Company decided to increase the authorized capital to infuse funds into the business of the Company, by bringing in a strategic investor, subject to all requisite approvals. Fresh capital is to be infused by Indocrest Defence Solutions Private Limited, a part of Gainwell Group. The group has the right synergy with TIL's current product line. Your Company is optimistic that the strategic measure will herald positive tidings and offer substantial opportunities for a rapid revival. The reports and recommendations of G20 and B20 emphasize India's leadership in shaping policies, boosting both domestic manufacturing and export opportunities, and in turn making India's economy more prosperous, inclusive and sustainable.

HUMAN RESOURCE

Due to subdued business performance during the year, recruitment was absolute minimum and only for critical positions. However, technical trainings were imparted to customers through digital and online modules.

As on 31st March 2023, the employee strength of your Company stood at 653.

INTERNAL CONTROLS & THEIR ADEQUACY

Your Company has adequate internal financial control mechanisms commensurate with its size and scale of operations, procedures and policies ensuring orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information. During the year under review, such controls were reviewed and no reportable material weakness either in design or in operation were observed.

INDUSTRIAL RELATIONS

Industrial Relations have been harmonious and cordial with all workmen and unions during the year under review. Despite the numerous difficulties affecting all employees, your Company conveys its sincere appreciation for the unstinted support of the unions and the workmen during the year.

CAUTIONARY STATEMENT

Certain statements made in the Management Discussion & Analysis Report relating to Company's objectives, projections, outlook, expectations, estimates, etc., may constitute 'forward-looking statements' within the meaning of applicable laws and regulations. Actual results may differ from such expectations, projections, etc., whether express or implied.

Kolkata
26th May 2023

For and on behalf of the Board of Directors

Sumit Mazumder
Chairman & Managing Director

ANNEXURE VI

**PRESCRIBED PARTICULARS ON
CONSERVATION OF ENERGY, TECHNOLOGY
ABSORPTION, FOREIGN EXCHANGE
EARNINGS AND OUTGO ETC.**

Information under Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014.

FORM A

CONSERVATION OF ENERGY

The business units of the Company continued their efforts to improve energy usage efficiencies through specific measures to reduce energy consumption which is an important cost element of conversion cost.

1. Measures Taken

- a. The natural lighting and ventilation system installed at the Kharagpur Plant ensures reduced electric consumption during day time. Further, solar lights have already been installed along the peripheral road at the said facility.
- b. The centralized Air Conditioning system installed at administrative block of the Kharagpur Plant has a Variable Refrigerant Volume (VRV) system to minimize consumption of electricity.
- c. 1 (one) MWp Solar Plant, which is an alternate renewable source of power has been installed at Kharagpur Plant which is saving substantial consumption of grid power generated from fossil fuel.

2. Total Energy Consumption and Energy Consumption per unit of Production

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
A. Power and fuel consumption		
a) Electricity		
Purchased Units	1,719,997	1,922,467
Total amount (₹ Crs.)	1.68	1.74
Rate per unit (₹)	9.75	9.06
b) Own Generation		
Through Diesel Generator		
Units	412	351
Units per litre	4.34	3.90
Cost per unit (₹)	21.44	21.28
B. Consumption per unit of production		
Product - Cranes Electricity (in '000)	81.92	83.60

FORM B

TECHNOLOGY ABSORPTION

I. Research and Development

1. Specific Areas:

The Company endeavors to consistently maintain its focus towards improvement and upgradation of existing products as well as development of new models by absorbing superior technology designs from foreign collaborators. Full efforts are also being made towards import substitution of materials and components with indigenous materials and components.

2. Benefits Derived:

The Company continues to remain a dominant player in the material handling industry. The major reason for the same is attributed to the effective use of latest technology and cost optimization through indigenous consumption and that have enabled the Company to remain a dominant player in the material handling industry.

3. Plan of Action:

Continuous capability development initiatives and upskilling of competencies for the human resource of the Company in order to achieve greater customer satisfaction.

II. Technology Absorption, Adoption & Innovation

1. Efforts made:

The Company has continued its endeavor to absorb, adopt and implement the best technologies for its product range to meet the requirements of a globally competitive market and ensuring that all the products are compliant with the prevalent regulatory norms in India.

2. Benefits:

The Company believes that the improved technology and the product range enhancement will enhance the quality and value of its products.

3. Imported Technology:

In order to acquire the latest state-of-the-art technology available globally, the Company has executed technical collaboration agreements with some of the world's leading and distinguished enterprises.

FOREIGN EXCHANGE EARNINGS AND OUTGO

1. Efforts:

The Company is exploring the possibility of achieving fabrication orders and specific market access from its principals to enhance its foreign exchange earnings.

2. Earnings and Outgo:

(₹ in Crs.)

i) Foreign Exchange Earnings [Export sales (FOB), Commission, Dividend, Technical Fees, etc.]	1.14
ii) Foreign Exchange outgo (includes raw material, capital goods, components & spares, and other expenditure in foreign currency, including dividends):	
a) Raw Material with Component	13.71
b) Machines (Trading items)	-
c) Spare Parts	0.53
d) Capital Goods	-
e) Travelling	0.94
f) Technical Know-how Fees	-
g) Royalty	-
h) Dividend	-

Kolkata
26th May 2023

For and on behalf of the Board of Directors

Sumit Mazumder
Chairman & Managing Director

ANNEXURE VII
PARTICULARS OF EMPLOYEES

Particulars of Employees pursuant to Section 197 of The Companies Act, 2013 read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Requirements of Rule 5(1)	Details									
(i) The ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year;	: Mr. Sumit Mazumder – 1:40 Chairman & Managing Director Other Directors – Not Applicable									
(ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	: <ul style="list-style-type: none"> • Mr. Sumit Mazumder, Chairman & Managing Director – NIL • Mr. Sekhar Bhattacharjee, Company Secretary – NIL • Ms. Bipasha Banerjea, Chief Financial Officer – NIL 									
(iii) The percentage increase in the median remuneration of employees in the financial year;	: NIL									
(iv) The number of permanent employees on the rolls of company;	: <table border="1" style="margin-left: auto; margin-right: auto; text-align: center;"> <thead> <tr> <th colspan="3" style="background-color: #e0e0e0;">As On 31.03.2023</th> </tr> <tr> <th style="background-color: #e0e0e0;">Management</th> <th style="background-color: #e0e0e0;">Trainee</th> <th style="background-color: #e0e0e0;">Total</th> </tr> </thead> <tbody> <tr> <td>142</td> <td>0</td> <td>142</td> </tr> </tbody> </table>	As On 31.03.2023			Management	Trainee	Total	142	0	142
As On 31.03.2023										
Management	Trainee	Total								
142	0	142								
(iv) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	: Average Salary Increase of non-managerial personnel : NIL Average Increase in managerial remuneration: NIL									
(v) Affirmation that the remuneration is as per the remuneration policy of the Company;	: The remuneration paid to the employees is in accordance with the remuneration policy of the Company.									

 Kolkata
26th May 2023

For and on behalf of the Board of Directors

Sumit Mazumder
Chairman & Managing Director

ANNEXURE VIII

**MANAGING DIRECTOR'S
CERTIFICATE ON COMPLIANCE
OF CODE OF CONDUCT****CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT**

As required under Regulation 26(3) read with Part D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, I hereby declare that all the Members of the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the year ended 31st March 2023.

Kolkata
26th May 2023

For and on behalf of the Board of Directors

Sumit Mazumder
Chairman & Managing Director

CEO/CFO CERTIFICATION

The Board of Directors

TIL Limited

Re-Financial Statements for the period ended 31st March 2023: Certification by CEO and CFO

We, Sumit Mazumder, Chairman & Managing Director and Bipasha Banerjea, Chief Financial Officer, have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief, hereby certify that:

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.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the period ended 31st March 2023, which are fraudulent, illegal or violative of the Company's Code of Conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee deficiencies in the design or operation of such internal controls, if any, of which we became aware and the steps we have taken or propose to take to rectify these deficiencies.
5. We further certify that we have indicated to the Auditors and the Audit Committee:
 - (a) there has been no significant change in the internal control over financial reporting during this year;
 - (b) there has been no significant changes in the accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (c) there has been no instance of significant fraud of which we have become aware and the involvement therein of the management or an employee having a significant role in the Company's internal control systems over financial reporting.

Kolkata
Date: 26th May 2023

Sumit Mazumder
Chairman & Managing Director

Bipasha Banerjea
Chief Financial Officer

TEN YEARS FINANCIAL HIGHLIGHTS

(₹ In Lakhs)

Particular	Ind AS							IGAAP				
	2022-23	2021-22	2020-21	2019-20	2018-19	2017-18	2016-17 [^]	2016-17	2015-16	2014-15	2013-14	
1 Equity Share Capital	1,003	1,003	1,003	1,003	1,003	1,003	1,003	1,003	1,003	1,003	1,003	
2 Other Equity/Reserve & Surplus	(30,210)	(21,309)	20,390	27,102	30,117	28,142	26,918	28,116	16,623	23,252	26,241	
3 Net Worth	(29,207)	(20,306)	21,393	28,105	31,120	29,145	27,921	29,119	17,626*	24,255*	27,244*	
4 Borrowings	40,018	39,849	34,406	26,011	18,958	17,344	4,951	4,951	28,626	24,424	24,160	
5 Fund Employed	10,811	19,543	55,799	54,116	50,078	46,489	32,872	34,070	46,252	48,679	51,404	
6 PPE, Intangible Assets and ROU - Gross Carrying Amount	16,926	17,552	20,931	21,128	15,959	15,887	15,386	27,199	29,803	26,553	26,316	
7 Depreciation/ Amortisation	6,326	5,692	5,344	4,389	3,179	2,194	1,074	8,805	10,206	9,734	7,785	
8 PPE and Intangible Assets - Net Carrying Amount	10,600	11,860	15,587	16,739	12,780	13,693	14,312	18,396	19,597	16,820	18,531	
9 Investments	74	311	311	306	313	330	331	322	9,982	9,982	9,982	
10 Sales	4,382	6,391	31,035	37,303	46,401	39,176	32,945	32,945	33,172	34,166	29,505	
11 Other Income	1,087	2,535	644	419	1,383	835	1,462	1,462	659	698	1,266	
12 Expenses	7,075	15,628	12,506	15,122	12,188	10,857	9,338	9,043	10,845	10,863	9,845	
13 Depreciation / Amortisation	895	995	1,187	1,322	1,241	1,164	1,080	1,123	1,300	1,760	1,113	
14 Profit Before Exceptional Items & Tax	(9,209)	(14,394)	(7,222)	(4,312)	2,441	2,008	459	711	(6,602)	(2,901)	371	
15 Exceptional Items	-	(25,953)	224	-	-	-	13,078	13,078	-	-	-	
16 Profit Before Tax	(9,209)	(40,347)	(6,998)	(4,312)	2,441	2,008	13,537	13,789	(6,602)	(2,901)	371	
17 Taxation												
- Current Tax	-	-	-	4	460	345	3151	3,151	-	-	90	
- Short provision for tax relating to earlier years	-	172	-	-	(16)	-	-	-	35	-	-	
- Deferred Tax	(381)	1,129	(296)	(1,515)	(217)	292	155	236	(8)	(39)	116	
- Mat Credit Entitlement	-	-	-	(4)	(460)	(345)	(1,735)	(1,735)	-	-	(86)	
- Excess income tax provision relating to earlier year, written back	-	-	-	-	-	-	-	-	-	-	-	
18 Profit After Tax	(8,828)	(41,648)	(6,702)	(2,797)	2,674	1,716	11,966	12,137	(6,629)	(2,862)	251	
19 Other Comprehensive Income	(73)	(51)	(10)	(6)	(275)	(130)	(52)					
20 Total Comprehensive Income	(8,901)	(41,699)	(6,712)	(2,803)	2,399	1,586	11,914					
21 Dividend	-	-	-	-	176	352	301	301	-	-	150	

* Including Revaluation Reserve.

[^] Figures are restated as per Ind AS.

INDEPENDENT AUDITOR'S REPORT

To The Members of TIL Limited
Report on the Audit of the
Standalone Financial Statements

Qualified Opinion

We have audited the accompanying Standalone Financial Statements of TIL Limited ("the Company"), which comprise the Standalone Balance sheet as at 31st March 2023, the Standalone Statement of Profit and Loss, including the Standalone Statement of Other Comprehensive Income, the Standalone Statement of Cash Flows, the Standalone Statement of Changes in Equity for the year then ended and notes to the Standalone Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'Standalone Financial Statements').

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in 'Basis for Qualified Opinion' section of our report, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2023, its loss including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Disclaimer of Opinion

We draw attention to the following matters:

- (a) Note No. 33 of the accompanying Standalone Financial Statements for not carrying out fair valuation of interest free loans from the Promoters/Promoter's Group of Companies and other lenders aggregating to ₹ 15,885 Lakhs as required under Ind AS-109 and its impact on Standalone Financial Statements has not been ascertained by the management. In absence of fair valuation of above interest free loans, we are unable to determine its impact on the Standalone Financial Statements.
- (b) Note No. 34 of the accompanying Standalone Financial Statements which states that the company has incurred a cash loss of ₹ 8,314 Lakhs during the year and its net worth is negative as on the Balance Sheet date. Moreover, the Company's current liabilities also exceed its current assets as at 31st March 2023. In view of the acute financial crisis faced by the Company, lenders have declared the loan facilities granted to the Company as a Non-Performing Asset (NPA). However, the lenders have also extended 'Holding on Operations' to the Company through a 'Trust & Retention Account' opened with the Lead Bank of the Consortium namely, Bank of India ('BOI'). Further, the lead bank, namely Bank Of India, had filed a petition under Section 7 of the IBC before the Hon'ble National Company Law Tribunal on 28th September 2022. The application is yet to be admitted. Meanwhile, the Board of Directors approved a resolution plan at its meeting held on 26th November 2022 which had since been submitted with all of TIL's Consortium Bankers on 28th November 2022 which is currently under discussion.

The above situation indicates that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. However, the management of the company has been considering the feasibility

and effectiveness of the certain planned actions including proposed investment & proposed resolution plan and considering the sales orders in hand, the management has concluded that the material uncertainties are expected to be mitigated and hence the Standalone Financial Statements have been prepared on a going concern basis. The appropriateness of the assumption of going concern is dependent on successful outcome of proposed investment by the investor and proposed resolution plan as stated above. Hence, we are unable to comment on whether the Company will be able to continue as Going Concern.

- (c) Note No. 10.1 of the accompanying Standalone Financial Statements regarding carry forward of Minimum Alternate Tax Credit of ₹ 3,026 Lakhs as on 31st March 2023 (a component of deferred tax asset in the financial statements) which was accounted for in the earlier years. In the opinion of the management sufficient future taxable profit will be available against which these unused tax credits can be utilized within the stipulated period under the provisions of Income Tax Act 1961. However, we are unable to comment for utilization of said MAT credit in absence of basis for reasonable certainty supported by convincing evidence.
- (d) Note No. 12.5 of the accompanying Standalone Financial Statements regarding Stock in Transit which includes materials valuing ₹ 3,248 Lakhs lying in Bonded Warehouse/at Port as on 31st March 2023 which also includes ₹ 3,234 Lakhs imported in earlier years. These inventories could not be released from the authorities due to non-payment of custom duty, other charges etc. and as explained, due to this confirmation has also not been received. The management does not expect any material loss on account of any obsolescence in these said stocks due to passage of time and no provision is considered necessary. However, as these materials are lying for a considerable period of time and due to non-availability of its technical assessment, we are unable to comment whether any provision for obsolescence are required in this regard.
- (e) Note No. 35 of the accompanying Standalone Financial Statements regarding an enquiry by "Directorate of Revenue Intelligence & Enforcement" (DRI) which has been ongoing since June 2021 in respect to certain trading transactions and other matters related to earlier years and the Company has since complied with the requirements of the DRI. On 7th November 2022 and 10th November 2022 the Company received an Investigation report of DRI dated 20th July 2022 from the GST Authority, together with certain demand intimations based on the Investigation report. These demand intimations were for FY 2019-20 and for FY 2020-21 for payment of tax/interest/penalty amounting to ₹ 928.90 Lakhs & ₹ 3,290.79 Lakhs respectively under Section 74(5) of the GST Act; and a reply to such intimations had been filed by the Company on 17th January 2023. Subsequently, on 24th March 2023, Show Cause Notice - DRC-01 for FY 2019-2020 was issued u/s. 74(1) of the CGST/WBGST Act, 2017 to the Company. A personal hearing was held on 6th April 2023, pursuant to which certain clarifications were submitted by the Company on 17th April 2023. Also, a reply to the Show Cause notice was submitted to the GST Authorities on 8th May 2023. On the same day, i.e 8th May 2023, an Order was issued by the GST authorities for tax, interest, and penalty adding to ₹ 958.97 Lakhs for FY 2019-20. The Company is of the view that the demand raised by GST authorities does not have merit; and hence an appeal against this order shall be filed before the prescribed Appellate Authority as per the provisions under Sec 107 of the CGST Act. In view of this, no provision is considered necessary by the management.
- (f) Trade Receivables, Advances to Suppliers, Trade Payable and Advances from customers amounting to ₹ 3,019 Lakhs, ₹ 1,050 Lakhs, ₹ 12,542 Lakhs and ₹ 3,494 Lakhs respectively were outstanding as on 31st March 2023. The Company could not get necessary confirmations from the respective parties and due to no material subsequent movement in such balances, alternate procedure to verify those balances could also not be performed.

Further, the Company could not get confirmations for Loans from bodies corporate to the extent of ₹ 897 Lakhs lying outstanding as on 31st March 2023.

Hence, we are unable to comment on the correctness of above figures and if any adjustments are required to the said balances as on 31st March 2023 and related impact on these Standalone Financial Statements.

The impact of above matters (a) to (f) on the accompanying Standalone Financial Statements is presently not ascertainable.

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Companies Act, 2013, as amended (“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 there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our qualified audit opinion on the Standalone Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements for the year ended 31st March 2023. 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. In addition to the matters described in the basis for qualified opinion section, we have determined the matter described below as Key audit matter and our description of how our audit addressed the matter is provided in that context.

Key audit matters	How our audit addressed the key audit matter
Inventories (other than stock in transit) (refer Note 12 of the Standalone Financial Statements)	
<p>The Company is engaged in manufacturing of a comprehensive range of material handling, lifting, port, and road construction equipments with integrated customer support and after-sales service requiring a wide range of spare parts. The total inventory of such materials (other than stock in transit) amounts to ₹ 10,849 Lakhs as on 31st March 2023 (Refer Note 12 of Standalone Financial Statements).</p> <p>Inventories are carried at lower of cost or net realizable value. Significant judgement is required in assessing the appropriate level of the provision for slow moving and/or obsolete inventory, determination of net realizable value and we determined this to be a matter of significance to our audit.</p>	<p>Our audit procedures included the following:</p> <ol style="list-style-type: none"> 1. Obtained an understanding of the management with regard to internal controls relating to Inventory management. 2. We have reviewed the report submitted by the external agency and checked for differences, if any, and whether the same has been accounted for in the books of accounts. 3. We observed physical inventory counts at major locations to ascertain the condition of inventory and tested on a sample of items to assess the cost basis and net realizable value of inventory and evaluated the adequacy of provision for slow moving and obsolete inventories as at 31st March 2023. 4. Tested on a sample basis the accuracy of cost for inventory and testing the net realizable value by comparing actual cost with the latest available contracts for similar products.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the Standalone Financial Statements and our auditor's report thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. 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, except to the extent described in the Basis for Qualified Opinion paragraph where we were unable to obtain such information;
 - (b) Proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except to the extent stated in the Basis for Qualified Opinion paragraph and clause (vi) of Annexure 1;

- (c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account;
- (d) Except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph, in our opinion, the aforesaid financial statements comply with the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- (e) The matters described in the Basis for Qualified Opinion paragraph including Going Concern Assessment as stated above, in our opinion, may have adverse effect on the functioning of the Company;
- (f) On the basis of the written representations received from the directors as on 31st March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
- (g) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above and clause (vi) of Annexure 1;
- (h) With respect to the adequacy of the internal financial controls with reference to these Standalone Financial Statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report. That report expresses a disclaimer of opinion on the Company's internal financial controls with reference to these Standalone Financial Statements for the reasons stated therein;
- (i) In our opinion, the managerial remuneration for the year ended 31st March 2023 has been paid/provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- (j) 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 financial statements – Refer Note 35, 37.1 and 37.3 to the standalone financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 43.4 to the Standalone Financial Statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 43.4 to the Standalone Financial Statements, no funds have been received by the Company from any person(s)

- or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) above contains any material misstatement.
 - v. No Dividend has been declared or paid during the year by the company.
 - vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from 1st April 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31st March 2023.

Kolkata
26th May 2023

For Singhi & Co.
Chartered Accountants
Firm Registration No. 302049E
(Giridhari Lal Choudhary)
Partner
Membership No. 052112
UDIN : 23052112BGXCJJ7377

ANNEXURE 1

Referred to In Paragraph 1 under the heading “Report On Other Legal And Regulatory Requirements” of our report of even date to the members of TIL Limited as at and For The Year Ended 31st March 2023

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of Intangibles Assets.
- (b) During the year, Property, Plant and Equipment have been physically verified by the management according to a programme of verification at reasonable intervals which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of records of the Company, the title/ lease 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) disclosed in the financial statements are held in the name of the Company except in cases given below:

Description of the property	Gross Carrying Value (₹ in Lakhs)	Held in name of	Whether promoter, director or their relative or employee	Property held since when	Reason for not being held in name of company
Freehold Land admeasuring 30.48 acres located at Changual, Kharagpur, West Bengal	309	Various owners having small plots	No	01-04-2009	The Company is in the process of executing the deeds with the respective sellers.
Flat located at Mumbai	1	Managing Director of erstwhile Spundish Engineering Limited	No	01-05-1975	The title deeds are in the name of Managing Director of erstwhile Spundish Engineering Limited, which was amalgamated with the Company in earlier years.

In respect of immovable properties of land and buildings that have been taken on lease and disclosed as Right-Of-Use Assets in the Standalone Financial Statements, the lease agreements are in the name of the Company, where the Company is the lessee in the agreement, except the following:

Description of the property	Gross Carrying Value (₹ in Lakhs)	Held in name of	Whether promoter, director or their relative or employee	Property held since when	Reason for not being held in name of company
Leasehold Land admeasuring 9,919.40 square meters located at Kolkata, West Bengal	1,048 *	Shyama Prasad Mukherjee Port Trust	No	01-05-1960	The Lease deed of the related land with Shyama Prasad Mukherjee Port Trust has expired on 31st March 2015. The Company is in the process of renewing the lease deed.

* Also, Refer Note 4.5 of the Standalone Financial Statements.

- (d) The Company has not revalued its Property, Plant and Equipment (including Right-Of-Use Assets) or Intangible Assets during the year.
- (e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventories, except for stocks lying with third parties, have been physically verified by the management during the year. In our opinion and based on information and explanations given to us, the coverage and procedure of such verification by the management is appropriate having regard to the size of the Company and the nature of its operations. For stocks lying with third parties at the year-end, written confirmations have not been obtained (refer para {d} in 'Basis for Qualified Opinion' section of our report). The discrepancies noticed on physical verification between the physical stocks and the books records were not in excess of 10% in the aggregate for each class of inventory and have been properly dealt with in the books of accounts.
- (b) As disclosed in note 43.5 to the Standalone Financial Statements, the Company has been sanctioned working capital limits in excess of ₹ 5 Crs. in aggregate from banks during the year on the basis of security of current assets of the Company. The quarterly returns filed by the Company with such banks are not in agreement with the books of accounts of the Company and the details are as follows:

Quarter	Name of the Bank	Particulars	Amount as per books of account (₹ in Lakhs)	Amount reported in quarterly return/statement (₹ in Lakhs)	Difference (₹ in Lakhs)
June'22	All Consortium Banks	Inventories	15,053	15,750	(697)
		Trade Receivables	4,003	4,309	(306)
September'22	All Consortium Banks	Inventories	15,379	15,379	
		Trade Receivables	3,711	3,731	(20)
December'22	All Consortium Banks	Inventories	14,920	14,921	(1)
		Trade Receivables	4,029	4,023	6
March'23	All Consortium Banks	Inventories	14,097	14,405	(308)
		Trade Receivables	4,626	4,617	9

As explained by the management, the differences are on account of numbers reported to the banks based on the provisional quarterly accounts.

- (iii) During the year, the Company has not made any investment, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(a) to (f) of the Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there are no loans, guarantees and securities granted in respect of which provisions of section 185 and 186 of the Companies Act 2013 are applicable. The provisions of section 186 of the Act in respect of investments made have been complied with by the Company.
- (v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable except for receipt of loan from TIL Welfare Trust amounting to ₹ 1,066 Lakhs received in the previous financial years which is in contravention of provision of sections 73 to 76 of the Act. We have been further informed by the Company that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal in this regard.
- (vi) The maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Act and rules thereunder. We have been informed by the management that prescribed accounts and records for the year ended 31st March 2023 are in the process of being made and maintained.
- (vii) (a) Undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues have not been regularly deposited with the appropriate authorities and there have been significant delays in large number of cases.

According to the information and explanations given to us and based on audit procedures performed by us, undisputed dues in respect of goods and services tax, provident fund, employees' state insurance, income-tax, service tax, sales-tax, duty of custom, duty of excise, value added tax, cess and other statutory dues which were outstanding, at the year end, for a period of more than six months from the date they became payable, are as follows:

Name of Statute	Nature of Dues	Amount (₹ in Lakhs)	Period to which amounts relates	Due Date	Date of Payment
Income Tax Act, 1961	Tax Deducted at source	451.30	FY 21-22	Various Dates	Unpaid
Income Tax Act, 1961	Tax Deducted at source	28.46	FY 22-23	Various Dates	Unpaid
Income Tax Act, 1961	Tax Collected at source	19.77	FY 21-22	Various Dates	Unpaid
Income Tax Act, 1961	Tax Collected at source	0.95	FY 22-23	Various Dates	Unpaid
Employee Provident Fund Act, 1952	Provident Fund	475.16	FY 21-22	Various Dates	Unpaid
Employee Provident Fund Act, 1952	Provident Fund	153.65	FY 22-23	Various Dates	Unpaid
Employees' State Insurance Act, 1948	Employee State Insurance	17.96	FY 21-22	Various Dates	Unpaid
Employees' State Insurance Act, 1948	Employee State Insurance	6.12	FY 22-23	Various Dates	Unpaid
Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Professional Tax	1.81	FY 21-22	Various Dates	Unpaid
Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Professional Tax	2.21	FY 22-23	Various Dates	Unpaid

- (b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of statutory dues referred to in sub-clause (a) as at 31st March 2023 which have not been deposited on account of a dispute, are as follows:

Name of the Statute	Nature of Dues	Forum where dispute is pending	Period to which Amount Relates	Amount Involved (₹ in Lakhs)
The Central Sales Tax Act, 1956	Sales Tax	Calcutta High Court	2007-08	74
The Central Sales Tax Act, 1956	Sales Tax	West Bengal Commercial Taxes Appellate & Revisional Board	2008-09 2009-10	931
The West Bengal Value Added Tax Act, 2003	Sales Tax	West Bengal Commercial Taxes Appellate & Revisional Board	2008-09 2009-10	1,187
Central Goods & Services Tax Act, 2017	Goods & Services Tax	Assistant Commissioner of State Tax, Kolkata	2019-20	959
Finance Act, 1994	Service Tax	The Customs, Excise and Service Tax Appellate Tribunal, Kolkata	2007-08	21
Finance Act, 1994	Service Tax	The Customs, Excise and Service Tax Appellate Tribunal, Kolkata	2008-09 to 2013-14	619
Finance Act, 1994	Service Tax	Joint Commissioner of CGST & Central Excise, Kolkata	2014-15 to 2017-18	293
Central Excise Act, 1944	Central Excise Tax	Commissioner of Central Excise (Appeals)	2013-14 to 2017-18	10
Central Excise Act, 1944	Central Excise Tax	Commissioner (Appeals), CGST & Central Excise	2014-15 to 2016-17	313
Income Tax Act, 1961	Income Tax	Commissioner of Income tax (Appeals)	2011-12	42
Income Tax Act, 1961	Income Tax	Commissioner of Income tax (Appeals)	2014-15	11
Income Tax Act, 1961	Income Tax	Commissioner of Income tax (Appeals)	2016-17	18

- (viii) According to the information and explanations given to us, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

- (ix) (a) The Company has defaulted in repayment of dues to banks and financial institutions during the year as stated below:

Nature of borrowing including debt securities	Name of Lender	Whether principal or interest	Amount not paid on due date (₹ in Lakhs)	Outstanding since/ Delay (in days)
Long Term Loan	Aditya Birla Finance Ltd.	Principal	420.51	15-02-2022
		Interest	43.35	15-02-2022
	Tata Capital Financial Services Ltd.	Principal	1,022.62	13-04-2022
		Interest	97.89	13-04-2022

Nature of borrowing including debt securities	Name of Lender	Whether principal or interest	Amount not paid on due date (₹ in Lakhs)	Outstanding since/ Delay (in days)
Guaranteed Emergency Credit Line (GECL)	Aditya Birla Finance Ltd.	Principal	145.71	15-02-2022
		Interest	17.55	15-02-2022
	Tata Capital Financial Services Ltd.	Principal	1,017.00	10-05-2022
		Interest	96.93	10-05-2022
	Punjab National Bank	Principal	125.00	01-04-2022
		Interest	55.36	01-04-2022
	Union Bank of India	Principal	202.77	01-06-2022
		Interest	14.57	01-06-2022
	State Bank of India	Principal	660.30	10-06-2022
		Interest	44.51	01-06-2022
IDBI Bank	Principal	169.98	01-09-2022	
	Interest	10.25	01-09-2022	
Financial Assistance under CESS-2020 Scheme	Bank of India	Principal	174.57	06-11-2021
		Interest	18.80	30-11-2021
Short Term Loan	HDFC Bank	Principal	2,551.12	16-10-2021
		Interest	308.76	01-02-2022
	Union Bank of India	Principal	153.43	01-04-2022
		Interest	25.72	28-02-2022
Working Capital Demand Loan (WC DL)	Bank of India	Principal	2,460.00	20-03-2022
		Interest	324.49	31-12-2021
	Union Bank of India	Principal	563.18	17-06-2022
		Interest	63.92	01-04-2022
	State Bank of India	Principal	2,070.00	11-02-2023
		Interest	165.12	01-10-2023
	South Indian Bank	Principal	1,510.10	08-08-2022
		Interest	222.25	01-08-2022
Axis Bank	Interest	23.65	01-07-2022	
Cash Credit	Bank of India	Principal	726.34	20-03-2022
		Interest	80.06	20-03-2022
	Punjab National Bank	Principal	106.30	31-12-2022
	HDFC Bank	Principal	2,364.40	31-10-2021
		Interest	306.76	31-10-2021
	Union Bank of India	Principal	379.53	17-06-2022
		Interest	38.81	17-06-2022
	State Bank of India	Principal	17.81	11-02-2023
		Interest	12.49	11-02-2023
	Indian Bank	Principal	2,089.31	01-04-2022
		Interest	277.02	01-04-2022
	IDBI Bank	Principal	310.84	24-12-2022
		Interest	16.95	24-12-2022
	South Indian Bank	Principal	793.22	08-08-2022
Interest		0.75	01-07-2022	
Letter of Credit (LC)	Union Bank of India	LC Devolved	43.08	9-57 days
	Indian Bank	LC Devolved	113.67	3 days

- (b) According to the information and explanations given to us and the records of the Company examined by us, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations given by the management, term loans were applied for the purpose for which the loans were obtained.
- (d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiary. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money during the year by way of initial public offer/further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no material fraud on the Company has been noticed or reported during the year.
- (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor/secretarial auditor or by us in Form ADT - 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) (a) to (c) of the order are not applicable to the Company.
- (xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in Note 41 to the Standalone Financial Statements, as required by the applicable accounting standards.
- (xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.
- (b) The internal audit reports of the Company issued till the date for the period under audit have been considered by us.
- (xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.
- (xvi) (a) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company. Accordingly, the requirement to report on clause (xvi) (a) & (b) of the order is not applicable to the Company.

- (b) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) (c) of the Order is not applicable to the Company.
- (c) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
- (xvii) The Company has incurred cash losses amounting to ₹ 8,314 Lakhs in the current financial year and ₹ 39,352 Lakhs (including accounting adjustments related to earlier years as stated in Note 32 of the Standalone Financial Statements) in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- (xix) As stated in Qualified Opinion paragraph in our main audit report for Going Concern Assessment and as disclosed in Note 34, 40 and 42 to the Standalone Financial Statements which includes the financial ratios and ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, there exists a material uncertainty that the Company may not be 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.
- (xx) The Company does not have any obligation towards Corporate Social Responsibility as per the provisions of Section 135 of the Act during the current and previous financial year and hence reporting in clause (xx) is not applicable.

Kolkata
26th May 2023

For Singhi & Co.
Chartered Accountants
Firm Registration No. 302049E
(Girdhari Lal Choudhary)
Partner
Membership No. 052112
UDIN: 23052112BGXCJJ7377

ANNEXURE 2

To the Independent Auditor's Report of even date on the Standalone Financial Statements of TIL Limited

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

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We were engaged to audit the internal financial controls with reference to Standalone Financial Statements of TIL Limited ("the Company") as of 31st March 2023 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to Standalone Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Because of the matters described in Disclaimer of Opinion paragraph below, we were not able to obtain sufficient appropriate audit evidence to provide a basis for our opinion on whether the Company had adequate internal financial controls over financial reporting with reference to these Standalone Financial Statements as at 31st March 2023 and whether such internal financial controls were operating effectively.

Meaning of Internal Financial Controls with reference to Standalone Financial Statements

A company's internal financial control with reference to financial statement 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 authorizations of management and Directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Disclaimer of Opinion

According to the information and explanation given to us, the Company has not established its internal financial control over financial reporting on criteria based on or considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. Because of this reason, we are unable to obtain sufficient appropriate audit evidence to provide a basis for our opinion whether the Company had adequate internal financial controls over financial reporting and whether such internal financial controls were operating effectively as at 31st March 2023. Accordingly, we do not express an opinion on Internal Financial Controls with reference to these Standalone Financial Statements.

We have considered the disclaimer reported above in determining the nature, timing and extent of audit tests applied in our audit of the Standalone Financial Statements of the Company for the year ended 31st March 2023 and the disclaimer does not affect our qualified opinion on the Standalone Financial Statements of the Company.

Kolkata
26th May 2023

For Singhi & Co.
Chartered Accountants
(Firm's Registration No. 302049E)
(Giridhari Lal Choudhary)
Partner
Membership No. 052112
UDIN: 23052112BGXCJJ7377

STANDALONE BALANCE SHEET AS AT 31ST MARCH 2023

(₹ In Lakhs)

Particulars	Note No.	As at 31.03.2023	As at 31.03.2022
A ASSETS			
1 Non-Current Assets			
(a) Property, Plant and Equipment	4	9,589	10,546
(b) Capital Work-In-Progress	6	27	27
(c) Right-of-use Assets	4.1	1,011	1,268
(d) Intangible Assets	7	-	46
(e) Investment in Subsidiary	8-A	74	302
(f) Financial Assets			
(i) Investments	8-B	-	-
(ii) Others	9-A	148	582
(g) Deferred Tax Assets (Net)	10-B	3,868	3,447
(h) Income Tax Assets (Net)	10-A	704	499
(i) Other Non-Current Assets	11-A	29	21
Total Non-Current Assets		15,450	16,738
2 Current Assets			
(a) Inventories	12	14,097	16,457
(b) Financial Assets			
(i) Investments	8-C	10	8
(ii) Trade Receivables	13	3,019	2,610
(iii) Cash and Cash Equivalents	14-A	100	7
(iv) Bank Balances other than (iii) above	14-B	8	364
(v) Others	9-B	274	266
(c) Other Current Assets	11-B	1,659	1,658
Total Current Assets		19,167	21,370
3 Assets Held for Sale	4.3	419	-
TOTAL ASSETS		35,036	38,108
B EQUITY AND LIABILITIES			
1 Equity			
(a) Equity Share Capital	15	1,003	1,003
(b) Other Equity	16	(30,210)	(21,309)
Total Equity		(29,207)	(20,306)
2 Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17-A	15,159	17,760
(ii) Lease Liabilities	20-A	957	875
(b) Provisions	18-A	503	512
Total Non-Current Liabilities		16,619	19,147
3 Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17-B	24,859	22,089
(ii) Lease Liabilities	20-B	94	111
(iii) Trade Payables	19		
A) Total outstanding dues of micro enterprises and small enterprises		395	382
B) Total outstanding dues of Creditors other than micro enterprises and small enterprises		12,147	8,902
(iv) Other Financial Liabilities	21	2,512	431
(b) Other Current Liabilities	22	7,529	7,313
(c) Provisions	18-B	88	39
Total Current Liabilities		47,624	39,267
TOTAL EQUITY AND LIABILITIES		35,036	38,108

Significant accounting policy and accompanying notes (1 to 48) forming an integral part of the Standalone Financial Statements.

In terms of our report of even date attached

For Singhi & Co.

Chartered Accountants (Firm's Registration No. 302049E)

Girdhari Lal Choudhary

Partner (Membership No. 0521112)

Kolkata

26th May 2023

 For and on behalf of the Board of Directors of **TIL Limited**
Sumit Mazumder

Chairman & Managing Director (DIN:00116654)

Bipasha Banerjee

Chief Financial Officer

Sekhar Bhattacharjee

Company Secretary

STANDALONE STATEMENT OF PROFIT & LOSS

FOR THE YEAR ENDED 31ST MARCH 2023

(₹ In Lakhs)

Particulars	Note No.	Year Ended 31.03.2023	Year Ended 31.03.2022
I. Revenue from Operations	23	4,383	6,499
II. Other Income	24	1,086	2,427
III. Total Revenue (I + II)		5,469	8,926
IV. Expenses			
Cost of Materials Consumed	25	1,173	2,098
Purchases of Stock-In-Trade	26	309	2,004
Changes in Inventories of Finished Goods, Stock-In-Trade and Work-In-Progress	27	1,602	(1,021)
Employee Benefits Expense	28	3,673	5,531
Finance Costs	29	3,624	3,616
Depreciation and Amortization Expense	30	895	995
Other Expenses	31	3,402	10,097
Total Expenses (IV)		14,678	23,320
V. Profit/(Loss) Before Exceptional Items and Tax (III - IV)		(9,209)	(14,394)
VI. Exceptional Items	32	-	(25,953)
VII. Profit/(Loss) Before Tax (After Exceptional Items) [V-VI]		(9,209)	(40,347)
VIII. Tax (Benefits)/Expenses			
Current Tax		-	-
Income tax relating to earlier years		-	172
Deferred Tax	10-B	(381)	1,129
Total Tax (Benefits)/Expense (VIII)		(381)	1,301
IX. Net Profit/(Loss) for the year (VII-VIII)		(8,828)	(41,648)
X. Other Comprehensive Income			
A. Items that will not be reclassified to the Statement of Profit and Loss			
Remeasurement of the defined benefit plans		(112)	(79)
B. Income tax relating to items that will not be reclassified to the Statement of Profit and Loss		39	28
Total Other Comprehensive Income (X)		(73)	(51)
XI. Total Comprehensive Income for the year (IX+X)		(8,901)	(41,699)
XII. Earnings Per Equity Share (Face Value of ₹ 10/-)			
Basic and Diluted	44	(88.01)	(415.22)

Significant accounting policy and accompanying notes (1 to 48) forming an integral part of the Standalone Financial Statements.

In terms of our report of even date attached

For Singhi & Co.

Chartered Accountants (Firm's Registration No. 302049E)

Girdhari Lal Choudhary

Partner (Membership No. 052112)

Kolkata

26th May 2023

For and on behalf of the Board of Directors of **TIL Limited****Sumit Mazumder**

Chairman & Managing Director (DIN:00116654)

Sekhar Bhattacharjee

Company Secretary

Bipasha Banerjee

Chief Financial Officer

STANDALONE STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31ST MARCH 2023

(₹ In Lakhs)

Particulars	Year Ended 31.03.2023		Year Ended 31.03.2022	
A Cash Flow from Operating Activities				
Profit/(Loss) Before Tax and Exceptional Items		(9,209)		(14,394)
Adjustments for				
Depreciation and Amortization Expense	895		995	
Finance Costs	3,624		3,616	
Net (Gain)/Loss on Fair Valuation of investments through Profit and Loss	(2)		1	
Net gain on Assets held for Sale	-		(283)	
Unrealized Foreign Exchange (Gain)/Loss (Net)	108		57	
Provisions/Liabilities no longer required written back	(953)		(561)	
Bad and Doubtful Trade Receivables/Advances/Claims	982		5,924	
Provision for Impairment of Investment	228		-	
Interest Income	(39)		(79)	
Dividend Income	-		(1,492)	
(Profit)/Loss on Sale of Property, Plant & Equipment (Net)	4		(1)	
(Gain)/Loss on Modification/Termination on Lease Assets	(3)		275	
(Profit)/Loss on Fair Valuation of Derivatives not designated as Hedging Instruments through Profit and Loss	-		3	
		4,844		8,455
Operating Profit before Working Capital Changes		(4,365)		(5,939)
Changes in Working Capital				
Trade Receivables, Loans, Advances and Other Assets	(1,381)		4,593	
Inventories	2,360		(4,709)	
Trade Payables, Other Liabilities and Provisions	4,259		4,058	
		5,238		3,942
Cash Generated from Operations		873		(1,997)
Income Tax (Paid)/Refund received (Net)		(205)		(80)
Net Cash Flows from/(used in) Operating Activities (A)		668		(2,077)
B Cash Flow from Investing Activities				
Purchase of Property, Plant and Equipment, Intangible Assets	-		3	
Sale of Property, Plant & Equipment	8		4,000	
Margin Money/Bank Deposits not considered as Cash and Cash Equivalents	763		43	
Interest Received	39		79	
Dividend Received	-		1,492	
Net Cash Flows from/(used in) Investing Activities (B)		810		5,617

STANDALONE STATEMENT OF CASH FLOWS (Contd.)

FOR THE YEAR ENDED 31ST MARCH 2023

(₹ In Lakhs)

Particulars	Year Ended 31.03.2023		Year Ended 31.03.2022	
C Cash Flow from Financing Activities				
Repayment of Long Term Borrowings	-		(1,776)	
Proceeds from Long Term Borrowings	55		4,476	
Repayment of Lease Liabilities	(100)		(99)	
Proceeds from Short Term Borrowings (Net)	101		(2,983)	
Finance Costs Paid	(1,441)		(3,164)	
Net Cash Flows from/(used in) Financing Activities (C)		(1,385)		(3,546)
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)		93		(6)
Cash and Cash Equivalents at the beginning of the year (Refer Note 14-A)		7		13
Cash and Cash Equivalents at the end of the year (Refer Note 14-A)		100		7
Cash and Cash Equivalents comprises				
Cash in hand		1		3
Balance with Banks		99		4
		100		7

Note:

- The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'
- The composition of Cash & Cash Equivalent has been determined based on the Accounting Policy No. 2.23.
- Figures for the previous year have been re-grouped wherever considered necessary.
- Income Taxes paid/Refund received (net) are treated as arising from operating activities and are not bifurcated between investing and financing activities.
- As per Ind AS 7, the Company is required to provide disclosures that enable users of Financial Statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. The Company did not have any material impact on the Statement of Cash Flows therefore reconciliation has not been given.

Significant accounting policy and accompanying notes (1 to 48) forming an integral part of the Standalone Financial Statements.

In terms of our report of even date attached

For Singhi & Co.

Chartered Accountants (Firm's Registration No. 302049E)

Giridhari Lal Choudhary

Partner (Membership No. 052112)

Kolkata

26th May 2023

For and on behalf of the Board of Directors of **TIL Limited****Sumit Mazumder**

Chairman & Managing Director (DIN:00116654)

Sekhar Bhattacharjee

Company Secretary

Bipasha Banerjee

Chief Financial Officer

STANDALONE STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31ST MARCH 2023

(All amounts in ₹ Lakhs, unless otherwise stated)

A. EQUITY SHARE CAPITAL

	Changes in equity share capital during the year	Balance as at 31.03.2022
Balance as at 01.04.2021	-	1,003
Balance as at 01.04.2022	Changes in equity share capital during the year	Balance as at 31.03.2023
1,003	-	1,003

B. OTHER EQUITY

	Securities Premium	Capital Reserve	Capital Redemption Reserve	Development Rebate Reserve	Amalgamation Reserve	General Reserve	Retained Earnings	Total Equity
Balance as at 01.04.2021	1,934	878	400	1	20	3,013	14,144	20,390
Profit/(Loss) for the year	-	-	-	-	-	-	(41,648)	(41,648)
Other Comprehensive Income for the year (net of tax)	-	-	-	-	-	-	(51)	(51)
Balance as at 31.03.2022	1,934	878	400	1	20	3,013	(27,555)	(21,309)
Profit/(Loss) for the year	-	-	-	-	-	-	(8,828)	(8,828)
Other Comprehensive Income for the year (net of tax)	-	-	-	-	-	-	(73)	(73)
Total Comprehensive Income	-	-	-	-	-	-	(8,901)	(8,901)
Balance as at 31.03.2023	1,934	878	400	1	20	3,013	(36,456)	(30,210)

STANDALONE STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31ST MARCH 2023

(All amounts in ₹ Lakhs, unless otherwise stated)

B OTHER EQUITY (Contd.)

Securities Premium

This reserve represents the premium on issue of shares and can be utilized in accordance with the provisions of the Companies Act, 2013.

Capital Reserve

This represents grants etc. of capital nature.

Capital Redemption Reserve

This reserve is created on redemption of capital.

Development Rebate Reserve and Amalgamation Reserve

These Reserves were transferred to the Company in the course of business combination.

General Reserve

The General Reserve is used from time to time to transfer profit from retained earnings for appropriation purposes.

Retained Earnings

This reserve represents the cumulative Profit/Loss of the Company. This can be utilized in accordance with the provisions of the Companies Act, 2013.

Significant accounting policy and accompanying notes (1 to 48) forming an integral part of the Standalone Financial Statements.

In terms of our report of even date attached

For Singhi & Co.

Chartered Accountants (Firm's Registration No. 302049E)

Giridhari Lal Choudhary

Partner (Membership No. 052112)

Kolkata

26th May 2023

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

Sumit Mazumder

Chairman & Managing Director (DIN:00116654)

Bipasha Banerjee

Chief Financial Officer

Sekhar Bhattacharjee

Company Secretary

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated)

1 GENERAL INFORMATION

TIL Limited (the 'Company') is engaged in manufacturing and marketing of a comprehensive range of material handling, lifting, port and road construction solutions with integrated customer support and after sales service. Overall the Company's products and services are termed as Materials Handling Solutions (MHS). The Company has two manufacturing facilities - Kamarhatty and Kharagpur in West Bengal. The Company is a Public Limited Company and is listed in Bombay, Calcutta and National Stock Exchange in India.

1.1 Recent Accounting Developments

The Ministry of Corporate Affairs (MCA) notifies new standards or amendments to the existing standards under the Companies (Indian Accounting Standards) Rules as issued from time to time. On 31st March 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

Ind AS 1, Presentation of Financial Statements – This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after 1st April 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the Standalone Financial Statements.

Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors – This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after 1st April 2023. The Company has evaluated the amendment and there is no impact on its Standalone Financial Statements.

Ind AS 12, Income Taxes – This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after 1st April 2023. The Company has evaluated the amendment and there is no impact on its Standalone Financial Statements.

2 Significant Accounting Policies

2.1 Statement of Compliance

These Standalone Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 except as referred in Note No. 33. The Standalone Financial Statements have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013.

2.2 Basis of Preparation

The financial statements are prepared in accordance with the historical cost convention, except for certain items (e.g. financial instruments) that are measured at fair values, as explained in the accounting policies.

Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

estimated using another valuation technique. In estimating the Fair Value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair Value for measurement and/or disclosure purposes in these Financial Statements is determined on such a basis, except leasing transactions that are within the scope of Ind AS 116 – “Leases”, and measurements that have some similarities to Fair Value but are not Fair Value, such as net realizable value in Ind AS 2 – “Inventories” or value in use in Ind AS 36 – “Impairment of Assets”.

2.3 Operating Cycle

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1 – “Presentation of Financial Statements” based on the nature of products and the time between the acquisition of assets for processing and their realization 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.

2.4 Property, Plant and Equipment - Tangible Assets

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment, if any.

Cost is inclusive of all directly attributable expenses including borrowing cost related to acquisition. Expenses capitalized also include applicable borrowing costs for qualifying assets, if any. All upgradation/enhancements are charged off as revenue expenditure unless they bring similar significant additional benefits. An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Standalone Statement of Profit and Loss.

Capital Work in Progress is stated at cost (including borrowing cost, where applicable, and adjustment for exchange difference), incurred during construction/installation/preoperative periods relating to items or projects in progress.

Non-current assets 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 the carrying amount and the Fair Value less cost to sale.

An impairment loss is recognized for any initial or subsequent write-down of the asset to Fair Value less costs to sell. A gain is recognized for any subsequent increases in Fair Value less costs to sell of an asset, but not in excess of any cumulative impairment loss previously recognized. A gain or loss not previously recognized by the date of the sale of the non-current asset is recognized at the date of de-recognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortized while they are classified as held for sale. Non-current assets (or disposal group classified as held for sale are presented separately in the balance sheet.

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

2.5 Intangible Assets

Intangible Assets that the Company controls and from which it expects future economic benefits are capitalized upon acquisition and measured initially:

- a. for assets acquired in a business combination or by way of a Government grant, at Fair Value on the date of acquisition/grant.
- b. for separately acquired assets, at cost comprising the purchase price (including import duties and non refundable taxes) and directly attributable costs to prepare the asset for its intended use.

Internally generated assets for which the cost is clearly identifiable are capitalized at cost. Research expenditure is recognized as an expense when it is incurred. Development costs are capitalized only after the technical and commercial feasibility of the asset for sale or use has been established. Thereafter, all directly attributable expenditure incurred to prepare the asset for its intended use are recognized as the cost of such assets.

2.6 Derecognition of Tangible and Intangible Assets

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

2.7 Depreciation and Amortization

Depreciation on Property, Plant and Equipment has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013. Intangible Assets are amortized on straight line basis as follows:

Computer Software - 2 to 5 years.

Technical Knowhow - 3 to 5 years.

The estimated useful life of the intangible assets and the amortization period are reviewed at the end of each financial year and the amortization period is revised to reflect the changed pattern, if any.

2.8 Impairment of Assets

Impairment loss, if any, is provided to the extent, the carrying amount of assets or cash generating units exceed their recoverable amount. Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life. When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. Any reversal of an impairment loss is recognized immediately in profit and loss.

2.9 Inventories

Inventories are stated at lower of cost and net realizable value. The cost is calculated on weighted average method. Cost comprises expenditure incurred in the normal course of business in bringing such inventories to its present location and condition and includes, where applicable, appropriate overheads based on normal level of activity. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Net realizable value is the estimated selling price less estimated costs for completion and sale. Obsolete, slow moving and defective inventories are identified periodically and, where necessary, a provision is made for such inventories.

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

2.10 Foreign Currency Transactions

The functional and presentation currency of the Company is Indian Rupee. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at Fair Value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the Fair Value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognized in the Standalone Statement of Profit and Loss in the period in which they arise except for exchange differences on transactions entered into in order to hedge certain foreign currency risks.

2.11 Derivatives

The Company enters into derivative financial instruments, primarily foreign exchange forward contracts, to manage its exposure to foreign exchange risks.

Derivatives are initially recognized at Fair Value and are subsequently re-measured to their Fair Value at the end of each reporting period. The resulting gains/losses is recognized in the Standalone Statement of Profit and Loss.

2.12 Investment in Subsidiaries

Investment in subsidiaries are carried at cost less accumulated impairment, if any.

2.13 Financial Instruments, Financial Assets, Financial Liabilities and Equity Instruments

Recognition: Financial assets include Investments, Trade Receivables, Advances, Security Deposits, Cash and Cash Equivalents. Such assets are initially recognized at transaction price when the Company becomes party to contractual obligations. The transaction price includes transaction costs unless the asset is being fair valued through the Statement of Profit and Loss.

Classification: Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired. The subsequent measurement of financial assets depends on such classification.

Financial Assets are Classified as those Measured at

- (a) Amortized cost, where the financial assets are held solely for collection of cash flows arising from payments of principal and/or interest.
- (b) Fair Value Through Other Comprehensive Income (FVTOCI), where the financial assets are held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at Fair Value, with unrealised gains and losses arising from changes in the Fair Value being recognized in other comprehensive income.
- (c) Fair Value Through Profit or Loss (FVTPL), where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the Fair Value of such assets. Such assets are subsequently measured at Fair Value, with unrealised gains and losses arising from changes in the Fair Value being recognized in the Standalone Statement of Profit and Loss in the period in which they arise. Trade Receivables, Advances, Security Deposits, Cash and Cash Equivalents etc. are classified for measurement at amortized cost while investments may fall under any of the aforesaid classes.

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

Impairment: The Company assesses at each reporting date whether a financial asset (or a group of financial assets) such as investments, trade receivables, advances and security deposits held at amortized cost and financial assets that are measured at Fair Value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognized if the credit quality of the financial asset has deteriorated significantly since initial recognition.

Reclassification: When the business model is changed, the Company shall reclassify all affected financial assets prospectively from the reclassification date as subsequently measured at amortized cost, Fair Value through other comprehensive income, Fair Value through profit or loss without restating the previously recognized gains, losses or interest and in terms of the reclassification principles laid down in the Ind AS relating to Financial Instruments.

De-recognition: Financial assets are derecognized when the right to receive cash flows from the assets has expired, or has been transferred, and the Company has transferred substantially all of the risks and rewards of ownership.

Concurrently, if the asset is one that is measured at:

- (a) Amortized cost, the gain or loss is recognized in the Statement of Profit and Loss;
- (b) Fair Value through other comprehensive income, the cumulative Fair Value adjustments previously taken to reserves are reclassified to the Statement of Profit and Loss unless the asset represents an equity investment in which case the cumulative Fair Value adjustments previously taken to reserves is reclassified within equity.

Income Recognition: Interest income is recognized in the Standalone Statement of Profit and Loss using the effective interest method. Dividend income is recognized in the Standalone Statement of Profit and Loss when the right to receive dividend is established.

Financial Liabilities: Borrowings, trade payables and other financial liabilities are initially recognized at the value of the respective contractual obligations. They are subsequently measured at amortized cost. Any discount or premium on redemption/settlement is recognized in the Statement of Profit and Loss as finance cost over the life of the liability using the effective interest method and adjusted to the liability figure disclosed in the Balance Sheet.

Financial liabilities are derecognized when the liability is extinguished, that is, when the contractual obligation is discharged, cancelled and on expiry.

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.

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

The legally enforceable right must not be contingent in 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 counterparty.

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

Equity Instruments: Equity instruments are recognized at the value of the proceeds, net of direct costs of the capital issue.

Derivatives: Derivatives are initially recognized at Fair Value and are subsequently remeasured to their Fair Value at the end of each reporting period. The resulting gains/losses are recognized in the Statement of Profit and Loss immediately.

2.14 Revenue

Revenue from contract with customers is recognized when the Company satisfies performance obligation by transferring promised goods and services to the customer. Performance obligations may be satisfied at a point of time or over a period of time. Performance obligations satisfied over a period of time are recognized as per the terms of relevant contractual agreements/arrangements. Performance obligations are said to be satisfied at a point of time when the customer obtains controls of the asset.

Revenue is measured based on transaction price, stated net of discounts, returns and applicable taxes. Transaction price is recognized based on the price specified in the contract, net of the estimated sales incentives/discounts. Accumulated experience is used to estimate and provide for the discounts/right of return, using the expected value method.

2.15 Government Grant

Government grants are recognized when there is reasonable assurance that the grant will be received, and the Company will comply with the conditions attached to the grant. Accordingly, government grants:

- a) related to or used for assets are included in the Balance Sheet as deferred income and recognized as income over the useful life of the assets.
- b) related to incurring specific expenditures are taken to the Standalone Statement of Profit and Loss on the same basis and in the same periods as the expenditures incurred.
- c) by way of financial assistance on the basis of certain qualifying criteria are recognized as they become receivable.

2.16 Borrowing Costs

Borrowing cost comprises interest and other costs incurred in connection with borrowing the funds. All borrowing costs are recognized in the Statement of Profit and Loss using the effective interest method except to the extent attributable to qualifying Property Plant Equipment (PPE) which are capitalized to the cost of the related assets. A qualifying PPE is an asset, that necessarily takes a substantial period of time to get ready for its intended use or sale.

2.17 Employee Benefits

The undiscounted amount of Short-term Employee Benefits (i.e. benefits payable within one year) are recognized in the period in which the employee services are rendered.

Contributions towards provident funds are recognized as expense. Provident fund contributions in respect of employees are made to Trusts - 'Tractors (India) Limited Provident Institution' and 'TIL Limited (Kamarhatty Works) Provident Fund Institution' being administered by the trustees of the said fund for the benefit of employees of the Company and such Trusts invest funds following a pattern of investment prescribed by the Government. The interest rate payable to the members of the Trusts is not lower than the rate of interest declared annually by the

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

Central Government under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, on account of interest, is made good by the Company.

Contributions under Employees' Pension Scheme is made as per statutory requirements and charged as expenses for the year.

The Company also contributes to the Central Government administered Employees' State Insurance Scheme for its eligible employees, which is a defined contribution plan.

Provisions for Gratuity for eligible employees (being a defined benefit plan) is made on the basis of year-end actuarial valuation using Projected Unit Credit Method.

In respect of certain eligible employees who have attained 45 years of age as on 1st April 2009, provision for Superannuation under defined benefit plan is made on the basis of year end actuarial valuation using Projected Unit Credit Method.

In respect of certain eligible employees who have not attained 45 years of age as on 1st April 2009 provision for Superannuation is made :-

- under defined contribution scheme in respect of services rendered with effect from 1st April 2009.
- under defined benefit scheme in respect of services rendered up to 31st March 2009, based on frozen pensionable salary as on 31st March 2009, using Projected Unit Credit Method.

Service costs and net interest expense or income is reflected in the Statement on Profit and Loss. Gain or Loss on account of remeasurement are recognized immediately through other comprehensive income in the period in which they occur.

Accrued liability towards compensated absence, covering eligible employees, evaluated on the basis of year-end actuarial valuation using Projected Unit Credit Method, is recognized as a charge.

Ind AS 19 - Plan Amendment, Curtailment or Settlement

It requires an entity to use updated assumptions to determine current service costs and net interest for the remainder of the period after a plan amendment, curtailment or settlement, and to recognize in the Statement of Profit and Loss as part of past service cost, or gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognized because of the impact of the asset ceiling.

2.18 Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether

- (i) the contract involves the use of an identified asset,
- (ii) the Company has substantially all of the economic benefits from the use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset.

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

At the date of commencement of the lease, the Company recognizes a Right-Of-Use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short term leases) and low value leases. For these short term and low value leases, the Company recognizes the lease payments as an operating expense on a straight line over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and liabilities include these options when it is reasonably certain that they will be exercised.

The ROU asset are initially recognized at cost, which comprise the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct cost less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated from the commencement date on a straight line basis over the shorter of the lease term and useful life of the underlying asset. ROU of assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying value may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. higher of the Fair Value less cost to sale and the value in use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined using Cash Generating Unit (CGU) to which the asset belongs.

As per Ind AS- 116, lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

2.19 Taxes on Income

Taxes on income comprise of current taxes and deferred taxes. Current tax in the Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws enacted during the period, together with any adjustment to tax payable in respect of previous years.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes (tax base), at the tax rates and tax laws enacted or substantively enacted by the end of the reporting period. Deferred tax assets are recognized for the future tax consequences to the extent it is probable that future taxable profits will be available against which such unused tax losses can be utilized.

Income tax, in so far as it relates to items disclosed under other comprehensive income or equity, are disclosed separately under other comprehensive income or equity, as applicable.

Deferred tax assets and liabilities are offset when there is 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 net basis, or to realize the asset and settle the liability simultaneously.

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

Tax Credit is recognized in respect of Minimum Alternate Tax (MAT) as per the provisions of Section 115JAA/115JB of the Income Tax Act, 1961 based on convincing evidence that the Company will recover the same against normal income tax within the statutory time frame which is reviewed at each Balance Sheet Date.

2.20 Provisions and Contingent Liabilities

Provisions are recognized when, as a result of a past event, the Company has a legal or constructive obligation; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. The amount so recognized is a best estimate of the consideration required to settle the obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation.

In an event when the time value of money is material, the provision is carried at the present value of the cash flows estimated to settle the obligation.

A disclosure of 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. When there is a possible obligation or a present obligation and the likelihood of outflow of resources, is remote, no provision or disclosure of contingent liability is made.

2.21 Operating Segments

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). The CODM is responsible for allocating resources and assessing performance of the operating segments. Based on such the Company operates in one operating segment, viz. Materials Handling Solutions (MHS).

2.22 Earnings per Share

Basic earnings per share are calculated by dividing the profit and loss for the year attributable to shareholders by the weighted average number of shares outstanding during the year. For the purpose of calculating diluted earnings per share, the profit and loss for the year attributable to Shareholders and weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential shares.

2.23 Cash and cash Equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at banks and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of change in value. For the purpose of the statement of cash flows, cash and cash equivalents include cash on hand, term deposits and other short-term highly liquid investments, net of bank overdrafts as they are considered an integral part of the Company's cash management. Bank overdrafts are shown within short term borrowings in the Balance Sheet.

2.24 The Company has Adopted a Norm to Round-off any Amount below ₹ 0.5 Lakh

3 Use of Estimates and Judgements

The preparation of Financial Statements in conformity with Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the Financial Statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements in Applying Accounting Policies

The preparation of the Company's Standalone Financial Statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Key Sources of Estimation of Uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation of uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

3.1 Useful Lives of Property, Plant and Equipments and Intangible Assets

As described in the significant accounting policies, the Company reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period.

3.2 Fair Value Measurements and Valuation Processes

Some of the Company's assets and liabilities are measured at Fair Value for financial reporting purposes. Fair Value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the Fair Value measurements are observable and the significance of the inputs to the Fair Value measurement in its entirety, which are described as follows

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability. The Company engages third party valuers, where required, to perform the valuation.

Information about the valuation techniques and inputs used in determining the Fair Value of various assets and liabilities are disclosed in the notes to the Financial Statements.

3.3 Actuarial Valuation

The determination of Company's liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognized in the Statement of Profit and Loss and in other comprehensive income. Such valuation depend upon assumptions determined after taking into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. Information about such valuation is provided in notes to the Financial Statements.

3.4 Claims, Provisions and Contingent Liabilities

The Company has ongoing litigations with various regulatory authorities. Where an outflow of funds is believed to be probable and a reliable estimate of the outcome of the dispute can be made based on management's assessment

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

of specific circumstances of each dispute and relevant external advice, management provides for its best estimate of the liability. Such accruals are by nature complex and can take number of years to resolve and can involve estimation uncertainty. Information about such litigations is provided in notes 37.1 to 37.3 to the Financial Statements.

3.5 Inventory Obsolescence

The Company reviews the condition of its inventories and makes provision against obsolete and slow-moving inventory items which are identified as no longer suitable for sale or use. Company estimates the net realizable value for such inventories based primarily on the latest invoice prices and current market conditions. The Company carries out an inventory review at each balance sheet date and makes provision against obsolete and slow-moving items. The Company reassesses the estimation on each Balance Sheet date.

3.6 Impairment of Financial Assets

The Company assesses impairment based on Expected Credit Losses (ECL) model on trade receivables. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historically observed default rates are updated and changes in the forward-looking estimates are analysed.

3.7 Interest on Borrowings

As the lenders have classified the loan facilities as NPA and have stopped charging interest in some cases, the Management is recognizing interest as per the latest interest rate available with them on prudence.

3.8 Impairment of Investment in Subsidiary

Determining whether the investments in subsidiaries are impaired requires an estimate in the value in use. In considering the value in use, the Management anticipates the future cash flows, discount rates and other factors of the underlying businesses/companies.

In case, where the operations have stopped, the value in use is derived from the net assets value. Investment over and above the net book value is recognized as impairment.

3.9 Lease Liability

The period of lease in case of expired lease contract pending renewal, the best available data based on negotiations with the lessor and period of prior agreement is considered.

4 PROPERTY, PLANT AND EQUIPMENT

Particulars	As at 31.03.2023	As at 31.03.2022
Net Carrying Amounts of		
Freehold Land	1,756	1,756
Buildings	5,268	5,664
Plant and Equipment	2,308	2,655
Furniture and Fixtures	186	348
Office Equipment	6	11
Vehicles	65	112
Total	9,589	10,546

Notes to the Standalone Financial Statements for the year ended 31st March 2023
 (All amounts in ₹ Lakhs, unless otherwise stated) Contd.

4 PROPERTY, PLANT AND EQUIPMENT (Contd.)

Particulars	As at 01.04.2021	Additions	Disposals	Assets Held for Sale	As at 31.03.2022	Additions	Disposals	Assets Held for Sale	As at 31.03.2023
Gross Carrying Amount- Cost									
Freehold Land	1,694	62	-	-	1,756	-	-	-	1,756
Buildings	6,989	58	-	-	7,047	-	-	317	6,730
Plant and Equipment	4,928	5	2	-	4,931	-	2	-	4,929
Furniture and Fixtures	1,426	-	-	-	1,426	-	-	-	1,426
Office Equipment	27	*	-	-	27	-	-	-	27
Vehicles	163	-	-	-	163	-	26	-	137
Total	15,227	125	2	-	15,350	-	28	317	15,005
Particulars	As at 01.04.2021	Depreciation expense	Eliminated on disposals of assets	Assets Held for Sale	As at 31.03.2022	Depreciation expense	Eliminated on disposals of assets	Assets Held for Sale	As at 31.03.2023
Depreciation									
Freehold Land	-	-	-	-	-	-	-	-	-
Buildings	1,116	267	-	-	1,383	254	-	175	1,462
Plant and Equipment	1,870	407	1	-	2,276	347	2	-	2,621
Furniture and Fixtures	906	172	-	-	1,078	162	-	-	1,240
Office Equipment	11	5	-	-	16	5	-	-	21
Vehicles	15	36	-	-	51	35	14	-	72
Total	3,918	887	1	-	4,804	803	16	175	5,416

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) Contd.

4.1 RIGHT-OF-USE ASSETS

Particulars	As at 31.03.2023	As at 31.03.2022
Net Carrying Amounts of		
Right-Of-Use Assets	1,011	1,268
Total	1,011	1,268

Particulars	As at 01.04.2021	Addition/Modification	Disposals	Assets Held for Sale	As at 31.03.2022	Addition/Modification	Disposals	Assets Held for Sale	As at 31.03.2023
Gross Carrying Amount- Cost									
Right-Of-Use Assets	602	951	224	-	1,329	87	72	296	1,048
Total	602	951	224	-	1,329	87	72	296	1,048

Particulars	As at 01.04.2021	Amortization expense	Amortization on disposals	Assets Held for Sale	As at 31.03.2022	Amortization expense	Amortization on disposals	Assets Held for Sale	As at 31.03.2023
Amortization									
Right-Of-Use Assets	65	47	51	-	61	46	51	19	37
Total	65	47	51	-	61	46	51	19	37

*Amount is below the rounding off norm adopted by the Company.

4.2 For details of Property, Plant and Equipment given as security against borrowing - Refer Note 17.2.

4.3 Assets including Right-Of-Use assets located in Shahibabad and Chennai are exclusively securitized with Tata Capital Financial Services Ltd. and Aditya Birla Finance Ltd. respectively. Due to acute Liquidity crisis, the loan facilities granted to the Company by these two NBFCs were declared NPA. Accordingly, under the provisions of the SARFAESI Act, 2002, the two NBFCs have taken physical possession of the two properties. Accordingly, these two properties amounting to ₹ 419 Lakhs (Previous year Nil) have been categorized as Assets Held for Sale. Further, since the Fair Value of the two Properties are higher than its carrying value as on 31st March 2023, in the opinion of the management, no impairment provision is considered necessary.

4.4 The Company had engaged an external valuer for conducting the Fair Valuation of its Property, Plant & Equipment in the previous year. Since the Fair Value of the Property, Plant & Equipment is higher than its carrying value as on 31st March 2023, based on said evaluation, in the opinion of the management, no impairment provision is considered necessary.

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) Contd.

4.5 The title deeds of immovable property are not held in the name of the Company in the following cases. Details as on 31st March 2023

Description of item of Property	Gross carrying value (₹ in Lakhs)	Net carrying value (₹ in Lakhs)	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative/ employee of promoter/director	Property held since which date	Reason for not being held in the name of the Company
Flat located at Mumbai	1	1	Managing Director of erstwhile Spundish Engineering Limited	No	01-05-1975	The title deeds are in the name of Managing Director of erstwhile Spundish Engineering Limited, which was amalgamated with the Company in earlier years.
Freehold Land admeasuring 30.48 acres located at Changual, Kharrappur, West Bengal	309	309	Various owners having small plots	No	01-04-2009	The Company is in the process of executing the deeds with the respective sellers.
Lease hold Land admeasuring 9,919.40 square meters located at Kolkata, West Bengal	1,048*	1,002	Shyama Prasad Mukherjee Port Trust	No	01-05-1960	The Lease deed of the related land with Shyama Prasad Mukherjee Port Trust has expired on 31st March 2015. The Company is in the process of renewing the lease deed.

Details as on 31st March 2022

Description of item of Property	Gross carrying value (₹ in Lakhs)	Net carrying value (₹ in Lakhs)	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative/ employee of promoter/director	Property held since which date	Reason for not being held in the name of the Company
Flat located at Mumbai	1	1	Managing Director of erstwhile Spundish Engineering Limited	No	01-05-1975	The title deeds are in the name of Managing Director of erstwhile Spundish Engineering Limited, which was amalgamated with the Company in earlier years.
Freehold Land admeasuring 30.48 acres located at Changual, Kharrappur, West Bengal	309	309	Various owners having small plots	No	01-04-2009	The Company is in the process of executing the deeds with the respective sellers.
Lease hold Land admeasuring 9,919.40 square meters located at Kolkata, West Bengal	951*	949	Shyama Prasad Mukherjee Port Trust	No	01-05-1960	The Lease deed of the related land with Shyama Prasad Mukherjee Port Trust has expired on 31st March 2015. The Company is in the process of renewing the lease deed.

* Adjusted for lease modifications, if any.

4.6 The Company doesn't hold any Benami Property and there is no proceedings initiated or pending against the Company for holding any Benami Property under the Benami Transaction (Prohibition) Act, 1988 and rules made there under.

4.7 The Company has not revalued its Property, Plant & Equipment, Right-Of-Use Assets and Intangible Assets during the current year and previous year.

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

5 Leases

The Company has adopted Ind AS 116 - Leases (w.e.f. 1st April 2019). The Impact of Ind AS 116 on the Financial Statements for the year ended 31st March 2023 is as under

5.1 Amount Recognized in Balance Sheet and Statement of Profit and Loss

Carrying amounts of the Right-Of-Use Assets and Lease Liabilities and movements during the year is given below

Particulars	Right-Of-Use Assets	Lease Liabilities
	Land & Buildings	
As at 1st April 2021	537	263
Addition/Modification and Disposal of ROU assets (Net)	727	756
Amortization Expenses	47	-
Amortization on Disposal of ROU assets	51	-
Interest Expenses	-	34
Payments/Adjustments made during the year	-	(67)
As at 31st March 2022	1,268	986
As at 1st April 2022	1,268	986
Addition/Modification and Disposal of ROU assets (Net)	15	63
Amortization Expenses	46	-
Amortization on Disposal of ROU assets	51	-
Interest Expenses	-	102
Payments/Adjustments made during the year	-	(100)
Assets Held for Sale (Refer note 4.3)	277	
As at 31st March 2023	1,011	1,051

5.2 Amounts Recognized in the Statement of Profit and Loss

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
	Amount	Amount
Amortization expense on Right-Of-Use assets	46	47
Interest expenses on lease liabilities	102	34
Rent expenses of short term lease and leases of low value	21	60
Total	169	141

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

5.3 Lease Liabilities

Carrying amounts of the Right-Of-Use assets and liabilities and movements during the year.

Particulars	As at 31.03.2023	As at 31.03.2022
Minimum lease payments		
Within one year	95	111
After one year but not more than five years	488	446
More than five years	3,183	3,039
	3,766	3,596
Less: Future finance charges	2,715	2,610
	1,051	986
Included in the financial statements as		
Current Lease Liabilities (Refer Note 20-B)	94	111
Non-current Lease Liabilities (Refer Note 20-A)	957	875
	1,051	986
The Net Carrying amount of ROU assets (Refer Note 4.1)	1,011	1,268
	1,011	1,268

6 CAPITAL WORK-IN-PROGRESS

Particulars	As at 31.03.2023	As at 31.03.2022
a. Balance as at the beginning of the year	27	227
b. Add: Additions during the year	-	-
c. Total Capital Work-In-Progress: c=(a+b)	27	227
d. Less: Transferred to Plant, Property and Equipment and Intangible Assets	-	117
e. Less: Written off during the year	-	83
f. Balance as at the end of the year: f=(c-d-e)	27	27

6.1 Ageing of Capital Work-In-Progress as on 31st March 2023 is as below

Capital Work-In-Progress (CWIP)	Amount of CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) Projects in progress	-	-	-	-	-
ii) Projects temporarily suspended	-	-	-	27	27
Total	-	-	-	27	27

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

Ageing of Capital Work-In-Progress as on 31st March 2022 is as below

Capital Work-In-Progress (CWIP)	Amount of CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) Projects in progress	-	-	-	-	-
ii) Projects temporarily suspended	-	-	-	27	27
Total	-	-	-	27	27

Projects which have exceeded their original timeline/original budget is ₹ 27 Lakhs (Previous Year ₹ 27 Lakhs)

Expected Capital Work-In-Progress Completion schedule for overdue cases as at 31st March 2023

Capital Work-In-Progress (CWIP)	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended					
i) Paint Booth at Kharagpur	-	27	-	-	27
Total	-	27	-	-	27

Expected Capital Work-In-Progress Completion schedule for overdue cases as at 31st March 2022

Capital Work-In-Progress (CWIP)	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects temporarily suspended					
(i) Paint Booth at Kharagpur	-	-	27	-	27
Total	-	-	27	-	27

7 INTANGIBLE ASSETS

Particulars	As at 31.03.2023	As at 31.03.2022
Net Carrying Amounts of		
Technical Know-how	-	-
Software	-	46
Total	-	46

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) Contd.

7 INTANGIBLE ASSETS (Contd.)

Particulars	As at 01.04.2021	Additions	Disposals	As at 31.03.2022	Additions	Disposals	As at 31.03.2023
Gross Carrying Amount- Cost							
Technical Know-how	548	-	-	548	-	-	548
Software	325	-	-	325	-	-	325
Total	873	-	-	873	-	-	873
Particulars	As at 01.04.2021	Amortization expense	Eliminated on disposals of assets	As at 31.03.2022	Amortization expense	Eliminated on disposals of assets	As at 31.03.2023
Amortization							
Technical Know-how	548	-	-	548	-	-	548
Software	218	61	-	279	46	-	325
Total	766	61	-	827	46	-	873

8-A INVESTMENT IN SUBSIDIARY

Particulars	As at 31.03.2023		As at 31.03.2022	
	Numbers	Value	Numbers	Value
I. Investments Carried at Cost				
Unquoted Investments (All fully paid)				
Investment in Equity Instruments of Subsidiary				
TIL Overseas Pte Limited				
Shares of Singapore \$10 each fully paid	107,577	302	107,577	302
Less: Provision for impairment of investment		(228)		-
Investments Carried at Cost		74		302
Aggregate book value of investments		-		-
Quoted		74		302
Unquoted		-		-
Aggregate market value of quoted investments		228		-
Aggregate amount of impairment in value of investments		-		-

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) Contd.

8-B NON-CURRENT INVESTMENTS

Particulars	As at 31.03.2023		As at 31.03.2022	
	Numbers	Value	Numbers	Value
I. Investments carried at Fair Value through Profit and Loss				
Unquoted Investments :				
Investment in Equity Instrument				
Myanmar Tractors Limited	602	13	602	13
Shares of Kyats 1000 each fully paid (equivalent to US\$ 168.55 each)				
Less: Provision for impairment of investment		(13)		(13)
II. Investments Carried at Fair Value through Profit and Loss				
Aggregate book value of investments		-		-
Quoted		-		-
Unquoted		-		-
Aggregate market value of quoted investments		-		-
Aggregate amount of impairment in value of investments		13		13

8-C CURRENT INVESTMENTS

Particulars	As at 31.03.2023		As at 31.03.2022	
	Numbers	Value	Numbers	Value
I. Investments Carried at Fair Value Through Profit and Loss				
Quoted Investments				
Investment in Equity Instrument				
Eveready Industries India Limited	1,266	4	1,266	4
Shares of ₹ 5/- each fully paid				
McLeod Russell India Limited	1,266	*	1,266	*
Shares of ₹ 5/- each fully paid				
Bank of India	7,900	6	7,900	4
Shares of ₹ 10/- each fully paid				
Aggregate book value of quoted investments		10		8
Aggregate market value of quoted investments		10		8

*Amount is below the rounding off norm adopted by the Company.

8.1 Details of Subsidiaries and Joint Ventures in Accordance with Ind AS 112 "Disclosure of Interests in other Entities"

Name of the Company	Country of Incorporation	As at 31.03.2023	As at 31.03.2022
Subsidiary TIL Overseas Pte. Ltd.	Singapore	100%	100%

8.2 Particulars of investments as required in terms of section 186(4) of the Companies Act, 2013 have been disclosed under note 8-A.

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) Contd.

9 OTHER FINANCIAL ASSETS

Particulars	As at 31.03.2023	As at 31.03.2022
A. NON-CURRENT		
Unsecured, Considered Good		
Security Deposits	37	53
Deposit with Banks	-	11
Earmarked Balances with Banks #	111	518
Total	148	582

Earmarked balances with banks represent balances held for margin money against issue of bank guarantees.

Particulars	As at 31.03.2023	As at 31.03.2022
B. CURRENT		
Unsecured, Considered Good		
Security Deposits *	127	118
Claims Receivable	129	130
Others**	18	18
Total	274	266

* Security Deposits (net of provision of ₹ 101 Lakhs [Previous year ₹ 101 Lakhs]) {Refer note 9.1(A)}

** Others (net of provision of ₹ 162 Lakhs [Previous year ₹ Nil]) {Refer note 9.1(B)}

9.1 The Details in Movement of Other Provisions are as follows

A. Provision for Security Deposit	As at 31.03.2023	As at 31.03.2022
Balance at the beginning of the year	101	101
Additions during the year	-	-
Released to the Standalone Statement of Profit and Loss	-	-
Balance at the end of the year	101	101

B. Provision on Claims from Customers towards Bank Guarantee Invocation	As at 31.03.2023	As at 31.03.2022
Balance at the beginning of the year	-	-
Additions during the year	162	-
Released to the Standalone Statement of Profit and Loss	-	-
Balance at the end of the year	162	-

10-A INCOME TAX ASSETS (NET)

Particulars	As at 31.03.2023	As at 31.03.2022
Advance Income Tax {Net of Provision for Taxation ₹ 604 Lakhs (Previous year ₹ 604 Lakhs)}	704	499
Total	704	499

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

Income Tax (Benefits)/Expenses

The Company is subject to income tax in India on the basis of Standalone Financial Statements. As per the Income Tax Act, the Company is liable to pay income tax which is the higher of regular income tax payable and the amount payable based on the provisions applicable for Minimum Alternate Tax (MAT).

MAT paid in excess of regular income tax during a year can be carried forward for a period of 15 years and can be set-off against future tax liabilities.

The Reconciliation of Estimated Income Tax to Income Tax Expense is as below

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Profit/(Loss) Before Tax	(9,209)	(40,347)
Income Tax Expenses calculated at statutory rate	34.94%	34.94%
Expected Income Tax Expense at Statutory Income Tax rate	(3,218)	(14,099)
(i) Effect of Expenses that are not deductible in determining taxable profit on which DTA is not recognized	689	96
(ii) Effect of permanent difference under Income Tax Act/Tax impact of losses on which DTA is not recognized	1,924	15,256
(iii) Others	224	48
Total Tax Expense Recognized in Standalone Statement of Profit and Loss	(381)	1,301

10-B Components Of Deferred Tax Assets/(Liabilities) as at 31st March 2023 is as below

Particulars	Balance as at 01.04.2022	Recognized/ (Reversed) in Statement of Profit and Loss	Recognized in Other Comprehensive Income	Balance as at 31.03.2023
Deferred Tax Assets				
Provisions	1,006	252	-	1,258
Disallowances u/s 43B of IT Act	579	34	39	652
Prepaid Lease Rent	6	14	-	20
MTM Valuation of Investment	-	(1)	-	(1)
	1,591	299	39	1,929
Deferred Tax Liabilities				
Property, Plant and Equipment and Intangible Assets	1,170	(82)	-	1,088
	1,170	(82)	-	1,088
Net Deferred Tax Assets/(Liabilities) [A]	421	381	39	842
MAT Credit Entitlement				
MAT Credit Receivable	3,026	-	-	3,026
Total MAT Credit Receivable [B]*	3,026	-	-	3,026
Net Deferred Tax Assets/(Liabilities) [C]=[A]+[B]	3,447	381	39	3,868

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

Components of Deferred Tax Assets/(Liabilities) as at 31st March 2022 is as below

Particulars	Balance as at 01.04.2021	Recognized/ (Reversed) in Statement of Profit and Loss	Recognized in Other Comprehensive Income	Balance as at 31.03.2022
Deferred Tax Assets				
Provisions	2,544	(1,538)	-	1,006
Disallowances u/s 43B of IT Act	198	353	28	579
Prepaid Lease Rent	5	1	-	6
	2,747	(1,184)	28	1,591
Deferred Tax Liabilities				
Property, Plant and Equipment and Intangible Assets	1,223	(53)	-	1,170
MTM Valuation of Investment	2	(2)	-	-
	1,225	(55)	-	1,170
Net Deferred Tax Assets/(Liabilities) [A]	1,522	(1,129)	28	421
MAT Credit Entitlement				
MAT Credit Receivable	3,026	-	-	3,026
Total MAT Credit Receivable [B]*	3,026	-	-	3,026
Net Deferred Tax Assets/(Liabilities) [C]=[A]+[B]	4,548	(1,129)	28	3,447

* Unused tax credits are due to expire from financial year 2027-28 to 2035-36.

- 10.1** The Company has carried forward Minimum Alternate Tax Credit of ₹ 3,026 Lakhs as on 31st March 2023 (a component of deferred tax asset in the financial statements) which was accounted for in the earlier years. In the opinion of the management sufficient future taxable profit will be available against which these unused tax credits can be utilized within the stipulated period under the provisions of Income Tax Act 1961.
- 10.2** The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year ended 31st March 2023 and 31st March 2022 in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- 10.3** The Company is not creating/recognizing deferred tax assets on unused tax losses.

11 OTHER ASSETS

Particulars	As at 31.03.2023	As at 31.03.2022
A. NON-CURRENT		
Balance with Statutory/Government Authorities (other than Income Taxes) [Refer Note 11.1]	18	5
Employee Advance	11	16
Total	29	21

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

11 OTHER ASSETS (Contd.)

Particulars	As at 31.03.2023	As at 31.03.2022
B. CURRENT		
Advance to Suppliers	2,882	2,840
Less : Provision (Refer Note 11.2)	1,832	1,832
	1,050	1,008
Balance with Statutory/Government Authorities (other than Income Taxes)	391	317
Employee Advance	101	67
Prepaid Expenses	117	266
Total	1,659	1,658

11.1 Balance with Statutory/Government Authorities relates to amounts paid under protest in respect of demands from regulatory authorities.

11.2 The Details of Movement of Provisions are as follows

Particulars	As at 31.03.2023	As at 31.03.2022
Provision for Advance to Suppliers		
Balance at the beginning of the year	1,832	-
Additions during the year	-	1,832
Released to the Standalone Statement of Profit and Loss	-	-
Balance at the end of the year	1,832	1,832

12 INVENTORIES

(Measured at lower of cost and net realizable value)	As at 31.03.2023	As at 31.03.2022
a. Raw Materials	10,180	10,878
	10,180	10,878
b. Work-in-Progress	1,893	3,437
	1,893	3,437
c. Finished Goods	-	-
	-	-
d. Stock-in-Trade	1,909	1,967
	1,909	1,967
e. Stores and Spares	115	175
	115	175
Total	14,097	16,457

12.1 The above includes Goods-in-Transit as under (Refer Note 12.5)

Particulars	As at 31.03.2023	As at 31.03.2022
Raw Material	3,137	3,682
Stock-in-Trade	111	105
Total	3,248	3,787

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

- 12.2** Value of inventories of Raw Materials above is stated after provisions of ₹ 383 Lakhs (Previous year ₹ 602 Lakhs) on slow moving stock. Further, ₹ 56 Lakhs (Previous year ₹ 11,348 Lakhs; shown as Exceptional Items under note 32) have been written off during the year based on physical verification conducted by the management.
- 12.3** Value of inventories of Work-In-Progress above is stated after provisions of ₹ 51 Lakhs (Previous year ₹ 101 Lakhs) for write down to net realizable value. Further, ₹ Nil (Previous year ₹ 1,525 Lakhs; shown as Exceptional Item under note 32) have been written off during the year. Further, Stock-in-trade amounting to ₹ 52 Lakhs (Previous year ₹ 1,535 Lakhs; shown as Exceptional Item under note 32) have been written off during the year based on physical verification conducted by the management.
- 12.4** For details of Inventories given as security against borrowing (Refer Note 17.2)
- 12.5** Raw Materials/Stores and Spares includes materials valuing ₹ 3,248 Lakhs (Previous year ₹ 3,787 Lakhs) lying in Bonded Warehouse/at Port as on 31st March 2023 which also includes ₹ 3,234 Lakhs imported in the earlier years. These inventories could not be released from the authorities due to non-payment of custom duty, other charges etc. The management does not expect any material loss on account of any obsolescence in these said stocks due to passage of time and no provision is considered necessary. Further ₹ 190 Lakhs (Previous year ₹ Nil) have been written off during the year on account of auction by Customs Authority.

13 TRADE RECEIVABLES

Particulars	As at 31.03.2023	As at 31.03.2022
Unsecured, Considered Good	3,019	2,610
Unsecured, Considered Doubtful	1,607	1,047
Which have Significant Increase in Credit Risk	-	-
Credit Impaired	-	-
	4,626	3,657
Less : Allowance for Credit Losses	(1,607)	(1,047)
Total	3,019	2,610

In determining the allowances for credit losses of trade receivables, the Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected allowance for credit losses is based on the ageing of the receivables that are due and rates used in the provision matrix.

13.1 Movements in Allowance for Credit Losses is as below

Particulars	As at 31.03.2023	As at 31.03.2022
Balance at the beginning of the year	1,047	7,166
Charge in Statement of Profit and Loss	560	5,831
Utilized during the year	-	(11,950)
Balance at the end of the year	1,607	1,047

13.2 There are no debts due by the Directors or other officer of the Company or any of them severally or jointly with any other person or debts due by the firm or private companies respectively in which any Director is a partner or a Director or a member.

13.3 There are no unbilled receivable as on 31st March 2023 and 31st March 2022.

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

13.4 (a) Ageing of Trade Receivables as at 31st March 2023

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivable							
(i) Considered Good	366	952	844	488	369	-	3,019
(ii) Considered Doubtful	16	63	152	144	308	924	1,607
(iii) Which have Significant Increase in Credit Risk	-	-	-	-	-	-	-
(iv) Credit Impaired	-	-	-	-	-	-	-
Disputed Trade Receivable							
(i) Considered Good	-	-	-	-	-	-	-
(ii) Considered Doubtful	-	-	-	-	-	-	-
(iii) Which have Significant Increase in Credit Risk	-	-	-	-	-	-	-
(iv) Credit Impaired	-	-	-	-	-	-	-
Total	382	1,015	996	632	677	924	4,626
Less: Credit Loss Allowances on Trade Receivable							1,607
Total							3,019

b. Ageing of Trade Receivables as at 31st March 2022

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivable							
(i) Considered Good	735	685	313	614	263	-	2,610
(ii) Considered Doubtful	16	43	45	145	280	518	1,047
(iii) Which have Significant Increase in Credit Risk	-	-	-	-	-	-	-
(iv) Credit Impaired	-	-	-	-	-	-	-
Disputed Trade Receivable							
(i) Considered Good	-	-	-	-	-	-	-
(ii) Considered Doubtful	-	-	-	-	-	-	-
(iii) Which have Significant Increase in Credit Risk	-	-	-	-	-	-	-
(iv) Credit Impaired	-	-	-	-	-	-	-
Total	751	728	358	759	543	518	3,657
Less: Credit Loss Allowances on Trade Receivable							1,047
Total							2,610

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) Contd.

14-A CASH AND CASH EQUIVALENTS

Particulars	As at 31.03.2023	As at 31.03.2022
Cash in hand	1	3
Balances with Banks		
In Current Accounts	99	4
Total Cash and Cash Equivalents	100	7

14-B OTHER BANK BALANCES

Particulars	As at 31.03.2023	As at 31.03.2022
In Earmarked Dividend Accounts	7	7
Balances held as Margin Money #	-	226
In Fixed Deposit Accounts (Under Lien)	1	131
Total Other Bank Balances	8	364

Balances held as margin money represent balances against issue of letter of credit.

15 EQUITY SHARE CAPITAL

Particulars	As at 31.03.2023	As at 31.03.2022
Authorized		
20,000,000 (31.03.2022 : 20,000,000) Equity Shares of ₹ 10/- each	2,000	2,000
Issued		
10,030,265 (31.03.2022 : 10,030,265) Equity Shares of ₹ 10/- each	1,003	1,003
Subscribed and Paid up		
10,030,265 (31.03.2022 : 10,030,265) Equity Shares of ₹ 10/- each (fully paid up)	1,003	1,003
Total	1,003	1,003

15.1 Rights, Preferences and Restrictions attached to Equity Shares

The Company has one class of Equity Shares having a par value of ₹ 10/- per share. Each Shareholder is eligible for one vote per share held. Shareholders are entitled to Dividend as and when proposed by the Board of Directors which is subject to the approval of the Shareholders in the ensuing Annual General Meeting. 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.

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

15.2 Movement in Subscribed and Paid up Share Capital

Particulars	As at 31.03.2023		As at 31.03.2022	
	Numbers	Amount	Numbers	Amount
Balance as at the beginning of the year	10,030,265	1,003	10,030,265	1,003
Balance as at the end of the year	10,030,265	1,003	10,030,265	1,003

15.3 Details of Shares held by Each Shareholder holding more than 5% of the Aggregate Shares in the Company

Name of the Shareholders	As at 31.03.2023		As at 31.03.2022	
	Number of Shares held	% of Holding	Number of Shares held	% of Holding
Fully paid equity shares				
The Coles Crane Group Ltd	1,930,828	19.25%	1,930,828	19.25%
LICI ACM NON PAR (Formerly named as 'Life Insurance Corporation of India')	726,438	7.24%	1,013,512	10.10%
Mr. Sumit Mazumder	767,447	7.65%	767,447	7.65%

15.4 Details of Shares held by Promoters/Promoter's Group

Name of the Promoters	As at 31.03.2023		As at 31.03.2022		Changes during the year
	Number of Shares held	% of Holding	Number of Shares held	% of Holding	
Mr. Sumit Mazumder	767,447	7.65%	767,447	7.65%	-
Ms. Manju Mazumder	9,200	0.09%	9,200	0.09%	-
Ansuya Agencies Pvt. Ltd.	105,500	1.05%	105,500	1.05%	-
Supriya Leasing Limited	358,707	3.58%	358,707	3.58%	-
Mahan Eximp Private Limited	435,955	4.35%	435,955	4.35%	-
Marbellous Trading Pvt. Ltd.	457,230	4.56%	457,230	4.56%	-
Arihant Merchants Limited	318,749	3.18%	318,749	3.18%	-
Sunrise Proteins Limited	265,186	2.64%	265,186	2.64%	-
Nachiketa Investments Co. Pvt. Ltd.	197,273	1.97%	197,273	1.97%	-
Salgurn Merchants Pvt. Ltd.	217,223	2.17%	217,223	2.17%	-
BP Commodities Pvt. Ltd.	282,500	2.82%	282,500	2.82%	-
Gokul Leasing and Finance Pvt. Ltd.	249,000	2.48%	249,000	2.48%	-
Subhmangal Tracom Pvt. Ltd.	52,000	0.52%	52,000	0.52%	-
The Coles Cranes Groups Ltd.	1,930,828	19.25%	1,930,828	19.25%	-

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

16 OTHER EQUITY

Particulars	As at 31.03.2023	As at 31.03.2022
Securities Premium	1,934	1,934
Capital Reserve	878	878
Capital Redemption Reserve	400	400
Development Rebate Reserve	1	1
Amalgamation Reserve	20	20
General Reserve	3,013	3,013
Retained Earnings	(36,456)	(27,555)
Total	(30,210)	(21,309)

16.1 Securities Premium

Particulars	As at 31.03.2023	As at 31.03.2022
Balance at the beginning of the year	1,934	1,934
Balance at the end of the year	1,934	1,934

16.2 Capital Reserve

Particulars	As at 31.03.2023	As at 31.03.2022
Balance at the beginning of the year	878	878
Balance at the end of the year	878	878

16.3 Capital Redemption Reserve

Particulars	As at 31.03.2023	As at 31.03.2022
Balance at the beginning of the year	400	400
Balance at the end of the year	400	400

16.4 Development Rebate Reserve

Particulars	As at 31.03.2023	As at 31.03.2022
Balance at the beginning of the year	1	1
Balance at the end of the year	1	1

16.5 Amalgamation Reserve

Particulars	As at 31.03.2023	As at 31.03.2022
Balance at the beginning of the year	20	20
Balance at the end of the year	20	20

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

16.6 General Reserve

Particulars	As at 31.03.2023	As at 31.03.2022
Balance at the beginning of the year	3,013	3,013
Balance at the end of the year	3,013	3,013

16.7 Retained Earnings

Particulars	As at 31.03.2023	As at 31.03.2022
Balance at the beginning of the year	(27,555)	14,144
Total Comprehensive Income for the year	(8,901)	(41,699)
Balance at the end of the year	(36,456)	(27,555)

17 BORROWINGS

Particulars	As at 31.03.2023	As at 31.03.2022
A. NON-CURRENT		
Measured at Amortized Cost		
Secured Borrowings		
Term Loans		
From Banks	1,804	1,890
Less:- Current Maturities of Long - Term Debt/Reclassification (Refer Note 17.1)	1,464	597
	340	1,293
From Financial Institutions	2,606	2,593
Less:- Reclassification (Refer Note 17.1)	2,606	889
	-	1,704
Unsecured Borrowings		
Loans from Related Parties (Refer Note 41.2)	14,819	14,763
Total	15,159	17,760

Particulars	As at 31.03.2023	As at 31.03.2022
B. CURRENT		
Measured at Amortized Cost		
Current Maturities of Long - Term Debt/Facilities Recalled (Refer Note 17.1)	4,070	1,487
Loan Repayable on Demand from Banks	16,275	16,108
Unsecured		
Other Working Capital Facilities from Banks	2,551	2,563
Loans from Related Parties (Refer Note 41.2)	1,066	1,066
Others	897	865
Total	24,859	22,089

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

17.1 As referred in Note 34, lenders have declared the loan facilities granted to the Company as NPA. Further, all lenders, except 2 banks, have recalled loan facilities granted to the Company and accordingly, the amount outstanding on the recall dates have become immediately due and hence, have been classified as current borrowings amounting to ₹ 3,814 Lakhs (Previous year Nil).

Current maturities of long term debt includes ₹ 256 Lakhs (Previous year ₹ 1,487 Lakhs) where recall notices have not been issued by the banks.

17.2 Nature of Security, Terms of Repayment and Interest for Secured Borrowings

Instrument	Nature of Security	Terms of Repayments
1. Term Loan from Banks a) Guaranteed Emergency Credit Line under GECL 2.0 scheme	This scheme is launched by the Govt. Of India through Ministry of Finance and managed by and Guaranteed by National Credit Guarantee Trustee Company Limited and extension of 2nd charge over the primary & collateral securities including mortgages created in favour of the consortium banks on pari-passu basis.	GECL loan from SBI of ₹ 6.89 Crs. @ 7.95% interest p.a. is repayable by way of 48 equal monthly installments after moratorium period of 1 year from the date of receipt. However, during the F.Y. 22-23, the loan facility has been recalled and hence become immediately due. The outstanding amount as on 31st March 2023 is ₹ 660 Lakhs (Previous year ₹ 689 Lakhs).
		GECL loan from PNB of ₹ 5 Crs. @ 8.35% interest p.a. is repayable by way of 48 equal monthly installments after moratorium period of 1 year from the date of receipt. The outstanding amount as on 31st March 2023 is ₹ 498 Lakhs (Previous year ₹ 498 Lakhs).
		GECL loan from PNB of ₹ 98 Lakhs @ 7.25% interest p.a. is repayable by way of 48 equal monthly installments after moratorium period of 2 year from the date of receipt. The outstanding amount as on 31st March 2023 is ₹ 98 Lakhs (Previous year ₹ 98 Lakhs).
		GECL loan from Union Bank of India of ₹ 210 Lakhs @ 8.2% interest p.a. is repayable is by way of 48 equal monthly installments after moratorium period of 1 year from the date of receipt. However, during the F.Y. 22-23, the loan facility has been recalled and hence become immediately due. The outstanding amount as on 31st March 2023 is ₹ 203 Lakhs (Previous year ₹ 210 Lakhs).
		GECL loan from IDBI Bank of ₹ 199 Lakhs @ 8.8% interest p.a. is repayable by way of 48 equal monthly installments after moratorium period of 1 year from the date of receipt. However, during the F.Y. 22-23, the loan facility has been recalled and hence become immediately due. The outstanding amount as on 31st March 2023 is ₹ 170 Lakhs (Previous year ₹ 191 Lakhs).

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

17.2 Nature of Security, Terms of Repayment and Interest for Secured Borrowings (Contd.)

Instrument	Nature of Security	Terms of Repayments
b. Financial Assistance under CESS-2020 Scheme	Secured by extension of charge on primary and collateral securities which were given for working capital facilities to Consortium Bankers as detailed below : secured by a first pari-passu charge on entire current assets of the Company (namely stocks, trade receivables) and all other movables (both present and future) whether lying loose or in cases or which are stored in the factories, premises and godowns, situated at Kamarhatty, Kharagpur & Taratolla Unit of the Company.	<p>CESS loan from BOI of ₹ 410 Lakhs @ 7.95% interest p.a. is repayable by way of 18 equal monthly installments after moratorium period of six months from the date of receipt. However, during the F.Y. 22-23, the loan facility has been recalled and hence become immediately due. The outstanding amount as on 31st March 2023 is ₹ 175 Lakhs (Previous year ₹ 175 Lakhs).</p> <p>CESS loan from PNB of ₹ 250 Lakhs @ 8.25% interest p.a. is repayable by way of 18 equal monthly installments after moratorium period of six months from the date of receipt. The outstanding amount as on 31st March 2023 is ₹ Nil (Previous year ₹ 30 Lakhs).</p>
2. Term Loan from Financial Institutions	Secured by Hypothecation of leasehold land at Sahibabad and personal Guarantee of one of the directors. (Refer Note 4.3)	Term Loan from Tata Capital Financial Services Limited is repayable by way of 14 quarterly installments starting from June 2020 along with interest @ 14.05% per annum. 1st two installments of ₹ 104 Lakhs each next four installments of ₹ 140 Lakhs each next four installments of ₹ 200 Lakhs each next four installments of ₹ 208 Lakhs each. However, during the F.Y. 22-23, the loan facility has been recalled and hence become immediately due. The outstanding amount as on 31st March 2023 is ₹ 1,023 Lakhs (Previous year ₹ 1,023 Lakhs).
	Secured by Hypothecation of office at Chennai located at Jhaver Plaza, 7th floor 1-A, Nungambakkam High Road Chennai-600 034. (Refer Note 4.3)	<p>1. Term Loan from Aditya Birla Finance Limited is repayable by way of 60 equal monthly installments of ₹ 8.33 Lakhs starting from April 2020 along with interest @ 13.80% per annum. However, during the F.Y. 22-23, the loan facility has been recalled and hence become immediately due. The outstanding amount as on 31st March 2023 is ₹ 330 Lakhs (Previous year ₹ 330 Lakhs).</p> <p>2. Term Loan from Aditya Birla Finance Limited received during the year of ₹ 100 Lakhs is repayable by way of 46 equal monthly installments of ₹ 2.73 Lakhs (including interest @ 11.75%) starting from 15th August, 2021. However, during the F.Y. 22-23, the loan facility has been recalled and hence become immediately due. The outstanding amount as on 31st March 2023 is ₹ 90 Lakhs (Previous year ₹ 90 Lakhs).</p>

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) *Contd.*

17.2 Nature of Security, Terms of Repayment and Interest for Secured Borrowings (*Contd.*)

Instrument	Nature of Security	Terms of Repayments
3. Term Loan from Financial Institutions (GECL) - Guaranteed Emergency Credit Line under GECL 2.0 scheme	This scheme is launched by the Govt. Of India through Ministry of Finance and managed by and Guaranteed by National Credit Guarantee Trustee Company Limited and extension of 2nd charge over the primary & collateral securities including mortgages created in favour of the consortium banks on pari-passu basis.	GECL loan from Tata Capital Financial Services of ₹ 480 Lakhs @ 13.30% interest p.a. is repayable by way of 48 equal monthly installments after moratorium period of 1 year from the date of receipt. However, during the F.Y. 22-23, the loan facility has been recalled and hence become immediately due. The outstanding amount as on 31st March 2023 is ₹ 470 Lakhs (Previous year ₹ 470 Lakhs).
		GECL loan from Tata Capital Financial Services of ₹ 547 Lakhs @ 13.05% interest p.a. is repayable by way of 48 equal monthly installments after moratorium period of 2 years from the date of receipt. However, during the F.Y. 22-23, the loan facility has been recalled and hence become immediately due. The outstanding amount as on 31st March 2023 is ₹ 547 Lakhs (Previous year ₹ 547 Lakhs).
		GECL loan from Aditya Birla Finance Limited of ₹ 100 Lakhs @ 12.5% interest p.a. is repayable by way of 48 equal monthly installments after moratorium period of 1 year from the date of receipt. However, during the F.Y. 22-23, the loan facility have been recalled and hence become immediately due. The outstanding amount as on 31st March 2023 is ₹ 98 Lakhs (Previous year ₹ 98 Lakhs).
		GECL loan from Aditya Birla Finance Limited of ₹ 50 Lakhs is @ 12.5% interest p.a. repayable by way of 48 equal monthly installments after moratorium period of 2 years from the date of receipt. However, during the F.Y. 22-23, the loan facility has been recalled and hence become immediately due. The outstanding amount as on 31st March 2023 is ₹ 47 Lakhs (Previous year ₹ 47 Lakhs).
4. Secured Loans - repayable on demand from banks	These loans are secured by a first pari-passu charge on entire current assets of the Company (namely stocks, trade receivables) and all other movables (both present and future) whether lying loose or in cases or which are stored in the factories, premises and godowns, situated at Kamarhatty, Kharagpur & Taratolla Unit of the Company.	These consist of cash credit facilities which are repayable on demand.

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) *Contd.*

17.2 Nature of Security, Terms of Repayment and Interest for Secured Borrowings (*Contd.*)

Instrument	Nature of Security	Terms of Repayments
4. Secured Loans - repayable on demand from banks	First pari-passu charge on movable assets including movable plant and machinery, machinery spares, tools and accessories etc. both present and future situated at Kharagpur & Taratolla. First pari-passu charge on movable assets including moveable plant and machinery, machinery spares, tools and accessories etc. both present and future situated at Kamarhatty Unit of the Company. Short term borrowings include cash credit facilities and working capital demand loans availed from four banks which are further secured by personal guarantee of one of the Directors of the Company amounting to ₹ 9,038 Lakhs (Previous year ₹ 8,654 Lakhs).	These consist of cash credit facilities which are repayable on demand.

17.3 The Maturity Profile of Company's Secured Borrowings are as below

Particulars	As at 31.03.2023	As at 31.03.2022
Not later than one year (Including facilities recalled - Refer Note 17.2)	4,070	1,487
Later than one year but not two years	149	1,092
Later than two years but not three years	147	861
More than three years	44	1,044
Total	4,410	4,484

17.4 Details of Period and Amount of Default as on the Balance Sheet Date in Repayment of Borrowings and Interest as at 31st March 2023 is given in the table below

Name of the Bank/Financial Institution	Type of Account	Principal/Interest Due	Amount (₹ In Lakhs)	Outstanding since #
Aditya Birla Finance Ltd.	Long Term Loan	Principal	420.51	15-02-22
		Interest	43.35	15-02-22
	GECL Loan	Principal	145.71	15-02-22
		Interest	17.55	15-02-22
Tata Capital Financial Services Ltd.	Long Term Loan	Principal	1,022.62	13-04-22
		Interest	97.89	13-04-22
	GECL Loan	Principal	1,017.00	10-05-22
		Interest	96.93	10-05-22
Bank of India	Covid Loan	Principal	174.57	06-11-21
		Interest	18.80	30-11-21
	WCDL	Principal	2,460.00	20-03-22
		Interest	324.49	31-12-21
	Cash Credit	Principal	726.34	20-03-22
		Interest	80.06	20-03-22

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) *Contd.*

17.4 Details of Period and Amount of Default as on the Balance Sheet Date in Repayment of Borrowings and Interest as at 31st March 2023 is given in the table below (*Contd.*)

Name of the Bank/Financial Institution	Type of Account	Principal/ Interest Due	Amount (₹ In Lakhs)	Outstanding since #
Punjab National Bank *	GECL Loan	Principal	125.00	1-04-22
		Interest	55.36	1-04-22
	Cash Credit	Principal	106.30	31-12-22
		Interest	-	-
HDFC Bank	Short Term Loan	Principal	2,551.12	16-10-21
		Interest	308.76	1-02-22
	Cash Credit	Principal	2,364.40	31-10-21
		Interest	306.76	31-10-21
Union Bank of India	GECL Loan	Principal	202.77	1-06-22
		Interest	14.57	1-06-22
	Short Term Loan	Principal	153.43	17-06-22
		Interest	25.72	1-04-22
	WCDL	Principal	563.18	17-06-22
		Interest	63.92	1-04-22
	Cash Credit	Principal	379.53	17-06-22
		Interest	38.81	17-06-22
State Bank of India	GECL Loan	Principal	660.30	10-06-22
		Interest	44.51	1-07-22
	WCDL	Principal	2,070.00	11-02-23
		Interest	165.12	1-10-23
	Cash Credit	Principal	17.81	11-02-23
		Interest	12.49	11-02-23
Indian Bank	Cash Credit	Principal	2,089.31	1-04-22
		Interest	277.02	1-04-22
IDBI Bank	GECL Loan	Principal	169.98	1-09-22
		Interest	10.25	1-09-22
	Cash Credit	Principal	310.84	24-12-22
		Interest	16.95	24-12-22
South Indian Bank	WCDL	Principal	1,510.10	8-08-22
		Interest	222.25	1-08-22
	Cash Credit	Principal	793.22	8-08-22
		Interest	-	-
Axis Bank *	Cash Credit	Interest	0.75	1-07-22
	WCDL	Interest	23.65	1-07-22

In case of Cash Credit & WCDL Facilities, the date of default/outstanding since have been considered as earlier of the date on which Cash Credit limit was overdrawn or recall date (including the grace period, if any).

In the case of other short-term facilities (excluding CC & WCDL facilities), the date of default has been considered as earlier of the first instance of the default continuing as at the balance sheet date or recall date (including the grace period, if any).

In case of long term loan, the date of default has been considered as earlier of the first instance of the default continuing as at the balance sheet date or recall date (including the grace period, if any).

* Loan facilities have been classified as NPA but recall letter has not been received by the Management.

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

Details of Period and Amount of Default as on the Balance Sheet Date in Repayment of Borrowings and Interest as at 31st March 2022 is given in the table below

Name of the Bank/Financial Institution	Type of Account	Principal / Interest Due	Amount (₹ In Lakhs)	#Outstanding since
Aditya Birla Finance Ltd.	Long Term Loan	Principal	20.39	15-02-22
		Interest	7.24	15-02-22
	GECL Loan	Principal	4.17	15-02-22
		Interest	2.96	15-02-22
Bank of India	Covid Loan	Principal	119.46	06-11-21
		Interest	5.8	30-11-21
Punjab National Bank	Covid Loan	Principal	18.91	22-02-22
		Interest	-	-
HDFC Bank	Short Term Loan	Principal	2,508.07	16-10-21
		Interest	79.27	01-02-22
Union Bank	Short Term Loan	Principal	-	-
		Interest	0.59	28-02-22

Further, Cash Credit facilities availed from HDFC Bank is overdrawn to the extent of ₹ 284 Lakhs as on 31st March 2022 w.e.f 31st October 2021.

18 PROVISIONS

Particulars	As at 31.03.2023	As at 31.03.2022
A. NON-CURRENT		
Provision for Employee Benefits		
Provision for Contribution to Provident Fund (PF)	-	-
Provision for Compensated Absences (Unfunded)	503	512
Total	503	512
B. CURRENT		
(a) Provision for Employee Benefits		
Provision for Contribution to Provident Fund (PF)	51	-
Provision for Compensated Absences (Unfunded)	9	22
	60	22
(b) Other Provisions		
Provision for Warranty	28	17
Total	88	39

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

18.1 The Details in Movement of Other Provisions are as follows

Particulars	As at 31.03.2023	As at 31.03.2022
Provision for Warranty		
Balance at the beginning of the year	17	155
Additions during the year	14	17
Released to the Standalone Statement of Profit and Loss	(3)	(155)
Balance at the end of the year	28	17

19 TRADE PAYABLE

Particulars	As at 31.03.2023	As at 31.03.2022
A) Total outstanding dues of micro enterprises and small enterprises	395	382
B) Total outstanding dues of Creditors other than micro enterprises and small enterprises	12,147	8,902
Total	12,542	9,284

19.1 Ageing of Trade Payable

Trade Payable ageing schedule as on 31st March 2023

Particulars	Not Due	Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	Total
(i) MSME	-	163	216	16	-	395
(ii) Others	3,231	4,297	3,095	756	768	12,147
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-
Total	3,231	4,460	3,311	772	768	12,542

Trade Payable ageing schedule as on 31st March 2022

Particulars	Not Due	Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	Total
(i) MSME	-	324	48	10	-	382
(ii) Others	1,865	5,458	807	772	-	8,902
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-
Total	1,865	5,782	855	782	-	9,284

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

19.2 The amount due to Micro and Small Enterprises as defined in the “The Micro, Small and Medium Enterprises (MSME) Development Act, 2006” has been determined to the extent such parties have been identified on the basis of information available with the Company. The disclosures relating to Micro and Small Enterprises are as below

Particulars	As at 31.03.2023	As at 31.03.2022
(i) Principal amount remaining unpaid to MSME suppliers as at the end of the year	395	382
(ii) Interest due on unpaid principal amount to MSME suppliers as at the end of the year	58	27
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the year	58	27
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	85	27

20 LEASE LIABILITIES

Particulars	As at 31.03.2023	As at 31.03.2022
A NON-CURRENT		
Lease Liability	957	875
Total	957	875

Particulars	As at 31.03.2023	As at 31.03.2022
B CURRENT		
Lease Liability	94	111
Total	94	111

21 OTHER FINANCIAL LIABILITIES

Particulars	As at 31.03.2023	As at 31.03.2022
CURRENT		
Interest Accrued but not due (Refer Note 21.2)	13	17
Interest Accrued and due on Borrowings (Refer Note 21.2)	2,407	322
Unclaimed Dividend	7	7
Other Financial Liabilities	85	85
Total	2,512	431

21.1 There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of Companies Act, 2013, as at the year end.

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

21.2 As referred to in Note No. 34, lenders have declared the loan facilities granted to the Company as NPA. The loan accounts have been downgraded on account of default/non-payment of principal/interest or continuous overdrawn cash credit limits. Due to this, some banks/ financial institutions have provided outstanding amounts including unapplied interest upto 31st March 2023 whereas some of the banks have provided outstanding amounts without unapplied interest. However, the management has provided for interest upto 31st March 2023 based on management's best estimates in case where interest was not applied by banks/Financial Institutions post NPA downgradation.

22 OTHER CURRENT LIABILITIES

Particulars	As at 31.03.2023	As at 31.03.2022
Capital Vendor	16	44
Contribution to Funds (Gratuity, Superannuation, etc.)	2,101	1,674
Security Deposit from Customers	7	7
Statutory Remittances	1,769	1,639
Advance from Customers and Others	3,494	3,873
Others	142	76
Total	7,529	7,313

23 REVENUE FROM OPERATIONS

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Sale of Products		
Manufactured Goods	3,304	2,678
Traded Goods	666	2,355
Sale of Services	412	1,358
	4,382	6,391
Other Operating Income		
Export Incentives*	1	8
Scrap Sales	-	100
	1	108
REVENUE FROM OPERATIONS	4,383	6,499
Total	4,383	6,499

* Government Grants under duty drawback scheme

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

24 OTHER INCOME

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Interest income		
- On Bank Deposits	39	79
Dividend Income		
- From Non-Current Investments	-	1,492
Gain on Sale of Property, Plant and Equipment (Net)	-	1
Gain on Sale of Assets Held for Sale (Net)	-	283
Gain on Fair valuation of Investment carried through Profit and Loss (Net)	2	-
Provisions/Liabilities no longer required written back	953	561
Gain on Modification/Termination on Lease Assets	3	-
Other Miscellaneous Income	89	11
Total	1,086	2,427

25 COST OF MATERIALS CONSUMED

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Cost of Materials Consumed	1,173	2,098
Total	1,173	2,098

26 PURCHASES OF STOCK-IN-TRADE

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Purchase of Traded Goods	309	2,004
Total	309	2,004

27 CHANGE IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Inventories at the end of the year		
Work-in-Progress	1,893	3,437
Finished Goods	-	-
Traded Goods	1,909	1,967
	3,802	5,404
Inventories at the beginning of the year		
Work-in-Progress	3,437	4,580
Less : Written off (Refer Note No 32)	-	(1,525)
Finished Goods	-	-
Traded Goods	1,967	2,863
Less : Written off (Refer Note No 32)	-	(1,535)
	5,404	4,383
Net (Increase)/Decrease	1,602	(1,021)

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) Contd.

28 EMPLOYEE BENEFITS EXPENSE

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Salaries and Wages	3,129	4,842
Contribution to Provident and other Funds	345	439
Staff Welfare Expenses	199	250
Total	3,673	5,531

28.1 Employee Benefits

The Company has recognized, in the Standalone Statement of Profit and Loss for the year ended 31st March 2023 an amount of ₹ 202 Lakhs (Previous year ₹ 318 Lakhs) as expenses under defined contribution plans.

Defined Benefit Plans

(A) Gratuity Fund

The Company makes periodic contributions to the Tractors India Limited Staff Gratuity Fund, a funded defined benefit-plan for qualifying employees administrated under a common Trust by the trustees of the said fund for the benefit of the employees of the Company.

Under the Gratuity plan, every employee is entitled to gratuity, being higher of the amount, calculated under the Company's plan (based on average salary of last 36 months and number of years of service, restricted to a maximum of 40 years) or calculations as laid down under the Payment of Gratuity Act, 1972. Gratuity is payable on death/retirement/termination and the benefit vests after 5 year of continuous service.

The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation was carried out as at 31st March 2023.

(B) Superannuation Fund

- (i) Certain eligible employees of the Company who had attained at least 45 years of age as on 01.04.2009 are entitled to Superannuation benefit under the Superannuation scheme (a funded Defined Benefit Plan under a common Trust- 'Tractors India Limited Superannuation Fund Scheme', being administered by the trustees of the said fund for the benefit of employees of the Company). Under the aforesaid benefit scheme the Company makes periodic contribution to the Superannuation Fund Scheme and a predetermined percentage of salary is paid as pension on retirement. The quantum of pension depends on the average basic salary of eligible employee during the last 36 months before retirement. The benefit vests to employees with 12 years of continuous service and attainment of 48 years of age on retirement/death/termination. The most recent actuarial valuation of plan assets and present value of the Defined Benefit Obligation of Superannuation Fund was carried out as on 31st March 2023
- (ii) Employees who did not attain 45 years of age as on 1st April 2009 are under the purview of 'Defined Contribution Scheme' in respect of service rendered from 1st April 2009. The benefit of services rendered by these employees up to 31st March 2009 come under the purview of 'Defined Benefit Scheme' as indicated which is frozen as on 31st March 2009. Hence for this category of employees, the benefit of cessation of service will be :
 - a) amount accumulated by annual contribution of 15% of Basic Salary and
 - b) amount frozen as on 31st March 2009

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

(C) Provident Fund

The Company has two separate Trusts for the administration of the Provident Fund. The Company has an obligation to fund any shortfall on the yield of the trust's investments over the administered interest rates on annual basis. These administered rates are determined annually predominantly considering the social rather than economic factors. The Company has an obligation to fund any shortfall on the yield of the trust's investments over the administered interest rates on annual basis. These administered rates are determined annually predominantly considering the social rather than economic factors.

The details of fund and plan asset position as at 31st March 2023 is given below

Particulars	Year Ended 31.03.2023	Year Ended 31.03.2022
Present Value of Benefit Obligation at period end (₹ in Lakhs)	3,787	4,335
Fair Value of Plan Assets (₹ In Lakhs)	3,772	4,433
Less: Excess of Plan Assets over Defined Benefit Obligation of Trusts (if any) {₹ In Lakhs}	36	98
Net Obligations towards Interest Shortfall (₹ in Lakhs)	51	-
Assumptions used in determining the Present Value Obligation on the Interest Guarantee under the deterministic approach		
Guaranteed Rate	8.15%	8.10%
Average Yield Rate based on data of Investment Portfolio	8.15%	7.85%
Decrement adjusted average future period of service	7.5 years	7 years
Average maturity period of Investment Portfolio	2 years	2 years
Discount Rate	7.20%	6.80%

Risk Management

The Defined Benefit Plans expose the Company to risk of actuarial deficit arising out of investment risk, interest rate risk and salary cost inflation risk.

- (a) Investment risk:** The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to government/high quality bond yields; if the return on plan asset is below this rate, it will create a plan deficit.
- (b) Interest risk:** A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.
- (c) Salary risk:** The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.
- (d) Longevity risk:** The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation was carried out as at 31st March 2023.

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

28.2 Particulars in Respect of Post Retirement Defined Benefit Plans of the Company are as follows

Description	Superannuation Fund (Funded)		Gratuity Fund (Funded)	
	Year ended 31.03.2023	Year ended 31.03.2022	Year ended 31.03.2023	Year ended 31.03.2022
1. Change in the Defined Benefit Obligation				
Present Value of Obligation at the beginning of the year	434	436	831	724
Current Service Cost	-	-	42	39
Interest Cost	21	21	53	46
Actuarial (Gain)/Loss	35	51	51	48
Benefits Paid	(205)	(74)	(90)	(26)
Present Value of Obligation at the end of the year	285	434	887	831
2. Change in Plan Assets				
Fair Value of Plan Assets at the beginning of the year	276	315	371	374
Expected Return on Plan Assets	11	15	22	23
Actuarial Gain/(Loss)	18	20	(44)	-
Contributions by the Employer	-	-	-	-
Benefits Paid	(205)	(74)	(90)	(26)
Fair Value of Plan Assets at the end of the year	100	276	259	371

Basis used to determine the Expected Rate of Return on Plan Assets

The expected rate of return on plan assets is based on the current portfolio of assets, investment strategy and market scenario. In order to protect the capital and optimise returns within acceptable risk parameters, the plan assets are well diversified.

Description	Superannuation Fund (Funded)		Gratuity Fund (Funded)	
	Year ended 31.03.2023	Year ended 31.03.2022	Year ended 31.03.2023	Year ended 31.03.2022
3. Amount Recognized in Balance Sheet consists of				
Fair Value of Plan Assets at the end of the year	100	276	259	371
Present Value of Obligation at the end of the year	285	434	887	831
(Assets)/Liabilities as per the Actuarial Valuation	185	158	628	460

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) *Contd.*

28.2 Particulars in Respect of Post Retirement Defined Benefit Plans of the Company are as follows (*Contd.*)

Description	Superannuation Fund (Funded)		Gratuity Fund (Funded)	
	Year ended 31.03.2023	Year ended 31.03.2022	Year ended 31.03.2023	Year ended 31.03.2022
4. Expenses Recognized in the Statement of Profit and Loss consists of -				
Employee Benefits Expenses				
Current Service Cost	-	-	42	39
Net Interest Cost	10	6	31	23
Total [A]	10	6	73	62
Other Comprehensive Income				
Return on Plan Assets (excluding amounts included in net interest cost)	(18)	(20)	44	(14)
Actuarial (Gain)/Loss from financial assumptions	(9)	(20)	(14)	-
Actuarial (Gain)/Loss from experience adjustments	44	71	65	62
Total [B]	17	31	95	48
Expense Recognized during the year [A+B]	27	37	168	110

The expense for the Defined Benefits (referred to in para 28.2 above) are included in the line item under 'Contribution to Provident and other Funds'.

Description	Superannuation Fund % Invested		Gratuity Fund % Invested	
	Year ended 31.03.2023	Year ended 31.03.2022	Year ended 31.03.2023	Year ended 31.03.2022
5. Investment Details of Plan Assets as at				
Government of India Securities	-	0.67	-	4.55
Public Sector (PSU) Bonds	35.03	26.75	11.43	9.10
State/Central Government Securities	-	23.42	-	11.07
Special Deposit Scheme	55.46	42.37	85.92	68.38
Others including Bank Balance	9.51	6.79	2.65	6.90
Total	100.00	100.00	100.00	100.00
6. Assumptions				
Discount Rate per annum	6.30%	6.30%	7.20%	6.80%
Salary Escalation Rate per annum	0.00%	0.00%	3.00%	3.00%
Expected Rate of Return on Plan Assets per annum	7.61%	4.95%	7.03%	6.27%
Contributions for next year (₹ in Lakhs)	184.74	157.73	258.04	200.95
Method used	Projected Unit Credit Method		Projected Unit Credit Method	

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

28.3 The basis used to determine overall expected rate of return on assets and the effect on major categories of Plan Assets is as follows:

The major portions of the assets are invested in PSU Bonds, State and Central Government Securities. Based on the asset allocation and prevailing yield rates on these asset classes, the long term estimate of the expected rate of return on the fund assets have been arrived at. Assumed rate of return on assets is expected to vary from year to year reflecting the returns on matching Government Bonds.

28.4 The estimate of future salary increases takes into account inflation, seniority, promotion and other relevant reasons.

28.5 Sensitivity Analysis

The Sensitivity Analysis below has been determined based on reasonably possible change of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant. These sensitivities show the hypothetical impact of a change in each of the listed assumptions in isolation. While each of these sensitivities holds all other assumptions constant, in practice such assumptions rarely change in isolation and the asset value changes may offset the impact to some extent. For presenting the sensitivities, the present value of the Defined Benefit Obligation has been calculated using the Projected Unit Credit Method at the end of the reporting period, which is the same as that applied in calculating the Defined Benefit Obligation presented above. There was no change in the methods and assumptions used in the preparation of the Sensitivity Analysis from previous year.

Description	Year ended 31.03.2023		Year ended 31.03.2022	
	Superannuation Fund	Gratuity Fund	Superannuation Fund	Gratuity Fund
1. Discount Rate +100 basis points	278.86	852.55	425.22	791.83
2. Discount Rate -100 basis points	291.26	924.72	442.35	874.64
3. Salary Increase Rate +1%	284.87	925.19	433.49	875.04
4. Salary Increase Rate -1%	284.87	851.62	433.49	790.89

28.6 Maturity Analysis Of The Benefit Payments

Description	Year ended 31.03.2023		Year ended 31.03.2022	
	Superannuation Fund	Gratuity Fund	Superannuation Fund	Gratuity Fund
1. Year 1	128.58	258.04	252.82	200.95
2. Year 2	20.92	146.79	18.15	131.64
3. Year 3	42.48	88.93	21.99	39.56
4. Year 4	1.28	37.33	43.12	88.50
5. Year 5	27.51	93.06	1.39	36.51
6. Next 5 Years	112.83	427.24	152.43	504.11

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

29 FINANCE COSTS

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
On Financial Liability at amortized cost		
Interest Expenses on:		
Long Term Loans (Refer Note 21.2)	427	450
Cash Credits and Short Term Loans (Refer Note 21.2)	2,441	2,725
Lease	102	34
Others	538	154
Other Borrowing Costs	116	253
Total	3,624	3,616

30 DEPRECIATION AND AMORTIZATION EXPENSES

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Depreciation of Property, Plant and Equipment	803	887
Amortization of Right-Of Use assets	46	47
Amortization of Intangible Assets	46	61
Total	895	995

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

31 OTHER EXPENSES

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Consumption of Consumables	105	247
Power and Fuel	230	239
Rent Expenses	21	60
Repairs and Maintenance		
Buildings	26	55
Plant and Machinery	101	206
Others	2	7
	129	268
Insurance	70	84
Rates and Taxes	16	337
Bank Charges	118	135
Travelling Expenses	67	159
Printing and Stationery	8	24
Freight and Forwarding Charges	35	232
Postage, Telephone and other Communication Expenses	27	44
Advertising	3	8
Professional Fees (Refer Note 31.1)	737	416
Motor Vehicle Expenses	23	41
Bad Debts/Advances/Inventory written off (Net)	32	11,949
Add/(Less) : Provision for Expected Credit Loss	560	(6,119)
Add : Other provisions for Advances/Claims and Others	162	94
	754	5,924
Provision against Impairment of Investment in Subsidiary	228	-
Provision for Detention Charges	457	1,277
Warranty Expenses	14	25
Net Loss on Foreign Currency Transactions and Translation	96	37
Loss on Fair Valuation of Investments carried through Profit and Loss (Net)	-	1
Loss on Fair Valuation of Derivatives not designated as Hedging Instruments carried through Profit and Loss	-	3
Loss on Modification/Termination on Lease Assets	-	275
Net Loss on Sale of Property, Plant and Equipment	4	-
Miscellaneous Expenses	260	261
Total	3,402	10,097

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

31.1 Professional Fees include

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Payment to auditors		
- For Audit	36	36
- For Taxation Matters	-	-
- For Limited Reviews	14	14 #
- For Certification and other Fees	3	-
- Expenses Reimbursed	2	*

*Amount is below the rounding off norm adopted by the Company.

Includes ₹ 5 Lakh pertaining to erstwhile auditor.

32 EXCEPTIONAL ITEMS

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Inventory Written Off and including Provision	-	14,409
Trade Receivables Written Off	-	8,347
Advance to Suppliers Written Off	-	1,400
Provision for Advance to Suppliers	-	1,832
Other Liability Written Back	-	(35)
Profit on Sale of Assets held for Sale	-	-
TOTAL	-	25,953

Based on the findings of the Management audit report, and also considered by the Board of Directors in its meeting held on 13th September 2022, certain accounting adjustments have been carried out during the year ended 31st March 2022 to rectify those accounting mistakes/misstatements made in the books of accounts in the previous financial years. The cumulative impact of those rectifications/adjustments has been shown as an "Exceptional Item" in the Statement of Profit & Loss in previous F.Y. 21-22.

"Exceptional Item" as stated above represents the following accounting adjustments carried during the year ended March 2022.

- A. In earlier years, loans amounting to ₹ 3,276 Lakhs & ₹ 1,200 Lakhs were received from the promoters/promoters group of companies and other lenders respectively which was wrongly credited to Inventories account instead of respective loan accounts. The same has been rectified by reinstating the respective loan accounts and inventory. The amount of inventory as reinstated above has been written off subsequently and shown as the exceptional item. Further certain loans amounting to ₹ 35 Lakhs as reinstated above has also been written back and grouped under exceptional item.
- B. Based on the findings of the Management audit report, a difference of ₹ 11,109 Lakhs have been identified between the Inventory as shown in books of accounts and the inventory appearing in Material module in the ERP system as on

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

31st March 2022. Such difference comprises ₹ 4,476 Lakhs as mentioned in the point no. A above and further difference of ₹ 6,633 Lakhs owing to certain wrong accounting carried out. Hence such balances have been written off during the year to reflect the correct position of Inventory as on the Balance Sheet date.

- C. During the previous year the management has also engaged an external party to physically verify its inventory and also to make a value assessment of inventory lying physically. Based on the findings of the surveyor's report (covering 59% of Inventory lying as on 28th February 2022 for the verification & value assessment), a sum of ₹ 3,299 Lakhs (including ₹ 282 Lakhs based on internal assessment) has been written off/provided for and also shown as exceptional item.
- D. The Company had raised certain wrong sales invoices in earlier years. Trade receivables amounting to ₹ 14,394 Lakhs against such invoices as identified by the management auditors and further ₹ 2,980 Lakhs as identified by the management have been classified as irrecoverable. Further based on management's internal assessment on the recoverability of other trade receivables, additional balances amounting to ₹ 2,923 Lakhs have also been identified as irrecoverable. Hence a sum of ₹ 8,347 Lakhs (net of ₹ 5,830 Lakhs of further provision during the year and utilisation of ₹ 6,119 Lakhs out of provision made in earlier years) have been written off and shown as exceptional item.
- E. The Company has been engaged into certain trading activities since financial year 2019-2020 and has been complying with all the requisite rules & regulations including "The Goods & Services Tax Act 2017". During the first quarter ended 30th June 2021, certain bills of exchange were accepted by certain employees without receipt of supplies and the banks later recovered the money from the Company which has been debited to suppliers' accounts and shown as advances. Consequently, such advances to the tune of ₹ 3,232 Lakhs could not be recovered and hence a sum of ₹ 1,400 Lakhs has been written off and balance amount of ₹ 1,832 Lakhs has been provided for as an abundant precaution and shown as exceptional item.

33 The Company has not carried out Fair Valuation of interest free loans from the promoters/ promoter's group of companies and other lenders aggregating to ₹ 15,885 Lakhs as required under Ind AS-109 and its impact on Standalone Financial Statements has not been ascertained.

34 During the year, the Company has incurred a cash loss of ₹ 8,314 Lakhs (Previous year ₹ 41,699 Lakhs) during the year and its net worth is negative as on the Balance Sheet date. Moreover, the Company's current liabilities also exceed its current assets as at 31st March 2023. In view of the acute financial crisis faced by the Company, lenders have declared the loan facilities granted to the Company as a Non-Performing Asset (NPA). However, the lenders have also extended 'Holding on Operations' to the Company through a 'Trust & Retention Account' opened with the Lead Bank of the Consortium namely, Bank of India ('BOI'). Consequently, the lead bank, namely Bank Of India, has filed a petition under Section 7 of the IBC before the Hon'ble National Company Law Tribunal on 28th September 2022. The application is yet to be admitted. Meanwhile, the Board of Directors approved a resolution plan at its meeting held on 26th November 2022 which has been submitted with all of TIL's Consortium Bankers on 28th November 2022, which is currently under discussion. Considering these developments, the matter had been adjourned by NCLT from time to time; with the next date of hearing being 19th June 2023.

Though the above situation is indicative of a material uncertainty that may cast doubt on the Company's ability to continue as a going concern, but in view of the proposed strategic investment and proposed resolution plan together

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

with sales orders in hand, the management has concluded that the material uncertainties are expected to be mitigated and hence the Standalone Financial Statements have been prepared on a going concern basis.

- 35** As reported earlier, an enquiry by “Directorate of Revenue Intelligence & Enforcement” (DRI) has been ongoing since June 2021 in respect to certain trading transactions and other matters related to earlier years and the Company has since complied with the requirements of the DRI. On 7th November 2022, and 10th November 2022, the Company received an Investigation report of DRI dated 20th July 2022 from the GST Authority, together with certain demand intimations based on the Investigation report. These demand intimations were for FY 2019-20 and for FY 2020-21 for payment of tax/interest/penalty amounting to ₹ 928.90 Lakhs & ₹ 3,290.79 Lakhs respectively under Section 74(5) of the GST Act; and reply to such intimations had been filed by the Company on 17th January 2023. Subsequently, on 24th March 2023, Show Cause Notice - DRC-01 for FY 2019-2020 was issued u/s. 74(1) of the CGST/WBGST Act, 2017 to the Company. A personal hearing was held on 6th April 2023, pursuant to which certain clarifications were submitted by the Company on 17th April 2023. Also, a reply to the Show Cause notice was submitted to the GST Authorities on 8th May 2023. On the same day, i.e. 8th May 2023, an Order was issued by the GST authorities for tax, interest, and penalty adding to ₹ 958.97 Lakhs for FY 2019-20. The Company is of the view that the demand raised by GST authorities does not have merit, and hence an appeal against this order shall be filed before the prescribed Appellate Authority as per the provisions under Sec 107 of the CGST Act. In view of this, no provision is considered necessary by the management.
- 36** Trade Receivables, Advances to Suppliers, Trade Payable and Advances from customers amounting to ₹ 3,019 Lakhs (Previous year ₹ 2,610 Lakhs), ₹ 1,050 Lakhs (Previous year ₹ 1,008 Lakhs), ₹ 12,542 Lakhs (Previous year ₹ 9,284 Lakhs), and ₹ 3,494 Lakhs (Previous year ₹ 3,873 Lakhs) respectively were outstanding as on 31st March 2023. The Company could not get necessary confirmations from the respective parties due to prevailing situation of the Company. Further, the Company could not get confirmations for Loans from bodies corporate to the extent of ₹ 897 Lakhs (Previous year ₹ 865 Lakhs) lying outstanding as on 31st March 2023. However, the Company doesn't foresee any material impact on its Financial Statements due to such non receipt of confirmation.

37.1 Contingent Liabilities in respect of

Particulars	As at 31.03.2023	As at 31.03.2022
a. Sales Tax/Value Added Tax Matters under dispute [Related payments ₹ Nil (31.03.2022: Nil)]	2,192	2,192
b. Goods and Services Tax Matters under dispute	959	-
c. Income Tax Matters under dispute [Related payments (including amounts adjusted by the Department) ₹ 307 Lakhs (31.03.2022: ₹ 268 Lakhs)]	377	2,109
d. Service Tax Matters under dispute [Related payments ₹ 26 Lakhs (31.03.2022: ₹ 26 Lakhs)]	960	667
e. Excise Duty Matters under dispute [Related payments ₹ 13 Lakhs (31.03.2022: Nil)]	336	-
f. Bank Guarantee Outstanding	4,759	5,545

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

37.2 Capital and Other Commitments

Particulars	As at 31.03.2023	As at 31.03.2022
Capital Commitments	-	-
Other Commitments	-	-

Future cash outflows in respect of the above matters are determinable only on receipts of judgments/decisions pending at various forums/authorities. The management believes that the ultimate outcome of these proceedings will not have a material adverse effect on the Company's financial position and result of operations.

37.3 Pursuant to final order passed by the Single Bench of Hon'ble Calcutta High Court, the Company has stopped paying Entry Tax on procurement of Indigenous and Imported Goods into West Bengal, with effect from 1st June 2013. The writ petition No. 922 of 2012 filed by TIL has been treated as disposed of in the High Court and the records thereof have been sent to the WB Taxation Tribunal. TIL has filed a petition before the West Bengal Taxation Tribunal. The related unpaid amount till 31st March 2023 is ₹ 632 Lakhs (31.03.2022 : ₹ 632 Lakhs).

38 INFORMATION GIVEN IN ACCORDANCE WITH THE REQUIREMENTS OF IND AS 108 ON SEGMENT REPORTING

The operations of the Company pertains only to Material Handling Solutions (i.e. manufacturing and marketing of various Material Handling Equipment namely Mobile Cranes, Port Equipment, Self Loading Truck Cranes, Road Construction Equipment, etc. and dealing in spares and providing services to related equipment). Further, the Company's principal geographical area of operations is within India. Accordingly, the Company has only one reportable segment as envisaged in Ind AS 108 on 'Segment Reporting' and information pertaining to segment is not applicable for the Company.

38.1 Geographical Information

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
1. Revenue from External Customers		
- India	4,381	6,024
- Outside India	1	367
Total	4,382	6,391

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
2. Non-Current Assets *		
- India	11,360	12,407
- Outside India	-	-
Total	11,360	12,407

* Excludes Financial Instruments, Deferred Tax Assets and Investment in Subsidiary

During the year the Company has four customers (Previous year two customers), where transaction with the single customers exceed 10% of the total revenue amounting to ₹ 3,082 Lakhs (Previous year ₹ 2,765 Lakhs).

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

39 CAPITAL MANAGEMENT

The Company aims at maintaining a strong capital base maximizing Shareholders' wealth safeguarding business continuity and augments its internal generations with a judicious use of borrowing facilities to fund spikes in working capital that arise from time to time as well as requirements to finance business growth.

The Company determines the amount of capital required on the basis of annual business plan coupled with long term and short term strategic investment and expansion plans. The funding needs are met through cash generated from operations, long term and short term borrowings from banks and financial institutions. On requirement, the Company also borrows from related and other parties to meet its financial needs.

However in view of certain adverse factors and challenges being faced by the Company over past few years as explained in Note 34, the net worth of the Company is eroded.

The capital structure of the Company consists of net debt (borrowings as detailed in Note 17 offset by cash and cash equivalents in Note 14-A, other bank balances in Note 14-B and deposits with banks including earmarked balances in Note 9A) and total equity of the Company.

Net debt includes interest bearing borrowings less cash and cash equivalents, other bank balances (including non-current earmarked balances).

The table below summarises the capital, net debt and net debt to equity ratio of the Company.

Particulars	As at 31.03.2023	As at 31.03.2022
Equity Share Capital	1,003	1,003
Other Equity	(30,210)	(21,309)
Total Equity (A)	(29,207)	(20,306)
Non Current Borrowings	15,159	17,760
Short Term Borrowings	24,859	22,089
Gross Debts (B)	40,018	39,849
Total Capital (A+B)	10,811	19,543
Gross Debt as above	40,018	39,849
Less: Current investment	10	8
Less: Cash and Cash Equivalents	100	7
Less: Other Balances with Bank (including non-current fixed deposits including earmarked balances)	119	893
Net Debt (C)	39,789	38,941
Net Debt to Equity*	(1.61)	71.65

* Net debt to equity as at 31st March 2023 and 31st March 2022 has been computed based on average total equity.

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) *Contd.*

40 FINANCIAL INSTRUMENTS AND RELATED DISCLOSURES

This section gives an overview of the significance of Financial Instruments for the Company and provides additional information on Balance Sheet items that contain Financial Instruments.

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized in respect of each class of Financial Asset, Financial Liability and Equity Instrument are disclosed in Note 2.13 to the Standalone Financial Statements.

A) Categories of Financial Instruments

Set out below, is a comparison by class of the carrying amounts and Fair Value of the Company's Financial Instruments:

Particulars	As at 31.03.2023		As at 31.03.2022	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets				
a) Measured at Amortized Cost				
i) Cash and Cash Equivalents	100	100	7	7
ii) Other Bank Balances	8	8	364	364
iii) Trade Receivables	3,019	3,019	2,610	2,610
iv) Other Financial Assets	422	422	848	848
Sub-total	3,549	3,549	3,829	3,829
b) Measured at Fair Value through Profit or Loss				
i) Investment in Equity Shares	10	10	8	8
Sub-total	10	10	8	8
c) Measured at Cost				
i) Investment in Subsidiaries (net of impairment provision)	74	74	302	302
Sub-total	74	74	302	302
Total Financial Assets	3,633	3,633	4,139	4,139
Financial Liabilities				
a) Measured at amortized Cost				
i) Borrowings	40,018	40,018	39,849	39,849
ii) Trade Payables	12,542	12,542	9,284	9,284
iii) Lease Liabilities	1,051	1,051	986	986
iv) Other Financial Liabilities	2,512	2,512	431	431
Total Financial Liabilities	56,123	56,123	50,550	50,550

The management assessed that cash and cash equivalents, other bank balances, trade receivables, trade payables, other financial assets and other financial liabilities approximate their carrying amounts largely due to the short term maturities of these instruments. Lease liabilities have fair values that approximate to their carrying amounts as it is based on the net present value of the anticipated future cash flows.

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

B) Financial Risk Management Objectives

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company continues to focus on a system-based approach to business risk management. The Company's financial risk management process seeks to enable the early identification, evaluation and effective management of key risks facing the business. Backed by strong internal control systems, the current Risk Management System rests on policies and procedures issued by appropriate authorities; process of regular reviews/audits to set appropriate risk limits and controls; monitoring of such risks and compliance confirmation for the same.

a) Market Risk

The Company's Financial Instruments are exposed to market changes. The Company is exposed to the following significant market risk:

Foreign Currency Risk

Interest Rate Risk

Other Price Risk

Market Risk Exposures are measured using sensitivity analysis. There has been no change to the Company's exposure to market risks or the manner in which these risks are being managed and measured.

Fair Value Hierarchy

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at Fair Value, grouped into Level 1 to Level 3, as described below:

Quoted prices in an active market (Level 1): This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. This category consists of investment in quoted equity shares and includes derivative contracts.

Valuation techniques with observable inputs (Level 2): This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Valuation techniques with significant unobservable inputs (Level 3): This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

Particulars	As at 31.03.2023			
	Level 1	Level 2	Level 3	Total
Financial Assets				
Investment in Equity Shares	10	-	-	10
	10	-	-	10

Particulars	As at 31.03.2022			
	Level 1	Level 2	Level 3	Total
Financial Assets				
Investment in Equity Shares	8	-	-	8
	8	-	-	8

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

Foreign Currency Risk

The Company undertakes transactions denominated in foreign currency which results in exchange rate fluctuations. Such exchange rate risk primarily arises from transactions made in foreign exchange and reinstatement risks arising from recognised assets and liabilities, which are not in the Company's functional currency (Indian Rupees). A significant portion of these transactions are in US Dollar, Euro, etc. The carrying amount of foreign currency denominated financial assets and liabilities including derivative contracts, are as follows:

As at 31.03.2023	USD	Euro	Others#	Total
Financial Assets	6	350	-	356
Financial Liabilities	615	1,271	37	1,923
As at 31.03.2022	USD	Euro	Others#	Total
Financial Assets	6	329	-	335
Financial Liabilities	560	1,284	37	1,881

Others primarily include GBP-Great Britain Pound, SGD-Singapore Dollar and SEK-Swedish Krona

Derivatives not Designated as Hedging Instruments

The Company uses foreign exchange forward contracts to manage some of its transaction exposures. The foreign exchange forward contracts are not designated as cash flow hedges and are entered into for periods consistent with foreign currency exposure of the underlying transactions.

The Company enters into foreign exchange forward contracts with the intention to reduce the foreign exchange risk of expected sales and purchases, these contracts are not designated in hedge relationships and are measured at Fair Value through profit or loss.

However, during the current and previous year, the Company has not entered into any forward contracts due to the current financial position of the Company.

Un-hedged Foreign Currency Balances	Currency	As at 31.03.2023	As at 31.03.2022
(i) Financial Liabilities	USD	615	560
	EUR	1,271	1,284
	Others#	37	37
(ii) Financial Assets	USD	6	6
	EUR	350	329

Others primarily include GBP-Great Britain Pound, SGD-Singapore Dollar and SEK-Swedish Krona

Foreign Currency Sensitivity

Foreign Currency Sensitivities for unhedged exposure (impact on increase by 2%)

Particulars	As at 31.03.2023	As at 31.03.2022
USD	(12)	(11)
EUR	(18)	(19)
Others#	(1)	(1)

Others primarily include GBP-Great Britain Pound, SGD-Singapore Dollar and SEK-Swedish Krona

Note: If the rate is decreased by 2%, profit of the Company will increase by an equal amount.

Figures in brackets indicate decrease in profit.

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

Interest Rate Risk

Interest rate risk refers to the risk that the Fair Value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The objectives of the Company's interest rate risk management processes are to lessen the impact of adverse interest rate movements on its earnings and cash flows and to minimise counter party risks.

All the borrowings availed by the Company have a fixed interest rate throughout the respective financial year. Further, the Company operates with banks having superior credit rating in the market.

Interest Rate Sensitivities for Outstanding Exposure

Particulars	As at 31.03.2023	As at 31.03.2022
INR	*	*

* 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 changes in market interest rates. Further, all lenders have declared loan facilities granted to the Company as NPA and are not charging interest, hence, interest rate risk does not arise.

Price Risk

Equity price risk is related to change in market reference price of investments in equity securities held by the Company. The Fair Value of quoted investments held by the Company exposes the Company to equity price risks. In general, these investments are not held for trading purposes. The Fair Value of quoted investments in equity, classified as Fair Value through Profit & Loss as at 31st March 2023 is ₹ 10 Lakhs (31.03.2022: ₹ 8 Lakh).

b) Liquidity Risk

Liquidity risk is the risk that the Company may encounter difficulty in meeting its obligations. The Company mitigates its liquidity risks by ensuring timely collections of its trade receivables, close monitoring of its credit cycle and ensuring optimal movements of its inventories. The table below provides details regarding the remaining contractual maturities of significant financial liabilities at the reporting date:

Particulars	As at 31.03.2023		As at 31.03.2022	
	Current	Non-Current	Current	Non-Current
A. Financial Assets				
i) Cash and Cash Equivalents	100	-	7	-
ii) Other Bank Balances	8	-	364	-
iii) Investment in Subsidiaries (net of impairment provision)	-	74	-	302
iv) Trade Receivables	3,019	-	2,610	-
v) Other Financial Assets	274	148	266	582
vi) Investment in Equity Shares	10	-	8	-
Total	3,411	222	3,255	884
B. Financial Liabilities				
i) Borrowings (Refer Note 17.3)	24,859	15,159	22,089	17,760
ii) Trade Payables	12,542	-	9,284	-
iii) Other Financial Liabilities	2,512	-	431	-
iv) Derivative Instruments not designated as Hedging Instruments	-	-	-	-
Total	39,913	15,159	31,804	17,760

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

The management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates.

The maturity analysis of undiscounted lease liabilities are disclosed under Note 5.3.

c) Credit Risk

Credit risk is the risk that counter party will not meet its obligations leading to a financial loss. The Company has its policies to limit its exposure to credit risk arising from outstanding receivables. Management regularly assess the credit quality of its customers, on the basis which the terms of payment are decided. Credit limits are set for each customer which are reviewed at periodic intervals.

For trade receivables, as a practical expedient, the Company computes credit loss allowance based on a provision matrix. The provision matrix is prepared based on historically observed default rates over the expected life of trade receivables and is adjusted for forward-looking estimates. The provision matrix at the end of the reporting period is given below:

Particulars	As at 31.03.2023	As at 31.03.2022
Opening Balance	1,047	7,166
Add: Provisions made	560	5,831
Less: Utilization made for Impairment/Derecognition	-	-11,950
Closing Balance	1,607	1,047

41 RELATED PARTY DISCLOSURES

I) List of Related Parties

Subsidiary

TIL Overseas Pte. Limited

Key Management Personnel

Mr. Sumit Mazumder (Chairman & Managing Director)

Mrs. Bipasha Banerjee (Chief Financial Officer)

Mr. Ratanlal Gaggar (Independent Director) *

Mr. Gaurav Swarup (Independent Director) **

Mrs. Manju Mazumder (Non Executive Director)

Mr. Deb Kumar Banerjee (Nominee of LIC) ***

Dr. T. Mukherjee (Independent Director) #

Ms. Veena Hingarh (Independent Director) #

Mr. Sekhar Bhattacharjee (Company Secretary)

Mr. Rajiv Kumar Soni (Chief Executive Officer) ##

Mr. Shibaditya Ghosh (Chief Financial Officer) ###

Mr. Subir Bhattacharyya (Independent Director, w.e.f 13th September 2022)

Mr. Tulsi Das Banerjee (Independent Director, w.e.f 13th September 2022)

* Resigned on 31st May 2022 and noted by the Board on 13th September 2022

** Resigned on 29th August 2022 and noted by the Board on 13th September 2022

*** Resigned on 31st July 2022 and noted by the Board on 13th September 2022

Resigned on 10th February 2022

Resigned since 9th November 2021.

Resigned since 31st May 2021.

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) *Contd.*

41 RELATED PARTY DISCLOSURES (*Contd.*)

Enterprises over which Key Management

Personnel are able to exercise significant influence

- TIL Welfare Trust
- Gokul Leasing and Finance Private Limited
- Arihant Merchants Limited
- Mahan Eximp Limited
- Supriya Leasing Limited
- Sunrise Proteins Ltd.
- Nachiketa Investments Company
- Salgurn Merchants Pvt. Ltd.
- B. P. Commodities Pvt. Ltd.
- Marbellous Trading Pvt. Ltd.

II) Particulars of Transactions during the year ended 31st March 2023

Particulars	Subsidiary	Key Managerial Person	KMP have Significant Influence	Total	Outstanding as on 31-03-2023
a) Loans and Advance from Key Management Personnel/Associated Company/Others (Net of Repayment)					
Mr. Sumit Mazumder (Closing balance is adjusted for write back of ₹ 50 Lakhs)	-	106	-	106	12,411
Gokul Leasing and Finance Private Limited	-	-	-	-	1,953
Arihant Merchants Limited	-	-	-	-	83
Mahan Eximp Limited	-	-	-	-	127
Supriya Leasing Limited	-	-	-	-	90
Sunrise Proteins Ltd.	-	-	-	-	50
Nachiketa Investments Company	-	-	-	-	35
Salgurn Merchants Pvt. Ltd.	-	-	-	-	50
B. P. Commodities Pvt. Ltd.	-	-	-	-	10
Marbellous Trading Pvt. Ltd.	-	-	-	-	14
TIL Welfare Trust	-	-	-	-	1,066
Total	-	106	-	106	15,889
b) Investments in Subsidiary (Net of Impairment)					
TIL Overseas Pte. Limited	-	-	-	-	74
Total	-	-	-	-	74
c) Expenses Incurred by Subsidiary for the Company					
TIL Overseas Pte. Limited**	60	-	-	60	-
Total	60	-	-	60	-

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) *Contd.*

II) Particulars of Transactions during the year ended 31st March 2023 *(Contd.)*

Particulars	Subsidiary	Key Managerial Person	KMP have Significant Influence	Total	Outstanding as on 31-03-2023
d) Managerial Remuneration to Key Management Personnel					
(i) Short Term Benefit					
Sumit Mazumder	-	240	-	240	132
Bipasha Banerjea	-	72	-	72	60
Sekhar Bhattacharjee	-	-	-	-	28
Shibaditya Ghosh	-	-	-	-	3
(ii) Post Employment Benefits					
Sumit Mazumder	-	3	-	3	104
Bipasha Banerjea	-	1	-	1	5
Sekhar Bhattacharjee	-	-	-	-	2
(iii) Other Long Term Benefits					
Sumit Mazumder	-	5	-	5	123
Bipasha Banerjea	-	*	-	*	6
Sekhar Bhattacharjee	-	-	-	-	-
Total	-	321	-	321	463
e) Liabilities Written Back					
Mr. Sumit Mazumder		50		50	-
TIL Overseas Pte. Limited	426	-	-	426	-
Total	426	50	-	476	-
f) Retainer Fees					
Sekhar Bhattacharjee	-	53	-	53	47
Total	-	53	-	53	47

*Amount is below the rounding off norm adopted by the Company.

** Advance of ₹ 426 Lakhs have been written back by the Company based on approval from the Subsidiary Company.

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

Particulars of Transactions during the year ended 31st March 2022

Particulars	Subsidiary	Key Managerial Person	KMP have Significant Influence	Total	Outstanding as on 31-03-2022
a) Loans and Advance from Key Management Personnel/Associated Company/Others (Net of Repayment)					
Mr. Sumit Mazumder (Refer Note 32 A)	-	5,231	-	5,231	12,355
Gokul Leasing and Finance Private Limited	-	-	1,036	1,036	1,953
Arihant Merchants Limited	-	-	83	83	83
Mahan Eximp Limited	-	-	127	127	127
Supriya Leasing Limited	-	-	90	90	90
Sunrise Proteins Ltd.	-	-	50	50	50
Nachiketa Investments Company	-	-	35	35	35
Salgurn Merchants Pvt. Ltd.	-	-	50	50	50
B. P. Commodities Pvt. Ltd.	-	-	10	10	10
Marbellous Trading Pvt. Ltd.	-	-	14	14	14
TIL Welfare Trust	-	-	1,066	1,066	1,066
Total	-	5,231	2,561	7,792	15,833
b) Dividend Received					
TIL Overseas Pte. Limited	1,492	-	-	1,492	-
Total	1,492	-	-	1,492	-
c) Investments in Subsidiary					
TIL Overseas Pte. Limited	-	-	-	-	302
Total	-	-	-	-	302
d) Advance Received					
TIL Overseas Pte. Limited	394	-	-	394	366
Total	394	-	-	394	366
e) Managerial Remuneration to Key Management Personnel					
(i) Short Term Benefit					
Sumit Mazumder	-	217	-	217	61
Bipasha Banerjea	-	45	-	45	26
Sekhar Bhattacharjee	-	51	-	51	27
Shibaditya Ghosh	-	9	-	9	3

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

Particulars of Transactions during the year ended 31st March 2022 (Contd.)

Particulars	Subsidiary	Key Managerial Person	KMP have Significant Influence	Total	Outstanding as on 31-03-2022
(ii) Post Employment Benefits					
Sumit Mazumder	-	5	-	5	101
Bipasha Banerjea	-	1	-	1	4
Sekhar Bhattacharjee	-	3	-	3	12
Shibaditya Ghosh	-	*	-	*	-
(iii) Other Long Term Benefits					
Sumit Mazumder	-	9	-	9	118
Bipasha Banerjea	-	3	-	3	6
Sekhar Bhattacharjee	-	1	-	1	8
Shibaditya Ghosh	-	-	-	-	-
Total	-	344	-	344	366

*Amount is below the rounding off norm adopted by the Company.

III) Terms and Conditions of Transactions with Related Parties

- The transactions with related parties have been entered at an amount which are not materially different from those on normal commercial terms.
- The amounts outstanding are unsecured and will be settled in cash and cash equivalent. No guarantees have been given or received.
- The remuneration of Directors is determined by the Nominations & Remuneration Committee having regard to the performance of individuals and market trends.

IV) In respect of the above parties, there is no provision for impairment/doubtful debts as on 31st March 2023 and no amount has been written off or written back during the year in respect of debt due from/to them except as disclosed above.

V) The above related party information is as identified by the management.

42 RATIOS

Name of the Ratio	Numerator	Denominator	F.Y. 2022-23	F.Y. 2021-22	Variance %	Reason for Variance
a) Current Ratio	Current Assets	Current Liabilities	0.41	0.55	-26%	Liquidity crunch leading to non-payment of borrowings and trade payable.
b) Debt-Equity Ratio	Total Debt	Total Equity	(1.37)	(1.96)	30%	Other Equity has reduced due to loss in the current year.
c) Debt-Service Coverage Ratio	Profit After Tax and before Interest, Depreciation and Exceptional Items	Interest expenses + Lease Payments + Principal Repayments	(1.12)	(1.18)	5%	--

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

42 RATIOS (Contd.)

Name of the Ratio	Numerator	Denominator	FY 2022-23	FY 2021-22	Variance %	Reason for Variance
d) Return on Equity Ratio	Net Profit After Tax	Average Share Holder Equity	(8.80)	(41.52)	79%	Due to exceptional losses in previous year the ratio has improved in the current year.
e) Inventory Turnover Ratio	Revenue from Operation	Average Inventory	0.29	0.33	-14%	--
f) Trade Receivable Turnover Ratio	Net Sales	Average Trade Receivables	1.56	0.48	222%	Due to write off of Trade Receivables in previous year.
g) Trade Payable Turnover Ratio	Net Credit Purchase	Average Trade Payable	0.09	0.80	-89%	Due to financial crises, the purchase has drastically reduced and the company is not able to pay it's dues.
h) Net Capital Turnover Ratio	Net Sales	Working Capital	(0.16)	(0.36)	56%	Due to non payment of dues to creditors and decrease in revenue.
i) Net Profit Ratio	Net Profit After Tax	Revenue from Operations	(2.01)	(6.41)	-69%	Due to exceptional items in previous year.
j) Return on Capital Employed	Earnings Before Exceptional Items, Interest and Taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	(0.80)	(0.82)	-2%	--
k) Return of Investment	Profit/(Loss) on Investment	Cost of Investment	0.02	(0.00)	838%	Due to increase in the market value of current investments held by the company

43 Additional Disclosures Relating to the Requirement of Revised Schedule III

43.1 Loans or Advances (repayable on demand or without specifying any terms or period of repayment) to Specified Persons

During the year ended 31st March 2023 the Company did not provide any loans or advances which remains outstanding (repayable on demand or without specifying any terms or period of repayment) to specified persons (Nil as on 31st March 2022).

43.2 Relationship with Struck off Companies

The Company did not have any transaction with companies struck off during the year ended 31st March 2023 and 31st March 2022.

43.3 Details of Crypto Currency or Virtual Currency

The Company has not traded or invested in Crypto Currency or Virtual Currency during the year ended 31st March 2023 and 31st March 2022.

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) Contd.

43.4 Utilization of Borrowed Fund & Share Premium

The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

The Company has not advanced or lent or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

43.5 The quarterly returns or statements of current assets filed by the Company with the banks are in agreement with the books of accounts, except are as under:

Quarter	Name of the Bank	Particulars	Amount as per books of account (₹ In Lakhs)	Amount reported in quarterly return/statement (₹ In Lakhs)	Difference (₹ in Lakhs)	Reason for material discrepancy	
June'21	All Consortium Banks	Inventories	23,031	27,014	(3,983)	The difference are on account of numbers reported to the banks on the provisional quarterly accounts.	
		Trade Receivables	24,688	24,645	43		
September'21	All Consortium Banks	Inventories	26,001	26,937	(936)		
		Trade Receivables	21,935	21,745	190		
December'21	All Consortium Banks	Inventories	26,269	26,222	47		
		Trade Receivables	20,827	20,229	598		
March'22	All Consortium Banks	Inventories	16,457	15,953	504		
		Trade Receivables	3,654	4,105	(451)		
June'22	All Consortium Banks	Inventories	15,053	15,750	(697)		
		Trade Receivables	4,003	4,309	(306)		
September'22	All Consortium Banks	Inventories	15,379	15,379	-		The difference are on account of numbers reported to the banks on the provisional quarterly accounts.
		Trade Receivables	3,711	3,731	(20)		
December'22	All Consortium Banks	Inventories	14,920	14,921	(1)		
		Trade Receivables	4,029	4,023	6		
March'23	All Consortium Banks	Inventories	14,097	14,405	(308)		
		Trade Receivables	4,626	4,617	9		

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

43.6 The Company has not been declared as a wilful defaulter by any Banks or Financial Institutions or any other Lender.

43.7 The Company has used the borrowings from Banks and Financial Institutions for the specific purpose for which it was obtained.

43.8 There are no registration/satisfaction of charges pending with registrar of companies beyond the statutory period as on the balance sheet date, except as follows:

Sr. No.	Charge ID	Name of Charge Holder	Date of Creation	Date of Satisfaction	Amount (₹in Lakhs)
1	100407926	Bank of India	25-01-2021	-	818
2	100350315	State Bank of India	06-07-2020	-	300
3	100225971	Union Bank of India	19-12-2018	-	250
4	80009601	Indian Overseas Bank	07-02-2005	-	2,100

Further in many cases fresh charges were created in the past by the various banks wherever the existing working capital limits were enhanced, however in those cases previous charges were not satisfied. The Company is of the opinion that filing of non-satisfaction in those cases is not a non-compliance.

44 Earnings Per Share (EPS) - The Numerators and Denominators Used to Calculate Basic and Diluted EPS

Particulars	Year Ended 31.03.2023	Year Ended 31.03.2022
Profit/(Loss) After Tax Attributable to the Equity Shareholders (₹ in Lakhs) A	(8,828)	(41,648)
Basic and Diluted		
i. Number of Equity Shares at the beginning of the year	10,030,265	10,030,265
ii. Number of Equity Shares issued during the year	-	-
iii. Number of Equity Shares at the end of the year	10,030,265	10,030,265
iv. Weighted average number of Equity Shares outstanding during the year B	10,030,265	10,030,265
v. Nominal Value of each Equity Share (₹)	10	10
Basic and Diluted Earnings Per Share (₹) A/B	(88.01)	(415.22)

45 In its Extraordinary General Meeting convened on 23rd December 2022, the Company has received Shareholders' Approval for the proposed strategic investment by issue of 7,496,592 (Seventy Four Lakh Ninety Six Thousand Five Hundred Ninety Two) equity shares of face value of ₹ 10 (Rupees Ten) per share at a price of ₹ 92.40 (Rupees Ninety Two and forty Paise) per share through Preferential allotment in favor of Indocrest Defence Solutions Private Limited pursuant to the provisions of Regulation 164A of the Securities and Exchange Board of India (Issue of Capital and Disclosure

Notes to the Standalone Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

Requirements) Regulations, 2018; and which is subject to approvals from appropriate authorities and lending institutions. Accordingly, the Stock Exchanges have also been informed under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

- 46** The Central Government has published The Code on Social Security, 2020 and Industrial Relations Code, 2020 (“the Codes”) in the Gazette of India, inter alia, subsuming various existing labour and industrial laws which deals with employees related benefits including post - employment. The effective date of the code and the rules are yet to be notified. The impact of the legislative changes, if any, will be assessed and recognized post notification of the relevant provisions.
- 47** The Standalone Financial Statements were approved by the Board of Directors on 26th May 2023.
- 48** The previous year figures have been regrouped/reclassified wherever necessary, to conform the current period's classification.

Signatures to Notes '1' to '48'

In terms of our report of even date attached

For Singhi & Co.

Chartered Accountants (Firm's Registration No. 302049E)

Girdhari Lal Choudhary

Partner (Membership No. 052112)

Kolkata

26th May 2023

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

Sumit Mazumder

Chairman & Managing Director (DIN:00116654)

Bipasha Banerjee

Chief Financial Officer

Sekhar Bhattacharjee

Company Secretary

INDEPENDENT AUDITOR'S REPORT

To the Members of TIL Limited
Report on the Audit of the
Consolidated Financial Statements

Qualified Opinion

We have audited the accompanying Consolidated Financial Statements of TIL Limited ("the Parent Company") and its subsidiary (the Parent Company and its subsidiary together referred to as the 'Group'), comprising the Consolidated Balance Sheet as at 31st March 2023, the Consolidated Statement of Profit and Loss including the Consolidated Statement of Other Comprehensive Income, the Consolidated Statement of Cash Flows, the Consolidated Statement of Changes in Equity for the year then ended and notes to the Consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'Consolidated Financial Statements').

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of other auditors on separate financial statements of the subsidiary referred to in the other matter paragraph section below, except for the possible effects of the matter described in 'Basis for Qualified Opinion' section of our report, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Group as at 31st March 2023, their consolidated loss including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Qualified Opinion

We draw attention to the following matters:

- (a) Note No. 33 of the accompanying Consolidated Financial Statements for not carrying out fair valuation of interest free loans from the Promoters/Promoter's Group of Companies and other lenders aggregating to ₹ 15,885 Lakhs as required under Ind AS-109 and its impact on Consolidated Financial Statements has not been ascertained by the management. In absence of fair valuation of above interest free loans, we are unable to determine its impact on the Consolidated Financial Statements.
- (b) Note No. 34 of the accompanying Consolidated Financial Statements which states that the Parent Company has incurred a cash loss of ₹ 8,314 Lakhs during the year and its net worth is negative as on the Balance Sheet date. Moreover, the Parent Company's current liabilities also exceed its current assets as at 31st March 2023. In view of the acute financial crisis faced by the Company, lenders have declared the loan facilities granted to the Company as a Non-Performing Asset (NPA). However, the lenders have also extended 'Holding on Operations' to the Company through a 'Trust & Retention Account' opened with the Lead Bank of the Consortium namely, Bank of India ('BOI'). Further, the lead bank, namely Bank Of India, had filed a petition under Section 7 of the IBC before the Hon'ble National Company Law Tribunal on 28th September 2022. The application is yet to be admitted. Meanwhile, the Board of Directors approved a resolution plan at its meeting held on 26th November 2022 which had since been submitted with all of TIL's Consortium Bankers on 28th November 2022 which is currently under discussion.

The above situation indicates that a material uncertainty exists that may cast significant doubt on the Parent Company's ability to continue as a going concern. However, the management of the Company has been considering the feasibility and effectiveness of the certain planned actions including proposed investment and proposed resolution plan and considering the sales orders in hand, the management has concluded that the material uncertainties are expected to be mitigated and hence the Consolidated Financial Statements have been prepared on a going concern basis. The appropriateness of the assumption of going concern is dependent on successful outcome of proposed investment by the investor and proposed resolution plan as stated above. Hence, we are unable to comment on whether the Company will be able to continue as Going Concern.

- (c) Note No. 10.1 of the accompanying Consolidated Financial Statements regarding carry forward of Minimum Alternate Tax Credit of ₹ 3,026 Lakhs as on 31st March 2023 (a component of deferred tax asset in the financial statements) which was accounted for in the earlier years. In the opinion of the management sufficient future taxable profit will be available against which these unused tax credits can be utilized within the stipulated period under the provisions of Income Tax Act 1961. However, we are unable to comment for utilization of said MAT credit in absence of basis for reasonable certainty supported by convincing evidence.
- (d) Note No. 12.5 of the accompanying Consolidated Financial Statements regarding Stock in Transit which includes materials valuing ₹ 3,248 Lakhs lying in Bonded Warehouse/at Port as on 31st March 2023 which also includes ₹ 3,234 Lakhs imported in earlier years. These inventories could not be released from the authorities due to non-payment of custom duty, other charges etc. and as explained, due to this confirmation has also not been received. The management does not expect any material loss on account of any obsolescence in these said stocks due to passage of time and no provision is considered necessary. However, as these materials are lying for a considerable period of time and due to non-availability of its technical assessment, we are unable to comment whether any provision for obsolescence are required in this regard.
- (e) Note No. 35 of the accompanying Consolidated Financial Statements regarding an enquiry by "Directorate of Revenue Intelligence & Enforcement" (DRI) which has been ongoing since June 2021 in respect to certain trading transactions and other matters related to earlier years and the Company has since complied with the requirements of the DRI. On 7th November 2022 and 10th November 2022 the Company received an Investigation report of DRI dated 20th July 2022 from the GST Authority, together with certain demand intimations based on the Investigation report. These demand intimations were for FY 2019-20 and for FY 2020-21 for payment of tax/interest/penalty amounting to ₹ 928.90 Lakhs & ₹ 3,290.79 Lakhs respectively under Section 74(5) of the GST Act; and a reply to such intimations had been filed by the Company on 17th January 2023. Subsequently, on 24th March 2023, Show Cause Notice - DRC-01 for FY 2019-2020 was issued u/s. 74(1) of the CGST/WBGST Act, 2017 to the Company. A personal hearing was held on 6th April 2023, pursuant to which certain clarifications were submitted by the Company on 17th April 2023. Also, a reply to the Show Cause notice was submitted to the GST Authorities on 8th May 2023. On the same day, i.e 8th May 2023, an Order was issued by the GST authorities for tax, interest, and penalty adding to ₹ 958.97 Lakhs for FY 2019-20. The Company is of the view that the demand raised by GST authorities does not have merit; and hence an appeal against this order shall be filed before the prescribed Appellate Authority as per the provisions under Sec 107 of the CGST Act. In view of this, no provision is considered necessary by the management.
- (f) Trade Receivables, Advances to Suppliers, Trade Payable and Advances from Customers amounting to ₹ 3,019 Lakhs, ₹ 1,050 Lakhs, ₹ 12,542 Lakhs and ₹ 3,494 Lakhs respectively were outstanding as on 31st March 2023. The Parent Company could not get necessary confirmations from the respective parties and due to no material subsequent movement in such balances, alternate procedure to verify those balances could also not be performed.

Further, the Parent Company could not get confirmations for Loans from bodies corporate to the extent of ₹ 897 Lakhs lying outstanding as on 31st March 2023.

Hence, we are unable to comment on the correctness of above figures and if any adjustments are required to the said balances as on 31st March 2023 and related impact on these Consolidated Financial Statements.

The impact of above matters (a) to (f) on the accompanying Consolidated Financial Statements is presently not ascertainable.

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Companies Act, 2013, as amended (“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 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 Consolidated 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 obtained by us is sufficient and appropriate to provide a basis for our qualified audit opinion on the Consolidated Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements for the year ended 31st March 2023. 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. In addition to the matters described in the basis for qualified opinion section, we have determined the matter described below as Key audit matter and our description of how our audit addressed the matter is provided in that context.

Key audit matters	How our audit addressed the key audit matter
Inventories (other than stock in transit) (Refer Note 12 of the Consolidated Financial Statements)	
<p>The Parent Company is engaged in manufacturing of a comprehensive range of material handling, lifting, port, and road construction equipments with integrated customer support and after-sales service requiring a wide range of spare parts. The total inventory of such materials (other than stock in transit) amounts to ₹ 10,849 Lakhs as on 31st March 2023 (Refer Note 12 of Consolidated Financial Statements).</p> <p>Inventories are carried at lower of cost or net realizable value. Significant judgement is required in assessing the appropriate level of the provision for slow moving and/or obsolete inventory, determination of net realizable value and we determined this to be a matter of significance to our audit.</p>	<p>Our audit procedures included the following:</p> <ol style="list-style-type: none"> 1. Obtained an understanding of the management with regard to internal controls relating to Inventory management. 2. We have reviewed the report submitted by the external agency and checked for differences, if any, and whether the same has been accounted for in the books of accounts. 3. We observed physical inventory counts at major locations to ascertain the condition of inventory and tested on a sample of items to assess the cost basis and net realizable value of inventory and evaluated the adequacy of provision for slow moving and obsolete inventories as at 31st March 2023. 4. Tested on a sample basis the accuracy of cost for inventory and testing the net realizable value by comparing actual cost with the latest available contracts for similar products.

Other Information

The Parent Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the Consolidated Financial Statements and our auditor's report thereon.

Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Consolidated Financial Statements

The Parent Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the Companies included in the Group, are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the Companies included in the Group are responsible for assessing the ability of the Group 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 or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Annual Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent 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 Group'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 Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial statements/financial information of the entities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Annual 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.

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated Financial Statements.

We communicate with those charged with governance of the Parent Company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements for the financial year ended 31st March 2023 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

- i. The Consolidated Financial Statements include the audited financial statements and the other financial information, in respect of the subsidiary whose financial statements include total assets of ₹ 89 Lakhs as at 31st March 2023, total revenue ₹ 10 Lakhs, total net loss after tax of ₹ 500 Lakhs, total comprehensive income of ₹ (-)463 Lakhs for the year ended 31st March 2023 and net cash flows of ₹ (-)65 Lakhs for the year ended 31st March 2023 as considered in the Consolidated Financial Statement which have been audited by other auditors.
- ii. The independent auditors report on the financial statements of above-mentioned subsidiary have been furnished to us by the management and our opinion on the Consolidated Financial Statements in so far as it relates to the amounts and disclosures included in the respect of the subsidiary is based solely on the reports of such auditors.
- iii. Subsidiary mentioned in sub-paragraph (i) above is located outside India whose annual financial statements have been prepared in accordance with accounting principles generally accepted in their country and which have been audited by other auditors under generally accepted auditing standards applicable in their country. The Parent Company's management has converted the financial statements of such subsidiary located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have reviewed these conversion adjustments and additional disclosures made by the Parent Company's management. Our conclusion in so far as it relates to the balances and affairs of such subsidiary located outside India is based on the report of other auditor and the conversion adjustments and additional disclosures prepared by the management of the Parent company and reviewed by us.

Report on Other Legal and Regulatory Requirements

1. With respect to the matter specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("the Order"/"CARO") issued by the Central Government of India in terms of Section 143(11) of the Act, according to the information and explanation given to us and based on our examination, we report that there are no companies other than the Parent Company, included in the Consolidated Financial Statements which are the companies incorporated in India and hence the reporting under CARO is not applicable to them.
2. 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, except to the extent described in the Basis for Qualified Opinion paragraph where we were unable to obtain such information;
 - (b) Proper books of account as required by law relating to Consolidated Financial Statements have been kept by the Group so far as it appears from our examination of those books except to the extent stated in the Basis for Qualified Opinion paragraph;

- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the statement of Other Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements;
- (d) Except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph, in our opinion, the aforesaid Consolidated Financial Statements comply with the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- (e) The matters described in the Basis for Qualified Opinion paragraph including Going Concern Assessment as stated above, in our opinion, may have adverse effect on the functioning of the Parent Company;
- (f) On the basis of the written representations received from the directors of the Parent Company as on 31st March 2023 taken on record by the Board of Directors of the Parent Company, none of the directors of the Parent Company is disqualified as on 31st March 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
- (g) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above;
- (h) With respect to the adequacy of the internal financial controls with reference to these Consolidated Financial Statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" to this report. Our report expresses a disclaimer of opinion on the Parent Company's internal financial controls with reference to these Consolidated Financial Statements for the reasons stated therein;
- (i) In our opinion, the managerial remuneration for the year ended 31st March 2023 has been paid/provided by the Parent Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- (j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Group has disclosed the impact of pending litigations on its financial position in its Consolidated Financial Statements - Refer Note 35, 37.1 and 37.3 to the Consolidated Financial Statements;
 - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Parent Company.
 - iv. (a) The management of the Parent Company has represented that, to the best of its knowledge and belief, as disclosed in the Note 42.4 to the Consolidated Financial Statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether,

directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (b) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 42.4 to the Consolidated Financial Statements, no funds have been received by the Parent Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) above contain any material mis-statement.
- v. No Dividend has been declared or paid during the year by the Parent Company.
 - vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Parent Company with effect from 1st April 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31st March 2023.

Kolkata
26th May 2023

For Singhi & Co.
Chartered Accountants
Firm Registration No. 302049E
(Giridhari Lal Choudhary)
Partner
(Membership No. 052112)
UDIN : 23052112BGXCJL9544

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF TIL LIMITED

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

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We were engaged to audit the internal financial controls with reference to Consolidated Financial Statements of TIL Limited ("the Parent Company") as of 31st March 2023 in conjunction with our audit of the Consolidated Financial Statements of the Parent Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Parent Company is responsible for establishing and maintaining internal financial controls based on the internal control with reference to Consolidated Financial Statements criteria established by the Parent Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Parent Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to Consolidated Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. 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.

Because of the matters described in Disclaimer of Opinion paragraph below, we were not able to obtain sufficient appropriate audit evidence to provide a basis for our opinion on whether the Parent Company had adequate internal financial controls over financial reporting with reference to these Consolidated Financial Statements as at 31st March 2023 and whether such internal financial controls were operating effectively.

Meaning of Internal Financial Controls with reference to Consolidated Financial Statements

A company's internal financial control with reference to Consolidated Financial Statement 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 the Consolidated Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and Directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Disclaimer of Opinion

According to the information and explanation given to us, the Parent Company has not established its internal financial control over financial reporting on criteria based on or considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. Because of this reason, we are unable to obtain sufficient appropriate audit evidence to provide a basis for our opinion whether the Parent Company had adequate internal financial controls over financial reporting and whether such internal financial controls were operating effectively as at 31st March 2023. Accordingly, we do not express an opinion on Internal Financial Controls with reference to these Consolidated Financial Statements.

We have considered the disclaimer reported above in determining the nature, timing and extent of audit tests applied in our audit of the Consolidated Financial Statements of the Parent Company for the year ended 31st March 2023 and the disclaimer does not affect our qualified opinion on the Consolidated Financial Statements of the Parent Company.

Kolkata
26th May 2023

For Singhi & Co.
Chartered Accountants
Firm Registration No. 302049E
(Giridhari Lal Choudhary)
Partner
Membership No. 052112
UDIN : 23052112BGXCJL9544

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2023

(₹ In Lakhs)

Particulars	Note No.	As at 31.03.2023	As at 31.03.2022
A ASSETS			
1 Non-Current Assets			
(a) Property, Plant and Equipment	4	9,589	10,546
(b) Capital Work-In-Progress	6	27	27
(c) Right-of-use Assets	4.1	1,011	1,268
(d) Intangible Assets	7	-	46
(e) Financial Assets			
(i) Investments	8-A	-	-
(ii) Others	9-A	148	582
(f) Deferred Tax Assets (Net)	10-B	3,868	3,457
(g) Income Tax Assets (Net)	10-A	704	499
(h) Other Non-Current Assets	11-A	29	21
Total Non-Current Assets		15,376	16,446
2 Current Assets			
(a) Inventories	12	14,068	16,430
(b) Financial Assets			
(i) Investments	8-B	67	98
(ii) Trade Receivables	13	3,019	2,610
(iii) Cash and Cash Equivalents	14-A	132	97
(iv) Bank balances other than (iii) above	14-B	8	364
(v) Others	9-B	274	266
(c) Other Current Assets	11-B	1,659	1,666
Total Current Assets		19,227	21,531
3 Assets Held for Sale	4.3	419	-
TOTAL ASSETS		35,022	37,977
B EQUITY AND LIABILITIES			
1 Equity			
(a) Equity Share Capital	15	1,003	1,003
(b) Other Equity	16	(30,239)	(21,101)
Total Equity		(29,236)	(20,098)
2 Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17-A	15,159	17,760
(ii) Lease Liabilities	20-A	957	875
(b) Provisions	18-A	503	512
Total Non-Current Liabilities		16,619	19,147
3 Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17-B	24,859	22,089
(ii) Lease Liabilities	20-B	94	111
(iii) Trade Payables	19		
A) Total outstanding dues of micro enterprises and smaller enterprises		395	382
B) Total outstanding dues of Creditors other than micro enterprises and small enterprises		12,162	8,922
(iv) Other Financial Liabilities	21	2,512	431
(b) Other Current Liabilities	22	7,529	6,954
(c) Provisions	18-B	88	39
Total Current Liabilities		47,639	38,928
TOTAL EQUITY AND LIABILITIES		35,022	37,977

Significant accounting policy and accompanying notes (1 to 48) forming an integral part of the Consolidated Financial Statements.

In terms of our report of even date attached

For Singhi & Co.

Chartered Accountants (Firm's Registration No. 302049E)

Giridhari Lal Choudhary

Partner (Membership No. 052112)

Kolkata

26th May 2023

 For and on behalf of the Board of Directors
of **TIL Limited**
Sumit Mazumder

Chairman & Managing Director (DIN:00116654)

Sekhar Bhattacharjee

Company Secretary

Bipasha Banerjee

Chief Financial Officer

CONSOLIDATED STATEMENT OF PROFIT & LOSS

FOR THE YEAR ENDED 31ST MARCH 2023

(₹ In Lakhs)

Particulars	Note No.	Year Ended 31.03.2023	Year Ended 31.03.2022
I. Revenue from Operations	23	4,383	6,624
II. Other Income	24	670	1,089
III. Total Revenue (I + II)		5,053	7,713
IV. Expenses			
Cost of Materials Consumed	25	1,173	2,098
Purchases of Stock-In-Trade	26	309	2,004
Changes in Inventories of Finished Goods, Stock-In-Trade and Work-In-Progress	27	1,604	(1,002)
Employee Benefits Expense	28	3,673	5,536
Finance Costs	29	3,624	3,620
Depreciation and Amortization Expense	30	895	995
Other Expenses	31	3,247	10,325
Total Expenses (IV)		14,525	23,576
V. Profit/(Loss) Before Exceptional Items and Tax (III - IV)		(9,472)	(15,863)
VI. Exceptional Items	32	-	(25,953)
VII. Profit/(Loss) Before Tax (After Exceptional Items) [V-VI]		(9,472)	(41,816)
VIII. Tax (Benefits)/Expenses			
Current Tax		-	-
Income tax relating to earlier years		-	172
Deferred Tax	10-B	(370)	1,129
Total Tax (Benefits)/Expenses (VIII)		(370)	1,301
IX. Net Profit/(Loss) for the year (VII-VIII)		(9,102)	(43,117)
X. Other Comprehensive Income			
A. Items that will not be reclassified to the Statement of Profit and Loss			
Remeasurement of the defined benefit plans		(112)	(79)
B. Income tax relating to items that will not be reclassified to the Statement of Profit and Loss		39	28
C. Items that will be reclassified to the Statement of Profit and Loss			
Exchange differences in translating the financial statements of foreign operations		37	80
D. Income tax relating to items that will be reclassified to the Statement of Profit and Loss		-	-
Total Other Comprehensive Income (X)		(36)	29
XI. Total Comprehensive Income for the year (IX + X)		(9,138)	(43,088)
XII. Earnings Per Equity Share (Face Value of ₹ 10/-)			
Basic and Diluted	44	(90.75)	(429.87)

Significant accounting policy and accompanying notes (1 to 48) forming an integral part of the Consolidated Financial Statements.

In terms of our report of even date attached

For Singhi & Co.

Chartered Accountants (Firm's Registration No. 302049E)

Giridhari Lal Choudhary

Partner (Membership No. 052112)

Kolkata

26th May 2023

Bipasha Banerjee

Chief Financial Officer

For and on behalf of the Board of Directors
of TIL Limited

Sumit Mazumder

Chairman & Managing Director (DIN:00116654)

Sekhar Bhattacharjee

Company Secretary

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31st March 2023

(₹ In Lakhs)

Particulars	Year Ended 31.03.2023		Year Ended 31.03.2022	
A Cash Flow from Operating Activities				
Profit/(Loss) Before Tax and Exceptional Items		(9,472)		(15,863)
Adjustments for				
Depreciation and Amortization Expense	895		995	
Finance Costs	3,624		3,620	
Net (Gain)/Loss on Fair Valuation of investments through Profit and Loss	(3)		(4)	
Net (Gain)/Loss on Assets Held for Sale	-		(283)	
Unrealized Foreign Exchange (Gain)/Loss (Net)	108		57	
Provisions/Liabilities no longer required written back	(536)		(610)	
(Gain)/Loss on Sale of Investment	-		(72)	
Bad and Doubtful Trade Receivables/Advances/Claims	1,028		6,035	
Interest Income	(39)		(79)	
Dividend Income	-		(27)	
(Profit)/Loss on Sale of Property, Plant & Equipment (Net)	4		(1)	
(Gain)/Loss on Modification/Termination on Lease Assets	(3)		275	
(Gain)/Loss on Fair Valuation of Derivatives not designated as Hedging				
Instruments through Profit and Loss	-		3	
Other Non Cash Adjustment	-		(8)	
		5,078		9,901
Operating Profit before Working Capital Changes		(4,394)		(5,962)
Changes in Working Capital				
Trade Receivables, Loans, Advances and Other Assets	(1,454)		4,053	
Inventories	2,360		(4,642)	
Trade Payables, Other Liabilities and Provisions	4,253		3,906	
		5,159		3,317
Cash Generated from Operations		765		(2,645)
Income Tax Paid (Net)		(205)		(18)
Net Cash Flows used in Operating Activities (A)		560		(2,663)
B Cash Flow from Investing Activities				
Purchase of Property, Plant and Equipment, Intangibles etc.	-		3	
Sale of Property, Plant & Equipment	8		4,000	
Margin Money/Bank Deposits not considered as Cash and Cash Equivalents	763		43	
Interest Received	39		79	
Dividend Received	-		27	
(Purchase)/Sale of Investments	41		3,574	
Net Cash Flows used in Investing Activities (B)		851		7,726

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31st March 2023 Contd.

(₹ In Lakhs)

Particulars	Year Ended 31.03.2023		Year Ended 31.03.2022	
C Cash Flow from Financing Activities				
Repayment of Long Term Borrowings	-		(1,776)	
Proceeds from Long Term Borrowings	55		4,476	
Repayment of Lease Liabilities	(100)		(99)	
Proceeds from Short Term Borrowings (Net)	101		(4,433)	
Finance Costs Paid	(1,441)		(3,168)	
Net Cash Flows from Financing Activities (C)		(1,385)		(5,000)
Net Increase in Cash and Cash Equivalents (A+B+C)		26		63
Cash and Cash Equivalents at the beginning of the year		97		46
Effect for Foreign Exchange Fluctuation		9		(12)
Cash and Cash Equivalents at the end of the period		132		97
Cash and Cash Equivalents comprises				
Cash in hand		1		3
Balance with Banks		131		94
		132		97

Note:

- The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'
- The composition of Cash & Cash Equivalent has been determined based on the Accounting Policy No. 2.22.
- Figures for the previous year have been re-grouped wherever considered necessary.
- Income Taxes paid/Refund received (net) are treated as arising from operating activities and are not bifurcated between investing and financing activities.
- As per Ind AS 7, the Group is required to provide disclosures that enable users of Financial Statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. The Group did not have any material impact on the Statement of Cash Flows therefore reconciliation has not been given.

Significant accounting policy and accompanying notes (1 to 48) forming an integral part of the Consolidated Financial Statements.

In terms of our report of even date attached

For Singhi & Co.

Chartered Accountants (Firm's Registration No. 302049E)

Giridhari Lal Choudhary

Partner (Membership No. 052112)

Kolkata

26th May 2023

For and on behalf of the Board of Directors of **TIL Limited****Sumit Mazumder**

Chairman & Managing Director (DIN:00116654)

Bipasha Banerjee

Chief Financial Officer

Sekhar Bhattacharjee

Company Secretary

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31ST MARCH 2023

(All amounts in ₹ Lakhs, unless otherwise stated)

A. EQUITY SHARE CAPITAL

	Changes in equity share capital during the year	Balance as at 31.03.2022
Balance as at 01.04.2021		1,003
	-	1,003
Balance as at 01.04.2022	Changes in equity share capital during the year	Balance as at 31.03.2023
1,003	-	1,003

B. OTHER EQUITY

	Reserve and Surplus							Items of other Comprehensive Income	Total Equity
	Securities Premium	Capital Reserve	Capital Redemption Reserve	Development Rebate Reserve	Amalgamation Reserve	General Reserve	Retained Earnings		
Balance as at 01.04.2021	1,934	878	400	1	20	3,013	12,968	2,773	21,987
Loss for the year	-	-	-	-	-	-	(43,117)	-	(43,117)
Other Comprehensive Income for the year (net of tax)	-	-	-	-	-	-	(51)	80	29
Balance as at 31.03.2022	1,934	878	400	1	20	3,013	(30,200)	2,853	(21,101)
Loss for the year	-	-	-	-	-	-	(9,102)	-	(9,102)
Other Comprehensive Income for the year (net of tax)	-	-	-	-	-	-	(73)	37	(36)
Total Comprehensive Income	-	-	-	-	-	-	(9,175)	37	(9,138)
Balance as at 31.03.2023	1,934	878	400	1	20	3,013	(39,375)	2,890	(30,239)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31ST MARCH 2023

(All amounts in ₹ Lakhs, unless otherwise stated)

B OTHER EQUITY (Contd.)

Securities Premium

This reserve represents the premium on issue of shares and can be utilized in accordance with the provisions of the Companies Act, 2013.

Capital Reserve

This represents grants etc. of capital nature.

Capital Redemption Reserve

This reserve is created on redemption of capital.

Development Rebate Reserve and Amalgamation Reserve

These Reserves were transferred to the Group in the course of business combination.

General Reserve

The General Reserve is used from time to time to transfer profit from retained earnings for appropriation purposes.

Retained Earnings

This reserve represents the cumulative Profit/Loss of the Group. This can be utilised in accordance with the provisions of the Companies Act, 2013.

Foreign Currency Translation Reserve

This reserve contains accumulated balance of foreign exchange differences from translation of the Financial Statements of the Group's foreign operations arising at the time of consolidation of such entities.

Significant accounting policy and accompanying notes (1 to 48) forming an integral part of the Consolidated Financial Statements.

In terms of our report of even date attached

For Singhi & Co.

Chartered Accountants (Firm's Registration No. 302049E)

Giridhari Lal Choudhary

Partner (Membership No. 052112)

Kolkata

26th May 2023

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

Sumit Mazumder

Chairman & Managing Director (DIN:00116654)

Bipasha Banerjee

Chief Financial Officer

Sekhar Bhattacharjee

Company Secretary

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated)

1 GENERAL INFORMATION

TIL Limited (the 'Parent Company'/'Company') and its overseas subsidiary (collectively referred to as the 'Group') is engaged in manufacturing and marketing of a comprehensive range of material handling, lifting, port and road construction solutions with integrated customer support and after sales service. Overall the Group's products and services are termed as Materials Handling Solutions (MHS). The Group has two manufacturing facilities - Kamarhatty and Kharagpur in West Bengal. The Company is a Public Limited Company and is listed in Bombay, Calcutta and National Stock Exchange in India.

1.1 Basis of Consolidation

The Consolidated Financial Statements (CFS) include the financial statements of the Parent and its following subsidiary (together forming the 'Group').

Name of the Subsidiary	Country of Incorporation	Proportion of Ownership	Accounting Year
TIL Overseas PTE Limited (TILO)	Singapore	100	1st April to 31st March

Control and significant influence is assessed annually with reference to the voting power (usually arising from equity shareholdings and potential voting rights) and other rights, if any, enjoyed by the Parent in its capacity as an investor that provides it the power and consequential ability to direct the investee's activities and significantly affect the Group's returns from its investment.

The assets, liabilities, income and expenses of the subsidiary is aggregated and consolidated, line by line, from the date control is acquired by the Parent to the date it ceases. Profit or loss and each component of other comprehensive income are attributed to the Group as owners. The excess of the Group's investment in a subsidiary over its share in the net worth of such subsidiary on the date control is acquired is treated as goodwill while a deficit is considered as a capital reserve in the CFS. On disposal of the subsidiary, attributable amount on goodwill is included in the determination of the profit or loss and recognised in the Consolidated Statement of Profit and Loss.

Impairment loss, if any, to the extent the carrying amount exceeds the recoverable amount is charged off to the Consolidated Statement of Profit and Loss as it arises and is not reversed. For impairment testing, goodwill is allocated to Cash Generating Unit (CGU) which is not larger than an operating segment, and is monitored for internal management purposes. All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of all intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

1.2 Recent Accounting Developments

The Ministry of Corporate Affairs (MCA) notifies new standards or amendments to the existing standards under the Companies (Indian Accounting Standards) Rules as issued from time to time. On 31st March 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

Ind AS 1, Presentation of Financial Statements - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after 1st April 2023. The Group has evaluated the amendment and the impact of the amendment is insignificant in the Financial Statements.

Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors - This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

is annual periods beginning on or after 1st April 2023. The Group has evaluated the amendment and there is no impact on its Financial Statements.

Ind AS 12, Income Taxes - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after 1st April 2023. The Group has evaluated the amendment and there is no impact on its Financial Statements.

2 Significant Accounting Policies

2.1 Statement of Compliance

These Consolidated Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013, except as referred to in Note 33. The Consolidated Financial Statements have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013.

2.2 Basis of Preparation

The financial statements are prepared in accordance with the historical cost convention, except for certain items (e.g. financial instruments) that are measured at fair values, as explained in the accounting policies.

Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the Fair Value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair Value for measurement and/or disclosure purposes in these Financial Statements is determined on such a basis, except leasing transactions that are within the scope of Ind AS 116 - "Leases", and measurements that have some similarities to Fair Value but are not Fair Value, such as net realizable value in Ind AS 2 - "Inventories" or value in use in Ind AS 36 - "Impairment of Assets".

2.3 Operating Cycle

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1 - "Presentation of Financial Statements" based on the nature of products and the time between the acquisition of assets for processing and their realization 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.

2.4 Property, Plant and Equipment - Tangible Assets

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment, if any. Cost is inclusive of all directly attributable expenses including borrowing cost related to acquisition. Expenses capitalized also include applicable borrowing costs for qualifying assets, if any. All upgradation/enhancements are charged off as revenue expenditure unless they bring similar significant additional benefits. An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Consolidated Statement of Profit and Loss.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

Capital Work in Progress is stated at cost (including borrowing cost, where applicable, and adjustment for exchange difference), incurred during construction/installation/preoperative periods relating to items or projects in progress.

Non-current assets 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 the carrying amount and the Fair Value less cost to sell. An impairment loss is recognized for any initial or subsequent write-down of the asset to Fair Value less costs to sell. A gain is recognized for any subsequent increases in Fair Value less costs to sell of an asset, but not in excess of any cumulative impairment loss previously recognized. A gain or loss not previously recognized by the date of the sale of the non-current asset is recognized at the date of de-recognition. Non-current assets (including those that are part of a disposal group) are not depreciated or amortized while they are classified as held for sale. Non-current assets (or disposal group) classified as held for sale are presented separately in the balance sheet.

2.5 Intangible Assets

Intangible Assets that the Group controls and from which it expects future economic benefits are capitalized upon acquisition and measured initially:

- a. for assets acquired in a business combination or by way of a Government grant, at Fair Value on the date of acquisition/grant.
- b. for separately acquired assets, at cost comprising the purchase price (including import duties and non-refundable taxes) and directly attributable costs to prepare the asset for its intended use.

Internally generated assets for which the cost is clearly identifiable are capitalized at cost. Research expenditure is recognized as an expense when it is incurred. Development costs are capitalized only after the technical and commercial feasibility of the asset for sale or use has been established. Thereafter, all directly attributable expenditure incurred to prepare the asset for its intended use are recognized as the cost of such assets.

2.6 Derecognition of Tangible and Intangible Assets

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

2.7 Depreciation and Amortization

Depreciation on Property, Plant and Equipment has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013. Intangible Assets are amortized on straight line basis as follows:

Computer Software - 2 to 5 years.

Technical Knowhow - 3 to 5 years

The estimated useful life of the intangible assets and the amortization period are reviewed at the end of each financial year and the amortization period is revised to reflect the changed pattern, if any.

2.8 Impairment of Assets

Impairment loss, if any, is provided to the extent, the carrying amount of assets or cash generating units exceed their recoverable amount. Recoverable amount is higher of an asset's net selling price and

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life. When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. Any reversal of an impairment loss is recognized immediately in the Consolidated Statement of profit and loss.

2.9 Inventories

Inventories are stated at lower of cost and net realizable value. The cost is calculated on weighted average method. Cost comprises expenditure incurred in the normal course of business in bringing such inventories to its present location and condition and includes, where applicable, appropriate overheads based on normal level of activity. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Net realizable value is the estimated selling price less estimated costs for completion and sale. Obsolete, slow moving and defective inventories are identified periodically and, where necessary, a provision is made for such inventories.

2.10 Foreign Currency Transactions

The functional and presentation currency of the Group is Indian Rupee. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at Fair Value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the Fair Value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognized in consolidated statement of profit and loss in the period in which they arise except for exchange differences on transactions entered into in order to hedge certain foreign currency risks.

2.11 Derivatives

The Group enters into derivative financial instruments, primarily foreign exchange forward contracts, to manage its exposure to foreign exchange risks.

Derivatives are initially recognized at Fair Value and are subsequently re-measured to their Fair Value at the end of each reporting period. The resulting gains/losses are recognized in the Consolidated Statement of Profit and Loss.

2.12 Financial Instruments, Financial Assets, Financial Liabilities and Equity Instruments

Recognition: Financial assets include Investments, Trade Receivables, Advances, Security Deposits, Cash and Cash Equivalents. Such assets are initially recognised at transaction price when the Group becomes party to contractual obligations. The transaction price includes transaction costs unless the asset is being fair valued through the Consolidated Statement of Profit and Loss.

Classification: Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired. The subsequent measurement of financial assets depends on such classification.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

Financial Assets are Classified as those Measured at

- (a) Amortized cost, where the financial assets are held solely for collection of cash flows arising from payments of principal and/or interest.
- (b) Fair Value Through Other Comprehensive Income (FVTOCI), where the financial assets are held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at Fair Value, with unrealized gains and losses arising from changes in the Fair Value being recognized in other comprehensive income.
- (c) Fair Value Through Profit or Loss (FVTPL), where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the Fair Value of such assets. Such assets are subsequently measured at Fair Value, with unrealised gains and losses arising from changes in the Fair Value being recognised in the Consolidated Statement of Profit and Loss in the period in which they arise. Trade Receivables, Advances, Security Deposits, Cash and Cash Equivalents etc. are classified for measurement at amortized cost while investments may fall under any of the aforesaid classes.

Impairment: The Group assesses at each reporting date whether a financial asset (or a group of financial assets) such as investments, trade receivables, advances and security deposits held at amortized cost and financial assets that are measured at Fair Value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognised if the credit quality of the financial asset has deteriorated significantly since initial recognition.

Reclassification: When the business model is changed, the Group shall reclassify all affected financial assets prospectively from the reclassification date as subsequently measured at amortized cost, Fair Value through other comprehensive income, Fair Value through profit or loss without restating the previously recognized gains, losses or interest and in terms of the reclassification principles laid down in the Ind AS relating to Financial Instruments.

De-recognition: Financial assets are derecognized when the right to receive cash flows from the assets has expired, or has been transferred, and the Group has transferred substantially all of the risks and rewards of ownership.

Concurrently, if the asset is one that is measured at:

- (a) Amortized cost, the gain or loss is recognized in the Consolidated Statement of Profit and Loss;
- (b) Fair Value through other comprehensive income, the cumulative Fair Value adjustments previously taken to reserves are reclassified to the Consolidated Statement of Profit and Loss unless the asset represents an equity investment in which case the cumulative Fair Value adjustments previously taken to reserves is reclassified within equity.

Income Recognition: Interest income is recognized in the Consolidated Statement of Profit and Loss using the effective interest method.

Dividend income is recognized in the Consolidated Statement of Profit and Loss when the right to receive dividend is established.

Financial Liabilities: Borrowings, trade payables and other financial liabilities are initially recognized at the value of the respective contractual obligations. They are subsequently measured at amortized cost. Any discount or premium on redemption/settlement is recognized in the Consolidated Statement of Profit and Loss as finance cost over the life of the liability using the effective interest method and adjusted to the liability figure disclosed in the Consolidated Balance Sheet. Financial liabilities are derecognized when the liability is extinguished, that is, when the contractual obligation is discharged, cancelled and on expiry.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

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.

Offsetting Financial Instruments: Financial assets and liabilities are offset and the net amount is included in the Consolidated Balance Sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent in 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 counterparty.

Equity Instruments: Equity instruments are recognized at the value of the proceeds, net of direct costs of the capital issue.

Derivatives: Derivatives are initially recognized at Fair Value and are subsequently remeasured to their Fair Value at the end of each reporting period. The resulting gains/losses are recognized in the Consolidated Statement of Profit and Loss immediately.

2.13 Revenue

Revenue from contract with customers is recognized when the Group satisfies performance obligation by transferring promised goods and services to the customer. Performance obligations may be satisfied at a point of time or over a period of time. Performance obligations satisfied over a period of time are recognised as per the terms of relevant contractual agreements/arrangements. Performance obligations are said to be satisfied at a point of time when the customer obtains controls of the asset.

Revenue is measured based on transaction price, stated net of discounts, returns and applicable taxes. Transaction price is recognized based on the price specified in the contract, net of the estimated sales incentives/discounts. Accumulated experience is used to estimate and provide for the discounts/right of return, using the expected value method.

2.14 Government Grant

Government grants are recognized when there is reasonable assurance that the grant will be received, and the Group will comply with the conditions attached to the grant. Accordingly, government grants:

- a) related to or used for assets are included in the Consolidated Balance Sheet as deferred income and recognized as income over the useful life of the assets.
- b) related to incurring specific expenditures are taken to the Consolidated Statement of Profit and Loss on the same basis and in the same periods as the expenditures incurred.
- c) by way of financial assistance on the basis of certain qualifying criteria are recognized as they become receivable.

2.15 Borrowing Costs

Borrowing cost comprises interest and other costs incurred in connection with borrowing the funds. All borrowing costs are recognized in the Consolidated Statement of Profit and Loss using the effective interest method except to the extent attributable to qualifying Property Plant Equipment (PPE) which are capitalized to the cost of the related assets. A qualifying PPE is an asset, that necessarily takes a substantial period of time to get ready for its intended use or sale.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

2.16 Employee Benefits

The undiscounted amount of Short-term Employee Benefits (i.e. benefits payable within one year) are recognized in the period in which the employee services are rendered.

Contributions towards provident funds are recognized as expense. Provident fund contributions in respect of employees are made to Trusts - 'Tractors (India) Limited Provident Institution' and 'TIL Limited (Kamarhatty Works) Provident Fund Institution' being administered by the trustees of the said fund for the benefit of employees of the Group and such Trusts invest funds following a pattern of investment prescribed by the Government. The interest rate payable to the members of the Trusts is not lower than the rate of interest declared annually by the Central Government under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, on account of interest, is made good by the Group.

Contributions under Employees' Pension Scheme is made as per statutory requirements and charged as expenses for the year.

The Group also contributes to the Central Government administered Employees' State Insurance Scheme for its eligible employees, which is a defined contribution plan.

Provisions for Gratuity for eligible employees (being a defined benefit plan) is made on the basis of year end actuarial valuation using Projected Unit Credit Method.

In respect of certain eligible employees who have attained 45 years of age as on 1st April 2009, provision for Superannuation under defined benefit plan is made on the basis of year end actuarial valuation using Projected Unit Credit Method.

In respect of certain eligible employees who have not attained 45 years of age as on 1st April 2009 provision for Superannuation is made :-

- under defined contribution scheme in respect of services rendered with effect from 1st April 2009.
- under defined benefit scheme in respect of services rendered up to 31st March 2009, based on frozen pensionable salary as on 31st March 2009 using Projected Unit Credit Method.

Service costs and net interest expense or income is reflected in the Consolidated Statement of Profit and Loss. Gain or Loss on account of remeasurement are recognized immediately through other comprehensive income in the period in which they occur.

Accrued liability towards compensated absence, covering eligible employees, evaluated on the basis of year end actuarial valuation using Projected Unit Credit Method, is recognised as a charge.

Ind AS 19 – Plan Amendment, Curtailment or Settlement

It requires an entity to use updated assumptions to determine current service costs and net interest for the remainder of the period after a plan amendment, curtailment or settlement, and to recognize in the Consolidated Statement of Profit and Loss as part of past service cost, or gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognized because of the impact of the asset ceiling.

2.17 Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. A contract is, or contains, a lease if the contract conveys the right to control the use

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether

- (i) the contract involves the use of an identified asset;
- (ii) the Group have substantially all of the economic benefits from the use of the asset through the period of the lease; and
- (iii) the Group have the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognize a Right-Of-Use Asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short term leases) and low value leases. For these short term and low value leases, the group recognizes the lease payments as an operating expense on a straight line over the term of the lease. Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and liabilities include these options when it is reasonably certain that they will be exercised.

The ROU assets are initially recognized at cost, which comprise the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct cost less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated from the commencement date on a straight line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying value may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. higher of the Fair Value less cost to sale and the value in use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined using Cash Generating Unit (CGU) to which the asset belongs.

As per Ind AS- 116, lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

2.18 Taxes on Income

Taxes on income comprise of current taxes and deferred taxes. Current tax in the Consolidated Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws enacted during the period, together with any adjustment to tax payable in respect of previous years.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes (tax base), at the tax rates and tax laws enacted or substantively enacted by the end of the reporting period. Deferred tax assets are recognised for the future tax consequences to the extent it is probable that future taxable profits will be available against which such unused tax losses can be utilized.

Income tax, in so far as it relates to items disclosed under other comprehensive income or equity, are disclosed separately under other comprehensive income or equity, as applicable.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

Deferred tax assets and liabilities are offset when there is 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 net basis, or to realize the asset and settle the liability simultaneously.

Tax Credit is recognized in respect of Minimum Alternate Tax (MAT) as per the provisions of Section 115JAA /115JB of the Income Tax Act, 1961 based on convincing evidence that the Group will recover the same against normal income tax within the statutory time frame which is reviewed at each Balance Sheet Date.

2.19 Provisions and contingent liabilities

Provisions are recognized when, as a result of a past event, the Group has a legal or constructive obligation; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. The amount so recognized is a best estimate of the consideration required to settle the obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation.

In an event when the time value of money is material, the provision is carried at the present value of the cash flows estimated to settle the obligation.

A disclosure of 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. When there is a possible obligation or a present obligation and the likelihood of outflow of resources, is remote, no provision or disclosure of contingent liability is made.

2.20 Operating Segments

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). The CODM of the Parent Company is responsible for allocating resources and assessing performance of the operating segments. Based on such, the Group operates in one operating segment, viz. Materials Handling Solutions (MHS).

2.21 Earnings per Share

Basic earnings per share are calculated by dividing the profit and loss for the year attributable to shareholders by the weighted average number of shares outstanding during the year. For the purpose of calculating diluted earnings per share, the profit and loss for the year attributable to Shareholders and weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential shares.

2.22 Cash and Cash Equivalents

Cash and cash equivalent in the Consolidated Balance Sheet comprise cash at banks and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of change in value. For the purpose of the statement of cash flows, cash and cash equivalents include cash on hand, term deposits and other short-term highly liquid investments, net of bank overdrafts as they are considered an integral part of the Company's cash management. Bank overdrafts are shown within short term borrowings in the Balance Sheet.

2.23 The Group has Adopted a Norm to Round-off any Amount below ₹ 0.5 Lakh

3 Use of Estimates and Judgements

The preparation of Consolidated Financial Statements in conformity with Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

and disclosure of contingent liabilities at the date of the Financial Statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements in Applying Accounting Policies

The preparation of the Company's Consolidated Financial Statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Key sources of Estimation of Uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation of uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

3.1 Useful Lives of Property, Plant and Equipment and Intangible Assets

As described in the significant accounting policies, the Group reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period.

3.2 Fair Value Measurements and Valuation Processes

Some of the Group's assets and liabilities are measured at Fair Value for financial reporting purposes. Fair Value measurements are categorized into Level 1, 2, or 3 based on the degree to which the inputs to the Fair Value measurements are observable and the significance of the inputs to the Fair Value measurement in its entirety, which are described as follows

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability. The Group engages third party valuers, where required, to perform the valuation.

Information about the valuation techniques and inputs used in determining the Fair Value of various assets and liabilities are disclosed in the notes to the Consolidated Financial Statements.

3.3 Actuarial Valuation

The determination of Group's liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognized in the consolidated Statement of Profit and Loss and in other comprehensive income. Such valuation depend upon assumptions determined after taking into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. Information about such valuation is provided in notes to the Financial Statements.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

3.4 Claims, Provisions and Contingent Liabilities

The Group has ongoing litigations with various regulatory authorities. Where an outflow of funds is believed to be probable and a reliable estimate of the outcome of the dispute can be made based on management's assessment of specific circumstances of each dispute and relevant external advice, management provides for its best estimate of the liability. Such accruals are by nature complex and can take number of years to resolve and can involve estimation uncertainty. Information about such litigations are provided in notes 37.1 to 37.3 to the Consolidated Financial Statements.

3.5 Inventory Obsolescence

The Group reviews the condition of its inventories and makes provision against obsolete and slow-moving inventory items which are identified as no longer suitable for sale or use. Group estimates the net realizable value for such inventories based primarily on the latest invoice prices and current market conditions. The Group carries out an inventory review at each balance sheet date and makes provision against obsolete and slow-moving items. The Group reassesses the estimation on each Balance Sheet date.

3.6 Impairment of Financial Assets

The Group assesses impairment based on Expected Credit Losses (ECL) model on trade receivables. The Group uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historically observed default rates are updated and changes in the forward-looking estimates are analysed.

3.7 Interest on Borrowings

As the lenders have classified the loan facilities as NPA and have stopped charging interest in some cases, the Management is recognizing interest as per the latest interest rate available with them on prudence.

3.8 Lease Liability

The period of lease in case of expired lease contract pending renewal, the best available data based on negotiations with the lessor and period of prior agreement is considered.

4 PROPERTY, PLANT AND EQUIPMENT

Particulars	As at 31.03.2023	As at 31.03.2022
Net Carrying Amounts of		
Freehold Land	1,756	1,756
Buildings	5,268	5,664
Plant and Equipment	2,308	2,655
Furniture and Fixtures	186	348
Office Equipment	6	11
Vehicles	65	112
Total	9,589	10,546

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) Contd.

4 PROPERTY, PLANT AND EQUIPMENT (Contd.)

Particulars	As at 01.04.2021	Additions	Disposals	Assets Held for Sale	As at 31.03.2022	Additions	Disposals	Assets Held for Sale	As at 31.03.2023
Gross Carrying Amount-Cost									
Freehold Land	1,694	62	-	-	1,756	-	-	-	1,756
Buildings	6,989	58	-	-	7,047	-	317	-	6,730
Plant and Equipment	4,928	5	2	-	4,931	-	2	-	4,929
Furniture and Fixtures	1,426	-	-	-	1,426	-	-	-	1,426
Office Equipment	27	*	-	-	27	-	-	-	27
Vehicles	163	-	-	-	163	-	26	-	137
Total	15,227	125	2	-	15,350	-	28	317	15,005
Particulars	As at 01.04.2021	Depreciation expense	Eliminated on disposals of assets	Assets Held for Sale	As at 31.03.2022	Depreciation expense	Eliminated on disposals of assets	Assets Held for Sale	As at 31.03.2023
Depreciation									
Freehold Land	-	-	-	-	-	-	-	-	-
Buildings	1,116	267	-	-	1,383	254	-	175	1,462
Plant and Equipment	1,870	407	1	-	2,276	347	2	-	2,621
Furniture and Fixtures	906	172	-	-	1,078	162	-	-	1,240
Office Equipment	11	5	-	-	16	5	-	-	21
Vehicles	15	36	-	-	51	35	14	-	72
Total	3,918	887	1	-	4,804	803	16	175	5,416

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) Contd.

4.1 RIGHT-OF-USE ASSETS

Particulars	As at 31.03.2023		As at 31.03.2022						
Net Carrying amounts of									
Right-Of-Use Assets		1,011		1,268					
Total		1,011		1,268					
Particulars	As at 01.04.2021	Addition and Modification	Disposals	Assets Held for Sale	As at 31.03.2022	Addition and Modification	Disposals	Assets Held for Sale	As at 31.03.2023
Gross Carrying Amount- Cost									
Right-Of-Use Assets	602	951	224	-	1,329	87	72	296	1,048
Total	602	951	224	-	1,329	87	72	296	1,048
Particulars	As at 01.04.2021	Amortization expense	Amortization on disposals	Assets Held for Sale	As at 31.03.2022	Amortization expense	Amortization on disposals	Assets Held for Sale	As at 31.03.2023
Amortization									
Right-Of-Use Assets	65	47	51	-	61	46	51	19	37
Total	65	47	51	-	61	46	51	19	37

* Amount is below the rounding off norm adopted by the Group.

4.2 For details of Property, Plant and Equipment given as security against borrowing - Refer Note 17.2.

4.3 Assets including Right-Of-Use assets located in Shahibabad and Chennai are exclusively securitized with Tata Capital Financial Services Ltd. and Aditya Birla Finance Ltd. respectively. Due to acute Liquidity crisis, the loan facilities granted to the Company by these two NBFCs were declared NPA. Accordingly, under the provisions of the SARFAESI Act, 2002, the two NBFCs have taken physical possession of the two properties. Accordingly, these two properties amounting to Rs. 419 Lakhs (Previous year Nil) have been categorized as Assets Held for Sale. Further, since the Fair Value of the two Properties are higher than its carrying value as on 31st March 2023, in the opinion of the management, no impairment provision is considered necessary.

4.4 The Parent Company had engaged an external valuer for conducting the Fair Valuation of its Property, Plant & Equipment in the previous year. Since the Fair Value of the Property, Plant & Equipment is higher than its carrying value as on 31st March 2023, based on said evaluation, in the opinion of the management, no impairment provision is considered necessary.

4.5 The Group doesn't hold any Benami Property and there is no proceedings initiated or pending against the Group for holding any Benami Property under the Benami Transaction (Prohibition) Act, 1988 and rules made there under.

4.6 The Group has not revalued its Property, Plant & Equipment, Right-Of-Use Assets and Intangible Assets during the current year and previous year.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

5 Leases

The Group has adopted Ind AS 116 - Leases (w.e.f. 1st April 2019). The Impact of Ind AS 116 on the consolidated financial statement for the year ended 31st March 2023 is as under.

5.1 Amount Recognized in Consolidated Balance Sheet and Consolidated Statement of Profit and Loss

Carrying amounts of the Right-Of-Use Assets and Lease Liabilities and movements during the year is given below

Particulars	Right-Of-Use Assets	Lease Liabilities
	Land & Buildings	
As at 1st April 2021	537	263
Addition/Modification and Disposal of ROU assets (Net)	727	756
Amortization Expenses	47	-
Amortization on Disposal of ROU assets	51	-
Interest Expenses	-	34
Payments/Adjustments made during the year	-	(67)
As at 31st March 2022	1,268	986
As at 1st April 2022	1,268	986
Addition/Modification and Disposal of ROU assets (Net)	15	63
Amortization Expenses	46	-
Amortization on Disposal of ROU assets	51	-
Interest Expenses	-	102
Payments/Adjustments made during the year	-	(100)
Assets Held for Sale (Refer note 4.3)	277	
As at 31st March 2023	1,011	1,051

5.2 Amounts recognized in the Consolidated Statement of Profit and Loss

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
	Amount	Amount
Amortization expense on Right-Of-Use assets	46	47
Interest expenses on lease liabilities	102	34
Rent expenses of short term lease and leases of low value	21	60
Total	169	141

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

5.3 Lease Liabilities

Carrying amounts of the Right-Of-Use assets and liabilities and movements during the year

Particulars	As at 31.03.2023	As at 31.03.2022
Minimum lease payments		
Within one year	95	111
After one year but not more than five years	488	446
More than five years	3,183	3,039
	3,766	3,596
Less: Future finance charges	2,715	2,610
	1,051	986
Included in the Financial Statements as		
Current Lease Liabilities (Refer Note 20-B)	94	111
Non-current Lease Liabilities (Refer Note 20-A)	957	875
	1,051	986
The Net Carrying amount of ROU assets (Refer Note 4.1)	1,011	1,268
	1,011	1,268

6 CAPITAL WORK-IN-PROGRESS

Particulars	As at 31.03.2023	As at 31.03.2022
a. Balance as at the beginning of the year	27	227
b. Add: Additions during the year	-	-
c. Total Capital Work-In-Progress: c=(a+b)	27	227
d. Less: Transferred to Property, Plant and Equipment and Intangible Assets	-	117
e. Less: Written off during the year	-	83
f. Balance as at the end of the year: f=(c-d-e)	27	27

6.1 Ageing of Capital Work-In-Progress as on 31.03.2023 is as below

Capital Work-In-Progress (CWIP)	Amount of CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) Projects in progress	-	-	-	-	-
ii) Projects temporarily suspended	-	-	-	27	27
Total	-	-	-	27	27

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

Ageing of Capital Work-In-Progress as on 31.03.2022 is as below

Capital Work-In-Progress (CWIP)	Amount of CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) Projects in progress	-	-	-	-	-
ii) Projects temporarily suspended	-	-	-	27	27
Total	-	-	-	27	27

Projects which have exceeded their original timeline/original budget is ₹ 27 Lakhs (Previous Year ₹ 27 Lakhs)

Expected Capital Work-In-Progress Completion Schedule for Overdue Cases as at 31.03.2023

Capital Work-In-Progress (CWIP)	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress	-	-	-	-	-
Projects temporarily suspended					
i) Paint Booth at Kharagpur	-	27	-	-	27
Total	-	27	-	-	27

Expected Capital Work-In-Progress Completion Schedule for Overdue Cases as at 31.03.2022

Capital Work-In-Progress (CWIP)	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress	-	-	-	-	-
Projects temporarily suspended					
(i) Paint Booth at Kharagpur	-	27	-	-	27
Total	-	27	-	-	27

7 INTANGIBLE ASSETS

Particulars	As at 31.03.2023	As at 31.03.2022
Net Carrying Amounts of		
Technical Know-how	-	-
Software	-	46
Total	-	46

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) Contd.

7 INTANGIBLE ASSETS (Contd.)

Particulars	As at 01.04.2021	Additions	Disposals	As at 31.03.2022	Additions	Disposals	As at 31.03.2023
Gross Carrying Amount- Cost							
Technical Know-how	548	-	-	548	-	-	548
Software	325	-	-	325	-	-	325
Total	873	-	-	873	-	-	873
Particulars	As at 01.04.2021	Amortization expense	Eliminated on disposals of assets	As at 31.03.2022	Amortization expense	Eliminated on disposals of assets	As at 31.03.2023
Amortization							
Technical Know-how	548	-	-	548	-	-	548
Software	218	61	-	279	46	-	325
Total	766	61	-	827	46	-	873

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) Contd.

8-A NON-CURRENT INVESTMENTS

Particulars	As at 31.03.2023		As at 31.03.2022	
	Numbers	Value	Numbers	Value
I. Investments carried at Fair Value through Profit and Loss				
Unquoted Investments				
Investment in Equity Instrument				
Myanmar Tractors Limited	602	13	602	13
Shares of Kyats 1000 each fully paid (equivalent to US\$ 168.55 each)				
Less: Provision for impairment of investment		(13)		(13)
Investments carried at Fair Value through Profit and Loss		-		-
Aggregate book value of investments				
Quoted		-		-
Unquoted		-		-
Total		-		-
Aggregate market value of quoted investments		-		-
Aggregate amount of impairment in value of investments		13		13

8-B CURRENT INVESTMENTS

Particulars	As at 31.03.2023		As at 31.03.2022	
	Numbers	Value	Numbers	Value
I. Investment Carried at Fair Value Through Profit and Loss				
Quoted Investments				
Investment in Equity Instrument				
Eveready Industries India Limited	1,266	4	1,266	4
Shares of ₹ 5/- each fully paid				
McLeod Russell India Limited	1,266	*	1,266	*
Shares of ₹ 5/- each fully paid				
Bank of India	7,900	6	7,900	4
Shares of ₹ 10/- each fully paid				
II. Investment in Mutual Funds		57		90
Total		67		98
Aggregate book value of quoted investments		67		98
Aggregate market value of quoted investments		67		98

*Amount is below the rounding off norm adopted by the Group.

9 OTHER FINANCIAL ASSETS

Particulars	As at 31.03.2023	As at 31.03.2022
A. NON-CURRENT		
Unsecured, Considered Good		
Security Deposits	37	53
Deposit with Banks	-	11
Earmarked Balances with Banks #	111	518
Total	148	582

Earmarked balances with banks represent balances held for margin money against issue of bank guarantees.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) *Contd.*

9 OTHER FINANCIAL ASSETS (*Contd.*)

Particulars	As at 31.03.2023	As at 31.03.2022
B. CURRENT		
Unsecured, Considered Good		
Security Deposits *	127	118
Claims Receivable	129	130
Others**	18	18
Total	274	266

* Security Deposits (net of provision of ₹ 101 Lakhs [Previous year ₹ 101 Lakhs]) {Refer note 9.1(A)}

** Others (net of provision of ₹ 162 Lakhs [Previous year ₹ Nil]) {Refer note 9.1(B)}

9.1 The Details of Movement of Provisions are as follows

Particulars	As at 31.03.2023	As at 31.03.2022
A. Provision for Security Deposit		
Balance at the beginning of the year	101	101
Additions during the year	-	-
Released to the Consolidated Statement of Profit and Loss	-	-
Balance at the end of the year	101	101

Particulars	As at 31.03.2023	As at 31.03.2022
B. Provision on Claims from Customers towards Bank Guarantee Invocation		
Balance at the beginning of the year	-	-
Additions during the year	162	-
Released to the Consolidated Statement of Profit and Loss	-	-
Balance at the end of the year	162	-

10-A INCOME TAX ASSETS (NET)

Particulars	NON-CURRENT	
	As at 31.03.2023	As at 31.03.2022
Advance Income Tax {Net of Provision for Taxation ₹ 604 Lakhs (Previous year ₹ 604 Lakhs)}	704	499
Total	704	499

Income Tax (Benefits)/Expenses

The Group is subject to income tax in India on the basis of Standalone Financial Statements. As per the Income Tax Act, the Group is liable to pay income tax which is the higher of regular income tax payable and the amount payable based on the provisions applicable for Minimum Alternate Tax (MAT).

MAT paid in excess of regular income tax during a year can be carried forward for a period of 15 years and can be set-off against future tax liabilities.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

The Reconciliation of Estimated Income Tax to Income Tax Expense is as below

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Profit/(Loss) Before Tax	(9,472)	(41,816)
Statutory Income Tax Rate	34.94%	34.94%
Income Tax Expenses calculated at Statutory Rate	(3,310)	(14,611)
(i) Effect of Expenses that are not deductible in determining taxable profit on which DTA is not recognized	689	96
(ii) Effect of Tax Items in subsidiary company	103	512
(iii) Effect of permanent difference under Income Tax Act/Tax impact of losses on which DTA is not recognized	1,924	15,256
(iv) Others	224	48
Total Tax Expense Recognized in the Consolidated Statement Profit and Loss	(370)	1,301

10-B COMPONENTS OF DEFERRED TAX ASSETS/(LIABILITIES) AS AT 31ST MARCH 2023 IS AS BELOW

Particulars	Balance as at 01.04.2022	Recognized/ (Reversed) in Statement of Profit and Loss	Recognized in Other Comprehensive Income	Balance as at 31.03.2023
Deferred Tax Assets				
Provisions	1,016	241	-	1,259
Disallowances u/s 43B of IT Act	579	34	39	652
Prepaid Lease Rent	6	14	-	20
MTM Valuation of Investment	-	(1)	-	(1)
	1,601	288	39	1,930
Deferred Tax Liabilities				
Property, Plant and Equipment and Intangible Assets	1,170	(82)	-	1,088
	1,170	(82)	-	1,088
Net Deferred Tax Assets/(Liabilities) [A]	431	370	39	842
MAT Credit Entitlement				
MAT Credit Receivable	3,026	-	-	3,026
Total MAT Credit Receivable [B] *	3,026	-	-	3,026
Net Deferred Tax Assets/(Liabilities) [C]=[A]+[B]	3,457	370	39	3,868

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

Components of Deferred Tax Assets/(Liabilities) as at 31st March 2022 is as below

Particulars	Balance as at 01.04.2021	Recognized/ (Reversed) in Statement of Profit and Loss	Recognized in Other Comprehensive Income	Balance as at 31.03.2022
Deferred Tax Assets				
Provisions	2,554	(1,538)	-	1,016
Disallowances u/s 43B of IT Act	198	353	28	579
Prepaid Lease Rent	5	1	-	6
	2,757	(1,184)	28	1,601
Deferred Tax Liabilities				
Property, Plant and Equipment and Intangible Assets	1,223	(53)	-	1,170
MTM valuation of Investment	2	(2)	-	-
	1,225	(55)	-	1,170
Net Deferred Tax Assets/(Liabilities) [A]	1,532	(1,129)	28	431
MAT Credit Entitlement				
MAT Credit Receivable	3,026	-	-	3,026
Total MAT Credit Receivable [B]*	3,026	-	-	3,026
Net Deferred Tax Assets/(Liabilities) [C]=[A]+[B]	4,558	(1,129)	28	3,457

* Unused tax credits are due to expire from financial year 2027-28 to 2035-36

10.1 The Group has carried forward Minimum Alternate Tax Credit of ₹ 3,026 Lakhs as on 31st March 2023 (a component of deferred tax asset in the Financial Statements) which was accounted for in the earlier years. In the opinion of the management sufficient future taxable profit will be available against which these unused tax credits can be utilized within the stipulated period under the provisions of Income Tax Act 1961.

10.2 The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year ended 31st March 2023 and 31st March 2022 in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

10.3 At the end of the reporting period, the aggregate amount of temporary differences associated with undistributed earnings of the subsidiary which has not been recognized as on 31st March 2023 is ₹ Nil (31.03.2022: ₹ 82 Lakhs). Deferred tax on these differences has not been recognized because the parent is in a position to control the timing of the reversal of the temporary differences.

10.4 The Group has not recognized deferred tax assets on unused tax losses.

11 OTHER ASSETS

Particulars	As at 31.03.2023	As at 31.03.2022
A. NON-CURRENT		
Balance with Statutory/Government Authorities (other than income taxes) - [Refer Note 11.1]	18	5
Employee Advance	11	16
Total	29	21

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) *Contd.*

11 OTHER ASSETS *(Contd.)*

Particulars	As at 31.03.2023	As at 31.03.2022
B. CURRENT		
Advance to Suppliers	2,882	2,848
Less : Provision (Refer Note 11.2)	1,832	1,832
	1,050	1,016
Balance with Statutory/Government Authorities (other than income taxes)	391	317
Employee Advance	101	67
Prepaid Expenses	117	266
Total	1,659	1,666

11.1 Balance with Statutory/Government Authorities relates to amounts paid under protest in respect of demands from regulatory authorities.

11.2 The Details in Movement of Other Provisions are as follows

Particulars	As at 31.03.2023	As at 31.03.2022
Provision for Advance to Suppliers		
Balance at the beginning of the year	1,832	-
Additions during the year	-	1,832
Released to the Consolidated Statement of Profit and Loss	-	-
Balance at the end of the year	1,832	1,832

12 INVENTORIES

(Measured at lower of cost and net realisable value)	As at 31.03.2023	As at 31.03.2022
a. Raw Materials	10,180	10,878
	10,180	10,878
b. Work-in-Progress	1,893	3,437
	1,893	3,437
c. Finished Goods	-	-
	-	-
d. Stock-in-Trade	1,880	1,940
	1,880	1,940
e. Stores and Spares	115	175
	115	175
Total	14,068	16,430

12.1 The above includes Goods-in-Transit as under (Refer Note 12.5)

Particulars	As at 31.03.2023	As at 31.03.2022
Raw Material	3,137	3,682
Stock-in-Trade	82	78
Total	3,219	3,760

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

- 12.2** Value of inventories of Raw Materials above is stated after provisions of ₹ 383 Lakhs (Previous year ₹ 602 Lakhs) on slow moving stock. Further, ₹ 56 Lakhs (Previous year ₹ 11,348 Lakhs; shown as Exceptional Items under note 32) have been written off during the year based on physical verification conducted by the management.
- 12.3** Value of inventories of Work-In-Progress above is stated after provisions of ₹ 51 Lakhs (Previous year ₹ 101 Lakhs) for write down to net realizable value. Further, ₹ Nil (Previous year ₹ 1,525 Lakhs; shown as Exceptional Item under note 32) have been written off during the year. Further, Stock-in-trade amounting to ₹ 52 Lakhs (Previous year; ₹ 1,535 Lakhs; shown as Exceptional Item under note 32) have been written off during the year based on physical verification conducted by the management.
- 12.4** For details of Inventories given as security against borrowing (Refer Note 17.2)
- 12.5** Raw Materials/Stores and Spares includes materials valuing ₹ 3,248 Lakhs lying in Bonded Warehouse/at Port as on 31st March 2023 which also includes ₹ 3,234 Lakhs imported in the earlier years. These inventories could not be released from the authorities due to non-payment of custom duty, other charges etc. The management does not expect any material loss on account of any obsolescence in these said stocks due to passage of time and no provision is considered necessary. Further ₹ 190 Lakhs (Previous year ₹ Nil) have been written off during the year on account of auction by Customs Authority.

13 TRADE RECEIVABLES

Particulars	As at 31.03.2023	As at 31.03.2022
Unsecured, Considered Good	3,019	2,610
Unsecured, Considered Doubtful	1,607	1,047
Which have Significant Increase in Credit Risk	-	-
Credit Impaired	-	-
	4,626	3,657
Less : Allowance for Credit Loss	(1,607)	(1,047)
Total	3,019	2,610

In determining the allowances for credit losses of trade receivables, the Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected allowance for credit losses is based on the ageing of the receivables that are due and rates used in the provision matrix.

13.1 Movements in Allowance for Credit Losses is as below

Particulars	As at 31.03.2023	As at 31.03.2022
Balance at the beginning of the year	1,047	7,166
Charge in Consolidated Statement of Profit and Loss	560	5,831
Utilized during the year	-	(11,950)
Balance at the end of the year	1,607	1,047

- 13.2** There are no debts due by the Directors or other officer of the Group or any of them severally or jointly with any other person or debts due by the firm or private companies respectively in which any Director is a partner or a Director or a member.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

13.3 There are no unbilled receivable as on 31st March 2023 and 31st March 2022.

13.4 (a) Ageing of Trade Receivables as at 31st March 2023

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivable							
(i) Considered Good	366	952	844	488	369	-	3,019
(ii) Considered Doubtful	16	63	152	144	308	924	1,607
(iii) Which have Significant Increase in Credit Risk	-	-	-	-	-	-	-
(iv) Credit Impaired	-	-	-	-	-	-	-
Disputed Trade Receivable							
(i) Considered Good	-	-	-	-	-	-	-
(ii) Considered Doubtful	-	-	-	-	-	-	-
(iii) Which have Significant Increase in Credit Risk	-	-	-	-	-	-	-
(iv) Credit Impaired	-	-	-	-	-	-	-
Total	382	1,015	996	632	677	924	4,626
Less: Credit Loss Allowances on Trade Receivable							1,607
Total							3,019

13.4 (b) Ageing of Trade Receivables as at 31st March 2022

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivable							
(i) Considered Good	735	685	313	614	263	-	2,610
(ii) Considered Doubtful	16	43	45	145	280	518	1,047
(iii) Which have Significant Increase in Credit Risk	-	-	-	-	-	-	-
(iv) Credit Impaired	-	-	-	-	-	-	-
Disputed Trade Receivable							
(i) Considered Good	-	-	-	-	-	-	-
(ii) Considered Doubtful	-	-	-	-	-	-	-
(iii) Which have Significant Increase in Credit Risk	-	-	-	-	-	-	-
(iv) Credit Impaired	-	-	-	-	-	-	-
Total	751	728	358	759	543	518	3,657
Less: Credit Loss Allowances on Trade Receivable							1,047
Total							2,610

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

14-A CASH AND CASH EQUIVALENTS

Particulars	As at 31.03.2023	As at 31.03.2022
Cash in hand	1	3
Balances with Banks		
In Current Accounts	131	94
Total Cash and Cash Equivalents	132	97

14-B OTHER BANK BALANCES

Particulars	As at 31.03.2023	As at 31.03.2022
In Earmarked Dividend accounts	7	7
Balances held as Margin Money #	-	226
In Fixed Deposit Accounts (Under Lien)	1	131
Total Other Bank Balances	8	364

Balances held as margin money represent balances against issue of letter of credit

15 EQUITY SHARE CAPITAL

Particulars	As at 31.03.2023	As at 31.03.2022
Authorized		
20,000,000 (31.03.2022 : 20,000,000) Equity Shares of ₹ 10/- each	2,000	2,000
Issued		
10,030,265 (31.03.2022 : 10,030,265) Equity Shares of ₹ 10/- each	1,003	1,003
Subscribed and Paid up		
10,030,265 (31.03.2022 : 10,030,265) Equity Shares of ₹ 10/- each (fully paid up)	1,003	1,003
Total	1,003	1,003

15.1 Rights, Preferences and Restrictions attached to Equity Shares

The Group has one class of Equity Shares having a par value of ₹ 10/- per share. Each Shareholder is eligible for one vote per share held. Shareholders are entitled to Dividend as and when proposed by the Board of Directors which is subject to the approval of the Shareholders in the ensuing Annual General Meeting. In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the Group after distribution of all preferential amounts, in proportion to their shareholding.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

15.2 Movement in Subscribed and Paid up Share Capital

Particulars	As at 31.03.2023		As at 31.03.2022	
	Numbers	Amount	Numbers	Amount
Balance as at the beginning of the year	10,030,265	1,003	10,030,265	1,003
Balance as at the end of the year	10,030,265	1,003	10,030,265	1,003

15.3 Details of Shares held by Each Shareholder holding more than 5% of the Aggregate Shares

Name of Shareholders	As at 31.03.2023		As at 31.03.2022	
	Number of Shares held	% of Holding	Number of Shares held	% of Holding
Fully paid equity shares				
The Coles Crane Group Ltd	1,930,828	19.25%	1,930,828	19.25%
LICI ACM NON PAR (Formerly named as 'Life Insurance Corporation of India')	726,438	7.24%	1,013,512	10.10%
Mr. Sumit Mazumder	767,447	7.65%	767,447	7.65%

15.4 Details of Shares held by Promoters/Promoter's Group

Name of the Promoters	As at 31.03.2023		As at 31.03.2022	
	Number of Shares held	% of Holding	Number of Shares held	% of Holding
Mr. Sumit Mazumder	767,447	7.65%	767,447	7.65%
Ms. Manju Mazumder	9,200	0.09%	9,200	0.09%
Ansuya Agencies Pvt. Ltd.	105,500	1.05%	105,500	1.05%
Supriya Leasing Limited	358,707	3.58%	358,707	3.58%
Mahan Eximp Private Limited	435,955	4.35%	435,955	4.35%
Marbellous Trading Pvt. Ltd.	457,230	4.56%	457,230	4.56%
Arihant Merchants Private Limited	318,749	3.18%	318,749	3.18%
Sunrise Proteins Limited	265,186	2.64%	265,186	2.64%
Nachiketa Investments Co. Pvt. Ltd.	197,273	1.97%	197,273	1.97%
Salgurn Merchants Pvt. Ltd.	217,223	2.17%	217,223	2.17%
BP Commodities Pvt. Ltd.	282,500	2.82%	282,500	2.82%
Gokul Leasing and Finance Pvt. Ltd.	249,000	2.48%	249,000	2.48%
Subhmangal Tracom Pvt. Ltd.	52,000	0.52%	52,000	0.52%
The Coles Cranes Groups Ltd.	1,930,828	19.25%	1,930,828	19.25%

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

16 OTHER EQUITY

Particulars	As at 31.03.2023	As at 31.03.2022
Securities Premium	1,934	1,934
Capital Reserve	878	878
Capital Redemption Reserve	400	400
Development Rebate Reserve	1	1
Amalgamation Reserve	20	20
General Reserve	3,013	3,013
Foreign Currency Translation Reserve	2,890	2,853
Retained Earnings	(39,375)	(30,200)
Total	(30,239)	(21,101)

16.1 Securities Premium

Particulars	As at 31.03.2023	As at 31.03.2022
Balance at the beginning of the year	1,934	1,934
Balance at the end of the year	1,934	1,934

16.2 Capital Reserve

Particulars	As at 31.03.2023	As at 31.03.2022
Balance at the beginning of the year	878	878
Balance at the end of the year	878	878

16.3 Capital Redemption Reserve

Particulars	As at 31.03.2023	As at 31.03.2022
Balance at the beginning of the year	400	400
Balance at the end of the year	400	400

16.4 Development Rebate Reserve

Particulars	As at 31.03.2023	As at 31.03.2022
Balance at the beginning of the year	1	1
Balance at the end of the year	1	1

16.5 Amalgamation Reserve

Particulars	As at 31.03.2023	As at 31.03.2022
Balance at the beginning of the year	20	20
Balance at the end of the year	20	20

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

16.6 General Reserve

Particulars	As at 31.03.2023	As at 31.03.2022
Balance at the beginning of the year	3,013	3,013
Balance at the end of the year	3,013	3,013

16.7 Foreign Currency Translation Reserve

Particulars	As at 31.03.2023	As at 31.03.2022
Balance at the beginning of the year	2,853	2,773
Movement for the year	37	80
Balance at the end of the year	2,890	2,853

16.8 Retained Earnings

Particulars	As at 31.03.2023	As at 31.03.2022
Balance at the beginning of the year	(30,200)	12,968
Movement for the year	(9,175)	(43,168)
Balance at the end of the year	(39,375)	(30,200)

17 BORROWINGS

Particulars	As at 31.03.2023	As at 31.03.2022
A. NON-CURRENT		
Measured at Amortized Cost		
Secured Borrowings		
Term Loans		
From Banks	1,804	1,890
Less:- Current Maturities of Long - Term Debt/Reclassification (Refer Note 17.1)	1,464	597
	340	1,293
From Financial Institutions	2,606	2,593
Less:- Reclassification (Refer Note 17.1)	2,606	889
	-	1,704
Unsecured Borrowings		
Loans from Related Parties (Refer Note 41.2)	14,819	14,763
Total	15,159	17,760

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

17 BORROWINGS (Contd.)

Particulars	As at 31.03.2023	As at 31.03.2022
B. CURRENT		
Secured		
Measured at Amortized Cost		
Current Maturities of Long - Term Debt/Facilities Recalled (Refer Note 17.1)	4,070	1,487
Loan Repayable on Demand from Banks	16,275	16,108
Unsecured		
Other Working Capital Facilities from Banks	2,551	2,563
Loans from Related Parties (Refer Note 41.2)	1,066	1,066
Others	897	865
Total	24,859	22,089

17.1 As referred in Note 34, lenders have declared the loan facilities granted to the Parent Company as NPA. Further, all lenders, except 2 banks, have recalled loan facilities granted to the Parent Company and accordingly, the amount outstanding on the recall dates have become immediately due and hence, have been classified as current borrowings amounting to ₹ 3,814 Lakhs (Previous year ₹ Nil)

Current maturities of long term debt includes ₹ 256 Lakhs (Previous year ₹ 1,487 Lakhs) where recall notices have not been issued by the banks.

17.2 Nature of Security, Terms of Repayment and Interest for Secured Borrowings

Instrument	Nature of Security	Terms of Repayments
1. Term Loan from Banks	This scheme is launched by the Govt. Of India through Ministry of Finance and managed by and Guaranteed by National Credit Guarantee Trustee Company Limited and extension of 2nd charge over the primary & collateral securities including mortgages created in favour of the consortium banks on pari-passu basis.	GECL loan from SBI of ₹ 6.89 crores @ 7.95% interest p.a. is repayable by way of 48 equal monthly installments after moratorium period of 1 year from the date of receipt. However, during the F.Y. 22-23, the loan facility has been recalled and hence become immediately due. The outstanding amount as on 31st March 2023 is ₹ 660 Lakhs (Previous year ₹ 689 Lakhs).
a) Guaranteed Emergency Credit Line under GECL 2.0 scheme		GECL loan from PNB of ₹ 5 crores @ 8.35% interest p.a. is repayable by way of 48 equal monthly installments after moratorium period of 1 year from the date of receipt. The outstanding amount as on 31st March 2023 is ₹ 498 Lakhs (Previous year ₹ 498 Lakhs).
		GECL loan from PNB of ₹ 98 Lakhs @ 7.25% interest p.a. is repayable by way of 48 equal monthly installments after moratorium period of 2 year from the date of receipt. The outstanding amount as on 31st March 2023 is ₹ 98 Lakhs (Previous year ₹ 98 Lakhs).

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

17.2 Nature of Security, Terms of Repayment and Interest for Secured Borrowings (Contd.)

Instrument	Nature of Security	Terms of Repayments
1. Term Loan from Banks	This scheme is launched by the Govt. Of India through Ministry of Finance and managed by and Guaranteed by National Credit Guarantee Trustee Company Limited and extension of 2nd charge over the primary & collateral securities including mortgages created in favour of the consortium banks on pari-passu basis.	GECL loan from Union Bank of India of ₹ 210 Lakhs @ 8.2% interest p.a. is repayable is by way of 48 equal monthly installments after moratorium period of 1 year from the date of receipt. However, during the F.Y. 22-23, the loan facility has been recalled and hence become immediately due. The outstanding amount as on 31st March 2023 is ₹ 203 Lakhs (Previous year ₹ 210 Lakhs).
a) Guaranteed Emergency Credit Line under GECL 2.0 scheme		GECL loan from IDBI Bank of ₹ 199 Lakhs @ 8.8% interest p.a. is repayable by way of 48 equal monthly installments after moratorium period of 1 year from the date of receipt. However, during the F.Y. 22-23, the loan facility has been recalled and hence become immediately due. The outstanding amount as on 31st March 2023 is ₹ 170 Lakhs (Previous year ₹ 191 Lakhs).
b) Financial Assistance under CESS-2020 Scheme	Secured by extension of charge on primary and collateral securities which were given for working capital facilities to Consortium Bankers as detailed below : secured by a first pari-passu charge on entire current assets of the Company (namely stocks, trade receivables) and all other movables (both present and future) whether lying loose or in cases or which are stored in the factories, premises and godowns, situated at Kamarhatty, Kharagpur & Taratolla Unit of the Company.	CESS loan from BOI of ₹ 410 Lakhs @ 7.95% interest p.a. is repayable by way of 18 equal monthly installments after moratorium period of six months from the date of receipt. However, during the F.Y. 22-23, the loan facility has been recalled and hence become immediately due. The outstanding amount as on 31st March 2023 is ₹ 175 Lakhs (Previous year ₹ 175 Lakhs). CESS loan from PNB of ₹ 250 Lakhs @ 8.25% interest p.a. is repayable by way of 18 equal monthly installments after moratorium period of six months from the date of receipt. The outstanding amount as on 31st March 2023 is ₹ Nil (Previous year ₹ 30 Lakhs).
2. Term Loan from Financial Institutions	Secured by Hypothecation of leasehold land at Sahibabad and personal Guarantee of one of the directors. (Refer Note 4.3)	Term Loan from Tata Capital Financial Services Limited is repayable by way of 14 quarterly installments starting from June 2020 along with interest @ 14.05% per annum. 1st two installments of ₹ 104 Lakhs each next four installments of ₹ 140 Lakhs each next four installments of ₹ 200 Lakhs each next four installments of ₹ 208 Lakhs each. However, during the F.Y. 22-23, the loan facility has been recalled and hence become immediately due. The outstanding amount as on 31st March 2023 is ₹ 1,023 Lakhs (Previous year ₹ 1,023 Lakhs).

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

17.2 Nature of Security, Terms of Repayment and Interest for Secured Borrowings (Contd.)

Instrument	Nature of Security	Terms of Repayments
<p>2. Term Loan from Financial Institutions</p>	<p>Secured by Hypothecation of office at Chennai located at Jhaver Plaza, 7th floor 1-A, Nungambakkam High Road Chennai-600 034. (Refer Note 4.3)</p>	<p>1. Term Loan from Aditya Birla Finance Limited is repayable by way of 60 equal monthly installment of ₹ 8.33 Lakhs starting from April 2020 along with interest @ 13.80% per annum. However, during the F.Y. 22-23, the loan facilities has been recalled and hence become immediately due. The outstanding amount as on 31st March 2023 is ₹ 330 Lakhs (Previous year ₹ 330 Lakhs).</p> <p>2. Term Loan from Aditya Birla Finance Limited received during the year of ₹ 100 Lakhs is repayable by way of 46 equal monthly installments of ₹ 2.73 Lakhs (including interest @ 11.75%) starting from 15th August, 2021. However, during the F.Y. 22-23, the loan facility has been recalled and hence become immediately due. The outstanding amount as on 31st March 2023 is ₹ 90 Lakhs (Previous year ₹ 90 Lakhs).</p>
<p>3. Term Loan from Financial Institutions (GECL) - Guaranteed Emergency Credit Line under GECL 2.0 scheme</p>	<p>This scheme is launched by the Govt. Of India through Ministry of Finance and managed by and Guaranteed by National Credit Guarantee Trustee Company Limited and extension of 2nd charge over the primary & collateral securities including mortgages created in favour of the consortium banks on pari-passu basis.</p>	<p>GECL loan from Tata Capital Financial Services of ₹ 480 Lakhs @ 13.30% interest p.a. is repayable by way of 48 equal monthly installments after moratorium period of 1 year from the date of receipt. However, during the F.Y. 22-23, the loan facility has been recalled and hence become immediately due. The outstanding amount as on 31st March 2023 is ₹ 470 Lakhs (Previous year ₹ 470 Lakhs).</p> <p>GECL loan from Tata Capital Financial Services of ₹ 547 Lakhs @ 13.05% interest p.a. is repayable by way of 48 equal monthly installments after moratorium period of 2 years from the date of receipt. However, during the F.Y. 22-23, the loan facility has been recalled and hence become immediately due. The outstanding amount as on 31st March 2023 is ₹ 547 Lakhs (Previous year ₹ 547 Lakhs).</p> <p>GECL loan from Aditya Birla Finance Limited of ₹ 100 Lakhs @12.5% interest p.a. is repayable by way of 48 equal monthly installments after moratorium period of 1 year from the date of receipt. However, during the F.Y. 22-23, the loan facility has been recalled and hence become immediately due. The outstanding amount as on 31st March 2023 is ₹ 98 Lakhs (Previous year ₹ 98 Lakhs).</p>

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

17.2 Nature of Security, Terms of Repayment and Interest for Secured Borrowings (Contd.)

Instrument	Nature of Security	Terms of Repayments
3. Term Loan from Financial Institutions (GECL) - Guaranteed Emergency Credit Line under GECL 2.0 scheme	This scheme is launched by the Govt. Of India through Ministry of Finance and managed by and Guaranteed by National Credit Guarantee Trustee Company Limited and extension of 2nd charge over the primary & collateral securities including mortgages created in favour of the consortium banks on pari-passu basis.	GECL loan from Aditya Birla Finance Limited of ₹ 50 Lakhs is @ 12.5% interest p.a. repayable by way of 48 equal monthly installments after moratorium period of 2 years from the date of receipt. However, during the F.Y. 22-23, the loan facility has been recalled and hence become immediately due. The outstanding amount as on 31st March 2023 is ₹ 47 Lakhs (Previous year ₹ 47 Lakhs).
4. Secured Loans - repayable on demand from banks	These loans are secured by a first pari-passu charge on entire current assets of the Company (namely stocks, trade receivables) and all other movables (both present and future) whether lying loose or in cases or which are stored in the factories, premises and godowns, situated at Kamarhatty, Kharagpur & Taratolla Unit of the Company.	These consist of cash credit facilities which are repayable on demand.
	First pari-passu charge on movable assets including movable plant and machinery, machinery spares, tools and accessories etc. both present and future situated at Kharagpur & Taratolla. First pari-passu charge on movable assets including moveable plant and machinery, machinery spares, tools and accessories etc. both present and future situated at Kamarhatty Unit of the Company.	
	Short term borrowings include cash credit facilities and working capital demand loans availed from four banks which are further secured by personal guarantee of one of the Directors of the Company amounting to ₹ 9,038 Lakhs (Previous year ₹ 8,654 Lakhs).	

17.3 The Maturity Profile of Group's Secured Borrowings are as below

Particulars	As at 31.03.2023	As at 31.03.2022
Not later than one year (Including facilities recalled - Refer Note 17.2)	4,070	1,487
Later than one year but not two years	149	1,092
Later than two years but not three years	147	861
More than three years	44	1,044
Total	4,410	4,484

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

17.4 Details of Period and Amount of Default as on the Balance Sheet date in Repayment of Borrowings and Interest as at 31st March 2023 is given in the table below

Name of the Bank/ Financial Institution	Type of Account	Principal/ Interest Due	Amount (₹ In Lakhs)	Outstanding since #
Aditya Birla Finance Ltd.	Long Term Loan	Principal	420.51	15-02-2022
		Interest	43.35	15-02-2022
	GECL Loan	Principal	145.71	15-02-2022
		Interest	17.55	15-02-2022
Tata Capital Financial Services Ltd.	Long Term Loan	Principal	1,022.62	13-04-2022
		Interest	97.89	13-04-2022
	GECL Loan	Principal	1,017.00	10-05-2022
		Interest	96.93	10-05-2022
Bank of India	Covid Loan	Principal	174.57	06-11-2021
		Interest	18.80	30-11-2021
	WCDL	Principal	2,460.00	20-03-2022
		Interest	324.49	31-12-2021
	Cash Credit	Principal	726.34	20-03-2022
		Interest	80.06	20-03-2022
Punjab National Bank *	GECL Loan	Principal	125.00	01-04-2022
		Interest	55.36	01-04-2022
	Cash Credit	Principal	106.30	31-12-2022
		Interest	-	-
HDFC Bank	Short Term Loan	Principal	2,551.12	16-10-2021
		Interest	308.76	01-02-2022
	Cash Credit	Principal	2,364.40	31-10-2021
		Interest	306.76	31-10-2021
Union Bank of India	GECL Loan	Principal	202.77	01-06-2022
		Interest	14.57	01-06-2022
	Short Term Loan	Principal	153.43	17-06-2022
		Interest	25.72	01-04-2022
	WCDL	Principal	563.18	17-06-2022
		Interest	63.92	01-04-2022
	Cash Credit	Principal	379.53	17-06-2022
		Interest	38.81	17-06-2022
State Bank of India	GECL Loan	Principal	660.30	10-06-2022
		Interest	44.51	01-07-2022
	WCDL	Principal	2,070.00	11-02-2023
		Interest	165.12	01-10-2023
	Cash Credit	Principal	17.81	11-02-2023
		Interest	12.49	11-02-2023

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) *Contd.*

17.4 Details of Period and Amount of Default as on the Balance Sheet date in Repayment of Borrowings and Interest as at 31st March 2023 is given in the table below (*Contd.*)

Name of the Bank/ Financial Institution	Type of Account	Principal/ Interest Due	Amount (₹ In Lakhs)	Outstanding since #
Indian Bank	Cash Credit	Principal	2,089.31	01-04-2022
		Interest	277.02	01-04-2022
IDBI Bank	GECL Loan	Principal	169.98	01-09-2022
		Interest	10.25	01-09-2022
	Cash Credit	Principal	310.84	24-12-2022
		Interest	16.95	24-12-2022
South Indian Bank	WCDL	Principal	1,510.10	08-08-2022
		Interest	222.25	01-08-2022
	Cash Credit	Principal	793.22	08-08-2022
		Interest	-	-
Axis Bank *	Cash Credit	Interest	0.75	01-07-2022
	WCDL	Interest	23.65	01-07-2022

In case of Cash Credit & WCDL Facilities, the date of default/outstanding since have been considered as earlier of the date on which Cash Credit limit was overdrawn or recall date (including the grace period, if any).

In the case of other short-term facilities (excluding CC & WCDL facilities), the date of default has been considered as earlier of the first instance of the default continuing as at the balance sheet date or recall date (including the grace period, if any).

In case of long term loan, the date of default has been considered as earlier of the first instance of the default continuing as at the balance sheet date or recall date (including the grace period, if any).

* Loan facilities have been classified as NPA but recall letter has not been received by the Management.

Details of Period and Amount of Default as on the Balance Sheet date in Repayment of Borrowings and Interest as at 31st March 2022 is given in the table below

Name of the Bank / Financial Institution	Type of Account	Principal/ Interest Due	Amount (₹ In Lakhs)	Outstanding since #
Aditya Birla Finance Ltd.	Long Term Loan	Principal	20.39	15-02-2022
		Interest	7.24	15-02-2022
	GECL Loan	Principal	4.17	15-02-2022
		Interest	2.96	15-02-2022
Bank of India	Covid Loan	Principal	119.46	06-11-2021
		Interest	5.80	30-11-2021
Punjab National Bank	Covid Loan	Principal	18.91	22-02-2022
		Interest	-	-
HDFC Bank	Short Term Loan	Principal	2,508.07	16-10-2021
		Interest	79.27	01-02-2022
Union Bank	Short Term Loan	Principal	-	-
		Interest	0.59	28-02-2022

Further, Cash Credit facilities availed from HDFC Bank is overdrawn to the extent of ₹ 284 Lakhs as on 31st March 2022 w.e.f 31st October 2021.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

18 PROVISIONS

Particulars	As at 31.03.2023	As at 31.03.2022
A. NON-CURRENT		
Provision for Employee Benefits		
Provision for Contribution to Provident Fund (PF)	-	-
Provision for Compensated Absences (Unfunded)	503	512
Total	503	512

Particulars	As at 31.03.2023	As at 31.03.2022
B. CURRENT		
(a) Provision for Employee Benefits		
Provision for Contribution to Provident Fund (PF)	51	-
Provision for Compensated Absences (Unfunded)	9	22
	60	22
(b) Other Provisions		
Provision for Warranty	28	17
Total	88	39

18.1 The Details in Movement of Other Provisions are as follows

Particulars	As at 31.03.2023	As at 31.03.2022
Provision for Warranty		
Balance at the beginning of the year	17	155
Additions during the year	14	17
Released to the Consolidated Statement of Profit and Loss	(3)	(155)
Balance at the end of the year	28	17

19 TRADE PAYABLE

Particulars	As at 31.03.2023	As at 31.03.2022
A) Total outstanding dues of micro enterprises and small enterprises Acceptances	395	382
B) Total outstanding dues of Creditors other than micro enterprises and small enterprises	12,162	8,922
Total	12,557	9,304

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

19.1 Ageing of Trade Payable

Trade Payable ageing schedule as on 31st March 2023

Particulars	Not Due	Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	TOTAL
(i) MSME	-	163	216	16	-	395
(ii) Others	3,231	4,312	3,095	756	768	12,162
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-
Total	3,231	4,475	3,311	772	768	12,557

Trade Payable ageing schedule as on 31st March 2022

Particulars	Not Due	Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	TOTAL
(i) MSME	-	324	48	10	-	382
(ii) Others	1,865	5,478	807	772	-	8,922
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-
Total	1,865	5,802	855	782	-	9,304

19.2 The amount due to Micro and Small Enterprises as defined in the "The Micro, Small and Medium Enterprises (MSME) Development Act, 2006" has been determined to the extent such parties have been identified on the basis of information available with the Group. The disclosures relating to Micro and Small Enterprises are as below

Particulars	As at 31.03.2023	As at 31.03.2022
(i) Principal amount remaining unpaid to MSME suppliers as at the end of the year	395	382
(ii) Interest due on unpaid principal amount to MSME suppliers as at the end of the year	58	27
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the year	58	27
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	85	27

20 LEASE LIABILITIES

Particulars	As at 31.03.2023	As at 31.03.2022
A NON-CURRENT		
Lease Liability	957	875
Total	957	875

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

20 LEASE LIABILITIES (Contd.)

Particulars	As at 31.03.2023	As at 31.03.2022
B CURRENT		
Lease Liability	94	111
Total	94	111

21 OTHER FINANCIAL LIABILITIES

Particulars	As at 31.03.2023	As at 31.03.2022
CURRENT		
Interest Accrued but not due (Refer Note 21.2)	13	17
Interest Accrued and due on Borrowings (Refer Note 21.2)	2,407	322
Unclaimed Dividend	7	7
Other Financial Liabilities	85	85
Total	2,512	431

21.1 There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of Companies Act, 2013, as at the year end.

21.2 As referred to in Note No. 34, lenders have declared the loan facilities granted to the Parent Company as NPA. The loan accounts have been downgraded on account of default/non-payment of principal/interest or continuous overdrawn cash credit limits. Due to this, some banks/ financial institutions have provided outstanding amounts including unapplied interest upto 31st March 2023 whereas some of the banks have provided outstanding amounts without unapplied interest. However, the management has provided for interest upto 31st March 2023 based on management's best estimates in case where interest was not applied by banks/ Financial Institutions post NPA downgradation.

22 OTHER CURRENT LIABILITIES

Particulars	As at 31.03.2023	As at 31.03.2022
Capital Vendor	16	44
Contribution to Funds (Gratuity, Superannuation, etc.)	2,101	1,674
Security Deposit from Customers	7	7
Statutory Remittances	1,769	1,639
Advance from Customers and Others	3,494	3,507
Others	142	83
Total	7,529	6,954

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) Contd.

23 REVENUE FROM OPERATIONS

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Sale of Products		
Manufactured Goods	3,304	2,678
Traded Goods	666	2,480
Sale of Services	412	1,358
	4,382	6,516
Other Operating Income		
Export Incentives *	1	8
Scrap Sales	-	100
	1	108
REVENUE FROM OPERATIONS	4,383	6,624

* Government Grants under duty drawback scheme

24 OTHER INCOME

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Interest income		
- On Bank Deposits	39	106
Profit on Sale of Long Term Investment	1	72
Gain on Sale of Property, Plant and Equipment (Net)	-	1
Gain on Sale of Assets Held for Sale (Net)	-	283
Gain on Fair Valuation of investments carried through Profit and Loss (Net)	2	5
Provisions/Liabilities no longer required written back	536	610
Gain on Modification/Termination on Lease Assets	3	-
Other Miscellaneous Income	89	12
Total	670	1,089

25 COST OF MATERIALS CONSUMED

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Material Consumed	1,173	2,098
Total	1,173	2,098

26 PURCHASES OF STOCK-IN-TRADE

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Purchase of Traded Goods	309	2,004
Total	309	2,004

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) *Contd.*

27 CHANGE IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Inventories at the end of the year		
Work-in-Progress	1,893	3,437
Finished Goods	-	-
Traded Goods	1,880	1,940
	3,773	5,377
Inventories at the beginning of the year		
Work-in-Progress	3,437	4,580
Less : Written off (Refer Note No 32)	-	(1,525)
Finished Goods	-	-
Traded Goods	1,940	2,854
Less : Written off (Refer Note No 32)	-	(1,535)
	5,377	4,374
Translation difference	-	1
Net (Increase)/Decrease	1,604	(1,002)

28 EMPLOYEE BENEFIT EXPENSE

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Salaries and Wages	3,129	4,846
Contribution to Provident and other Funds	345	440
Staff Welfare Expenses	199	250
Total	3,673	5,536

28.1 Employee Benefits

The Group has recognized, in the Consolidated Statement of Profit and Loss for the year ended 31st March 2023 an amount of ₹ 202 Lakhs (Previous year ₹ 319 Lakhs) as expenses under defined contribution plans.

Defined Benefit Plans

(A) Gratuity Fund

The Parent Company makes periodic contributions to the Tractors India Limited Staff Gratuity Fund, a funded defined benefit plan for qualifying employees administrated under a common Trust by the trustees of the said fund for the benefit of the employees of the Group.

Under the Gratuity plan, every employee is entitled to gratuity, being higher of the amount, calculated under the Group's plan (based on average salary of last 36 months and number of years of service, restricted to a maximum of

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

40 years) or calculations as laid down under the Payment of Gratuity Act, 1972. Gratuity is payable on death/retirement /termination and the benefit vests after 5 years of continuous service.

The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation was carried out as at 31st March 2023.

(B) Superannuation Fund

- (i) Certain eligible employees of the Parent Company who had attained at least 45 years of age as on 1st April 2009 are entitled to Superannuation benefit under the Superannuation scheme (a funded Defined Benefit Plan under a common Trust- 'Tractors India Limited Superannuation Fund Scheme', being administered by the trustees of the said fund for the benefit of employees of the Group). Under the aforesaid benefit scheme the Group makes periodic contribution to the Superannuation Fund Scheme and a predetermined percentage of salary is paid as pension on retirement. The quantum of pension depends on the average basic salary of eligible employee during the last 36 months before retirement. The benefit vests to employees with 12 years of continuous service and attainment of 48 years of age on retirement/death/termination. The most recent actuarial valuation of plan assets and present value of the Defined Benefit Obligation of Superannuation Fund was carried out as on 31st March 2023.
- (ii) Employees who did not attain 45 years of age as on 1st April 2009 are under the purview of 'Defined Contribution Scheme' in respect of service rendered from 1st April 2009. The benefit of services rendered by these employees up to 31st March 2009 come under the purview of 'Defined Benefit Scheme' as indicated which is frozen as on 31st March 2009. Hence for this category of employees, the benefit of cessation of service will be :
- amount accumulated by annual contribution of 15% of Basic Salary and
 - amount frozen as on 31st March 2009

(C) Provident Fund

The Parent Company has two separate Trusts for the administration of the Provident Fund. The Parent Company has an obligation to fund any shortfall on the yield of the trust's investments over the administered interest rates on annual basis. These administered rates are determined annually predominantly considering the social rather than economic factors.

The details of fund and plan asset position as at 31st March 2023 is given below

Particulars	Year Ended 31.03.2023	Year Ended 31.03.2022
Present Value of Benefit Obligation at period end (₹ in Lakhs)	3,787	4,335
Fair Value of Plan Assets (₹ In Lakhs)	3,772	4,433
Less: Excess of Plan Assets over Defined Benefit Obligation of Trusts (if any) (₹ In Lakhs)	36	98
Net Obligations towards Interest Shortfall (₹ In Lakhs)	51	-
Assumptions used in determining the Present Value Obligation on the Interest Guarantee under the deterministic approach		
Guaranteed Rate	8.15%	8.10%
Average yield rate based on data of Investment Portfolio	8.15%	7.85%
Decrement adjusted average future period of service	7.5 years	7 years
Average maturity period of Investment Portfolio	2 years	2 years
Discount Rate	7.20%	6.80%

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

Risk Management

The Defined Benefit Plans expose the Group to risk of actuarial deficit arising out of investment risk, interest rate risk and salary cost inflation risk.

- (a) Investment risk:** The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to government/high quality bond yields; if the return on plan asset is below this rate, it will create a plan deficit.
- (b) Interest risk:** A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.
- (c) Salary risk:** The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.
- (d) Longevity risk:** The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation was carried out as at 31st March 2023.

28.2 Particulars in Respect of Post Retirement Defined Benefit Plans of the Group are as follows

Description	Superannuation Fund (Funded)		Gratuity Fund (Funded)	
	Year ended 31.03.2023	Year ended 31.03.2022	Year ended 31.03.2023	Year ended 31.03.2022
1. Change in the Defined Benefit Obligation				
Present Value of Obligation at the beginning of the year	434	436	831	724
Current Service Cost	-	-	42	39
Interest Cost	21	21	53	46
Actuarial (Gain)/Loss	35	51	51	48
Benefits Paid	(205)	(74)	(90)	(26)
Present Value of Obligation at the end of the year	285	434	887	831
2. Change in Plan Assets				
Fair Value of Plan Assets at the beginning of the year	276	315	371	374
Expected Return on Plan Assets	11	15	22	23
Actuarial Gain/(Loss)	18	20	(44)	-
Contributions by the Employer	-	-	-	-
Benefits Paid	(205)	(74)	(90)	(26)
Fair Value of Plan Assets at the end of the year	100	276	259	371

Basis used to determine the Expected Rate of Return on Plan Assets

The expected rate of return on plan assets is based on the current portfolio of assets, investment strategy and market scenario. In order to protect the capital and optimise returns within acceptable risk parameters, the plan assets are well diversified.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) *Contd.*

28.2 Particulars in Respect of Post Retirement Defined Benefit Plans of the Group are as follows *(Contd.)*

Description	Superannuation Fund (Funded)		Gratuity Fund (Funded)	
	As at 31.03.2023	As at 31.03.2022	As at 31.03.2023	As at 31.03.2022
3. Amount Recognized in Balance Sheet consists of				
Fair Value of Plan Assets at the end of the year	100	276	259	371
Present Value of Obligation at the end of the year	285	434	887	831
(Assets)/Liabilities as per the Actuarial Valuation	185	158	628	460
4. Expenses Recognized in the Statement of Profit and Loss consists of -	Year ended 31.03.2023	Year ended 31.03.2022	Year ended 31.03.2023	Year ended 31.03.2022
Employee Benefits Expenses				
Current Service Cost	-	-	42	39
Net Interest Cost	10	6	31	23
Total [A]	10	6	73	62
Other Comprehensive Income				
Return on Plan Assets (excluding amounts included in net interest cost)	(18)	(20)	44	(14)
Actuarial (Gain)/Loss from financial assumptions	(9)	(20)	(14)	-
Actuarial (Gain)/Loss from experience adjustments	44	71	65	62
Total [B]	17	31	95	48
Expense Recognized during the year [A+B]	27	37	168	110

The expense for the Defined Benefits (referred to in para 28.2 above) are included in the line item under 'Contribution to Provident and other Funds'.

Description	Superannuation Fund % Invested		Gratuity Fund % Invested	
	31.03.2023	31.03.2022	31.03.2023	31.03.2022
5. Investment Details of Plan Assets as at				
Government of India Securities	-	0.67	-	4.55
Public Sector (PSU) Bonds	35.03	26.75	11.43	9.10
State/Central Government Securities	-	23.42	-	11.07
Special Deposit Scheme	55.46	42.37	85.92	68.38
Others including Bank Balance	9.51	6.79	2.65	6.90
Total	100.00	100.00	100.00	100.00
6. Assumptions				
Discount Rate per annum	6.30%	6.30%	7.20%	6.80%
Salary Escalation Rate per annum	0.00%	0.00%	3.00%	3.00%
Expected Rate of Return on Plan Assets per annum	7.61%	4.95%	7.03%	6.27%
Contributions for next year	184.74	157.73	258.04	200.95
Method used	Projected Unit Credit Method		Projected Unit Credit Method	

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

28.3 The basis used to determine overall expected rate of return on assets and the effect on major categories of Plan Assets is as follows :

The major portions of the assets are invested in PSU Bonds, State and Central Government Securities. Based on the asset allocation and prevailing yield rates on these asset classes, the long term estimate of the expected rate of return on the fund assets have been arrived at. Assumed rate of return on assets is expected to vary from year to year reflecting the returns on matching Government Bonds.

28.4 The estimate of future salary increases takes into account inflation, seniority, promotion and other relevant reasons.

28.5 Sensitivity Analysis

The Sensitivity Analysis below has been determined based on reasonably possible change of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant. These sensitivities show the hypothetical impact of a change in each of the listed assumptions in isolation. While each of these sensitivities holds all other assumptions constant, in practice such assumptions rarely change in isolation and the asset value changes may offset the impact to some extent. For presenting the sensitivities, the present value of the Defined Benefit Obligation has been calculated using the Projected Unit Credit Method at the end of the reporting period, which is the same as that applied in calculating the Defined Benefit Obligation presented above. There was no change in the methods and assumptions used in the preparation of the Sensitivity Analysis from previous year.

Description	Year ended 31.03.2023		Year ended 31.03.2022	
	Superannuation Fund	Gratuity Fund	Superannuation Fund	Gratuity Fund
1. Discount Rate +100 basis points	278.86	852.55	425.22	791.83
2. Discount Rate -100 basis points	291.26	924.72	442.35	874.64
3. Salary Increase Rate +1%	284.87	925.19	433.49	875.04
4. Salary Increase Rate -1%	284.87	851.62	433.49	790.89

28.6 Maturity Analysis of the Benefit Payments

Description	Year ended 31.03.2023		Year ended 31.03.2022	
	Superannuation Fund	Gratuity Fund	Superannuation Fund	Gratuity Fund
1. Year 1	128.58	258.04	252.82	200.95
2. Year 2	20.92	146.79	18.15	131.64
3. Year 3	42.48	88.93	21.99	39.56
4. Year 4	1.28	37.33	43.12	88.50
5. Year 5	27.51	93.06	1.39	36.51
6. Next 5 Years	112.83	427.24	152.43	504.11

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

29 FINANCE COSTS

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
On Financial Liability at amortized cost		
Interest Expenses on		
Long Term Loans (Refer Note 21.2)	427	450
Cash Credits and Short Term Loans (Refer Note 21.2)	2,441	2,725
Lease	102	34
Others	538	154
Other Borrowing Costs	116	257
Total	3,624	3,620

30 DEPRECIATION AND AMORTIZATION EXPENSES

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Depreciation of Property, Plant and Equipment	803	887
Amortization of Right-Of-Use assets	46	47
Amortization of Intangible Assets	46	61
Total	895	995

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

31 OTHER EXPENSES

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Consumption of Consumables	105	247
Power and Fuel	230	239
Rent Expenses	21	60
Repairs and Maintenance		
Buildings	26	55
Plant and Machinery	101	206
Others	2	7
	129	268
Insurance	70	84
Rates and Taxes	16	337
Bank Charges	123	138
Travelling Expenses	67	159
Printing and Stationery	8	24
Freight and Forwarding Charges	35	270
Postage, Telephone and other Communication Expenses	27	44
Advertising	3	8
Sales Commission	-	20
Professional Fees (Refer Note 31.1)	748	432
Motor Vehicle Expenses	23	41
Bad Debts/Advances/Inventory written off (Net)	58	12,060
Add/(Less) : Provision for Expected Credit Loss	560	(6,119)
Add : Other provisions for Advances/Claims and Others	162	94
	780	6,035
Provision for Detention Charges	457	1,277
Warranty Expenses	14	25
Net Loss on Foreign Currency Transactions and Translation	127	77
Net loss on Fair Valuation of Investments through Profit and Loss (Net)	-	1
Loss on Fair Valuation of Derivatives not designated as Hedging Instruments carried through Profit and Loss	-	3
Loss on Modification/Termination on Lease Assets	-	275
Net Loss on Sale of Property, Plant and Equipment	4	-
Miscellaneous Expenses	260	261
Total	3,247	10,325

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

31.1 Professional Fees include

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Payment to Auditors		
- For Audit	39	45
- For Taxation Matters	-	-
- For Limited Reviews (includes ₹ 5 Lakh pertaining to erstwhile auditor)	14	14 #
- For Certification and other Fees	3	-
- Expenses Reimbursed	2	*

*Amount is below the rounding off norm adopted by the Group.

Includes ₹ 5 Lakh pertaining to erstwhile auditor.

32 EXCEPTIONAL ITEMS

Particulars	Year ended 31.03.2023	Year ended 31.03.2022
Inventory Written Off and including Provision	-	14,409
Trade Receivables Written Off	-	8,347
Advance to Suppliers Written Off	-	1,400
Provision for Advance to Suppliers	-	1,832
Other Liability Written Back	-	(35)
Profit on Sale of Assets held for sale	-	-
TOTAL	-	25,953

Based on the findings of the Management audit report, and also considered by the Board of Directors in its meeting held on 13th September 2022, certain accounting adjustments have been carried out during the year ended 31st March 2022 to rectify those accounting mistakes/misstatements made in the books of accounts in the previous financial years. The cumulative impact of those rectifications/ adjustments has been shown as an "Exceptional Item" in the Consolidated Statement of Profit & Loss in previous F.Y. 21-22.

"Exceptional Item" as stated above represents the following accounting adjustments carried out during the year ended March 2022.

- A. In earlier years, loans amounting to ₹ 3,276 Lakhs & ₹ 1,200 Lakhs were received from the promoters/promoters group of companies and other lenders respectively which was wrongly credited to Inventories account instead of respective loan accounts. The same has been rectified by reinstating the respective loan accounts and inventory. The amount of inventory as reinstated above has been written off subsequently and shown as the exceptional item. Further certain loans amounting to ₹ 35 Lakhs as reinstated above has also been written back and grouped under exceptional item.
- B. Based on the findings of the Management audit report, a difference of ₹ 11,109 Lakhs have been identified between the Inventory as shown in books of accounts and the inventory appearing in Material module in the ERP system as on 31st March 2022. Such difference comprises ₹ 4,476 lakhs as mentioned in the point no. A above and further difference

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

of ₹ 6,633 Lakhs owing to certain wrong accounting carried out. Hence such balances have been written off to reflect the correct position of Inventory as on the Balance Sheet date.

- C. During the previous year, the management has also engaged an external party to physically verify its inventory and also to make a value assessment of inventory lying physically. Based on the findings of the surveyor's report (covering 59% of Inventory lying as on 28th February 2022 for the verification & value assessment), a sum of ₹ 3,299 Lakhs (including ₹ 282 Lakhs based on internal assessment) has been written off/provided for and also shown as exceptional item.
- D. The Parent Company had raised certain wrong sales invoices in earlier years. Trade receivables amounting to ₹ 14,394 Lakhs against such invoices as identified by the management auditors and further ₹ 2,980 Lakhs as identified by the management have been classified as irrecoverable. Further based on management's internal assessment on the recoverability of other trade receivables, additional balances amounting to ₹ 2,923 Lakhs have also been identified as irrecoverable. Hence a sum of ₹ 8,347 Lakhs (net of ₹ 5,830 Lakhs of further provision during the year and utilisation of ₹ 6,119 Lakhs out of provision made in earlier years) have been written off and shown as exceptional item.
- E. The Parent Company has been engaged into certain trading activities since financial year 2019-2020 and has been complying with all the requisite rules & regulations including "The Goods & Services Tax Act 2017". During the first quarter ended 30th June 2021, certain bills of exchange were accepted by certain employees without receipt of supplies and the banks later recovered the money from the Parent Company which has been debited to suppliers' accounts and shown as advances. Consequently, such advances to the tune of ₹ 3,232 Lakhs could not be recovered and hence a sum of ₹ 1,400 Lakhs has been written off and balance amount of ₹ 1,832 Lakhs has been provided for as an abundant precaution and shown as exceptional item.
- 33** The Parent Company has not carried out Fair Valuation of interest free loans from the promoters/promoter's group of companies and other lenders aggregating to ₹ 15,885 Lakhs as required under Ind AS-109 and its impact on the Standalone Financial Statements has not been ascertained.
- 34** During the year, the Parent Company has incurred a cash loss of ₹ 8,314 Lakhs (Previous year ₹ 41,699 Lakhs and its net worth is negative as on the Balance Sheet date. Moreover, the Parent Company's current liabilities also exceed its current assets as at 31st March 2023. In view of the acute financial crisis faced by the Parent Company, lenders have declared the loan facilities granted to the Parent Company as a Non-Performing Asset (NPA). However, the lenders have also extended 'Holding on Operations' to the Parent Company through a 'Trust & Retention Account' opened with the Lead Bank of the Consortium namely, Bank of India ('BOI'). Consequently, the lead bank, namely Bank Of India, has filed a petition under Section 7 of the IBC before the Hon'ble National Company Law Tribunal on 28th September 2022. The application is yet to be admitted. Meanwhile, the Board of Directors approved a resolution plan at its meeting held on 26th November 2022 which has been submitted with all of TIL's Consortium Bankers on 28th November 2022, which is currently under discussion. Considering these developments, the matter had been adjourned by NCLT from time to time; with the next date of hearing being 19th June 2023.

Though the above situation is indicative of a material uncertainty that may cast doubt on the Parent Company's ability to continue as a going concern, but in view of the proposed strategic investment and proposed resolution plan together with sales orders in hand, the management has concluded that the material uncertainties are expected to be mitigated and hence the Standalone Financial Statements have been prepared on a going concern basis.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

- 35** As reported earlier, an enquiry by “Directorate of Revenue Intelligence & Enforcement” (DRI) has been ongoing since June 2021 in respect to certain trading transactions and other matters related to earlier years and the Parent Company has since complied with the requirements of the DRI. On 7th November 2022, and 10th November 2022, the Parent Company received an Investigation report of DRI dated 20th July 2022 from the GST Authority, together with certain demand intimations based on the Investigation report. These demand intimations were for FY 2019-20 and for F.Y. 2020-21 for payment of tax/interest/penalty amounting to ₹ 928.90 Lakhs & ₹ 3,290.79 Lakhs respectively under Section 74(5) of the GST Act; and reply to such intimations had been filed by the Parent Company on 17th January 2023. Subsequently, on 24th March 2023, Show Cause Notice - DRC-01 for F.Y. 2019-2020 was issued u/s. 74(1) of the CGST/WBGST Act, 2017 to the Parent Company. A personal hearing was held on 6th April 2023, pursuant to which certain clarifications were submitted by the Parent Company on 17th April 2023. Also, a reply to the Show Cause notice was submitted to the GST Authorities on 8th May 2023. On the same day, i.e. 8th May 2023, an Order was issued by the GST authorities for tax, interest, and penalty adding to ₹ 958.97 Lakhs for F.Y. 2019-20. The Parent Company is of the view that the demand raised by GST authorities does not have merit, and hence an appeal against this order shall be filed before the prescribed Appellate Authority as per the provisions under Sec 107 of the CGST Act. In view of this, no provision is considered necessary by the management.
- 36** Trade receivables, Advances to Suppliers, Trade Payable and Advances from customers amounting to ₹ 3,019 Lakhs (Previous year ₹ 2,610 Lakhs), ₹ 1,050 Lakhs (Previous year ₹ 1,008 Lakhs), ₹ 12,542 Lakhs (Previous year ₹ 9,284 Lakhs), and ₹ 3,494 Lakhs (Previous year ₹ 3,873 Lakhs) respectively were outstanding as on 31st March 2023. The Parent Company could not get necessary confirmations from the respective parties due to prevailing situation of the Parent Company. Further, the Parent Company could not get confirmations for Loans from bodies corporate to the extent of ₹ 897 Lakhs (Previous year ₹ 865 Lakhs) lying outstanding as on 31st March 2023.
- However, the Parent Company doesn't foresee any material impact on its Financial Statements due to such non receipt of confirmation.

37.1 CONTINGENT LIABILITIES IN RESPECT OF

Particulars	As at 31.03.2023	As at 31.03.2022
a. Sales Tax/Value Added Tax Matters under dispute [Related payments ₹ Nil Lakhs (31.03.2022: ₹ NIL Lakhs)]	2,192	2,192
b. Goods and Services Tax Matters under dispute	959	-
c. Income Tax Matters under dispute [Related payments (including amounts adjusted by the Department) ₹ 307 Lakhs (31.03.2022: ₹ 268 Lakhs)]	377	2,109
d. Service Tax Matters under dispute [Related payments ₹ 26 Lakhs (31.03.2022: ₹ 26 Lakhs)]	960	667
e. Excise Duty Matters under dispute [Related payments ₹ 13 Lakh (31.03.2022: Nil)]	336	-
f. Bank Guarantee Outstanding	4,759	5,545

37.2 Capital and other commitments

Particulars	As at 31.03.2023	As at 31.03.2022
Capital Commitments	-	-
Other Commitments	-	-

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

Future cash outflows in respect of the above matters are determinable only on receipts of judgments/decisions pending at various forums/authorities. The management believes that the ultimate outcome of these proceedings will not have a material adverse effect on the Group's financial position and result of operations.

37.3 Pursuant to final order passed by the Single Bench of Hon'ble Calcutta High Court, the Parent Company has stopped paying Entry Tax on procurement of Indigenous and Imported Goods into West Bengal, with effect from 1st June 2013. The writ petition No. 922 of 2012 filed by the Parent Company has been treated as disposed of in the High Court and the records thereof have been sent to the WB Taxation Tribunal. The Parent Company has filed a petition before the West Bengal Taxation Tribunal. The related unpaid amount till 31st March 2023 is ₹ 632 Lakhs (31.03.2021: ₹ 632 Lakhs)

38 INFORMATION GIVEN IN ACCORDANCE WITH THE REQUIREMENTS OF IND AS 108 ON SEGMENT REPORTING

The operations of the Group pertains only to Material Handling Solutions (i.e. manufacturing and marketing of various Material Handling Equipment namely Mobile Cranes, Port Equipment, Self Loading Truck Cranes, Road Construction Equipment, etc. and dealing in spares and providing services to related equipment). Further, the Group's principal geographical area of operations is within India. Accordingly, the Group has only one reportable segment as envisaged in Ind AS 108 on 'Segment Reporting' and information pertaining to segment is not applicable for the Group.

38.1 Geographical Information

	Year Ended 31.03.2023	Year Ended 31.03.2022
1. Revenue from External Customers		
- India	4,381	6,024
- Outside India	1	492
Total	4,382	6,516
	As at 31.03.2023	As at 31.03.2022
2. Non-Current Assets*		
- India	11,360	12,407
- Outside India	-	-
Total	11,360	12,407

* Excludes Financial Instruments, Deferred Tax Assets.

During the year, the Group has four customers (Previous year two customers), where transaction with the single customers exceed 10% of the total revenue amounting to ₹ 3,082 Lakhs (Previous year ₹ 2,765 Lakhs).

39 CAPITAL MANAGEMENT

The Group aims at maintaining a strong capital base maximizing Shareholders' wealth safeguarding business continuity and augments its internal generations with a judicious use of borrowing facilities to fund spikes in working capital that arise from time to time as well as requirements to finance business growth.

The Group determines the amount of capital required on the basis of annual business plan coupled with long term and short term strategic investment and expansion plans. The funding needs are met through cash generated from

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

operations, long term and short term borrowings from banks and financial institutions. On requirement, the Group also borrows from related and other parties to meet its financial needs.

However in view of certain adverse factors and challenges being faced by the Parent Company over past few years as explained in Note 34, the net worth of the Parent Company is eroded.

The capital structure of the Group consists of net debt (borrowings as detailed in Note 17 offset by cash and cash equivalents in Note 14-A and other bank balances in Note 14-B and deposits with banks including earmarked balances in Note 9A) and total equity of the Group.

Net debt includes interest bearing borrowings less cash and cash equivalents, other bank balances (including non-current earmarked balances).

The table below summarises the capital, net debt and net debt to equity ratio of the Group.

	As at 31.03.2023	As at 31.03.2022
Equity Share Capital	1,003	1,003
Other Equity	(30,239)	(21,101)
Total Equity (A)	(29,236)	(20,098)
Non Current Borrowings	15,159	17,760
Short Term Borrowings	24,859	22,089
Gross Debts (B)	40,018	39,849
Total Capital (A+B)	10,782	19,751
Gross Debt as above	40,018	39,849
Less: Current investment	67	98
Less: Cash and Cash Equivalents	132	97
Less: Other Balances with Bank (including non-current fixed deposits including earmarked balances)	119	882
Net Debt (C)	39,700	38,772
Net Debt to Equity *	(1.61)	26.81

* Net debt to equity as at 31st March 2023 and 31st March 2022 has been computed based on average total equity.

40 FINANCIAL INSTRUMENTS AND RELATED DISCLOSURES

This section gives an overview of the significance of Financial Instruments for the Group and provides additional information on Balance Sheet items that contain Financial Instruments.

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized in respect of each class of Financial Asset, Financial Liability and Equity Instrument are disclosed in Note 2.12 to the Consolidated Financial Statements.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

A) Categories of Financial Instruments

Set out below, is a comparison by class of the carrying amounts and Fair Value of the Group's Financial Instruments:

Particulars	As at 31.03.2023		As at 31.03.2022	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets				
a) Measured at Amortized Cost				
i) Cash and Cash Equivalents	132	132	97	97
ii) Other Bank Balances	8	8	364	364
iii) Trade Receivables	3,019	3,019	2,610	2,610
iv) Other Financial Assets	422	422	848	848
Sub-total	3,581	3,581	3,919	3,919
b) Measured at Fair Value through Profit or Loss				
i) Investment in Equity Shares	10	10	8	8
ii) Investment in Mutual Fund	57	57	90	90
Sub-total	67	67	98	98
Total Financial Assets	3,648	3,648	4,017	4,017
Financial Liabilities				
a) Measured at Amortized Cost				
i) Borrowings	40,018	40,018	39,849	39,849
ii) Trade Payables	12,557	12,557	9,304	9,304
iii) Lease Liabilities	1,051	1,051	986	986
iv) Other Financial Liabilities	2,512	2,512	431	431
Total Financial Liabilities	56,138	56,138	50,570	50,570

The management assessed that cash and cash equivalents, other bank balances, trade receivables, trade payables, other financial assets and other financial liabilities approximate their carrying amounts largely due to the short term maturities of these instruments. Lease liabilities have fair values that approximate to their carrying amounts as it is based on the net present value of the anticipated future cash flows.

B) Financial Risk Management Objectives

The Group's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Group continues to focus on a system-based approach to business risk management. The Group's financial risk management process seeks to enable the early identification, evaluation and effective management of key risks facing the business. Backed by strong internal control systems, the current Risk Management System rests on policies and procedures issued by appropriate authorities; process of regular reviews/audits to set appropriate risk limits and controls; monitoring of such risks and compliance confirmation for the same.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

a) Market Risk

The Group's Financial Instruments are exposed to market changes. The Group is exposed to the following significant market risk:

Foreign Currency Risk

Interest Rate Risk

Other Price Risk

Market Risk Exposures are measured using sensitivity analysis. There has been no change to the Group's exposure to market risks or the manner in which these risks are being managed and measured.

Fair Value Hierarchy

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at Fair Value, grouped into Level 1 to Level 3, as described below:

Quoted prices in an active market (Level 1): This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. This category consists of investment in quoted equity shares, and includes derivative contracts.

Valuation techniques with observable inputs (Level 2): This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Valuation techniques with significant unobservable inputs (Level 3): This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair Values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

Particulars	As at 31.03.2023			
	Level 1	Level 2	Level 3	Total
Financial Assets				
Investment in Equity Shares	10	-	-	10
Investment in Mutual Funds	57	-	-	57
	67	-	-	67

Particulars	As at 31.03.2022			
	Level 1	Level 2	Level 3	Total
Financial Assets				
Investment in Equity Shares	8	-	-	8
Investment in Mutual Funds	90	-	-	90
	98	-	-	98

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

Foreign Currency Risk

The Group undertakes transactions denominated in foreign currency which results in exchange rate fluctuations. Such exchange rate risk primarily arises from transactions made in foreign exchange and reinstatement risks arising from recognized assets and liabilities, including the Parent Company's net investments in foreign operations (with a functional currency other than Indian Rupee) which are not in the Parent Company's functional currency (Indian Rupees). A significant portion of these transactions are in US Dollar, Euro, etc. Each entity comprising the Group manages its own currency risk. The carrying amount of foreign currency denominated financial assets and liabilities including derivative contracts, are as follows:

As at 31.03.2023	USD	Euro	Others[#]	Total
Financial Assets	6	350	-	356
Financial Liabilities	615	1,271	37	1,923
As at 31.03.2022	USD	Euro	Others[#]	Total
Financial Assets	6	329	-	335
Financial Liabilities	560	1,284	37	1,881

Others primarily include GBP-Great Britain Pound, SGD-Singapore Dollar and SEK-Swedish Krona

Derivatives not Designated as Hedging Instruments

The Group uses foreign exchange forward contracts to manage some of its transaction exposures. The foreign exchange forward contracts are not designated as cash flow hedges and are entered into for periods consistent with foreign currency exposure of the underlying transactions.

The Group enters into foreign exchange forward contracts with the intention to reduce the foreign exchange risk of expected sales and purchases, these contracts are not designated in hedge relationships and are measured at Fair Value through profit or loss.

However, during the current and previous year, the Group has not entered into any forward contracts due to the current financial position of the Group.

Un-hedged Foreign Currency balances	Currency	As at 31.03.2023	As at 31.03.2022
(i) Financial Liabilities:	USD	615	560
	EUR	1,271	1,284
	Others [#]	37	37
(ii) Financial Assets	USD	6	6
	EUR	350	329

Others primarily include GBP-Great Britain Pound, SGD-Singapore Dollar and SEK-Swedish Krona

Foreign Currency Sensitivity

Foreign Currency Sensitivities for unhedged exposure (impact on increase in 2%)

	As at 31.03.2023	As at 31.03.2022
USD	(12)	(11)
EUR	(18)	(19)
Others [#]	(1)	(1)

Others primarily include GBP-Great Britain Pound, SGD-Singapore Dollar and SEK-Swedish Krona

Note: If the rate is decreased by 2%, profit of the Group will increase by an equal amount.

Figures in brackets indicate decrease in profit.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

Interest Rate Risk

Interest rate risk refers to the risk that the Fair Value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The objectives of the Group's interest rate risk management processes are to lessen the impact of adverse interest rate movements on its earnings and cash flows and to minimise counter party risks. All the borrowings availed by the Group have a fixed interest rate throughout the respective financial year. Further, the Group operates with banks having superior credit rating in the market.

Interest Rate Sensitivities for Outstanding Exposure

	As at 31.03.2023	As at 31.03.2022
INR	*	*

* The Group's fixed rate borrowings are carried at amortized 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 changes in market interest rates. Further, all lenders have declared loan facilities granted to the Parent Company as NPA and are not charging interest, hence, interest rate risk does not arise.

Price Risk

Equity price risk is related to change in market reference price of investments in equity securities, bonds and mutual funds held by the Group. The Fair Value of quoted investments held by the Group exposes the Group to market price risks. In general, these investments are not held for trading purposes. The Fair Value of quoted investments in equity, bonds and mutual funds are classified as Fair Value through Profit & Loss as at 31 March 2023 is ₹ 67 Lakhs (31.03.2022 : ₹ 98 Lakhs)

b) Liquidity Risk

Liquidity risk is the risk that the Group may encounter difficulty in meeting its obligations. The Group mitigates its liquidity risks by ensuring timely collections of its trade receivables, close monitoring of its credit cycle and ensuring optimal movements of its inventories. The table below provides details regarding the remaining contractual maturities of significant financial liabilities at the reporting date:

	As at 31.03.2023		As at 31.03.2022	
	Current	Non-Current	Current	Non-Current
A. Financial Assets				
i) Cash and Cash Equivalents	132	-	97	-
ii) Other Bank Balances	8	-	364	-
iii) Trade Receivables	3,019	-	2,610	-
iv) Other Financial Assets	274	148	266	582
v) Investment in Equity Shares	10	-	8	-
vi) Investment in Mutual Funds	57	-	90	-
Total	3,500	148	3,435	582
B. Financial Liabilities				
i) Borrowings (Refer Note 17.3)	24,859	15,159	22,089	17,760
ii) Trade Payables	12,557	-	9,304	-
iii) Other Financial Liabilities	2,512	-	431	-
Total	39,928	15,159	31,824	17,760

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

The management monitors rolling forecasts of the Group's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Group takes into account the liquidity of the market in which the entity operates.

The maturity analysis of undiscounted lease liabilities are disclosed under Note 5.3.

c) Credit Risk

Credit risk is the risk that counter party will not meet its obligations leading to a financial loss. The Group has its policies to limit its exposure to credit risk arising from outstanding receivables. Management regularly assess the credit quality of its customers, on the basis which the terms of payment are decided. Credit limits are set for each customer which are reviewed at periodic intervals.

For trade receivables, as a practical expedient, the Group computes credit loss allowance based on a provision matrix. The provision matrix is prepared based on historically observed default rates over the expected life of trade receivables and is adjusted for forward-looking estimates. The provision matrix at the end of the reporting period is given below:

	As at 31.03.2023	As at 31.03.2022
Opening Balance	1,047	7,166
Add: Provisions made	560	5,831
Less: Utilization made for Impairment/Derecognition	-	(11,950)
Closing Balance	1,607	1,047

41 RELATED PARTY DISCLOSURES

l) List of Related Parties

Key Management Personnel

Mr. Sumit Mazumder (Chairman & Managing Director)

Mrs. Bipasha Banerjee (Chief Financial Officer)

Mr. Ratanlal Gaggar (Independent Director) *

Mr. Gaurav Swarup (Independent Director) **

Mrs. Manju Mazumder (Non Executive Director)

Mr. Deb Kumar Banerjee (Nominee of LIC) ***

Dr. T. Mukherjee (Independent Director) #

Ms. Veena Hingarh (Independent Director) #

Mr. Sekhar Bhattacharjee (Company Secretary)

Mr. Rajiv Kumar Soni (Chief Executive Officer) ##

Mr. Shibaditya Ghosh (Chief Financial Officer) ###

Mr. Subir Bhattacharyya (Independent Director, w.e.f 13th September 2022)

Mr. Tulsi Das Banerjee (Independent Director, w.e.f 13th September 2022)

* Resigned on 31st May 2022 and noted by the Board on 13th September 2022

** Resigned on 29th August 2022 and noted by the Board on 13th September 2022

*** Resigned on 31st July 2022 and noted by the Board on 13th September 2022

Resigned on 10th February, 2022

Resigned since 9th November 2021

Resigned since 31st May 2021

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) *Contd.*

41 RELATED PARTY DISCLOSURES (*Contd.*)

Enterprises over which Key Management Personnel are able to exercise significant influence

TIL Welfare Trust
Gokul Leasing and Finance Private Limited
Arihant Merchants Limited
Mahan Eximp Limited
Supriya Leasing Limited
Sunrise Proteins Ltd.
Nachiketa Investments Company
Salgurn Merchants Pvt. Ltd.
B. P. Commodities Pvt. Ltd.
Marbellous Trading Pvt. Ltd.

II) Particulars of Transactions during the year ended 31st March 2023

Particulars	Key Managerial Person	KMP have Significant Influence	Total	Outstanding as on 31-03-2023
a) Loans and Advance from Key Management Personnel/Associated Company/Others (Net of Repayment)				
Mr. Sumit Mazumder (Closing balance is adjusted for write back of ₹ 50 Lakhs)	106	-	106	12,411
Gokul Leasing and Finance Private Limited	-	-	-	1,953
Arihant Merchants Limited	-	-	-	83
Mahan Eximp Limited	-	-	-	127
Supriya Leasing Limited	-	-	-	90
Sunrise Proteins Ltd.	-	-	-	50
Nachiketa Investments Company	-	-	-	35
Salgurn Merchants Pvt. Ltd.	-	-	-	50
B. P. Commodities Pvt. Ltd.	-	-	-	10
Marbellous Trading Pvt. Ltd.	-	-	-	14
TIL Welfare Trust	-	-	-	1,066
Total	106	-	106	15,889

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) *Contd.*

II) Particulars of Transactions during the year ended 31st March 2023 (*Contd.*)

Particulars	Key Managerial Person	KMP have Significant Influence	Total	Outstanding as on 31-03-2023
b) Managerial Remuneration to Key Management Personnel				
(i) Short term benefit				
Sumit Mazumder	240	-	240	132
Bipasha Banerjea	72	-	72	60
Sekhar Bhattacharjee	-	-	-	28
Shibaditya Ghosh	-	-	-	3
(ii) Post Employment Benefits				
Sumit Mazumder	3	-	3	104
Bipasha Banerjea	1	-	1	5
Sekhar Bhattacharjee	-	-	-	2
(iii) Other Long Term Benefits				
Sumit Mazumder	5	-	5	123
Bipasha Banerjea	*	-	*	6
Sekhar Bhattacharjee	-	-	-	-
Total	321	-	321	463
c) Liabilities Written Back				
Mr. Sumit Mazumder	50	-	50	-
Total	50	-	50	-
(d) Retainer Fees				
Sekhar Bhattacharjee	53	-	53	47
Total	53	-	53	47

*Amount is below the rounding off norm adopted by the Group.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

Particulars of Transactions during the year ended 31st March 2022

Particulars	Key Managerial Person	KMP have Significant Influence	Total	Outstanding as on 31-03-2022
a) Loans and advance from Key Management Personnel/Associated Company/Others (Net of Repayment)				
Mr. Sumit Mazumder (Refer Note 32 A)	5,231	-	5,231	12,355
Gokul Leasing and Finance Private Limited	-	1,036	1,036	1,953
Arihant Merchants Limited	-	83	83	83
Mahan Eximp Limited	-	127	127	127
Supriya Leasing Limited	-	90	90	90
Sunrise Proteins Ltd.	-	50	50	50
Nachiketa Investments Company	-	35	35	35
Salgurn Merchants Pvt. Ltd.	-	50	50	50
B. P. Commodities Pvt. Ltd.	-	10	10	10
Marbellous Trading Pvt. Ltd.	-	14	14	14
TIL Welfare Trust	-	1,066	1,066	1,066
Total	5,231	2,561	7,792	15,833
b) Managerial Remuneration to Key Management Personnel				
(i) Short Term Benefit				
Sumit Mazumder	217	-	217	61
Bipasha Banerjea	45	-	45	26
Sekhar Bhattacharjee	51	-	51	27
Shibaditya Ghosh	9	-	9	3
(ii) Post Employment Benefits				
Sumit Mazumder	5	-	5	101
Bipasha Banerjea	1	-	1	4
Sekhar Bhattacharjee	3	-	3	12
Shibaditya Ghosh	*	-	*	-
(iii) Other Long Term Benefits				
Sumit Mazumder	9	-	9	118
Bipasha Banerjea	3	-	3	6
Sekhar Bhattacharjee	1	-	1	8
Shibaditya Ghosh	-	-	-	-
Total	344	-	344	366

*Amount is below the rounding off norm adopted by the Group.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

III) Terms and Conditions of Transactions with Related Parties

- a) The transactions with related parties have been entered at an amount which are not materially different from those on normal commercial terms.
 - b) The amounts outstanding are unsecured and will be settled in cash and cash equivalent. No guarantees have been given or received.
 - c) The remuneration of Directors is determined by the Nominations & Remuneration Committee having regard to the performance of individuals and market trends.
- IV) In respect of the above parties, there is no provision for impairment/doubtful debts as on 31st March 2023 and no amount has been written off or written back during the year in respect of debt due from/to them except as disclosed above.
- V) The above related party information is as identified by the management.

42 ADDITIONAL DISCLOSURES RELATING TO THE REQUIREMENT OF REVISED SCHEDULE III

42.1 Loans or Advances (repayable on demand or without specifying any terms or period of repayment) to Specified Persons

During the year ended 31st March 2023 the Group did not provide any loans or advances which remains outstanding (repayable on demand or without specifying any terms or period of repayment) to specified persons (Nil as on 31st March 2022).

42.2 Relationship with Struck off Companies

The Group did not have any transaction with companies struck off during the year ended 31st March 2023 and 31st March 2022.

42.3 Details of Crypto Currency or Virtual Currency

The Group has not traded or invested in Crypto Currency or Virtual Currency during the year ended 31st March 2023 and 31st March 2022.

42.4 Utilization of Borrowed Fund & Share Premium

The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

The Group has not advanced or lent or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

42.5 The quarterly returns or statements of current assets filed by the Parent Company with the banks are in agreement with the books of accounts, except are as under:

Quarter	Name of the Bank	Particulars	Amount as per books of account (₹ in Lakhs)	Amount reported in quarterly return/statement (₹ in Lakhs)	Difference (₹ in Lakhs)	Reason for material discrepancy
June'21	All Consortium Banks	Inventories	23,031	27,014	(3,983)	The difference are on account of numbers reported to the banks on the provisional quarterly accounts.
		Trade Receivables	24,688	24,645	43	
September'21	All Consortium Banks	Inventories	26,001	26,937	(936)	
		Trade Receivables	21,935	21,745	190	
December'21	All Consortium Banks	Inventories	26,269	26,222	47	
		Trade Receivables	20,827	20,229	598	
March'22	All Consortium Banks	Inventories	16,457	15,953	504	
		Trade Receivables	3,654	4,105	(451)	
June'22	All Consortium Banks	Inventories	15,053	15,750	(697)	
		Trade Receivables	4,003	4,309	(306)	
September'22	All Consortium Banks	Inventories	15,379	15,379	-	
		Trade Receivables	3,711	3,731	(20)	
December'22	All Consortium Banks	Inventories	14,920	14,921	(1)	
		Trade Receivables	4,029	4,023	6	
March'23	All Consortium Banks	Inventories	14,097	14,405	(308)	
		Trade Receivables	4,626	4,617	9	

42.6 The Group has not been declared as a wilful defaulter by any Banks or Financial Institutions or any other Lender.

42.7 The Group has used the borrowings from Banks and Financial Institutions for the specific purpose for which it was obtained.

42.8 There are no registration/satisfaction of charges pending with registrar of companies beyond the statutory period as on the balance sheet date, except as follows:

Sr. No.	Charge ID	Name of Charge Holder	Date of Creation	Date of Satisfaction	Amount (₹ in Lakhs)
1	100407926	Bank of India	25-01-2021	-	818
2	100350315	State Bank of India	06-07-2020	-	300
3	100225971	Union Bank of India	19-12-2018	-	250
4	80009601	Indian Overseas Bank	07-02-2005	-	2,100

Further in many cases fresh charges were created in the past by the various banks wherever the existing working capital limits were enhanced, however in those cases previous charges were not satisfied. The Group is of the opinion that filing of non-satisfaction in those cases is not a non-compliance.

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

43 NAME OF THE ENTITY

Name of the entity	Net Assets		Share in profit or loss		Share in Other Comprehensive Income (OCI)		Share in Total Comprehensive Income (TCI)	
	As a % of Net Asset	Amount (₹ in Lakhs)	As a % of Profit or Loss	Amount (₹ in Lakhs)	As a % of OCL	Amount (₹ in Lakhs)	As a % of TCI	Amount (₹ in Lakhs)
Parent: TIL Limited								
31.03.2023	99%	(28,979)	94%	(8,600)	203%	(73)	95%	(8,673)
31.03.2022	101%	(20,306)	97%	(41,648)	-176%	(51)	97%	(41,699)
Subsidiary: TIL Overseas Pte. Ltd.								
31.03.2023	0%	74	5%	(500)	-103%	37	5%	(463)
31.03.2022	-3%	537	0%	15	276%	80	0%	95
Consolidation adjustment								
31.03.2023	1%	(331)	0%	(2)	0%	-	0%	(2)
31.03.2022	2%	(329)	3%	(1,484)	0%	-	3%	(1,484)
Total								
31.03.2023	100%	(29,236)	100%	(9,102)	100%	(36)	100%	(9,138)
31.03.2022	100%	(20,098)	100%	(43,117)	100%	29	100%	(43,088)

44 EARNINGS PER SHARE (EPS) - THE NUMERATORS AND DENOMINATORS USED TO CALCULATE BASIC AND DILUTED EPS

Particulars		Year Ended 31.03.2023	Year Ended 31.03.2022
Profit/(Loss) after Tax attributable to the Equity Shareholders (₹ in Lakhs)	A	(9,102)	(43,117)
Basic and Diluted			
i. Number of Equity Shares at the beginning of the year		10,030,265	10,030,265
ii. Number of Equity Shares issued during the year		-	-
iii. Number of Equity Shares at the end of the year		10,030,265	10,030,265
iv. Weighted average number of Equity Shares outstanding during the year	B	10,030,265	10,030,265
v. Nominal Value of each Equity Share (₹)		10	10
Basic and Diluted Earnings Per Share (₹)	A/B	(90.75)	(429.87)

Notes to Consolidated Financial Statements for the year ended 31st March 2023

(All amounts in ₹ Lakhs, unless otherwise stated) **Contd.**

- 45** In its Extraordinary General Meeting convened on 23rd December 2022, the Parent Company has received Shareholders' Approval for the proposed strategic investment by issue of 7,496,592 (Seventy Four Lakh Ninety Six Thousand Five Hundred Ninety Two) equity shares of face value of ₹ 10 (Rupees Ten) per share at a price of ₹ 92.40 (Rupees Ninety Two and forty Paise) per share through Preferential allotment in favor of Indocrest Defence Solutions Private Limited pursuant to the provisions of Regulation 164A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; and which is subject to approvals from appropriate authorities and lending institutions. Accordingly, the Stock Exchanges have also been informed under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
- 46** The Central Government has published The Code on Social Security, 2020 and Industrial Relations Code, 2020 ("the Codes") in the Gazette of India, inter alia, subsuming various existing labour and industrial laws which deals with employees related benefits including post - employment. The effective date of the code and the rules are yet to be notified. The impact of the legislative changes, if any, will be assessed and recognized post notification of the relevant provisions.
- 47** The Consolidated Financial Statements were approved by the Board of Directors on 26th May 2023.
- 48** The previous year's figures have been regrouped/reclassified wherever necessary to confirm with current period's classification.

Signatures to Notes '1' to '48'

In terms of our report of even date attached

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

For Singhi & Co.

Chartered Accountants (Firm's Registration No. 302049E)

Giridhari Lal Choudhary

Partner (Membership No. 052112)

Kolkata

26th May 2023

Bipasha Banerjee

Chief Financial Officer

Sumit Mazumder

Chairman & Managing Director (DIN:00116654)

Sekhar Bhattacharjee

Company Secretary

FORM AOC 1-STATEMENT REGARDING SUBSIDIARY COMPANIES

[Pursuant to first proviso to Section 129(3) read with Rule 5 of Companies (Accounts) Rules, 2014]

Statement containing salient features of financial statement of Subsidiaries/Associate Companies/
Joint Ventures

Part "A": Subsidiaries

(₹ In Lakhs)#

Sl.No.	Particulars	Details
1	Name of subsidiary	TIL OVERSEAS PTE LTD
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31st March 2023
3	Reporting currency	US Dollar
4	Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	82.51
5	Share Capital	302
6	Reserves & Surplus	(228)
7	Total Assets	89
8	Total Liabilities*	89
9	Investments	57
10	Turnover	-
11	Profit before taxation	(500)
12	Provision for taxation	-
13	Profit after taxation	(500)
14	Other Comprehensive Income	37
15	Total Comprehensive Income for the Year	(463)
16	Proposed Dividend	-
17	% of shareholding	100%

#For Sl. Nos. 5 to 15 above

*Includes Reserves and Share Capital.

Notes:

- Names of subsidiaries which are yet to commence operations : Not Applicable
- Names of subsidiaries which have been liquidated or sold during the year : Not Applicable



TIL LIMITED

CIN: L74999WB1974PLC041725

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