Placement Document
Private and confidential
Serial No.________

TRANSFORMERS AND RECTIFIERS (INDIA) LIMITED

Our Company was originally incorporated as "*Triveni Electric Company Limited*" on July 11, 1994, a public limited company under the Companies Act, 1956, pursuant to a certificate of incorporation granted by the Registrar of Companies, Gujarat at Ahmedabad ("**RoC**") on July 11, 1994. Our Company received the certificate of commencement of business from the RoC on August 11, 1994. Thereafter, the name of our Company was changed to its present name "*Transformers and Rectifiers (India) Limited*", and consequently, a fresh certificate of incorporation dated March 29, 1995, was issued by the RoC For further details, see "*General Information*" on page 246.

Registered and Corporate Office: Survey No. 427 P/3-4 and 431 P/1-2 Sarkhej Bavla Highway, Moraiya, Sanand, Ahmedabad, Gujarat, India, 382 213
Tel No.: 02717661500 **Website**: www.transformerindia.com **Email**: cs@transformerindia.com
Company Secretary and Compliance Officer: Rakesh Dineshbhai Kiri
Corporate Identity Number: L33121GJ1994PLC022460

Issue of 7,518,796 equity shares of face value of ₹ 1 each ("**Equity Shares**") at a price of ₹ 665.00 per Equity Share ("**Issue Price**"), including a premium of ₹ 664.00 per Equity Share, aggregating to ₹ 5,000.00 million ("**Issue**"). For further details, see "*Summary of the Issue*" on page 33.

THE ISSUE IS BEING UNDERTAKEN IN RELIANCE UPON CHAPTER VI OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED ("SEBI ICDR REGULATIONS"), SECTION 42 OF THE COMPANIES ACT, 2013, AS AMENDED ("COMPANIES ACT, 2013"), READ WITH RULE 14 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014, AS AMENDED ("PAS RULES"), AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER.

The Equity Shares of our Company are listed on the National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**" and together with NSE, the "**Stock Exchanges**"). The closing prices of the Equity Shares on NSE and BSE as on June 12, 2024, were ₹ 805.45 and ₹ 806.15 per Equity Share, respectively. Our Company has received in-principle approvals pursuant to Regulation 28(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**SEBI Listing Regulations**") for listing of the Equity Shares to be issued pursuant to the Issue, from BSE and NSE, both dated June 10, 2024. Our Company shall make applications to the Stock Exchanges for obtaining final listing and trading approvals for the Equity Shares to be issued pursuant to the Issue. The Stock Exchanges assume no responsibility for the correctness of any statements made, opinions expressed, or reports contained herein. Admission of the Equity Shares to be issued pursuant to the Issue for trading on the Stock Exchanges should not be taken as an indication of the merits of our Company or the Equity Shares.

OUR COMPANY HAS PREPARED THIS PLACEMENT DOCUMENT SOLELY FOR PROVIDING INFORMATION IN CONNECTION WITH THE PROPOSED ISSUE. THE ISSUE AND THE DISTRIBUTION OF THIS PLACEMENT DOCUMENT TO ELIGIBLE QIBs (AS DEFINED BELOW) IS BEING MADE IN RELIANCE UPON CHAPTER VI OF THE SEBI ICDR REGULATIONS, SECTION 42 OF THE COMPANIES ACT, 2013 READ WITH RULE 14 OF THE PAS RULES AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER. THIS PLACEMENT DOCUMENT SHALL BE CIRCULATED TO ONLY SUCH ELIGIBLE QIBs WHOSE NAMES ARE RECORDED BY OUR COMPANY, PRIOR TO MAKING AN INVITATION TO SUBSCRIBE TO THE EQUITY SHARES. THIS PLACEMENT DOCUMENT IS PERSONAL TO EACH PROSPECTIVE INVESTOR AND DOES NOT CONSTITUTE AN OFFER OR INVITATION OR SOLICITATION OF AN OFFER TO THE PUBLIC OR ANY OTHER PERSON OR CLASS OF INVESTORS WITHIN OR OUTSIDE INDIA OTHER THAN TO ELIGIBLE QIBs. YOU ARE NOT AUTHORIZED TO AND MAY NOT (1) DELIVER THIS PLACEMENT DOCUMENT TO ANY OTHER PERSON; OR (2) REPRODUCE THIS PLACEMENT DOCUMENT, IN ANY MANNER WHATSOEVER; OR (3) RELEASE ANY PUBLIC ADVERTISEMENTS OR UTILIZE ANY MEDIA, MARKETING OR DISTRIBUTION CHANNELS OR AGENTS TO INFORM THE PUBLIC AT LARGE ABOUT THE ISSUE. ANY DISTRIBUTION OR REPRODUCTION OF THIS PLACEMENT DOCUMENT IN WHOLE OR IN PART IS UNAUTHORIZED. FAILURE TO COMPLY WITH THIS INSTRUCTION MAY RESULT IN A VIOLATION OF THE SEBI ICDR REGULATIONS, THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER OR OTHER APPLICABLE LAWS OF INDIA AND OTHER JURISDICTIONS.

INVESTMENT IN EQUITY SHARES INVOLVES A HIGH DEGREE OF RISK AND PROSPECTIVE INVESTORS SHOULD NOT INVEST IN THE ISSUE UNLESS THEY ARE PREPARED TO TAKE THE RISK OF LOSING ALL OR PART OF THEIR INVESTMENT. PROSPECTIVE INVESTORS ARE ADVISED TO CAREFULLY READ "*RISK FACTORS*" ON PAGE 40 BEFORE MAKING AN INVESTMENT DECISION RELATING TO THE ISSUE. EACH PROSPECTIVE INVESTOR IS ADVISED TO CONDUCT ITS OWN DUE DILIGENCE ON US AND THE EQUITY SHARES AND CONSULT ITS OWN ADVISORS ABOUT THE PARTICULAR CONSEQUENCES OF AN INVESTMENT IN THE EQUITY SHARES BEING ISSUED PURSUANT TO THE PRELIMINARY PLACEMENT DOCUMENT AND THIS PLACEMENT DOCUMENT.

A copy of the Preliminary Placement Document (which includes disclosures prescribed under Form PAS-4 (*as defined hereinafter*)) was delivered to the Stock Exchanges and a copy of this Placement Document (which includes disclosures prescribed under Form PAS-4) will be delivered to the Stock Exchanges. Our Company shall also make the requisite filings with the RoC, within the stipulated period as required under the Companies Act, 2013 and PAS Rules. The Preliminary Placement Document and this Placement Document have not been reviewed by the Securities and Exchange Board of India ("**SEBI**"), the Stock Exchanges or any other listing or regulatory authority and is intended only for use by Eligible QIBs. This Placement Document have not been and will not be filed as a prospectus with the RoC, will not be circulated or distributed to the public in India or any other jurisdiction, and will not constitute a public offer in India or any other jurisdiction.

Invitations, offers and sales of the Equity Shares to be issued pursuant to this Issue have only been made pursuant to the Preliminary Placement Document together with the Application Form, this Placement Document and the Confirmation of Allocation Note (each as defined hereinafter). For further details, please see "*Issue Procedure*" on page 197. The distribution of this Placement Document or the disclosure of its contents without the prior consent of our Company to any person, other than Eligible QIBs to whom this Placement Document is specifically addressed, and persons retained by such Eligible QIBs to advise them with respect to their purchase of Equity Shares is unauthorized and prohibited. Each prospective investor, by accepting delivery of this Placement Document, agrees to observe the foregoing restrictions and make no copies of this Placement Document or any documents referred to in this Placement Document.

The information on the websites of our Company, or our Subsidiaries, as applicable, or any other website directly or indirectly linked to such websites, or the websites of the Book Running Lead Managers (*as defined hereinafter*) or its affiliates, does not constitute nor form part of this Placement Document and prospective investors should not rely on such information contained in, or available through, any such website for investment in this Issue.

The Equity Shares offered in the Issue have not been and will not be registered under the United States Securities Act of 1933, as amended ("**U.S. Securities Act**"), or the securities laws of any state of the United States and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable state securities laws. The Equity Shares offered in the Issue are being offered and sold only outside the United States in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act ("**Regulation S**") and in accordance with the applicable laws of the jurisdiction where those offers and sales are made. For the selling restrictions in certain other jurisdictions, see "*Selling Restrictions*" on page 214. The Equity Shares sold in the Issue are transferable only in accordance with the restrictions described under "*Selling Restrictions*" and "*Transfer Restrictions*" on pages 214 and 223, respectively.

This Placement Document is dated June 13, 2024.

BOOK RUNNING LEAD MANAGERS	
nuvama	ITI CAPITAL LIMITED
NUVAMA WEALTH MANAGEMENT LIMITED (*FORMERLY KNOWN AS EDELWEISS SECURITIES LIMITED*)	**ITI CAPITAL LIMITED**

TABLE OF CONTENTS

NOTICE TO INVESTORS

The information contained in this Placement Document has been provided by our Company and from other sources identified herein. Our Company accepts full responsibility for all of the information contained in this Placement Document and confirms that to the best of our knowledge and belief, having made all reasonable enquiries, this Placement Document contains all information with respect to us and the Equity Shares which our Company considers material in the context of the Issue. The statements contained in this Placement Document relating to our Company, our Subsidiaries, and the Equity Shares are, in every material respect, true and accurate and not misleading, and the opinions and intentions expressed in this Placement Document with regard to our Company, our Subsidiaries, and the Equity Shares to be issued pursuant to the Issue are honestly held and have been reached after considering all relevant circumstances and are based on reasonable assumptions and information presently available to us. There are no other facts in relation to our Company, our Subsidiaries, and the Equity Shares to be issued pursuant to the Issue, the omission of which would, in the context of the Issue, make any statement in this Placement Document misleading in any material respect. Further, our Company has made all reasonable enquiries to ascertain such facts and to verify the accuracy of all such information and statements.

This Placement Document is being furnished on a confidential basis solely for the purpose of enabling a prospective investor to consider subscribing for the Equity Shares offered in the Issue. Distribution of this Placement Document to any person other than the Eligible QIBs specified by the Book Running Lead Managers or their representatives, and those persons, if any, retained to advise such investors with respect thereto, is unauthorised, and any disclosure of its contents, without prior written consent of our Company, is prohibited. Any reproduction or distribution of this Placement Document, in whole or in part, and any disclosure of its contents to any other person is prohibited. Each prospective investor, by accepting delivery of this Placement Document, agrees to observe the foregoing restrictions and make no copies of this Placement Document or any offering material in connection with the Issue.

The Book Running Lead Managers have made reasonable enquiries but not separately verified all the information contained in this Placement Document (financial, legal or otherwise). Accordingly, neither the Book Running Lead Managers nor any of their respective shareholders, employees, counsels, officers, directors, representatives, agents, associates or affiliates makes any express or implied representation, warranty or undertaking, and no responsibility or liability is accepted by the Book Running Lead Managers or by any of their respective shareholders, employees, counsels, officers, directors, representatives, agents, associates or affiliates as to the accuracy or completeness of the information contained in this Placement Document or any other information supplied in connection with us or this Issue or distribution of this Placement Document. Each person receiving this Placement Document acknowledges that such person has not relied on either the Book Running Lead Managers or on any of their respective shareholders, employees, counsels, officers, directors, representatives, agents, associates or affiliates in connection with such person's investigation of the accuracy of such information or such person's investment decision, and each such person must rely on its own examination of our Company and its Subsidiaries and the merits and risks involved in investing in the Equity Shares issued pursuant to the Issue.

No person is authorised to give any information or to make any representation not contained in this Placement Document and any information or representation not so contained must not be relied upon as having been authorised by or on behalf of our Company or the Book Running Lead Managers. The delivery of this Placement Document at any time does not imply that the information contained in it is correct as on any time subsequent to its date. Unless otherwise stated, all information in this Placement Document is provided as of the date of this Placement Document and neither our Company nor the Book Running Lead Managers have any obligation to update such information to a later date.

The Equity Shares offered in the Issue have not been approved, disapproved or recommended by any regulatory authority in any jurisdiction, including SEBI. No authority has passed on or endorsed the merits of the Issue or the accuracy or adequacy of this Placement Document. Any representation to the contrary may be a criminal offence in certain jurisdictions.

Purchasers of the Equity Shares offered in this Issue are deemed to have made the representations, warranties, acknowledgments and agreements set forth in the sections "*Representations by Investors*", "*Selling Restrictions*" and "*Transfer Restrictions*" on pages 5, 214 and 223, respectively.

The distribution of this Placement Document and the offer and sale of the Equity Shares in the Issue in certain jurisdictions may be restricted by law. As such, this Placement Document does not constitute, and may not be used for or in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. In particular, except for in India, no action has been taken by our Company or the Book Running Lead Managers that would permit an offering of the Equity Shares in the Issue or the distribution of this Placement Document in any jurisdiction where action for that purpose is required. Accordingly, the Equity Shares issued pursuant to the Issue may not be offered or sold, directly or indirectly, and neither the Preliminary Placement Document nor this Placement Document, nor any other materials issued in connection with the Issue may be distributed or published in or from any jurisdiction except under circumstances that will result in compliance with any applicable rules and regulations of any such jurisdiction. In particular, the Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable U.S. state securities laws. The Equity Shares offered in the Issue are being offered and sold only outside the United States in "offshore transactions" as defined in and in reliance on Regulation S. For the selling restrictions in certain other jurisdictions, see "*Selling Restrictions*" on page 214.

This Placement Document does not purport to contain all the information that any Eligible QIB may require. In making an investment decision, prospective investors must rely on their own examination of our Company and its Subsidiaries and the terms of the Issue, including the merits and risks involved. Prospective investors should not construe the contents of the Preliminary Placement Document and this Placement Document as legal, tax, accounting or investment advice and should consult their own counsels and advisors as to business, legal, tax, accounting and related matters concerning the Issue. In addition, neither our Company nor the Book Running Lead Managers are making any representation to any purchaser of the Equity Shares regarding the legality or suitability of an investment in the Equity Shares by such purchaser under applicable laws or regulations. Prospective investors should conduct their own due diligence on the Equity Shares, our Company and the Subsidiaries. If you do not understand the contents of this Placement Document, you should consult an authorised financial advisor and/or legal advisor.

Each purchaser of the Equity Shares in the Issue is deemed to have acknowledged, represented and agreed that it is an Eligible QIB and it is eligible to invest in India and in our Company under applicable law, including Chapter VI of the SEBI ICDR Regulations, Section 42 of the Companies Act, 2013 and Rule 14 of the PAS Rules and other applicable provisions of the Companies Act, 2013, and is not prohibited by SEBI or any other statutory, regulatory or judicial authority from buying, selling or dealing in securities, including the Equity Shares, or otherwise accessing the capital markets in India.

This Placement Document has been prepared for information purposes for this Issue only and upon the express understanding that it will be used for the purposes set forth herein.

Our Company and the Book Running Lead Managers are not liable for any amendment or modification or change to applicable laws or regulations that may occur after the date of the Placement Document.

Eligible QIBs are advised to make their independent investigations and satisfy themselves that they are eligible to apply to purchase Equity Shares in the Issue. Eligible QIBs are advised to ensure that any single application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Placement Document. Further, Eligible QIBs are required to satisfy themselves that their Bids would not ultimately result in triggering a tender offer under the SEBI Takeover Regulations and the QIB shall be solely responsible for compliance with the provisions of the SEBI Takeover Regulations, SEBI Insider Trading Regulations and other applicable laws, rules, regulations, guidelines and circulars.

The information available on or through our Company's website (www.transformerindia.com), or any website directly or indirectly linked to the website of our Company, the Subsidiaries, or the respective websites of the Book Running Lead Managers or their respective affiliates or the websites of the Stock Exchanges, does not constitute or forms part of this Placement Document, and prospective investors should not rely on the information contained in or available through any such websites.

This Placement Document contains summaries of certain terms of certain documents, which are qualified in their entirety by the terms and conditions of such documents.

REPRESENTATIONS BY INVESTORS

All references to "you" and "your" in this section are to the prospective Bidders in the Issue. By Bidding and/ or subscribing to any Equity Shares under this Issue, you are deemed to have made the representations, warranties, acknowledgements and agreements set forth in the sections "*Notice to Investors*", "*Selling Restrictions*" and "*Transfer Restrictions*" on pages 3, 214 and 223, respectively, and to have represented, warranted and acknowledged to and agreed with our Company and the Book Running Lead Managers as follows:

1. Your decision to subscribe to the Equity Shares to be issued pursuant to the Issue has not been made based on any information relating to our Company or Subsidiaries which is not set forth in this Placement Document;

2. You are a "Qualified Institutional Buyer" as defined in Regulation 2(1)(ss) of the SEBI ICDR Regulations and not excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations, having a valid and existing registration under applicable laws and regulations of India, and undertake to (i) acquire, hold, manage or dispose of any Equity Shares that are Allotted (*as defined hereinafter*) to you in accordance with Chapter VI of the SEBI ICDR Regulations, the Companies Act, 2013 and all other applicable laws; and (ii) comply with all requirements under applicable law in this relation, including reporting obligations/making necessary filings with appropriate regulatory authorities, including the RBI and Stock Exchanges, if any, in connection with the Issue or otherwise accessing capital markets;

3. You are eligible to invest in India and in the Equity Shares under applicable laws, including the FEMA Rules, and any notifications, circulars or clarifications issued thereunder, each as amended, and have not been prohibited by SEBI or any other regulatory or statutory authority from buying, selling or dealing in securities or otherwise accessing capital markets in India. Further, you are subscribing to the Equity Shares to be issued pursuant to the Issue in accordance with applicable laws and by participating in this Issue, you are not in violation of any applicable law, including but not limited to the SEBI Insider Trading Regulations, the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003, as amended, and the Companies Act, 2013;

4. If you are not a resident of India, but are an Eligible QIB, (i) you are a foreign portfolio investor, and you confirm that you are an Eligible FPI as defined in this Placement Document and have a valid and existing registration with SEBI under the applicable laws in India, or (ii) a multilateral or bilateral development financial institution and can participate in the Issue only under Schedule II of FEMA Rules and you are eligible to invest in India under applicable law, including FEMA Rules, and any other notifications, circulars or clarifications issued thereunder. You will make all necessary filings with appropriate regulatory authorities, including RBI, as required pursuant to applicable laws. You are eligible to invest in India under applicable laws, including the FEMA Rules, and any notifications, circulars or clarifications issued thereunder and have not been prohibited by SEBI or any other regulatory authority, from buying, selling or dealing in securities or otherwise accessing the capital markets. Since FVCIs (*as defined hereinafter*) are not permitted to participate in the Issue, you confirm that you are not an FVCI;

5. You acknowledge that our Company is required to make necessary filings with the RoC (which shall include certain details such as your name, address and number of Equity Shares Allotted), in terms of Section 42 of the Companies Act, 2013 and Rule 14 of the PAS Rules, or other provisions of the Companies Act, 2013 and you consent to such disclosure, concerning you, being made by our Company. You will provide the information as required under the Companies Act, 2013, the PAS Rules and the applicable provisions of the SEBI ICDR Regulations for record keeping by our Company, including your name, complete address, phone number, e-mail address, permanent account number and bank account details, and such other details as may be prescribed or otherwise required even after the closure of the Issue;

6. If you are Allotted Equity Shares pursuant to the Issue, you shall not sell the Equity Shares so acquired for a period of one year from the date of Allotment (*as defined hereinafter*), except on the floor of the Stock Exchanges (additional restrictions apply if you are in certain other jurisdictions), and in accordance with any other resale restrictions applicable to you. You hereby make the representations, warranties, acknowledgements, undertakings and agreements in "*Transfer Restrictions*" on page 223;

7. You are aware that the Preliminary Placement Document and this Placement Document have not been, and will not be, filed as a prospectus with the RoC under the Companies Act, 2013, the SEBI ICDR

Regulations or under any other law in force in India and, no Equity Shares have been offered in India or overseas to the public or any members of the public in India or any other class of investors, other than Eligible QIBs. The Preliminary Placement Document and this Placement Document have not been reviewed, verified or affirmed by SEBI, RBI, Stock Exchanges, the RoC or any other regulatory or listing authority and are intended only for use by Eligible QIBs. The Preliminary Placement Document was and this Placement Document have been filed with the Stock Exchanges for record purposes only and have been displayed on the websites of our Company and the Stock Exchanges;

8. You are entitled to subscribe for and acquire the Equity Shares under the laws of all relevant jurisdictions applicable to you and that you have fully observed such laws and you have all necessary capacity and have obtained all necessary consents, approvals and authorisations, governmental and otherwise, as may be required and complied and shall comply with all necessary formalities to enable you to participate in the Issue and to perform your obligations in relation thereto (including in the case of any person on whose behalf you are acting, all necessary consents and authorisations to agree to the terms set out or referred to in the Preliminary Placement Document and this Placement Document), and will honour such obligations;

9. You are aware that the Equity Shares being issued pursuant to this Issue shall be subject to the provisions of the Memorandum of Association and Articles of Association of our Company and shall rank *pari passu* in all respects with the existing Equity Shares, including the right to receive all dividends and other distributions declared, made or paid in respect of the Equity Shares after the date of issue of the Equity Shares, as applicable;

10. None of our Company, the Book Running Lead Managers nor any of their respective shareholders, directors, officers, employees, counsels, representatives, agents, associates or affiliates are making any recommendations to you or advising you regarding the suitability of any transactions it may enter into in connection with the Issue and your participation in the Issue is on the basis that you are not, and will not, up to the Allotment of the Equity Shares, be a client of the Book Running Lead Managers. Neither the Book Running Lead Managers nor any of their respective shareholders, directors, officers, employees, counsels, representatives, agents, associates or affiliates has any duty or responsibility to you for providing the protection afforded to their clients or customers or for providing advice in relation to the Issue and are not in any way acting in any fiduciary capacity in relation to you;

11. You acknowledge that all statements other than statements of historical fact included in this Placement Document, including, those regarding our business strategies, plans and objectives of management for future operations (including development plans and objectives relating to our business), are forward-looking statements. You acknowledge that such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause actual results to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. You acknowledge that such forward-looking statements are based on numerous assumptions regarding our present and future business strategies and environment in which we will operate in the future. You have not placed undue reliance on forward-looking statements, which speak only as of the date of this Placement Document. You acknowledge that none of our Company, the Book Running Lead Managers or any of their respective shareholders, directors, officers, employees, counsels, representatives, agents, associates or affiliates assumes any responsibility to update any of the forward-looking statements contained in this Placement Document;

12. You are aware that the Equity Shares are being offered only to Eligible QIBs on a private placement basis and are not being offered to the general public or any other category of investors other than the Eligible QIBs, and the Allotment shall be on a discretionary basis i.e. at the discretion of our Company in consultation with the Book Running Lead Managers;

13. You have made, or been deemed to have made, as applicable, the representations, warranties, acknowledgments and undertakings as set out in this section and under sections "*Selling Restrictions*" and "*Transfer Restrictions*" on pages 214 and 223, respectively, and you warrant that you will comply with such representations, warranties, acknowledgements and undertakings;

14. You have been provided a serially numbered copy of the Preliminary Placement Document and this Placement Document, and have read it in its entirety, including in particular the "*Risk Factors*" on page 40;

15. In making your investment decision, you have (i) relied on your own examination of our Company and

its Subsidiaries and the terms of the Issue, including the merits and risks involved, (ii) made your own assessment of our Company and its Subsidiaries and the terms of the Issue, (iii) consulted your own independent counsels and advisors or otherwise have satisfied yourself concerning, the effects of local laws (including tax laws), (iv) relied solely on the information contained in the Preliminary Placement Document, this Placement Document and no other disclosure or representation by our Company or any other party, (v) received all information that you believe is necessary or appropriate in order to make an investment decision in respect of our Company and its Subsidiaries and the Equity Shares, and (vi) relied upon your own investigation and resources in deciding to invest in the Issue;

16. None of our Company, the Book Running Lead Managers or any of their respective shareholders, investors, directors, officers, employees, counsels, representatives, agents or affiliates, has provided you with any tax advice or otherwise made any representations regarding the tax consequences of purchase, ownership and disposal of the Equity Shares (including the Issue and the use of proceeds from the Equity Shares). You will obtain your own independent tax advice from a reputable service provider and will not rely on the Company, the Book Running Lead Managers or any of their respective shareholders, investors, directors, officers, employees, counsels, representatives, agents or affiliates, when evaluating the tax consequences in relation to the Equity Shares (including, in relation to the Issue and the use of proceeds from the Equity Shares). You waive, and agree not to assert any claim against us, either of the Book Running Lead Managers or any of their respective shareholders, investors, directors, officers, employees, counsels, representatives, agents or affiliates, with respect to the tax aspects of the Equity Shares or as a result of any tax audits by tax authorities, wherever situated;

17. You are a sophisticated and informed investor and have such knowledge and experience in financial and business matters as to be capable of evaluating the merits and risks of the investment in the Equity Shares. You and any accounts for which you are subscribing for the Equity Shares (i) are aware that investment in the Equity Shares involves a high degree of risk and that the Equity Shares are, therefore, a speculative investment and are each able to bear the economic risk of the investment in the Equity Shares, including a complete loss on the investment in the Equity Shares, (ii) will not look to our Company and/or the Book Running Lead Managers or any of their respective shareholders, directors, officers, employees, counsels, representatives, associates agents or affiliates, for all or part of any such loss or losses that may be suffered, in connection with the Issue, (iii) have no need for liquidity with respect to the investment in the Equity Shares, and (v) are seeking to subscribe to the Equity Shares in the Issue for investment purposes and not with a view to resell or distribute and have no reason to anticipate any change in your or their circumstances, financial or otherwise, which may cause or require any sale or distribution by you or them of all or any part of the Equity Shares;

18. You are not a 'promoter' of our Company (as defined under Section 2(69) of the Companies Act, 2013 and under Regulation 2(oo) of the SEBI ICDR Regulations), and are not a person related to any of the Promoters, either directly or indirectly and your Bid (*hereinafter defined*) does not directly or indirectly represent any Promoter or members of the Promoter Group (as defined under the SEBI ICDR Regulations) of our Company or persons or entities related thereto;

19. You have no rights under a shareholders' agreement or voting agreement entered into with the Promoters or members of the Promoter Group, no veto rights or right to appoint any nominee director on the Board of Directors of our Company, other than the rights, if any, acquired in the capacity of a lender not holding any Equity Shares (a QIB who does not hold any Equity Shares and who has acquired the said rights in the capacity of a lender shall not be deemed to be a person related to our Promoters);

20. You acknowledge that you will have no right to withdraw your Bid or revise your Bid downwards after the Issue Closing Date (as defined hereinafter);

21. You acknowledge that the Preliminary Placement Document does not, and this Placement Document shall not confer upon or provide you with any right of renunciation of the Equity Shares offered through the Issue in favour of any person;

22. You will make the payment for subscription to the Equity Shares pursuant to this Issue from your own bank account. In case of joint holders, the monies shall be paid from the bank account of the person whose name appears first in the application;

23. You are eligible to Bid for and hold Equity Shares so Allotted together with any Equity Shares held by you prior to the Issue. Further, you confirm that your aggregate holding after the Allotment of the Equity Shares shall not exceed the level permissible as per any applicable laws;

24. The Bid made by you would not ultimately result in triggering an open offer under the SEBI Takeover Regulations and you shall be solely responsible for compliance with all other applicable provisions of the SEBI Takeover Regulations;

25. Your aggregate holding, together with other Eligible QIBs in the Issue that belong to the same group or are under common control as you, pursuant to the Allotment under the Issue shall not exceed 50% of the Issue Size. For the purposes of this representation:

    i. Eligible QIBs 'belonging to the same group' shall mean entities where (a) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15% of the voting rights in the other; (b) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (c) there is a common director, excluding nominee and independent directors, among an Eligible QIB, its subsidiary or holding company and any other Eligible QIB; and

    ii. 'Control' shall have the same meaning as is assigned to it under the SEBI Takeover Regulations.

26. You are aware that after Allotment, final applications will be made for obtaining listing and trading approvals from the Stock Exchanges, and that there can be no assurance that such approvals will be obtained on time or at all. You agree that neither our Company nor the Book Running Lead Managers or any of their respective shareholders, directors, officers, employees, counsels, representatives, agents, associates or affiliates shall be responsible for any delay or non-receipt of such final listing and trading approvals or any loss arising therefrom;

27. You shall not undertake any trade in the Equity Shares credited to your beneficiary account with the Depository Participant until such time that the final listing and trading approvals for the Equity Shares are issued by the Stock Exchanges;

28. You are aware that in terms of the requirements of the Companies Act, 2013, upon Allocation, the Company will be required to disclose names and percentage of post-Issue shareholding of the proposed Allottees in the Placement Document. However, disclosure of such details in relation to the proposed Allottees in the Placement Document will not guarantee Allotment to them, as Allotment in the Issue shall continue to be at the sole discretion of our Company, in consultation with the Book Running Lead Managers;

29. You agree in terms of Section 42 of the Companies Act, 2013 and Rule 14 of the PAS Rules, that our Company shall make necessary filings with the RoC as may be required under the Companies Act, 2013;

30. You are aware that the pre-Issue and post-Issue shareholding pattern of our Company, as required by the SEBI Listing Regulations, will be filed by our Company with the Stock Exchanges;

31. You are aware that if you together with any other Eligible QIBs belonging to the same group or under common control, are Allotted more than 5% of the Equity Shares in this Issue, our Company shall be required to disclose the name of such Allottees and the number of Equity Shares Allotted to the Stock Exchanges and the Stock Exchanges will make the same available on their websites and you consent to such disclosures being made by our Company;

32. You are aware and understand that the Book Running Lead Managers have entered into the Placement Agreement with our Company, whereby the Book Running Lead Managers have, subject to the satisfaction of certain conditions set out therein, severally and not jointly, undertaken to use their reasonable efforts to seek to procure subscription for the Equity Shares on the terms and conditions set out therein;

33. You acknowledge that the contents of the Preliminary Placement Document and this Placement Document are exclusively the responsibility of our Company and that neither the Book Running Lead Managers nor any of their respective shareholders, directors, officers, employee, counsels, advisors, representatives, agents and affiliates has or shall have any liability for any information, representation or statement contained in the Preliminary Placement Document and this Placement Document or any information previously published by or on behalf of our Company and will not be liable for your decision to participate in the Issue based on any information, representation or statement contained in the Preliminary Placement Document and this Placement Document or otherwise. By accepting participation in the Issue, you agreed to the same and confirm that the only information you are entitled to rely on, and

on which you have relied in committing yourself to acquire the Equity Shares is contained in the Preliminary Placement Document and this Placement Document, such information being all that you deem necessary to make an investment decision in respect of the Equity Shares, and you have neither received nor relied on any other information, representation, warranty or statement made by, or on behalf of, the Book Running Lead Managers or our Company or any other person and neither the Book Running Lead Managers nor our Company or any of their respective shareholders, directors, officers, employee, counsels, advisors, representatives, agents and affiliates, including any view, statement, opinion or representation expressed in any research published or distributed by them and the Book Running Lead Managers and their respective shareholders, directors, officers, employee, counsels, advisors, representatives, agents and affiliates is liable for your decision to accept an invitation to participate in the Issue based on any other information, representation, warranty, statement or opinion that you may have obtained or received;

34. You acknowledge that neither the Book Running Lead Managers nor any of their respective shareholders, directors, officers, employee, counsels, advisors, representatives, agents and affiliates have any obligation to purchase or acquire all or any part of the Equity Shares purchased by you in the Issue or to support any losses directly or indirectly sustained or incurred by you for any reason whatsoever in connection with the Issue, including non-performance by our Company of any of its obligations or any breach or alleged breach of any representations and warranties by our Company, whether to you or otherwise;

35. You are subscribing to the Equity Shares to be issued pursuant to the Issue in accordance with applicable laws and by participating in this Issue, you are not in violation of any applicable law, including but not limited to the SEBI Insider Trading Regulations, the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003, as amended, and the Companies Act, 2013;

36. You agree that any dispute arising in connection with the Issue will be governed and construed in accordance with the laws of the Republic of India, and the courts in Ahmedabad, Gujarat, India only, shall have exclusive jurisdiction to settle any disputes that may arise out of or in connection with this Placement Document or the Issue;

37. You are aware that in terms of the SEBI FPI Regulations and the FEMA Rules, the total holding by each FPI including its investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) shall be below 10% of the total paid-up equity share capital of our Company (i.e. up to 100% under the automatic route) on a fully diluted basis and the total holdings of all FPIs put together shall not exceed the sectoral cap applicable to our Company. In terms of the FEMA Rules, for calculating the total holding of FPIs in a company, holding of all registered FPIs shall be included. Hence, Eligible FPIs may invest in such number of Equity Shares in this Issue such that (i) the individual investment of the FPI in our Company does not exceed 10% of the post-Issue paid-up Equity Share capital of our Company on a fully diluted basis; and (ii) the aggregate investment by FPIs in our Company does not exceed the sectoral cap applicable to our Company. In case the holding of an FPI together with its investor group increases to 10% or more of the total paid-up Equity Share capital, on a fully diluted basis, such FPI together with its investor group shall divest the excess holding within a period of five trading days from the date of settlement of the trades resulting in the breach. If however, such excess holding has not been divested within the specified period of five trading days, the entire shareholding of such FPI together with its investor group will be re-classified as FDI, subject to the conditions as specified by SEBI and the RBI in this regard and compliance by our Company and the investor with applicable reporting requirements and the FPI and its investor group will be prohibited from making any further portfolio investment in our Company under the SEBI FPI Regulations;

38. You confirm you are eligible to invest and hold Equity shares of our Company and that neither is your investment as an entity of a country which shares land border with India nor is the beneficial owner of your investment situated in or a citizen of such country (where in each case, investment can only be through the Government approval route), and that your investment is in accordance with Consolidated FDI Policy, read along with the Press Note no. 3 (2020 series), dated April 17, 2020 issued by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India and Rule 6 of the FEMA Rules;

39. You are aware that no offer or invitation of any securities can be made to a body corporate incorporated

in, or a national of, a country which shares a land border with India, unless such body corporate or the national, as the case may be, has obtained Government approval under the FEMA Rules and attached the same with the Application Form;

40. You are aware and understand that you are allowed to place a Bid for Equity Shares. Please note that submitting a Bid for Equity Shares should not be taken to be indicative of the number of Equity Shares that will be Allotted to a successful Bidder. Allotment of Equity Shares will be undertaken by our Company, in its absolute discretion, in consultation with the Book Running Lead Managers;

41. You confirm that, either (i) you have not participated in or attended any investor meetings or presentations by our Company or its agents ("**Company Presentations**") with regard to our Company or this Issue; or (ii) if you have participated in or attended any Company Presentations; (a) you understand and acknowledge that the Book Running Lead Managers may not have the knowledge of the statements that our Company or its agents may have made at such Company Presentations and are therefore unable to determine whether the information provided to you at such meetings or Company Presentations may have included any material misstatements or omissions, and, accordingly you acknowledge that the Book Running Lead Managers have advised you not to rely in any way on any such information that was provided to you at such meetings or Company Presentations, and (b) you confirm that, to the best of your knowledge, you have not been provided any material information that was not publicly available;

42. Each of the representations, warranties, acknowledgements and agreements set out above shall continue to be true and accurate at all times up to and including the Allotment, listing and commencement of trading of the Equity Shares in the Issue. You agree to indemnify and hold our Company and the Book Running Lead Managers and their respective affiliates and their respective directors, officers, employees and controlling persons harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach or alleged breach of the foregoing representations, warranties, acknowledgements, agreements and undertakings made by you in this Placement Document. You agree that the indemnity set out in this paragraph shall survive the resale of the Equity Shares by, or on behalf of, the managed accounts;

43. Our Company, the Book Running Lead Managers, their respective affiliates, directors, officers, employees and controlling persons and others will rely on the truth and accuracy of the foregoing representations, warranties, acknowledgements and undertakings, which are given to the Book Running Lead Managers on their own behalf and on behalf of our Company and are irrevocable. You agree that the terms and provisions of the foregoing representations, warranties, acknowledgements and undertakings, shall inure to the benefit of and any document incorporating such acknowledgements, representations and agreements shall be enforceable by the Book Running Lead Managers and our Company, their respective permitted assigns, and the terms and provisions hereof shall be binding on our permitted assigns and permitted transferees;

44. If you are acquiring the Equity Shares to be issued pursuant to this Issue for one or more managed accounts, you represent and warrant that you are authorised in writing, by each such managed account to acquire the Equity Shares for each managed account and make the representations, warranties, acknowledgements, undertakings and agreements herein for and on behalf of each such account, reading the reference to 'you' to include such accounts;

45. It is agreed that if any such representations, warranties, acknowledgements, agreements and undertakings are no longer accurate, you will promptly notify our Company and the Book Running Lead Managers.

OFFSHORE DERIVATIVE INSTRUMENTS

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, Eligible FPIs (including affiliates of the Book Running Lead Managers) who are registered as a Category I FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying, and all such offshore derivative instruments are referred to herein as "**P-Notes**") and persons who are eligible for registration as Category I FPIs can subscribe to or deal in such P-Notes provided that in the case of an entity that has an investment manager who is from the FATF member country, such investment manager shall not be required to be registered as a Category I FPI. The above-mentioned Category I FPIs may receive compensation from the purchasers of such instruments. In terms of Regulation 21 of SEBI FPI Regulations, such P-Notes may be issued only by such persons who are registered as Category I FPIs and they may be issued only to persons eligible for registration as Category I FPIs subject to exceptions provided in the SEBI FPI Regulations and compliance with 'know your client' requirements, as specified by SEBI and subject to compliance with such other conditions as may be specified by SEBI from time to time. An Eligible FPI shall also ensure that no transfer of any instrument referred to above is made to any person unless such FPIs are registered as Category I FPIs and such instrument is being transferred only to person eligible for registration as Category I FPIs subject to requisite consents being obtained in terms of Regulation 21 of SEBI FPI Regulations. P-Notes have not been, and are not being offered, or sold pursuant to the Preliminary Placement Document and this Placement Document. This Placement Document does not contain any information concerning P-Notes or the issuer(s) of any P-Notes, including any information regarding any risk factors relating thereto.

For further details relating to investment limits of FPIs, please see the section titled "*Issue Procedure*" on page 197. P-Notes may be issued only in favour of those entities which meet the eligibility criteria as laid down in Regulation 4 of the SEBI FPI Regulations. Pursuant to its circular dated June 10, 2016, SEBI has introduced additional requirements applicable to P-Notes, including (i) KYC norms for issuers of P-Notes which require identification and verification of beneficial owners of entities subscribing to the P-Note holding more than a prescribed threshold; (ii) the requirement for issuers to file suspicious transaction reports with the Indian Financial Intelligence Unit; and (iii) the requirement for the issuer to report details of intermediate transfers in the monthly reports on P-Notes submitted to SEBI. An Eligible FPI shall also ensure that no further issue or transfer of any instrument referred to above is made by or on behalf of it to any person other than such entities regulated by appropriate foreign regulatory authorities. P-Notes have not been, and are not being offered, or sold pursuant to the Preliminary Placement Document and this Placement Document. This Placement Document does not contain any information concerning P- Notes or the issuer(s) of any P-notes, including, without limitation, any information regarding any risk factors relating thereto.

Subject to certain relaxations provided under Regulation 22(4) of the SEBI FPI Regulations, investment by a single FPI including its investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than 50% or common control) is not permitted to be 10% or above of our post-Issue Equity Share capital on a fully diluted basis. SEBI has, *vide* a circular dated November 05, 2019, issued the operational guidelines for FPIs, designated Depository Participants and eligible foreign investors ("**FPI Operational Guidelines**"), to facilitate implementation of the SEBI FPI Regulations. In terms of such FPI Operational Guidelines, the above-mentioned restrictions shall also apply to subscribers of P-Notes and two or more subscribers of P-Notes having common ownership, directly or indirectly, of more than 50% or common control shall be considered together as a single subscriber of the P-Notes. Further, in the event a prospective investor has investments as an FPI and as a subscriber of P-Notes, these investment restrictions shall apply on the aggregate of the FPI and P-Note investments held in the underlying Indian company.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 read with the Consolidated FDI Policy, issued by the Department for Promotion of Industry and Internal Trade, Government of India, investments where the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy. These investment restrictions shall also apply to subscribers of offshore derivative instruments. Further, the sectoral cap applicable to the sector in which our Company operates is 100% via the automatic route. Affiliates of the Book Running Lead Managers which are Eligible FPIs may purchase, to the extent permissible under law, the Equity Shares in the Issue, and may issue P-Notes in respect thereof. Any P-Notes that may be issued are not securities of our Company and do not constitute any obligation of, claims on or interests in our Company. Our Company has not participated in any offer of any P-Notes, or in the establishment of the terms of any P-Notes, or in the preparation of any disclosure related to any P-Notes. Any P-Notes that may be offered are issued by, and are the sole obligations of, third parties that are unrelated to our Company. Our Company and the Book Running

Lead Managers do not make any recommendation as to any investment in P-Notes and do not accept any responsibility whatsoever in connection with any P-Notes. Any P-Notes that may be issued are not securities of the Book Running Lead Managers and does not constitute any obligations of or claims on the Book Running Lead Managers. Affiliates of the Book Running Lead Managers which are FPIs may purchase, to the extent permissible under law, the Equity Shares in the Issue, and may issue P-Notes in respect thereof.

Prospective investors interested in purchasing any P-Notes have the responsibility to obtain adequate disclosures from the issuer(s) of such P-Notes and the terms and conditions of any such P-Notes from the issuer(s) of such P-Notes. Neither SEBI nor any other regulatory authority has reviewed or approved any P-Notes or any disclosure related thereto. Prospective investors are urged to consult their own financial, legal, accounting and tax advisors regarding any contemplated investment in P-Notes, including whether P-Notes are issued in compliance with applicable laws and regulations.

Please also see the sections titled, "*Selling Restrictions*" and "*Transfer Restrictions*" on pages 214 and 223, respectively.

DISCLAIMER CLAUSE OF THE STOCK EXCHANGES

As required, a copy of the Preliminary Placement Document has been submitted and a copy of this Placement Document will be submitted to each of the Stock Exchanges.

The Stock Exchanges do not in any manner:

1. warrant, certify or endorse the correctness or completeness of the contents of this Placement Document; or

2. warrant that the Equity Shares issued pursuant to this Issue will be listed or will continue to be listed on the Stock Exchanges; or

3. take any responsibility for the financial or other soundness of our Company, our Promoters, our management or any scheme or project of our Company.

It should not for any reason be deemed or construed to mean that this Placement Document has been cleared or approved by the Stock Exchanges. Every person who desires to apply for or otherwise acquires any Equity Shares of our Company may do so pursuant to an independent inquiry, investigation and analysis and shall not have any claim against the Stock Exchanges whatsoever, by reason of any loss which may be suffered by such person consequent to or in connection with, such subscription/ acquisition, whether by reason of anything stated or omitted to be stated herein, or for any other reason whatsoever.

PRESENTATION OF FINANCIAL INFORMATION AND OTHER CONVENTIONS

Certain conventions

In this Placement Document, unless otherwise specified or the context otherwise indicates or implies, references to 'you,' 'your', 'offeree', 'purchaser,' 'subscriber,' 'recipient,' 'investors,' 'prospective investors' and 'potential investor' are to the Eligible QIBs who are the prospective investors in the Issue, references to 'TRIL', the 'Company', 'our Company', the 'Issuer', 'we', 'our' or 'us' are to Transformers and Rectifiers (India) Limited.

In this Placement Document, all references to:

- "Rupee(s)", "Rs." or "₹" or "INR" are to Indian Rupees, the official currency of the Republic of India;
- "USD" or "U.S. Dollars" or "$" are to United States Dollars, the official currency of the United States of America.

Further, all references herein to the 'U.S.' or the 'United States' are to the United States of America and its territories and possessions. All references herein to 'India' are to the Republic of India and its territories and possessions and the 'Government' or 'GoI' or the 'Central Government' or the 'State Government' are to the Government of India, central or state, as applicable.

References to the singular also refer to the plural and one gender also refers to any other gender, wherever applicable. Our Company has presented certain numerical information in this Placement Document in "million" units. One million represents 1,000,000. Our Company reports its financial statements in Indian Rupees.

In this Placement Document, references to "crore(s)" represents "1,00,00,000", "million" represents "0.1 crore" or "1,000,000", "lakh(s)" represents "1,00,000" or "0.1 million", "billion" represents "1,000,000,000" or "1,000 million" or "100 crore" and "trillion" represents "1,000,000,000,000" or "1,000,000 million" or "100,000 crore".

Unless otherwise specified, all financial numbers in parenthesis represent negative figures.

All numerical and financial information as set out and presented in this Placement Document, except for the information in the section "*Industry Overview*", for the sake of consistency and convenience have been rounded off or expressed in two decimal places in ₹ million. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures which precede them, and the sum or percentage change of such numbers may not conform exactly to the total figure given. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given, and (ii) the sum of the figures in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Unless otherwise specified, all financial numbers in parenthesis represent negative figures.

Page numbers

Unless otherwise stated, all references to page numbers in this Placement Document are to page numbers of this Placement Document.

Financial and other information

Our Company reports its financial statements in Indian Rupees. The financial year of our Company commences on April 01 of each calendar year and ends on March 31 of the following calendar year, and, unless otherwise specified or if the context requires otherwise, all references to a particular 'financial year', "Fiscal" or "Fiscal Year" or "FY", are to the twelve-month period ended on March 31 of that year and references to a particular 'year' are to the calendar year ending on December 31 of that year.

As required under the applicable regulations, and for the convenience of prospective investors, we have included the audited consolidated financial statements of our Company and its Subsidiaries (collectively, the "**Group**") as at and for Fiscals 2024, 2023 and 2022, have been prepared in accordance with the Ind AS notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time and other relevant provisions of the Companies Act (collectively, the "**Audited Consolidated Financial Statements**");

The Audited Consolidated Financial Statements for the Fiscals 2024 and 2023 have been audited by our Statutory Auditors, M/s Manubhai and Shah LLP, Chartered Accountants, on which they have issued audit reports dated

April 08, 2024, and May 04, 2023 respectively. The Audited Consolidated Financial Statements for Fiscal 2022 have been audited by our erstwhile statutory auditors, M/s KC Mehta and Co LLP, Chartered Accountants on which they have issued audit report dated May 14, 2022. The Audited Consolidated Financial Statements should be read along with the respective audit reports.

Except as specifically indicated otherwise and unless the context requires otherwise, all the consolidated financial information as at and for Fiscals 2024, 2023, 2022 included in this Placement Document have been derived from the Audited Consolidated Financial Statements.

In addition, Ind AS differs from accounting principles with which prospective investors may be familiar in other countries, including generally accepted accounting principles followed in the U.S. ("**U.S. GAAP**") or International Financial Reporting Standards ("**IFRS**"). Our Company does not attempt to quantify the impact of U.S. GAAP or IFRS on the financial data included in this Placement Document, nor does our Company provide a reconciliation of its Audited Consolidated Financial Statements to IFRS or U.S. GAAP. Accordingly, the degree to which the Audited Consolidated Financial Statements, as included in this Placement Document, prepared in accordance with Ind AS, will provide meaningful information is entirely dependent on the reader's familiarity with the respective Indian accounting policies and practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Placement Document should accordingly be limited.

For further details, see *"Management's Discussion and Analysis of Financial Condition and Results of Operations"* on page 93.

Non-GAAP financial measures

Certain non-GAAP measures and certain other statistical information relating to our operations and financial performance including EBITDA, EBITDA Margin, net worth, return on equity and Net Asset Value, have been included in this Placement Document. These non-GAAP financial measures are not defined under Ind AS and are not presented in accordance with Ind AS. We compute and disclose such non-GAAP financial measures relating to our financial performance as we consider such information to be useful measures of our business and financial performance. These non-GAAP measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies. The presentation of these non-GAAP financial measures is not intended to be considered in isolation or as a substitute for the financial statements included in this Placement Document. Prospective investors should read this information in conjunction with the financial statements included in "*Financial Information*" on page 245.

INDUSTRY AND MARKET DATA

Information regarding market position, growth rates, other industry data and certain industry forecasts pertaining to our business contained in this Placement Document consists of estimates based on data reports compiled by government bodies, and industry publications, data from other external sources and knowledge of the markets in which we compete.

Unless stated otherwise, statistical information, industry and market data used throughout this Placement Document has been obtained from the report titled "*Power Transformer Market Global Forecast to 2029*" dated April 2024 ("**Power Transformer Market Report**"), prepared and issued by Market and Markets™ Research Private Limited, which has been paid for by us, and certain industry publications and sources namely, Draft Distribution Perspective Plan 2030, by Ministry of Power, Central Electricity Authority (Distribution Planning and Technology Division), National Green Hydrogen Mission by the Ministry of New and Renewable Energy, Government of India, and India's Electric Vehicle Transition by the Council on Energy, Environment and Water.

This data is subject to change and cannot be verified with complete certainty due to limitations on the availability and reliability of the raw data and other limitations and uncertainties inherent in any statistical survey. In many cases, there is no readily available external information (whether from trade or industry associations, government bodies or other organizations) to validate market-related analysis and estimates, so we have relied on internally developed estimates.

The extent to which the market and industry data used in this Placement Document is meaningful depends solely on the reader's familiarity with and understanding of the methodologies used in compiling such data. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "*Risk Factors – Third party data in this Placement Document may be incomplete or unreliable.*" on page 60. Further, neither our Company nor the Book Running Lead Managers have independently verified this data and make any representation regarding the correctness, accuracy and completeness of such data. Accordingly, investment decisions should not be based solely on such information.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this Placement Document that are not statements of historical fact constitute 'forward-looking statements'. Prospective investors can generally identify forward-looking statements by terminology such as 'aim', 'anticipate', 'believe', 'continue', 'could', 'can', 'estimate', 'expect', 'intend', 'likely', 'may', 'objective', 'plan', 'potential', 'project', 'pursue', 'seek', 'shall', 'should', 'will', 'would', or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements.

The forward-looking statements appear in a number of places throughout this Placement Document and include statements regarding the intentions, beliefs or current expectations of our Company concerning, amongst other things, the expected results of operations, financial condition, liquidity, prospects, growth, strategies and dividend policy of our Company and the industry in which we operate. In addition, even if the result of operations, financial conditions, liquidity and dividend policy of our Company, and the development of the industry in which we operate, are consistent with the forward-looking statements contained in this Placement Document, those results or developments may not be indicative of results or developments in subsequent periods.

All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, planned projects, revenue and profitability (including, any financial or operating projections or forecasts), new business and other matters discussed in this Placement Document that are not historical facts. These forward-looking statements in this Placement Document (whether made by our Company or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. By their nature, market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains, losses or impact on net interest income and net income could materially differ from those that have been estimated, expressed or implied by such forward-looking statements or other projections.

Important factors that could cause actual results to differ materially from any of the forward-looking statements include, among others:

- A failure to obtain and retain approvals and licenses or changes in applicable regulations or their implementation could have an adverse effect on our business;
- Any delay, interruption or reduction in the supply of raw materials, factories, infrastructure and equipment to manufacture our products may adversely affect our business, results of operations, financial condition and cash flows;
- Our Company has substantial capital expenditure and working capital requirements and may require additional financing to meet those requirements, which could have an adverse effect on our results of operations and financial condition;
- We could incur additional cost or loss in revenue in connection with our failure to comply with all our commitments in our customer contracts;
- Our continued operations are critical to our business and any shutdown of our manufacturing facilities may have an adverse effect on our business, results of operations and financial condition;
- Our ability to grow our business depends on our relationships with our customers and any adverse changes in these relationships, or our inability to enter new relationships and thereby expand our customer network, could negatively affect our business and results of operations;
- Any qualifications or other observations made by our statutory auditors which may affect our results of operations; and
- Any deterioration in the general economic conditions in India and globally could adversely affect our business and results of operations.

Additional factors that could cause actual results, performance or achievements to differ materially include but are not limited to, those discussed under "*Risk Factors*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Industry Overview*" and "*Our Business*" on pages 40, 93, 122 and 168, respectively.

The forward-looking statements contained in this Placement Document are based on the beliefs of, as well as the assumptions made by, and information currently available to, our management. Although we believe that the expectations reflected in such forward-looking statements are reasonable at this time, we cannot assure investors that such expectations will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. If any of these risks and uncertainties materialize, or if any of our underlying assumptions prove to be incorrect, our actual results of operations, cash flows or financial condition could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent written and oral forward-looking statements attributable to us are expressly qualified in their entirety by reference to these cautionary statements.

In any event, these statements speak only as of the date of this Placement Document or the respective dates indicated in this Placement Document. Our Company and the Book Running Lead Managers expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained herein to reflect any changes whether as a result of new information, future events, changes in assumptions or changes in factors affecting these forward-looking statements or otherwise in our Company's expectations with regard thereto.

ENFORCEMENT OF CIVIL LIABILITIES

Our Company is a limited liability company incorporated under the laws of India. All our Promoters, Directors, Key Managerial Personnel and Senior Management named herein are residents of India. A significant portion of our assets are located in India. As a result, it may be difficult for the investors outside India to affect service of process upon our Company or such persons in India, or to enforce judgments obtained against such parties outside India predicated upon civil liabilities of our Company or such directors and executive officers under laws other than Indian laws.

India is not a signatory to any international treaty in relation to the recognition or enforcement of foreign judgments. However, recognition and enforcement of foreign judgments and execution of a foreign judgment is provided for under Sections 13 and 44A respectively, of the Code of Civil Procedure, 1908, as amended ("**Civil Procedure Code**").

Section 13 of the Civil Procedure Code provides that a foreign judgment shall be conclusive regarding any matter directly adjudicated upon between the same parties or between parties under whom they or any of them claim litigating under the same title, except: (i) where the judgment has not been pronounced by a court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or a refusal to recognize the law of India in cases in which such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud, or (vi) where the judgment sustains a claim founded on a breach of any law in force in India. A foreign judgment which is conclusive under Section 13 of the Civil Procedure Code may be enforced either by a fresh suit upon the judgment or by proceedings in execution.

Section 44A of the Civil Procedure Code provides that a foreign judgment rendered by a superior court (within the meaning of that section) in any jurisdiction outside India which the Government has by notification declared to be a reciprocating territory, may be enforced in India by proceedings in execution as if the judgment had been rendered by a district court in India. However, Section 44A of the Civil Procedure Code is applicable only to monetary decrees not being in the nature of any amounts payable in respect of taxes or other charges of a like nature or in respect of a fine or other penalties and does not include arbitration awards.

Under Section 14 of the Civil Procedure Code, a court in India will, upon the production of any document purporting to be a certified copy of a foreign judgment, presume that the foreign judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record but such presumption may be displaced by proving want of jurisdiction.

Each of the United Kingdom of Great Britain and Northern Ireland, Republic of Singapore, Hong Kong and United Arab Emirates, amongst others, has been declared by the Government to be a reciprocating territory for the purposes of Section 44A of the Civil Procedure Code. A foreign judgment of a court in a jurisdiction which is not a reciprocating territory may be enforced only by a new suit upon the foreign judgment and not by proceedings in execution. The suit must be brought in India within three years from the date of the foreign judgment in the same manner as any other suit filed to enforce a civil liability in India.

It is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if it viewed the amount of damages awarded as excessive or inconsistent with public policy of India, and it is uncertain whether an Indian court would enforce foreign judgments that would contravene or violate Indian law. Further, any judgment or award denominated in a foreign currency would be converted into Rupees on the date of such judgment or award and not on the date of payment. A party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to repatriate outside India any amount recovered, pursuant to the execution of such foreign judgment, and we cannot assure that such approval will be forthcoming within a reasonable period of time, or at all, or that conditions of such approvals would be acceptable and additionally any such amount may be subject to income tax in accordance with applicable laws. Our Company and the Book Running Lead Managers cannot predict whether a suit brought in an Indian court will be disposed of in a timely manner or be subject to considerable delays.

EXCHANGE RATES

Fluctuations in the exchange rate between the Rupee and foreign currencies will affect the foreign currency equivalent of the Rupee price of the Equity Shares on the Stock Exchanges. These fluctuations will also affect the conversion into foreign currencies of any cash dividends paid in Rupees on the Equity Shares.

The following table sets forth, for the periods indicated, information with respect to the exchange rates between the Rupee and the U.S. Dollar (in ₹ per US$) based on the reference rates released by FBIL, which are available on the website of FBIL.

On June 10, 2024, the exchange rate was ₹ 83.49 to USD 1.

U.S.$

(₹ per US$)

Period	Period End[(1)]	Average[(2)]	High[(3)]	Low[(4)]
	US$	US$	US$	US$
Fiscal				
2024	83.37	82.79	83.40	81.65
2023	82.22	80.39	83.20	75.39
2022	75.81	74.51	76.92	72.48
Month ended				
May 31, 2024	83.29	83.49	83.52	83.08
April 30, 2024	83.52	83.41	83.52	83.23
March 31, 2024	83.37	83.00	83.37	82.68
February 29, 2024	82.92	82.96	83.09	82.84
January 31, 2024	83.08	83.12	83.33	82.85
December 31, 2023	83.12	83.28	83.40	83.02

Source: www.rbi.org.in,www.fbil.org.in

Notes:

(1) The price for the period end refers to the price as on the last trading day of the respective Fiscal or monthly period

(2) Average of the official rate for each Working Day of the relevant period

(3) Maximum of the official rate for each Working Day of the relevant period

(4) Minimum of the official rate for each Working Day of the relevant period

DEFINITIONS AND ABBREVIATIONS

This Placement Document uses the definitions and abbreviations set forth below, which you should consider when reading the information contained herein.

The following list of certain capitalised terms used in this Placement Document is intended for the convenience of the reader/ prospective investor only and is not exhaustive.

Unless otherwise specified, the capitalised terms used in this Placement Document shall have the meaning as defined hereunder. Further any references to any agreement, document, statute, rules, guidelines, regulations or policies shall include amendments made thereto, from time to time.

The words and expressions used in this Placement Document but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, 2013 the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations framed thereunder. Notwithstanding the foregoing, terms used in the sections titled "Statement of Possible Tax Benefits", "Industry Overview", "Financial Information" and "Legal Proceedings" on pages 232, 122, 245 and 238, respectively, shall have the meaning given to such terms in such sections.

General terms

Term	Description
"Our Company", or "the Company", or "the Issuer" or "TRIL"	Transformers and Rectifiers (India) Limited, a public limited company incorporated in India under the Companies Act, 1956 having its registered office at Survey No. 427 P/3-4 and 431 P/1-2 Sarkhej Bavla Highway, Moraiya, Sanand, Ahmedabad, Gujarat, India, 382 213
"We", or "Our" or "Us"	Unless the context otherwise indicates or implies, refers to our Company along with the Subsidiaries, on a consolidated basis

Company related terms

Term	Description
Articles or Articles of Association	Articles of Association of our Company, as amended
Audit Committee	The committee of the Board of Directors constituted as our Company's audit committee in accordance with Regulation 18 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013
Audited Consolidated Financial Statements	The audited consolidated financial statements of the Group as at and for Fiscals 2024, 2023 and 2022, prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time and other relevant provisions of the Companies Act, 2013.
Auditors or Statutory Auditors	The current statutory auditors of our Company, namely, Manubhai and Shah LLP, Chartered Accountants.
Board or Board of Directors	Board of Directors of our Company or a duly constituted committee thereof, as the context may require
Corporate Social Responsibility Committee or CSR Committee	The corporate social responsibility committee of our Board of Directors. For details, see "*Board of Directors and Senior Management*" on page 179
Director(s)	The director(s) on the Board of our Company
Equity Shares	Equity shares of our Company of face value of ₹ 1 each
ESOP Scheme 2024	"TRIL – Employee Stock Option Plan 2024" of the Company
Executive Director(s)	The executive director of our Company. For details, see "*Board of Directors and Senior Management*" on page 179
Fiscal 2022 Audited Consolidated Financial Statements	The Ind AS audited consolidated financial statements as of and for the Financial Year ended March 31, 2022, comprising the consolidated balance sheet as at March 31, 2022, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of cash flow and the consolidated statement of changes in equity, for the year ended March 31, 2022, read along with the notes thereto
Fiscal 2023 Audited Consolidated Financial Statements	The Ind AS audited consolidated financial statements as of and for the Financial Year ended March 31, 2023, comprising the consolidated balance sheet as at March 31, 2023, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of cash flow and the consolidated statement of changes in equity, for the year ended March 31, 2023, read along with the notes thereto

Term	Description
Fiscal 2024 Audited Consolidated Financial Statements	The Ind AS audited consolidated financial statements as of and for the Financial Year ended March 31, 2024, comprising the consolidated balance sheet as at March 31, 2024, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of cash flow and the consolidated statement of changes in equity, for the year ended March 31, 2024, read along with the notes thereto
Independent Director(s)	Independent director(s) on our Board. For details, see "*Board of Directors and Senior Management*" on page 179
Key Managerial Personnel	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations. For details, see "*Board of Directors and Senior Management*" on page 179
Management Committee	The management committee of our Board of Directors. For details, see "*Board of Directors and Senior Management*" on page 179
Managing Director	The managing director of our Company. For details, see "*Board of Directors and Senior Management*" on page 179
Material Subsidiaries	A subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth, respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year, as defined in SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("**SEBI Listing Regulations**")
Memorandum or Memorandum of Association or MoA	Memorandum of association of our Company, as amended from time to time
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board of Directors. For details, see "*Board of Directors and Senior Management*" on page 179
Non-Executive Director(s)	Non-executive directors of our Company. For details, see "*Board of Directors and Senior Management*" on page 179
Promoter Group	The persons and entities constituting our promoter group pursuant to Regulation 2(1)(pp) of the SEBI ICDR Regulations
Promoters	The promoters of our Company in terms of SEBI ICDR Regulations and the Companies Act, 2013, namely, Jitendra Ujamsi Mamtora, Karunaben Jitendra Mamtora, Satyen Jitendra Mamtora, Jitendra Ujamsi Mamtora (HUF), Janki Jitubhai Mamtora, Aakanksha Satyen Mamtora, Bipin Ujamashi Mamtora and Dilip Ujamashi Mamtora
Registered Office	The registered office of our Company, situated at Survey No. 427 P/3-4 and 431 P/1-2 Sarkhej Bavla Highway, Moraiya, Sanand, Ahmedabad, Gujarat, India, 382 213
Registrar of Companies or RoC	The Registrar of Companies, Gujarat at Ahmedabad
Risk Management Committee	The risk management committee of our Board of Directors. For details, see "*Board of Directors and Senior Management*" on page 179
Senior Management	Senior management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations. For details, see "*Board of Directors and Senior Management*" on page 179
Shareholders	The holders of the Equity Shares, from time to time
Stakeholders' Grievance and Relationship Committee	The stakeholders' grievance and relationship committee of our Board. For details, see "*Board of Directors and Senior Management*" on page 179
Subsidiaries	Collectively, Transpares Limited, Transweld Mechanical Engineering Works Limited, TARIL Infrastructure Limited, TARIL Switchgear Private Limited and Savas Engineering Company Private Limited
Transfer Committee	The transfer committee of our Board of Directors. For details, see "*Board of Directors and Senior Management*" on page 179
Whole-time Director(s)	Whole-time directors of our Company. For details, see "*Board of Directors and Senior Management*" on page 179
Woman Independent Director	Woman independent director of our Company. For details, see "*Board of Directors and Senior Management*" on page 179

Issue related terms

Term	Description
Allocated or Allocation	Allocation of Equity Shares in connection with the Issue, in consultation with the Book Running Lead Managers, following the determination of the Issue Price to Eligible QIBs on the basis of Application Forms and Application Amount submitted by them, in compliance with Chapter VI of the SEBI ICDR Regulations
Allot or Allotment or Allotted	Allotment and issue of Equity Shares pursuant to the Issue
Allottees	Eligible QIBs to whom Equity Shares are issued pursuant to the Issue
Allotment Committee	The allotment committee constituted pursuant to the Issue vide board resolution dated April 08, 2024, and shareholders' resolution passed at the AGM convened on May 13, 2024.
Application Amount	With respect to a Bidder shall mean the aggregate amount paid by such Bidder at the time

Term	Description
	of submitting a Bid in the Issue and determined by multiplying the price per Equity Share indicated in the Bid by the number of Equity Shares Bid for by Eligible QIBs and payable by the Eligible QIBs in the Issue on submission of the Application Form or such amount transferred/ paid to the Escrow Bank Account, as application, including any revisions thereof
Application Form(s)	Form (including any revisions thereof) which was submitted by the Eligible QIBs for registering a Bid in the Issue
Bid(s)	Indication of an Eligible QIB's interest, including all revisions and modifications of interest, as provided in the Application Form, to subscribe for the Equity Shares pursuant to the Issue. The term "Bidding" shall be construed accordingly
Bidder	Any prospective investor, being an Eligible QIB, who made a Bid pursuant to the terms of the Preliminary Placement Document and the Application Form
Book Running Lead Managers or BRLMs	Nuvama Wealth Management Limited (*formerly known as Edelweiss Securities Limited*) and ITI Capital Limited
CAN or Confirmation of Allocation Note	Note, advice or intimation confirming Allocation of Equity Shares to such Successful Bidders after determination of the Issue Price
Closing Date	The date on which Allotment of Equity Shares pursuant to the Issue shall be made, i.e., on or about June 13, 2024
Designated Date	The date of credit of Equity Shares pursuant to the Issue to the Allottees' demat accounts, as applicable to the relevant Allottees
Eligible FPIs	FPIs that were eligible to participate in this Issue in terms of applicable laws, other than individuals, corporate bodies and family offices
Eligible QIBs	QIBs which were eligible to participate in this Issue and which were (i) not, (a) excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations or (b) restricted from participating in the Issue under the applicable laws. However, FVCIs were not permitted to participate in the Issue. In addition, QIBs outside the United States were eligible to participate in this Issue
Escrow Account	Non-interest bearing, no-lien, current bank account without any cheques or overdraft facilities, to be opened in the name and style "*Transformers and Rectifiers (India) Limited – QIP Escrow Account 2024*" with the Escrow Bank, subject to the terms of the Escrow Agreement into which the Application Amount was paid by the Bidders in connection with the subscription to the Equity Shares pursuant to the Issue was deposited and from which refunds, if any, shall be remitted, as set out in the Application Form
Escrow Agreement	Agreement dated June 10, 2024, entered into by and amongst our Company, the Escrow Bank and the Book Running Lead Managers for collection of the Application Amounts and remitting refunds, if any, of the amounts collected, to the Bidders
Escrow Bank	State Bank of India
Floor Price	Floor price of ₹ 699.95 for each Equity Share, calculated in accordance with Chapter VI of the SEBI ICDR Regulations. Our Company has offered a discount of ₹ 34.95 per Equity Share, equivalent of 4.993% on the Floor Price, in accordance with the approval of the Shareholders accorded through a special resolution passed at the Annual General Meeting dated May 13, 2024, and in terms of Regulation 176(1) of the SEBI ICDR Regulations
Issue	The offer, issue and Allotment of 7,518,796 Equity Shares each at a price of ₹ 665.00 per Equity Share, including a premium of ₹ 664.00 per Equity Share, aggregating to ₹ 5,000.00 million to Eligible QIBs, pursuant to Chapter VI of the SEBI ICDR Regulations and the applicable provisions of the Companies Act, 2013 and the rules made thereunder
Issue Closing Date	June 13, 2024, the date after which our Company (or the Book Running Lead Managers on behalf of our Company) ceased to accept Application Forms and the Application Amount
Issue Opening Date	June 10, 2024, the date on which our Company (or the Book Running Lead Managers on behalf of our Company) commenced acceptance of the Application Forms and the Application Amount
Issue Period	Period between the Issue Opening Date and the Issue Closing Date, inclusive of both days during which Eligible QIBs could submit their Bids along with the Application Amount
Issue Price	A price per Equity Share of ₹ 665.00
Issue Size	The issue of 7,518,796 Equity Shares, aggregating to ₹ 5,000.00 million
Monitoring Agency	India Ratings and Research Private Limited
Monitoring Agency Agreement	The agreement dated May 27, 2024, entered into between our Company and the Monitoring Agency
Net Proceeds	The net proceeds from the Issue, after deducting fees, commissions and expenses of the Issue
Placement Agreement	Placement agreement dated June 10, 2024, by and among our Company and the Book Running Lead Managers
Placement Document	This Placement document dated June 13, 2024 issued in accordance with Chapter VI of

Term	Description
	the SEBI ICDR Regulations and applicable provisions of the Companies Act, 2013 and the rules made thereunder
Preliminary Placement Document	The preliminary placement document cum application form dated June 10, 2024, issued in accordance with Chapter VI of the SEBI ICDR Regulations and applicable provisions of the Companies Act, 2013 and the rules made thereunder
QIBs or Qualified Institutional Buyers	Qualified institutional buyers, as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
QIP	Qualified institutions placement, being a private placement to Eligible QIBs under Chapter VI of the SEBI ICDR Regulations and applicable provisions of the Companies Act, 2013 read with the PAS Rules
Refund Amount	The aggregate amount to be returned to the Bidders who have not been Allocated Equity Shares for all or part of the Application Amount submitted by such Bidder pursuant to the Issue
Refund Intimation	The letter from the Company to relevant Bidders intimating them of the Refund Amount, if any, to be refunded to their respective bank accounts
Relevant Date	June 10, 2024, which is the date of the meeting in which the Board or any authorised committee of our Board decided to open the Issue
Stock Exchanges	Together, NSE and BSE
Successful Bidders	The Bidders who Bid at or above the Issue Price, duly paid the Application Amount along with the Application Form and who will be Allocated Equity Shares pursuant to the Issue
Working Day(s)	Any day other than second and fourth Saturday of the relevant month or a Sunday or a public holiday or a day on which scheduled commercial banks are authorised or obligated by law to remain closed in Mumbai, India

Conventional and general terms/ abbreviations

Term	Description
AGM or Annual General Meeting	Annual general meeting
AIF(s)	Alternative investment funds, as defined and registered with SEBI under the SEBI AIF Regulations
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
Category I FPI	FPIs who are registered with SEBI as "Category I foreign portfolio investors" under the SEBI FPI Regulations
Category II FPI	FPIs who are registered with SEBI as "Category II foreign portfolio investors" under the SEBI FPI Regulations
CDSL	Central Depository Services (India) Limited
CIN	Corporate identification number
Companies Act, 1956	The erstwhile Companies Act, 1956 and the rules made thereunder
Companies Act, 2013	Companies Act, 2013 read with the rules, regulations, clarifications and modifications thereunder, each as may be amended from time to time
Consolidated FDI Policy or FDI Policy	The consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any modifications thereto or substitutions thereof, issued from time to time
COVID–19	A public health emergency of international concern as declared by World Health Organization on January 30, 2020, and a pandemic on March 11, 2020
CSR	Corporate Social Responsibility
Depositories Act	The Depositories Act, 1996, as may be amended from time to time
Depository	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as may be amended from time to time
Depository Participant	A depository participant as defined under the Depositories Act, 1996
DIN	Director Identification Number
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry (*formerly Department of Industrial Policy and Promotion*), GoI
EBITDA	EBITDA is calculated as net profit after tax, plus finance cost, depreciation, amortization and impairment expenses and tax expenses, exceptional expenses (if any) and less other income
EGM	Extraordinary General Meeting
ESG	Environment, Social and Governance
FATF	Financial Action Task Force
FBIL	Financial Benchmark India Private Limited
FDI	Foreign Direct Investment
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder, each as may be amended from time to time

Term	Description
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as may be amended from time to time
Financial Year or Fiscal	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
Form PAS-4	Form PAS-4 as prescribed under the PAS Rules
FPIs	A foreign portfolio investor who has been registered under Chapter II of the SEBI FPI Regulations and shall be deemed to be an intermediary in terms of the provisions of the Securities and Exchange Board of India Act, 1992
Fraudulent Borrower	An entity or person categorised as a fraudulent borrower by any bank or financial institution or consortium thereof, in terms of Regulation 2(1)(lll) of the SEBI ICDR Regulations
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as may be amended from time to time) registered with SEBI
GAAP	Generally accepted accounting principles
GDP	Gross Domestic Product
GoI or Government or Central Government	The Government of India
GST	Goods and Services Tax
HUF	Hindu Undivided Family
ICAI	Institute of Chartered Accountants of India
IEC	International Electrotechnical Commission
IFRS	International Financial Reporting Standards
Income Tax Act	Income-tax Act, 1961, as may be amended from time to time
Ind AS	The Indian Accounting Standards referred to in the Companies (Indian Accounting Standard) Rules, 2015, as amended
Ind As Rules	Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016
Indian GAAP	Generally Accepted Accounting Principles in India
INR or ₹ or Rs. or Indian Rupees	Indian Rupee, the official currency of the Republic of India
ISI	Indian Standards Institution
ISO	International Organisation for Standardization
IT	Information Technology
KYC	Know Your Customer
MCA	The Ministry of Corporate Affairs, GoI
Mn	million
MoU	Memorandum of understanding
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as may be amended from time to time
N.A. or NA	Not Applicable
NAV	Net Asset Value
NEAT	National Exchange for Automated Trading
NR or Non-resident	A person resident outside India, as defined under the FEMA and includes an NRI
NRI	Non-Resident Indian
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
ODI	Overseas Direct Investment
p.a.	Per annum
PAN	Permanent account number
PAS Rules	The Companies (Prospectus and Allotment of Securities) Rules, 2014, as may be amended from time to time
PAT	Profit after tax
RBI	The Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
Rs or Rupees or Indian Rupees or ₹	The legal currency of India
SCR (SECC) Regulations	Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, as may be amended from time to time
SCRA	Securities Contract (Regulation) Act, 1956, as may be amended from time to time
SCRR	The Securities Contracts (Regulation) Rules, 1957, as may be amended from time to time
SDD	System Driven Disclosures

Term	Description
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	The Securities and Exchange Board of India Act, 1992, as may be amended from time to time
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as may be amended from time to time
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as may be amended from time to time
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be amended from time to time
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as may be amended from time to time
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as may be amended from time to time
STT	Securities Transaction Tax
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
U.S. Securities Act	The United States Securities Act of 1933, as amended
UPSI	Unpublished price sensitive information
US$/ USD/ US Dollar	United States Dollar, the official currency of the United States of America
USA/ U.S./ US	United States of America
Wilful Defaulter	An entity or person categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in terms of Regulation 2(1)(lll) of the SEBI ICDR Regulations

Industry related definitions

Term	Description
Power Transformer Market Report	Report titled "*Power Transformer Market Global Forecast to 2029*" dated April 2024 prepared by Market and Markets™ Research Private Limited
AB cable	Ariel Bunch cable
AC	Alternating Current
ACS	Average Cost of Supply
ADMS	Advanced Distribution Management System
ARR	Average Revenue Realised
AT&C	Aggregate Technical and Commercial
BU	Billion Units
CEA	Central Electricity Authority of India
COP 21	United Nations Climate Change Conference 2015
COP 26	United Nations Climate Change Conference 2021
CTU	Central Transmission Utility
DISCOM	Distribution Companies
DMS	Distribution Management System
DPR	Detailed Project Reports
DT	Distribution Transformer
EIA	Energy Information Agency
ERP	Enterprise Resource Planning
GIS	Geographic Information System
GW	Gigawatt
HT	High Tension
HV	High Voltage
HVDC	High Voltage Direct Current
HVDS	High Voltage Distribution System
ICT	Information and Communication Technology
IEA	International Energy Agency
IED	Intelligent Equipment Device
IVRS	Interactive Voice Response System
kV	Kilovolt
kWh	Kilowatt-hour
LT	Low Tension
MES	Manufacturing Execution System
MIS	Management Information Statements
MU	Million Units
MVA	Megavolt Ampere
MW	Megawatt

Term	Description
N-1	Contingencies that involve the loss of a single element, such as a generator, transmission line, transformer or other facility
O&M	Operations and Maintenance
OECD	Organization for Economic Co-operation and Development
OMS	Outage Management System
OT	Operational Technology
PT	Potential Transformer
PV	Photo Voltaic
R&D	Research and Development
RT-DAS	Real Time Data Acquisition System
s/s	Sub-station
SCADA	Supervisory Control and Data Acquisition
SERC	State Electricity Regulatory Commission
SEZ	Special Economic Zones
STU	State Transmission Utility
T&D	Transmission and Distribution
Tariff Policy 2016	Tariff policy as revised by the Ministry of Power on January 28, 2016
TOTEX	Total Expenditure
TWh	Terawatt-hour
UPS	Uninterruptable Power System

SUMMARY OF THE BUSINESS

Overview

Over the last 29 years, we have established our presence in the manufacturing of transformers and reactors in India. We have a diversified product portfolio, which includes single phase power transformers up to 500MVA and 1200kV class, furnace transformers, rectifier and distribution transformers, specialty transformers catering to applications such as locomotive traction, series and shunt reactors, earthing transformers, solar application transformers and green hydrogen application transformers.

Our history

Our Company was originally incorporated in Gujarat as 'Triveni Electric Company Limited' on July 11, 1994, a public limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated July 11, 1994, issued by the RoC, Gujarat at Ahmedabad. Our Company has consolidated its position in the Indian transformer industry as a manufacturer of a wide range of transformers, which conforms to the quality expectations of both the domestic and the international market. Our Company received the certificate of commencement of business from the RoC on August 11, 1994. Thereafter, the name of our Company was changed to its present name "Transformers and Rectifiers (India) Limited", and consequently, a fresh certificate of incorporation dated March 29, 1995 was issued by the RoC.

Our products

Our products are in accordance with the national and international quality standards extensively used for varied industry and commercial applications, these can also be customized so as to meet the various requirements of our customers. Our products conform as per specifications, including as per ISO/IEC 17025:2017, ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018, and various other IEC and IS standards. We make use of high-grade raw material such as copper conductor, cold rolled grain-oriented steel, transformer tank, transformer oil, and radiator to manufacture our products to ensure that these are in accordance with the national and international quality standards. Our products go through a thorough quality and testing process before finding their place in the market. These strict quality norms have helped us secure approvals and certifications from the various reputed government testing bodies and accredited agencies, including, the National Accreditation Board for Testing and Calibration Laboratories ("**NABL**") and Bureau Veritas.

Our Company's trajectory has been shaped by the enduring commitment of our Promoters, Jitendra Ujamsi Mamtora and Satyen Jitendra Mamtora, who have been integral to our journey and growth since incorporation. Satyen Jitendra Mamtora, presently serving as the Managing Director, leads the entire management team, contributing significantly to our Company's growth and exemplifies visionary leadership and innovative thinking. With a wealth of technical expertise and over 20 years of experience, he plays a pivotal role in spearheading the production, marketing division, overall management, day-to-day affairs, and strategic decision-making. He has played a key role in consolidating the organisation's presence in the power utilities segment across the country. Satyen Jitendra Mamtora also played a role in strategizing and putting in place a global marketing plan which has successfully ensured our presence in the African, Asian, and South American geographies. Jitendra Ujamsi Mamtora has more than 40 years of experience in dealing with power utilities across India.

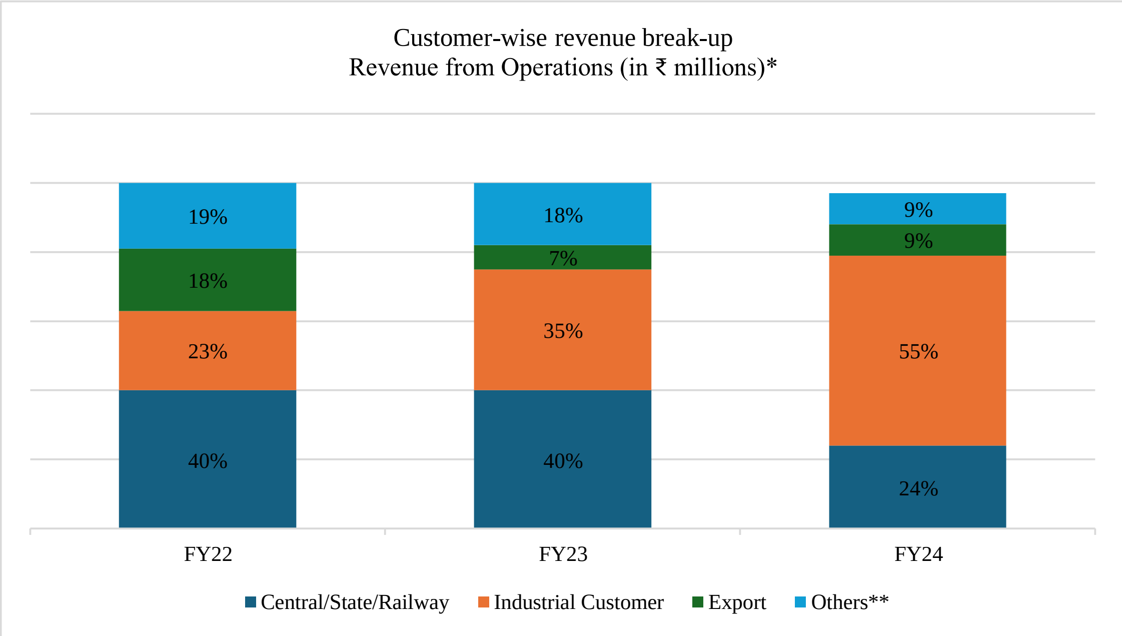
Our Company, established by Jitendra Ujamsi Mamtora is now carried forward by the next generation, Satyen Jitendra Mamtora (Executive Director and Managing Director), who actively and tirelessly strives to take our Company to newer heights. Satyen Jitendra Mamtora has been an integral part of our team as Promoter and Director since 1994 and currently designated as the Managing Director. Chanchal Singh Satyandra Rajora brings valuable contributions to our Company's leadership team. His expertise plays a key role in driving the growth and his contributions are instrumental in transforming our Company into a recognized brand.

Jitendra Ujamsi Mamtora represents our brand in India as well as the international markets.

Our Company has set up a manufacturing facility in Changodar, Gujarat to meet the escalating domestic and international demand.

Our revenues from operations for Fiscals 2024, 2023 and 2022 were ₹12,946.76 million, ₹13,959.70 million, ₹11,617.46 million, respectively. Our EBITDA for the Fiscals 2024, 2023 and 2022 were ₹1,399.25 million, ₹1,295.63 million, and ₹838.77 million, respectively. Our profit after tax for the Fiscals 2024, 2023 and 2022 was ₹470.05 million, ₹423.45 million, and ₹142.80 million, respectively. For further details, please refer to the section titled "*Financial Information*" on page 245 of this Placement Document.

Our revenue bifurcation and key performance indicators



**Based on standalone financial numbers*
***Others includes renewables*

- Geography-wise revenue bifurcation

(*in ₹ million*)

Particulars	**For the financial year ended**		
	March 31, 2024	**March 31, 2023**	**March 31, 2022**
Domestic Sales	11,767.79	13,086.80	9,578.91
Export Sales	958.8	640.36	1,691.91
	12,726.59	**13,727.16**	**11,270.81**

- Financial key performance indicators

Key Performance Indicator	**For the year ended March 31, 2024**	**For the year ended March 31, 2023**	**For the year ended March 31, 2022**
Revenue from Operations (in ₹ million)	12,946.76	13,959.70	11,617.46
Total Income (in ₹ million)	13,004.92	14,046.57	11,715.55
EBITDA (in ₹ million)	1,399.25	1,295.63	838.77
EBITDA margin (%)	10.76	9.22	7.16
PAT margin (%)	3.61	3.01	1.22
Debt-Equity Ratio	0.45	0.82	0.89

Our competitive strength

We believe that the following are our primary competitive strengths:

Industry leader in manufacturing wide range of high voltage transformers

Our competitive edge lies in our diverse product range, which includes power transformers, such as generator transformers, unit and station auxiliary transformers, interconnecting transformers, trackside transformers, and rectifier transformers and offers services such as distribution transformer, furnace transformers, specialty transformers, and reactors *(Source: Power Transformer Market Report)*. Our Company is a one-stop solution provider for the constant evolving demands of its customers by offering a diverse range of products, which enables us to cater to a wide range of consumer preferences and segments.

Our Company also employs a wide array of software and tools to streamline various business processes and aspects. These include advanced systems for HR-employee management, network sales team management, service team management, CRM management and tableau for a comprehensive reporting structure, and seamless integration of data and analytics in decision-making processes.

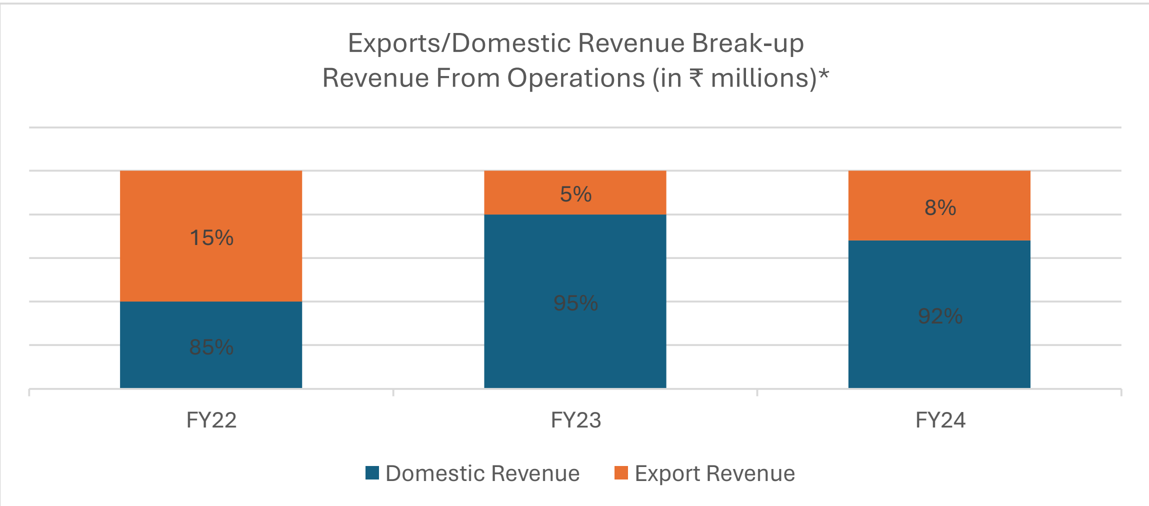
Experienced Promoters supported by a management and execution team with proven track record

We are led by an experienced management team that we believe has the expertise and vision to manage and grow our business. Our Company's growth can be attributable to the entire management team, led by Jitendra Ujamsi Mamtora, he is currently the Chairman of the Board and Promoter of our Company. His technical expertise and extensive experience of more than 40 years has helped our Company scale new heights. At present, he is the guiding force behind the strategic decisions of our Company. Satyen Jitendra Mamtora, our Managing Director leads the overall management, day to day affairs with an extensive experience of more than 20 years with our Company. Comprising visionary leaders, seasoned professionals, and industry experts, our management team brings a wealth of knowledge and expertise to the table. Their combined years of experience span various sectors, including finance, operations, marketing, and technology, making them well-equipped to steer our Company towards its strategic goals. Karunaben Jitendra Mamtora has been associated with our Company since incorporation as Promoter and Executive Director. Our legacy of innovation and excellence established by Jitendra Ujamsi Mamtora is now carried forward by the next generation, Satyen Jitendra Mamtora (Executive Director and Managing Director), who actively and tirelessly strive to lead the company to newer heights. Our key managerial personnel and senior management includes Chanchal Singh Satyandra Rajora (Chief Financial Officer) and Rakesh Dineshbhai Kiri (Company Secretary and Compliance Officer).

We also attribute our growth in part to our initiatives relating to the development of our human resources, by planning and executing recruitment, training and retention of our employee base of 1508 people across India, which includes our permanent as well as contractual employees. We believe that the knowledge and experience of our Promoters, along with senior and middle management, and our team of sales and marketing employees provide us with a competitive advantage as we seek to expand in our existing markets and enter new geographic markets. As of March 31, 2024, we had 528 permanent employees, on our payroll.

Strong global footprint

Our influence extends far beyond India's borders, with a global footprint that spans Asia Pacific, the Middle East, America, and African nations. Our commitment to delivering customized power solutions has led to international recognition and demand. This expansion highlights our ability to adapt and thrive in diverse markets while maintaining its reputation for excellence.



**Based on standalone financial numbers*

Strong quality and environmental standards

Our Company is committed to upholding stringent quality and environmental standards. Holding ISO 9001:2015, ISO 14001:2015, and ISO 45001:2018, our Company ensures that its products meet international benchmarks and undergo rigorous testing in dedicated quality testing units located at Odhav, Changodar, and Moraiya, Gujarat.

Trusted brand and strong patronage

We believe that we have a strong brand value that our customers trust, as evidenced by our consistent and long-standing leadership position as a manufacturer and an exporter of electronic equipment, power and distribution transformers, constant voltage transformer, rectifiers, reactors, etc., under the power transformers segment, furnace transformer segment, distribution transformer segment and reactor segment. Our strong patronage, built on a foundation of enduring relationships and unwavering customer loyalty, further solidifies our position in the market. This loyal customer base not only fosters enduring revenue streams but also serves as a testament to our commitment to delivering superior products and services.

Integrated manufacturing facility and indigenous transformers manufacturer

We continuously endeavour to maintain the requisite infrastructure and technological upgradation for the smooth running of the manufacturing process as well as to cope with the changing market demand situation time to time. There is a continuous change in the technology and the markets are very dynamic to the change in technology. We keep ourselves technologically upgraded with the latest machines and infrastructure.

Our Company has been a well-known Indian brand, known for manufacturing high voltage transformers indigenously. Design, engineering capabilities developed indigenously enabled our Company to achieve customization and cater to niche segments of transformer manufacturing. Our Company evolved and achieved manufacturing prowess due to technical know-how of technocrat promoters supported by a strong team.

Track record of sustained growth and strong financial performance

We have established a track of revenue growth and profitability. The table below sets forth some of key financial information and ratios for Fiscals 2024, 2023 and 2022:

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Total Income (in ₹ million)	**13,004.92**	**14,046.57**	**11,715.55**
EBITDA (in ₹ million)	1,399.25	1,295.63	838.77
EBITDA margin (%)	10.76	9.22	7.16
PAT margin (%)	3.61	3.01	1.22

Strategies

In line with our future growth strategy, during the year, with support and guidance of our team, we have initiated the implementation of several key strategies within the organisation:

Capacity expansion and global standards

In line with its expansion strategy, we are actively pursuing increased capacity by planning to establish a manufacturing facility capable of producing transformers up to 15,000 MVA plus and up to 200 kV class. This forthcoming facility will adhere to global standards, reinforcing our position as a market leader and strategically fortifying its financial foundation.

Expansion of capacity in renewable segment

We plan to capitalise on the expected demand in the renewables sector. The requirement for specialised renewable transformer is expected to increase manifold going forward and our Company is well placed and possess the required technical knowhow, design expertise to provide engineered solution to cater to the sector's demand. In lieu of this, we have initiated a capacity expansion plan of setting up capacity to manufacture transformers catering to renewables sector by December 2024.

Increase concentrated focus on exports

We are developing the roadmap to increase our position and presence in the exports market. We have a dedicated team managing the function and are confident that we can increase the revenue contribution from exports to 25% over the next 2 years.

Focus on being fully backward integrated

We also plan to focus our strengths on being fully backward integrated within next two years. We already have backward integration in place which we intend to extend to critical components. We manufacture our radiators, transformer tanks and oil impregnated paper ("**OIP**") bushings in-house.

We aim to continuously improve profitability by constant cost optimization, leveraging our backward integration capabilities and increasing capacity utilization. We also constantly aim to identify opportunities to implement product improvements and dedicated research and development resources to optimize production processes. Quality control and assurance are our key focus areas in the manufacturing process. We continuously evaluate the cost - benefit of our operations so that we can focus our efforts on delivering the best quality products. Further, we believe our large size and scale also enables us to produce greater volumes of products from our facilities and spread our fixed costs more widely to reduce our production costs on a per unit basis, allowing us to reduce our unit sales price and increase our competitiveness. We are committed to further optimize production processes, by improving engineering capability, debottlenecking our critical production processes, increasing the flexibility of our manufacturing system and minimizing scrap during production. We believe that our advanced manufacturing facility and R&D capabilities, along with our ongoing expansion efforts, will help us reduce production cost, increase production and achieve economies of scale.

Optimise operational excellence and resource mobilisation

We plan on optimising our plants, operations, rationalise the costs, mobilise our resources, etc. so as to benefit from the operational efficiencies being derived by undertaking the said efforts. We aim to achieve better profitability by improving our operational efficiencies.

Imbibe technological advancements

We will focus on continually upgrading ourselves from technology, design perspective so as to continue our niche in being one of the only transformer manufacturers, manufacturing high voltage class transformer across different product categories catering to multiple end use industry applications. We have grown organically during our journey of over four decades with our in-house technology and design strength being our prime growth engine.

Innovation in designing and maintenance of quality products

We will continue to add new design to our existing product portfolio to cater to various customer and price segments in the markets. We endeavour to maintain the quality of our products, and follow strict procedures to ensure quality control, timely delivery and competitive prices. Our Company intends to strengthen its product development effort by leveraging skills of its employees and focusing on changing trends in the designs and customers demand, which will help to increase the sales of our Company and retain customers.

SUMMARY OF THE ISSUE

The following is a general summary of the terms of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Placement Document, including "*Risk Factors*", "*Use of Proceeds*", "*Issue Procedure*", "*Placement and Lock-up*" and "*Description of the Equity Shares*" on pages 40, 76, 197, 211 and 228, respectively.

Issuer	Transformers and Rectifiers (India) Limited
Face Value	₹1 per equity share of the Company.
Issue Size	Issue of 7,518,796 Equity Shares at a price of ₹ 665.00 per Equity Share (including a premium of ₹ 664.00 per Equity Share), aggregating to ₹ 5,000 million. A minimum of 10% of the Issue Size, i.e. at least 751,880 Equity Shares, were made available for Allocation to Mutual Funds only, and the balance 6,766,916 Equity Shares were made available for Allocation to all Eligible QIBs, including Mutual Funds. In case of under-subscription in the portion available for Allocation only to Mutual Funds, such undersubscribed portion or part thereof would have been Allotted to other Eligible QIBs.
Floor Price	₹ 699.95 per Equity Share which has been calculated in accordance with Regulation 176 of Chapter VI of the SEBI ICDR Regulations. Our Company has offered a discount of ₹ 34.95 per Equity Share, equivalent to 4.993% on the Floor Price in accordance with the approval of the Shareholders accorded by way of a special resolution passed at the AGM dated May 13, 2024, and in terms of Regulation 176(1) of the SEBI ICDR Regulations.
Issue Price	₹ 665.00 per Equity Share of the Company (including a premium of ₹ 664.00 per Equity Share)
Eligible Investors	Eligible QIBs to whom the Preliminary Placement Document and the Application Form were delivered, and this Placement Document will be delivered and who were not excluded pursuant to Regulation 179 of the SEBI ICDR Regulations or who were eligible to bid and participate in the Issue. The list of Eligible QIBs to whom the Preliminary Placement Document and Application Form were delivered, and this Placement Document will be delivered has been determined by the Book Running Lead Managers in consultation with our Company, at their sole discretion.
Date of Board Resolution approving the Issue	April 8, 2024
Date of Shareholders' Resolution approving the Issue	May 13, 2024
Issue Procedure	The Issue was made only to Eligible QIBs in reliance of Section 42 of the Companies Act, 2013 read with Rule 14 of the PAS Rules, and other provisions of the Companies Act, 2013 and Chapter VI of the SEBI ICDR Regulations. For details, see "*Issue Procedure*" on page 197.
Dividend	Please see section "*Dividends*", "*Description of the Equity Shares*" and "*Statement of Possible Tax Benefits*" on pages 92, 228 and 232, respectively.
Taxation	Please see "*Statement of Possible Tax Benefits*" on page 232.
Equity Shares issued and outstanding prior to the Issue	142,564,121 Equity Shares.
Equity Shares issued and outstanding immediately after the Issue	150,082,917 Equity Shares* of face value of ₹ 1 each, being fully paid-up.
Listing	Our Company has received in-principle approvals from BSE and NSE, both dated June 10, 2024, under Regulation 28(1)(a) of the SEBI Listing Regulations for the listing of the Equity Shares to be issued pursuant to the Issue.
Trading	The trading of the Equity Shares would be in dematerialised form and only in the cash segment of each of the Stock Exchanges. Our Company will make applications to the respective Stock Exchanges to obtain final listing and trading approvals for the Equity Shares, to be issued pursuant to this Issue, after Allotment and credit of Equity Shares to the beneficiary account with the Depository Participant, respectively.
Lock-up	For details of the lock-up, see "*Placement and Lock-up*" on page 211.

Transferability Restrictions	Equity Shares being Allotted pursuant to the Issue shall not be sold for a period of one year from the date of Allotment, except on the floor of the Stock Exchanges. For further details on transferability restrictions applicable on the Equity Shares offered pursuant to the Issue, see, "*Issue Procedure*", "*Selling Restrictions*" and "*Transfer Restrictions*" on pages 197, 214 and 223, respectively.
Use of Proceeds	The gross proceeds of the Issue aggregate to ₹ 5,000.00 million. The Net Proceeds of the Issue, after deducting fees, commissions and expenses of the Issue of approximately ₹ 111.85 million*, shall be approximately ₹ 4,888.15 million. See "*Use of Proceeds*" on page 76 for information regarding the use of Net Proceeds from the Issue. * *Inclusive of GST and other applicable tax*
Risk Factors	See "*Risk Factors*" on page 40 for a discussion of risks you should consider before deciding whether to subscribe to Equity Shares pursuant to this Issue.
Closing Date	Allotment of the Equity Shares offered pursuant to the Issue is expected to be made on or about June 13, 2024.
Status, Ranking and Dividend	Equity Shares being issued pursuant to the Issue shall be subject to the provisions of our Memorandum of Association and Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares, including rights in respect of voting rights and dividends. Our Shareholders (who hold Equity Shares as on record date) will be entitled to participate in dividends and other corporate benefits, if any, declared by our Company after the Closing Date, in compliance with the Companies Act, 2013, SEBI Listing Regulations and other applicable laws and regulations. Shareholders may attend and vote in Shareholders' meetings on the basis of one vote for every Equity Share held. See "*Dividends*" and "*Description of the Equity Shares*" on page 92 and page 228, respectively.
Voting Rights	See "*Description of the Equity Shares – Voting Rights*" on page 230.
Security Codes for the Equity Shares	**ISIN:** INE763I01026 **BSE Code:** 532928 **NSE Symbol:** TRIL

SELECTED FINANCIAL INFORMATION

The following tables set forth our selected financial information as extracted from our Audited Consolidated Financial Statements, prepared in accordance with the applicable accounting standards (Ind AS), Companies Act, 2013 and the requirements of SEBI Listing Regulations, as applicable, and presented in "*Financial Information*" on page 245 and should be read together with the more detailed information contained in "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and the Audited Consolidated Financial Statements included in "*Financial Information*" on page 93 and 245, respectively.

Audited Consolidated Financial Statements

SUMMARY OF BALANCE SHEET AS AT MARCH 31, 2024, MARCH 31, 2023, AND MARCH 31, 2022

(in ₹ million)

Particulars	As of March 31, 2022	As of March 31, 2023	As of March 31, 2024
ASSETS			
Non-current assets			
Property, plant and equipment	1,619.58	1,465.42	1,368.59
Capital work-in-progress	6.33	33.68	36.15
Right-of-use of assets	11.67	6.77	0.68
Intangible assets	53.38	58.64	67.53
Intangible assets under development	27.93	0.05	15.63
Goodwill on Consolidation	-	-	-
Financial assets			
Investments	3.42	3.51	4.55
Loans	11.47	11.77	15.75
Other	116.74	182.54	160.74
Trade Receivables	0.00	42.07	21.70
Deferred Tax Asset	16.61	0.00	36.41
Other non-current assets	134.89	155.55	69.43
Total non-current assets	**2,002.06**	**1,960.05**	**1,797.20**
Current assets			
Inventories	2,618.46	2,713.85	2,748.31
Financial assets			
Investments	1.70	4.99	37.27
Trade receivables	5,216.32	6,352.65	6,140.90
Cash and cash equivalents	120.76	47.49	16.06
Bank Balances	343.02	181.27	256.41
Loans	3.06	4.02	3.91
Other	21.78	16.97	34.28
Current Tax assets (net)	0.63	0.41	0.71
Other current assets	763.88	575.08	647.94
Total current assets	**9,091.07**	**9,896.76**	**9,885.82**
Total assets	**11,093.14**	**11,856.81**	**11,683.02**
Equity and Liabilities			
Equity			
Equity share capital	132.56	132.56	142.56
Other equity	3,432.78	3,808.75	5,401.68
Non-Controlling Interests	67.36	67.35	85.09
Total equity	**3,632.71**	**4,008.66**	**5,629.35**
Liabilities			
Non-Current Liabilities			
Financial Liabilities			
Borrowings	55.53	637.90	531.34
Lease Liabilities	6.52	0.86	-
Provisions	39.27	42.79	57.09
Deferred Tax Liabilities (Net)	88.35	18.42	-
Other Non-Current Liabilities	52.78	71.30	71.54
Total Non-Current Liabilities	**742.28**	**771.28**	**659.98**
Current Liabilities			
Financial Liabilities			
Borrowings	2,677.47	2,657.10	2,026.61

Particulars	As of March 31, 2022	As of March 31, 2023	As of March 31, 2024
Lease Liabilities	5.89	6.64	0.74
Trade Payables			
Total outstanding dues to Micro and Small Enterprises	174.52	64.59	66.25
Total outstanding dues to Creditors of other than Micro and Small Enterprises	3,091.68	3,399.07	2,342.47
Others	28.33	31.91	43.27
Other Current Liabilities	684.07	788.53	763.20
Provisions	6.66	8.18	21.13
Current Tax Liabilities (Net)	49.48	120.82	130.00
Total Current Liabilities	6,718.13	7,076.86	5,393.69
Total liabilities	**7,460.42**	**7,848.15**	**6,053.67**
Total equity and liabilities	**11,093.14**	**11,856.81**	**11,683.02**

SUMMARY OF STATEMENT OF PROFIT AND LOSS FOR THE FISCAL YEARS ENDED MARCH 31, 2024, MARCH 31, 2023, AND MARCH 31, 2022

(in ₹ million)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2024
Revenue			
Revenue from operations	11,583.34	13,808.45	12,946.76
Other income	132.58	81.65	58.15
Total Revenue	**11,715.92**	**13,890.10**	**13,004.92**
Expenses			
Cost of Materials Consumed	9,748.91	9,957.19	8,956.00
Purchase of Stock in Trade	-	494.23	290.92
Changes in Inventories of Finished Goods and Work in Progress	(509.19)	278.48	21.35
Employee benefits expense	324.40	411.78	477.03
Finance costs	435.87	479.67	507.99
Depreciation and amortisation expense	169.89	245.26	247.31
Other Expenses	1,313.03	1452.78	1,860.36
Total expenses	**11,482.92**	**13,319.41**	**12,360.99**
Share in Profit of Joint Venture	**-**	**-**	**-**
Profit before tax	**233.00**	**570.68**	**643.93**
Tax expenses			
Current tax	68.19	189.58	224.66
Tax relating to earlier years	0.92	11.54	2.72
Deferred tax	21.08	(53.89)	(53.51)
Net Tax Expenses	**90.20**	**147.23**	**173.87**
Profit for the year	**142.79**	**423.45**	**470.05**
Other comprehensive income			
(i) Item that will not be reclassified to profit or loss			
- Remeasurement of the defined benefit plan	(0.51)	2.27	5.76
- Income tax relating to these items	0.20	(0.53)	(1.56)
(ii) Item that may be reclassified to profit or loss	-	-	-
Total other comprehensive income for the year	**(0.31)**	**1.74**	**4.20**
Total comprehensive income for the year	**142.48**	**425.19**	**474.25**
Profit for the year attributable to			
Owners of the Company	139.87	407.08	444.97
Non-Controlling Interest	2.92	16.37	25.08
Other comprehensive income for the year			
Owners of the Company	(0.36)	1.66	4.17
Non-Controlling Interest	0.04	0.07	0.02
Total comprehensive income for the year			
Owners of the Company	139.50	408.74	449.15
Non-Controlling Interest	2.97	16.44	25.10
Earnings per Equity Share			
Basic (₹)	1.06	3.07	3.24

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2024
Diluted (₹)	1.06	3.07	3.24
Nominal Value per Share (₹)	1.00	1.00	1.00

SUMMARY OF STATEMENT OF CASH FLOW FOR THE FISCAL YEARS ENDED MARCH 31, 2024, MARCH 31, 2023, AND MARCH 31, 2022

(*in ₹ million*)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2024
Cash flow from Operating activities			
Net Profit before tax	233.00	570.68	643.93
Adjustments for:			
Depreciation and amortisation expense	169.89	245.26	247.31
Finance cost	434.38	478.69	507.68
Finance Charges on lease liability	1.48	0.98	0.30
Interest Income	(29.18)	(24.61)	(25.06)
Finance Income	(0.03)	(0.04)	(0.06)
Unrealised foreign exchange loss/(profit)	(10.07)	(15.59)	(0.58)
Sundry amount written back	(2.13)	(17.98)	(13.12)
Excess Provision Written Back	(19.89)	(26.88)	(4.35)
Provision for doubtful debts and bad debts written off	122.48	121.62	177.46
Interest on refund from Income Tax	(2.01)	(0.40)	(1.67)
Loss on Sales of Property, Plant Equipment	0.38	(0.28)	(4.19)
Fair value (gain)/loss on Investment in Mutual Funds	0.77	(0.17)	(4.42)
Insurance Claim receivable	(3.42)	-	-
Loss on Insurance claim	3.07	-	-
Amortisation of Lease deposit	0.04	0.04	0.02
Other Adjustments to Reconcile Profit	-	(22.01)	3.87
Operating profit before working capital changes and other adjustments	**664.21**	**738.63**	**883.18**
Adjustments for Working capital changes:	**897.21**	**1,309.32**	**1,527.11**
(Increase)/ Decrease in operating assets			
Trade Receivables	(1.139.04)	(1,140.28)	171.22
Loans and Advances	(1.13)	(1.26)	(3.86)
Other Assets	(322.35)	49.76	(122.82)
Other Financial Assets	15.07	(60.98)	(2.25)
Increase/(Decrease) in operating liabilities			
Trade Payables	608.42	217.97	(1,041.22)
Provisions	6.64	5.04	33.01
Other Financial Liabilities	(2.35)	5.85	1.65
Other Liabilities	405.17	122.97	(23.74)
(Increase)/Decrease in Inventories	(438.74)	(95.38)	(34.46)
Cash generated from operations	28.89	413.02	504.62
Less Direct taxes Paid (net refund)	10.17	129.12	213.18
Net cash from operating activities	**18.72**	**283.89**	**291.43**
Cash Flow from Investing Activities			
Purchase of property, plant and equipment, intangible assets, Capital Work in progress and Capital Advances (including recognition of Right of use assets)	(85.19)	(102.83)	(158.34)
Sale of property, plant and equipment	4.25	11.31	6.14
Earmarked deposits / balances with bank (Placed) / realised	(20.07)	161.74	(68.36)
Interest received	21.11	24.61	25.06
(Purchase)/ Sale of Mutual Funds	-	(3.21)	(28.88)
Net cash generated from investing activities	**79.91**	**91.62**	**224.38**
Cash Flow from Financing activities			
Proceeds from Long Term Borrowings	19.02	508.80	9.60
Repayment of long-term borrowings	(180.22)	(426.22)	(116.15)
Net Increase / (Decrease) in Working Capital Borrowings	762.99	(20.36)	(625.69)
Finance cost	(419.97)	(478.69)	(507.68)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2024
Interest on refund from income tax	-	-	1.67
Proceeds from Preferential Equity shares	-	-	1,173.79
Dividend paid by holding company	(3.32)	(19.88)	(19.88)
Dividend declared by subsidiary (Non-controlling Interests)	(7.35)	(7.35)	(7.35)
Recognition of lease obligation	8.53	1.24	-
Reversal of Lease Obligations	(0.94)	(0.38)	(0.58)
Payment of Lease Obligations	(6.60)	(5.93)	(6.17)
Net cash from financing activities	**172.12**	**(448.79)**	**(98.47)**
Net Increase / (Decrease) in cash and cash equivalents	**110.94**	**(73.27)**	**(31.42)**
Cash and cash equivalents-Opening Balance	**9.82**	**(120.76)**	**(47.49)**
Cash and cash equivalents-Closing Balance	**120.76**	**47.49**	**16.06**

Reservations, qualifications and adverse remarks

Except as disclosed in the Placement Document, there are no reservations or qualifications or adverse remarks of the auditors in the last five financial years in the financial statements of our Company. For further details, please see "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 93.

RELATED PARTY TRANSACTIONS

For details of the related party transactions during: (i) Fiscal 2022; (ii) Fiscal 2023; and (iii) Fiscal 2024, as per the requirements in accordance with Indian Accounting Standard ("**Ind AS**") notified under the Ind AS Rules read with Section 133 of the Companies Act, 2013, see "*Financial Information – Fiscal 2022 Audited Consolidated Financial Statements* **-** *Note 48 – Related Party Disclosures*", "*Financial Information – Fiscal 2023 Audited Consolidated Financial Statements* **-** *Note 50 – Related Party Disclosures*" and "*Financial Information – Fiscal 2024 Audited Consolidated Financial Statements* **-** *Note 50 – Related Party Disclosures*" on pages F-49, F-101 and F-146.

RISK FACTORS

In this section, unless the context otherwise indicates or implies, "we", "us" and "our" refer to our Company along with Subsidiaries ("Group").

This Issue and an investment in the Equity Shares involve a high degree of risk. You should carefully consider the risks described below as well as other information included in this Placement Document before making an investment decision. If any particular or a combination of the risks described below actually occur, our business, prospects, financial condition, results of operations and cash flows could be seriously affected, the trading price of our Equity Shares could decline and you may lose all or part of your investment. Unless specified in the risk factors below, we are not in a position to quantify the financial implications of any of the risks mentioned below.

We have described the risks and uncertainties that our management believes are material but the risks set out in this Placement Document may not be exhaustive or complete, and additional risks and uncertainties not presently known to us, or which we currently deem to be immaterial, may arise or may become material, as the case may be, in the future. This section should be read together with the sections, "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Industry Overview", "Our Business", and "Financial Information" beginning on pages 93, 122, 168 and 245 of this Placement Document, respectively, and other financial information included elsewhere in this Placement Document. This Placement Document also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Placement Document. See "Forward-Looking Statements" on page 17.

In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Issue including the merits and risks involved. Prospective investors should consult their own tax, financial and legal advisors about the particular consequences to them of an investment in our Equity Shares. Any potential investor, and purchaser of our Equity Shares should also pay particular attention to the fact that we are governed in India by a legal and regulatory environment which in some material respects may be different from that prevailing in other countries.

Our fiscal year ends on March 31 of each year, and references to a particular fiscal are to the twelve months ended March 31 of that year. Unless otherwise indicated or the context requires, the financial information for Fiscal 2024, Fiscal 2023 and Fiscal 2022 included herein is based on the Audited Consolidated Financial Statements. For further information, see "Selected Financial Information", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Financial Information" on pages 35, 93 and 245, respectively.

*Unless otherwise indicated, industry and market data used in this section has been derived from various industry reports. These reports include the report titled "Power Transformer Market- Global; Forecast to 2029" dated April 2024 ("**Power Transformer Market Report**") prepared and issued by Market and Markets™ Research Private Limited, which has been paid for by us. Power Transformer Market Report has used various primary and secondary sources including government sources as well as international agencies to prepare the report. There are no parts, data or information (which may be relevant for the proposed Issue), that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the Power Transformer Market Report and included herein with respect to any particular year refers to such information for the relevant calendar year.*

Unless specified or quantified in the relevant risk factors below, we are unable to quantify the financial or other implications or any of the risks described in this section.

Risks related to our Company and our business

1. ***We derive a significant portion of our revenue from the supply of transformers to utilities including state electricity companies and some of these entities may be in a weak financial position.***

   State electricity companies are among our principal customers. We are dependent on the utilities for supply of our transformers to them. They accounted for around 23.82%, 39.83% and 40.44% of our revenue for Fiscal 2024, 2023 and 2022 respectively. As on March 31, 2024, 64.24% of our order books is comprised of central and state utilities. Any material failure or inability, financial or otherwise, on their part to fulfil their obligations under the terms and conditions of the contracts/tenders would have a material adverse effect on the business and operations of our Company. Our revenues and profitability may be adversely affected if we are unable to recover our dues from the utilities.

2. ***A significant portion of our revenues are derived from government-controlled entities, who follow the tendering process for determination of suppliers. We may be adversely affected if we do not succeed in all or a majority of the contracts that we tender for.***

Most entities in the power sector are either Government or Government-controlled entities. Contracts awarded by Government and Government-controlled entities are on basis of the tender-based process. We compete with various other transformer companies while submitting bids to Government / Government-controlled entities. In case we do not qualify or are not amongst the lowest bidders, we stand to lose the business. We cannot assure that any of the bids we submit would be accepted/awarded to us; therefore, our ability to procure the business by bidding at the lowest rates is crucial for our revenues.

3. ***Our business is largely dependent upon the demand for power generation, transmission and distribution which is closely linked to Government policies. Any economy downturn or change in government policy may have an adverse impact on our business, financial condition, cash flows and results of operations.***

The demand for transformers in India is largely dependent on the power industry. The demand for power in India is closely linked to economic growth in the country, and to Government policies in the power sector. As the economy grows, economic activities, such as industrial production and personal consumption, also tend to expand, which increases the demand for power. If the Indian economy does not continue to grow at the current rate, it would adversely impact the power sector and hence the demand for transformers, would have a material adverse effect on our business, financial condition and results of operations.

4. ***Our Company has negative cash flows and may continue to have negative cash flows in the future, which could have a material adverse effect on our business, prospects, financial condition, cash flows and results of operations.***

The table below sets forth a summary of our statement of cash flows:

(*in ₹ million*)

Particulars	Fiscal		
	2022	2023	2024
Net cash generated from operating activities	18.92	283.89	291.60
Net cash generated from/ (used in) investing activities	(80.11)	91.62	(224.43)
Net cash generated from/ (used in) financing activities	172.13	(448.79)	(98.59)
Net increase/ (decrease) in cash and cash equivalents	110.94	(73.28)	(31.42)
Cash and cash equivalents at the end of the year	120.77	47.49	16.07

For further details, see "*Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 245 and 93, respectively.

Negative cash flows over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans. As a result, our cash flows, business, prospects, results of operations and financial condition may be materially and adversely affected. We cannot assure you that our net cash flow will be positive in the future.

5. ***Our current order book may not necessarily translate into future income in its entirety or could be delayed. Some of our current orders may be modified, cancelled, delayed, put on hold or not fully paid for by our clients, which could adversely affect our business reputation, which could have a material adverse effect on our business, financial condition, results of operations and future prospects.***

The profitability of a contract in our order book and our cash flow may be affected by the following amongst others:

- withholding of payments by clients or mismatch between our internal cost milestones and the payment milestones under our contracts;

- the refusal of suppliers, contractors and sub-contractors to maintain favourable payment conditions and / or performance defaults by suppliers, contractors, and sub-contractors;
- client payment defaults, cancellation or termination, withholding of or non-payment by our clients; and/or
- changes in law or taxation, changes in government policies and / or change in budget appropriations.

As any of the above occurrences may adversely impact and reduce the order book position, there can be no assurance that the income anticipated in our order book will be realised, or, if realised, will be realised on time or result in profits. In addition, our order book during a particular future period depends on continued growth of the infrastructure sector in India and our ability to remain competitive.

We cannot assure you that in the future such contracts (entered/ to be entered into by us) will get completed in scheduled time and/ or cost overruns on our contracts will not have a material adverse effect on our business, financial condition and results of operations. Furthermore, there can be no assurance that our clients will not rescind their contracts with us if there is a delay in delivery beyond the time stipulated in the contract or that we may not need to renegotiate some of our contracts in future. It is possible that our clients refuse to renegotiate our contracts resulting in us having to bear the financial burden. This may also have an impact on, among other things, our business reputation, which could have a material adverse effect on our business, financial condition, results of operations and future prospects.

6. ***The success of our Company is also dependent upon the senior management team and skilled personnel that it employs and, on its ability, to retain such persons. Our management team and other key personnel are critical to our continued success and the loss of any such personnel could adversely affect our business.***

Since the transmission sector is highly specialized, our Company continues its endeavour towards retaining its current key personnel team and also recruit and retain a sufficient number of skilled personnel, with necessary expertise to manage different areas of our business. However, due to a limited availability of skilled personnel with necessary expertise in this specialized sector, our Company cannot assure you that it will be able to retain our current senior management team and skilled personnel. The loss of our senior management team and key personnel may have an adverse effect on our Company's business, results of operations and financial condition. Further, our success significantly depends upon the continued service of our management team and other key personnel. These executives possess technical and business capabilities that are difficult to replace. If we lose the services of any of these executives for any reason, we may be unable to replace them in a timely manner or at all, which may affect our ability to continue to manage and expand our business. We cannot assure you that any contingency plans which we may implement to replace these executives will always be successful. Further, as we expect to continue to expand our operations and develop new products, we will need to continue to attract and retain experienced management and key research and development personnel. Competition for experienced management personnel in our industry is intense, and the availability of suitable and qualified candidates is limited. Competition for these individuals could cause us to offer higher compensation and other benefits in order to attract and retain them, and consequently increase our operating costs. We may be unable to retain the senior management members required to achieve our business objectives, and failure to attract and retain qualified personnels could adversely affect our business, results of operations and financial condition. See "*Board of Directors and Senior Management*" on page 179.

7. ***We are a listed company and are required to comply with rules and regulations notified by the Stock Exchange and SEBI with respect to continuous listing and the Companies Act, 2013. Any failure to comply with such rules and regulations or any inaccurate disclosure made to the Stock Exchanges or any statutory authority could result in penalties being imposed on us, which may adversely affect our business and operations.***

As a listed company, we are required to comply with certain conditions for continuous listing under the SEBI Listing Regulations and SEBI Insider Trading Regulations and other rules and regulations imposed by SEBI, which require us to make certain periodic disclosures, including ensuring compliance with code of conduct under insider trading policy and ensuring compliance with board composition. Any failure to comply with these requirements or any wrongful or inaccurate disclosure made by us to the Stock Exchanges, or any other statutory authority may lead to penalties being imposed on us.

For example, in the past the stock exchanges have levied fines for various non-compliances of certain regulations applicable to listed entities including our Company, including, *inter-alia*, delay in submission of corporate governance report, omission in providing prior intimations for enabling resolution in respect of qualified institutional placement, delay in submission of financial result. The total fine levied on our Company pursuant to such non-compliances aggregate to ₹ 860,000. Our Company has paid such fines.

We cannot guarantee that there will be no follow-on queries from the Stock Exchanges in respect of these non-compliances or we will not be subject to any such queries in the future, which may adversely affect our business and operations. Further, we cannot assure you that legal proceedings or regulatory actions will not be initiated against our Company or that any fines will be imposed by regulatory authorities on our Company in this respect in the future.

8. ***Our proposed capacity expansion plans relating to setting up of fabrication facility are subject to the risk of unanticipated delays in implementation and cost overruns.***

The construction and operation of a new fabrication facility is a complex undertaking. Unforeseen delays can occur due to permitting issues, labour shortages, or unexpected challenges during construction. Additionally, the initial cost estimates for the project may be inaccurate, leading to cost overruns. Delays in ordering equipment can exacerbate these issues by limiting vendor options and potentially inflating equipment prices due to increased demand or supply chain disruptions. Since we have not taken any steps to order the machinery/equipment required for the proposed facility, any delay in placing the orders, in a timely manner, may result in time and cost over-runs and can have a material adverse effect on our business.

9. ***Certain documents filed by us with the Registrar of Companies and certain corporate records and other documents related to the capital structure of our Company, from incorporation to the year 2006, are not traceable.***

Certain of our Company's corporate regulatory filings and records are not traceable as the relevant information was not available in the records maintained by our Company or on the online portal of the Ministry of Corporate Affairs ("**MCA Portal**") or in the physical records available at the RoC. Despite conducting internal searches and engaging an independent practicing company secretary, Tapan Shah (*Certificate of Practice no. 2839*), to conduct a physical search of our records at the RoC, we have not been able to trace the following documents: including (a) return of allotments and corresponding challans in respect of allotments of (i) 490,000 equity shares on March 31, 1995; (ii) 1,030,900 equity shares on March 28, 1997; (b) resolution of our Board authorising and Shareholders approving the allotments of – (i) 490,000 equity shares on March 31, 1995 ; (ii) 510,000 equity shares on December 26, 1995; (iii) 1,030,900 equity shares on March 28, 1997; (iv) 250,000 equity shares on March 31, 1998;(v) 600,000 equity shares on March 23, 2000; (vi) 790,800 equity shares on January 29, 2003; (vii) 104,400 equity shares on March 29, 2003; and (viii) 1,910,720 equity shares on February 8, 2006; (c) resolution of our Shareholders approving the allotments of – (i) 130,000 equity shares on February 7, 2006; (ii) 117,085 equity shares on August 2, 2006; (iii) 2,836,746 equity shares on September 17, 2007; (d) Agreement dated July 10, 2006 pursuant to which business of the proprietary concern M/s Transformers and Rectifiers (India) was taken over on a going concern basis by our Company with effect from August 1, 2006; (e) resolution of the Board authorising the sub-division of equity shares dated August 03, 2017; and (f) challans in relation to form filings made with the RoC for the following issuances by our Company – (i) 1,510,000 equity shares on December 26, 1995; (ii) 250,000 equity shares on March 31, 1998; (iii) 600,000 equity shares on March 23, 2000; (iv) 790,800 equity shares on January 29, 2003; (v) 104,400 equity shares on March 29, 2003; (vi) 130,000 equity shares on February 7, 2006; (vii) 1,910,720 equity shares on February 8, 2006; (viii) 117,085 equity shares on August 2, 2006; (ix) 157,260 equity shares on October 16, 2006; (x) 2,836,746 equity shares on September 17, 2007; and (xi) 2,995,000 equity shares on December 24, 2007.

Additionally, in respect of allotment of- (i) 1,510,000 equity shares on December 26, 1995; (ii) 250,000 equity shares on March 31, 1998; and (iii) 600,000 equity shares on March 23, 2000, the return of allotments were not available with our Company and accordingly, reliance has been placed on the Search Report *(defined hereinafter)* dated June 3, 2024 prepared by Tapan Shah (*Certificate of Practice no. 2839*), ("**Search Report**") for the disclosures in respect of shareholding and allotments included in this Placement Document. Therefore, the disclosures in this Placement Document in relation to such untraceable records, have been made in reliance on other supporting documents available in our records and the Search Report. The information in relation to shareholding and allotments has been disclosed in the section "*Capital Structure*" on page 88, based on the available records including the Search Report, resolutions of our Board and Shareholders, to the extent available. We may not be able to furnish any further document evidencing such allotments.

Further, we have intimated the RoC about untraceable secretarial and other corporate records *vide* our letter dated June 06, 2024. We cannot assure you that the regulatory filings or corporate records which we have not been able to locate will be available in the future, or that the information gathered in this regard is correct, or that the regulatory filings were done in accordance with applicable law or at all or in timely manner. While no legal proceedings or regulatory action has been initiated against our Company or is pending in relation to untraceable secretarial and other corporate records and documents as of the date of this Placement Document, we cannot assure you that such legal proceedings or regulatory actions will not be initiated against our Company or that any fines will be imposed by regulatory authorities on our Company in this respect in the future.

10. ***We derive a portion of our revenues from operations and conduct business outside India and any adverse developments in these markets could adversely affect our business.***

The success of our international operations is highly dependent on the economic and political climate of the countries we operate in. A slowdown in economic growth, currency fluctuations, or political instability in these markets could lead to decreased demand for our products, increased competition from local manufacturers, or difficulty in repatriating profits and can eventually have an adverse effect on our revenues from operation and our business.

11. ***We may not derive the anticipated benefits from strategic investments and acquisitions that we may enter into and we may not be successful in pursuing future investments and acquisitions.***

As part of our growth strategy, we may invest in or collaborate with and acquire stake in companies that are complementary to our business and offerings. We cannot assure you that such investments and acquisitions will achieve their anticipated benefits. We may not be able to integrate acquired operations, personnel and technologies successfully or effectively manage our combined business following such acquisitions. Acquisitions, investments, and strategic partnerships typically involve uncertainties and risks, which are applicable to and would impact our ability to grow through acquisitions and/or consolidation of businesses and entities, including: accurately evaluating potential acquisition targets and identifying acquisition targets with operations complementary to our existing operations; potential ongoing financial obligations and unforeseen or hidden liabilities; possible cash flow interruption or loss of revenue as a result of transitional matters; integrating personnel from different corporate cultures while maintaining focus on providing consistent, high quality service; retaining key employees, particularly those of the acquired operations, and maintaining the key business relationships with consumers of the businesses we acquire; failure to achieve the intended objectives, benefits or revenue enhancement; the costs of integrating an acquired business with our existing business particular in relation to supporting legacy products and hosting infrastructure of the acquired business and retaining suppliers and customers of the acquired business; entering into unfamiliar markets; an diversion of resources and management attention.

12. ***Our Company has substantial capital expenditure and working capital requirements and may require additional financing to meet those requirements, which could have an adverse effect on our results of operations and financial condition.***

Our business is capital intensive. Further, the actual amount and timing of our future capital requirements may differ from estimates as a result of, among other factors, unforeseen delays (including delays in implementation of customer projects on account of uncertainties in the business environment) or cost overruns, unanticipated expenses, regulatory changes, economic conditions, engineering design changes, weather related delays, technological changes and additional market developments and new opportunities in the power transmission industry. Our sources of additional financing, where required to meet our capital expenditure plans, may include the incurrence of debt or the issue of equity or debt securities or a combination of both. If our Company decides to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows and we may be subject to additional covenants, which could limit our ability to access cash flows from operations.

Further, we may not be able to obtain adequate financing or generate sufficient cash flow to meet our significant capital expenditures and liquidity requirements, which would have a material and adverse effect on our business, results of operations, financial position and prospects.

13. ***Our Company has not identified any potential target for investment or acquisition and has not entered into any definitive agreement for which it intends to utilize Net Proceeds.***

One of the objects of the Issue is carrying out acquisitions of entities having a similar or synergetic business to our Company and who remain unidentified by our Company, as on date of this Placement Document. The process of identifying and acquiring such entities having a similar or synergetic business to our Company may be time consuming and we cannot guarantee that the same can be done in a timely manner and on terms favourable to us. Further, any inherent risks associated with the target entity whom we propose to acquire, i.e., any regulatory penalties, actions, third-party claims, debt obligations, etc. not known to us prior to such acquisition but liability of which is levied upon us after such acquisition may affect the interests of our Company adversely. Moreover, any failure or delay on our part to identify a suitable and appropriate target entity in a time-bound manner may also have an adverse effect on the interests of the Company. The expected performance of such acquired businesses and anticipated benefits of these acquisitions may not be achieved in the anticipated timeframe, or at all. Any of these factors, including the failure to achieve the anticipated benefits of these acquisitions could have an adverse effect on our business, results of operations, cash flows and financial condition.

14. ***Any delay, interruption or reduction in the supply of raw materials such as steel and copper, or delay or interruption in factories, infrastructure and equipment to manufacture our products and failure to effectively implement the production schedule which may adversely affect our business, results of operations, financial condition and cash flows.***

We depend on third-party vendors and suppliers as well as entities within the Group, see "*Related Party Transactions*" on page 39 with whom we place purchase orders from time to time, for the purchase of raw materials and equipment such as steel and copper. We are currently sourcing a significant portion of our raw materials from multiple vendors. We may face delays in supply on account of force majeure conditions applicable to a particular vendor, which may delay our equipment manufacturing/supply of equipment's to our customers for a short term. Additionally, our factories, infrastructure and equipment may not continue to perform as there is a risk of factory and equipment failure due to wear and tear in the ordinary course of business, latent defects, design error or operator error, early obsolescence or force majeure events, among other things. Any such reductions or interruptions in the supply of raw materials, factories, infrastructure or equipment, and any inability on our part to find alternate sources for the procurement of such raw materials, factories, infrastructure or equipment, may have a temporary short-term impact on our ability to manufacture our products in a timely or cost-effective manner.

15. ***Our Statutory Auditors have included certain matters of emphasis in their audit report on our restated summary financial information.***

Our Statutory Auditors' examination reports in respect of Standalone and Consolidated Financial Information includes a certain emphasis of matter for the financial years ended March 31, 2024, March 31, 2022, March 31, 2021 and March 31, 2020, which does not require any corrective adjustments in the financial information.

Such emphasis of matter is detailed in the statutory auditors' examination report in relation to the restated consolidated and standalone financial information and restated consolidated summary financial information. For further details, see "*Financial Information*" on page 245.

Except as disclosed below, there are no other reservations, qualifications, matters of emphasis, adverse remarks or other observations in the audit reports of consolidated and standalone financial statements of the Company:

Financial year / period ended	**Reservation, qualification, emphasis of matter or adverse remark**	**Impact on the financial statements and financial position of the Company**	**Corrective steps taken and or proposed to be taken by the Company**
Fiscal 2024	**In Audit Report of Standalone Financial Statements –** ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT (CARO, 2020) (xi) (a) According to the information and explanations given to us, no material fraud on the Company has been noticed or reported during the year. However, the Company has received "stop	There has been no material impact on the financial position of the Company on the realization of the outstanding receivables from the said customer.	Company has strengthened its internal control to avoid such instances of non-compliances which may arise in future.

<table>
<tr><th>Financial year / period ended</th><th>Reservation, qualification, emphasis of matter or adverse remark</th><th>Impact on the financial statements and financial position of the Company</th><th>Corrective steps taken and or proposed to be taken by the Company</th></tr>
<tr><td></td><td>deal” notice from one of its customers intimating that such customer has decided to stop deal with the Company for a period of three years on the ground that the Company has supplied certain transformers and one rectifier based on forged material dispatch clearance certificate and obtaining dispatch instructions fraudulently. As informed to us by the Company, this being a procedural lapse matter there is no financial implications on realizability of outstanding receivables from the said customer. It is informed to us that the Company has received communication dated April 02, 2024 from the said customer that such “stop deal” would be withdrawn on Company complying certain requirements as communicated to it. As on the date of this report the Company is in the process of complying with the requirements of the said customer.</td><td></td><td></td></tr>
<tr><td>Fiscal 2023</td><td>Nil</td><td>N/A</td><td>N/A</td></tr>
<tr><td>Fiscal 2022</td><td>In Audit Report of Standalone Financial Statements –
ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT (CARO, 2020)
(xxi) With respect to the matters specified in paragraphs 3(xxi) and 4 of the Order issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and respective auditors of its subsidiaries and its joint venture included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports. However, the auditor of one of the subsidiaries has reported following facts related to fraud occurred in its CARO report.
<table><tr><th>Name of subsidiary</th><th>Paragraph reference</th><th>Comment</th></tr><tr><td>Transweld Mechanical Engineering Works Limited</td><td>xi (a)</td><td>Fraud involving embezzlement of fund by employee of company during the year have been identified by management same have been dealt with as per provision of section 143(12). The amount involved in fraud is ₹ 2.87 lakhs.</td></tr></table></td><td>No material effect on Company’s business or financial position of the Company.</td><td>N/A</td></tr>
</table>

Financial year / period ended	Reservation, qualification, emphasis of matter or adverse remark	Impact on the financial statements and financial position of the Company	Corrective steps taken and or proposed to be taken by the Company
Fiscal 2021	**In Audit Report of Standalone Financial Statements –** **Emphasis of Matter –** We draw your attention to Note 53 of the standalone financial statements, which describes the impact of Coronavirus disease 2019 (Covid-19) on the operations and financials of the Company. Our opinion is not modified in respect of this matter. **In Audit Report of Consolidated Financial Statements –** **Emphasis of Matter –** We draw your attention to Note 53 of the standalone financial statements, which describes the impact of Coronavirus disease 2019 (Covid-19) on the operations and financials of the Company. Our opinion is not modified in respect of this matter.	No financial impact on the Company.	-
Fiscal 2020	**In Audit Report of Standalone Financial Statements –** **Emphasis of Matter –** We draw your attention to Note 47 of the standalone financial statements, which briefly states that the reappointment of Chairman and Whole-time Director w.e.f. January 1, 2020 and remuneration are subject to approval of members by special resolution in the ensuing general meeting. The remuneration paid to the Chairman and Whole-time Director from January 1, 2020 till March 31, 2020 is ₹ 1.52 million. We draw your attention to Note 53 of the standalone financial statements, which describes the impact of Coronavirus disease 2019 (Covid-19) on the operations and financials of the Company. Our opinion is not modified in respect of these matters. **In Audit Report of Consolidated Financial Statements –** **Emphasis of Matter –** 1. We draw your attention to Note 47 of the Consolidated Financial Statements, which briefly states that the reappointment of Chairman and Whole-time Director of Holding Company w.e.f. January 1, 2020 and remuneration are subject to approval of members by special resolution in the ensuing general meeting. The remuneration paid to the Chairman and Whole-time Director of Holding Company from January 1, 2020 till March 31, 2020 is ₹ 1.52 million. 2. We draw your attention to Note 52 of the Consolidated Financial Statements, which describes the impact of Coronavirus disease 2019 (COVID19) on the operations and financials of the Group. Our opinion is not modified in respect of these matters.	No material impact on the Company as on date.	N/A

Financial year / period ended	Reservation, qualification, emphasis of matter or adverse remark	Impact on the financial statements and financial position of the Company	Corrective steps taken and or proposed to be taken by the Company

We cannot assure you that our Statutory Auditors reports for any future fiscal periods will not contain qualifications, remarks, comments or emphasis of matter or that such qualifications, remarks, comments or emphasis of matter will not require any adjustment in our financial statements for such future periods or otherwise affect our results of operations in such future periods.

16. ***Our insurance coverage may not be sufficient or may not adequately protect us against all material hazards, which may adversely affect our business, results of operations and financial condition.***

The manufacturing processes for some of our products are highly complex, require technically advanced and costly equipment and hazardous materials, and involve risks, including breakdown, failure or substandard performance of equipment, improper installation or operation of equipment, environmental hazards and industrial accidents. In addition, defects in or malfunctioning of our products could cause severe damage to property and death or serious injury to our customers' personnel, which could expose us to litigation and damages. Although there have been no such instances in the past and we believe we take adequate safety measures in our operations, such safety measures might not be adequate. We cannot assure you that such accidents will not occur in the future, resulting in death, serious injury to our personnel or destruction of property and equipment. Any disruption in our operations due to any of these events or otherwise could result in litigation against us and damage to our reputation, which would adversely affect our business, financial condition and results of operations.

Our Company has obtained various insurance policies including cyber defence insurance policy, travel guard policy, erection all risk policy, employee compensation insurance policy, marine cargo insurance policy, money insurance policy, group medical insurance policy, standard fire and special perils policy, group personal accident policy, broad form liability insurance policy, directors and officers liability insurance policy, commercial general liability policy, carriers legal liability insurance policy. However, our Company cannot assure you that the insurance policies obtained by us are adequate and would cover all possible risks which could cause loss to our business. Further, any liability in excess of our insurance limits could result in additional costs, which would reduce our profits and adversely affect our business and results of operations. For details, please see "*Our Business – Insurance*" on page 178.

17. ***Some of our Subsidiaries have incurred losses in the past and may continue to experience loses in future.***

Transweld Mechanical Engineering Works Limited have incurred a loss after tax amounting to ₹ 1.07 million in the Fiscal 2023. Savas Engineering Company Private Limited has incurred a loss after tax amounting to ₹ 5.33 million in Fiscal 2023 and ₹ 17.97 million during the Fiscal 2024 respectively. TARIL Switchgear Private Limited has incurred a loss after tax of amounting to ₹ 0.76 million in Fiscal 2023.

Extended period of losses in Subsidiaries may require us to invest more in these companies to keep them operational. As a result, our business, prospects and financial condition may be materially and adversely affected.

18. ***Wage pressures and increases in operating costs in India may prevent us from sustaining our competitive advantage and may reduce our profit margins.***

Rising wages and other operating costs in India, such as raw material prices and energy costs, could squeeze our profit margins. If we are unable to effectively pass on these cost increases to our customers through price adjustments, our profitability could suffer. Additionally, increased competition in the transformer and rectifier market could further limit our ability to raise prices and can have an adverse effect on our business.

19. ***All our existing manufacturing facilities are concentrated in a single geographical area. Any disruption affecting our manufacturing facilities could have a material adverse effect on our business, financial condition and results of operations.***

Having all our manufacturing facilities concentrated in a single geographical area exposes us to a significant level of risk. Any natural disaster, such as a flood or earthquake, or a labour strike or unrest at one of these facilities could severely disrupt our production and negatively impact our ability to fulfil customer orders which can have an adverse impact on our business.

20. ***We have allotted Equity Shares in the last twelve months, and the price at which these Equity Shares are issued may be lower than the Issue price***

Pursuant to the approval of the Board of Directors at its meeting held on September 12, 2023, approval of the members of the Company at their Extra-Ordinary General Meeting held on October 06, 2023 and pursuant to in-principle approvals granted by BSE Limited and National Stock Exchange of India Limited *vide* their respective letters dated October 12, 2023, our Company had allotted 10,000,011 Equity Shares with a face value of ₹ 1 each on a preferential basis to non-promoter persons/entities at the rate of ₹ 120 per Equity Share. This recent issuance of new equity shares at a lower price than the floor price of this issue dilutes the ownership stake of existing shareholders. This means that existing Shareholders will own a smaller percentage of the Company after the QIP, and their overall return on investment will be impacted if the Company's total value does not increase proportionally.

21. ***Any adverse revision to our credit rating by rating agencies may adversely affect our ability to raise additional financing, interest rates and other commercial terms at which such funding is available.***

India Rating and Research Private Limited has given our Company's debt instruments' an 'IND A-' rating with a 'Positive' outlook on May 09, 2024. However, a downgrade in our credit rating by rating agencies would signal to potential lenders that our Company is considered a higher risk investment. This could make it more difficult for us to secure financing in the future, and any financing we do obtain may come with higher interest rates and less favourable terms, such as stricter covenants or collateral requirements which can have an adverse impact on our operations and business.

22. ***If our Company is unable to service its debts then it may adversely affect our Company's business, results of operations and financial condition.***

As of the date of this Placement Document, our Company has outstanding secured loans aggregating to ₹ 1,596.34 million and unsecured loans aggregating to ₹ 961.61 million. Under some of the loan agreements, our Company is required to obtain prior written consent of our lenders for mortgaging any of our assets during the currency of the respective loans. If our Company fails to comply with the terms and conditions of any of the loan agreements or fails to obtain waivers from the lenders, such non-compliance could result in acceleration of the repayment of loan, cross-accelerations of other loans and payment of penalties. Our level of indebtedness could have other important consequences, including:

- necessitating diversion of a substantial portion of operating cash flow towards periodical repayment of principal and interest amounts of our loans;
- difficulty in raising additional borrowings on favourable terms in the future from the existing or new lenders;
- increasing vulnerability to adverse financial conditions; and
- curtailing our future business plans.

These restrictions may limit our flexibility in responding to business opportunities, competitive developments and adverse economic or industry conditions. A failure to comply with such covenants in the future may restrict or delay certain actions or initiatives that we may propose to take. We cannot assure you that we can obtain necessary waivers for all non-compliances or remedy defaults in time or at all in the future. A breach of any of these aforementioned terms in the future could result in a variety of adverse consequences, including the acceleration of our indebtedness which could require us to dedicate our cash flow towards repayment and could adversely affect our ability to conduct our business or raise further financing.

If we are unable to obtain the necessary waivers the lenders may initiate action against us including acceleration of indebtedness which could adversely impact our cash flow and our ability to manage our working capital requirements.

23. ***If our Company is in breach of any covenants of the loan agreements, then it may adversely affect our Company's cash flows, business and results of operations.***

Under certain loan agreements entered into with the lenders, our Company is required to comply with various covenants, *inter alia*, seeking consent and/or giving prior intimation in case of change in shareholding, amendment of charter documents, change in KMPs. Further, under some of these loan agreements, we are required to intimate our lenders for matters including but not limited to any change in capital structure, including where the shareholding of the existing promoters is getting diluted. While our Company has reached out to the relevant lenders in order to obtain the aforementioned consent, there may be certain lenders, from whom, consent has not been received in the formats that are customary to transactions of such nature. In the event that this is considered a breach of the covenants by our lenders, it will enable them to take appropriate actions under the loan documents. Further, this may also trigger cross-default provisions with our other lenders. If any of these actions are taken, it will have an adverse effect on our cash flows, business and result of operations.

24. *We are involved in certain legal proceedings that if decided against our Company may have a material adverse impact on our business operations, results of operations and financial conditions.*

Our Company, Subsidiaries, Directors and Promoters are involved in certain civil, criminal and tax legal proceedings pending at different stages of adjudication before various courts and tribunals, appellate authorities and arbitrators. Such proceedings could divert the management's time and attention and consume financial resources in their defence or prosecution. The amounts claimed in these proceedings have been disclosed to the extent that such amounts are ascertainable and quantifiable and include amounts claimed jointly and severally, as applicable. There can be no assurance that these legal proceedings will be decided in our favour. Any unfavourable decision in connection with such proceedings, individually or in the aggregate, could adversely affect our reputation, business, financial condition and results of operations.

We cannot assure you that any of these on-going matters will be settled in favour of our Company, Subsidiary, Directors, and Promoters or that no additional liability will arise out of these proceedings. Further, we cannot assure you that there will be no new legal and regulatory proceedings involving our Company or it's Subsidiaries or Directors or Promoters in the future. An adverse outcome in any such proceedings may have an adverse effect on our business, financial position, prospects, results of operations and our reputation.

For further details, please see "*Legal Proceedings*" on page 238.

25. *We have entered into related party transactions and will continue to enter into related party transactions which may potentially involve conflicts of interest with the equity shareholders.*

We have entered into transactions with our Promoter, Promoter Group, parties having significant influence and will continue to do so, in the ordinary course of business. We have also entered into transactions with our Subsidiaries by way of purchase of machinery and equipment in the past as indicated below and will continue to do so, in the ordinary course of business. We cannot assure you that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations. All related party transactions that we enter into post-listing, are subject to an approval by our Board, or Shareholders, as required under the Companies Act and the SEBI Listing Regulations and the policy on related party transactions adopted by the Board. While we believe that all such related party transactions are legitimate transactions and are conducted on an arm's length basis, such related party transactions may potentially involve conflicts of interest and we may obtain more favourable terms if such transactions are entered into with unrelated parties. Such related party transactions in the future or any other future transactions may potentially involve conflicts of interest which may be detrimental to the interest of our Company and we cannot assure you that such transactions, individually or in the aggregate, will always be in the best interests of our minority shareholders and will not have an adverse effect on our business, financial condition, results of operations, cash flows and prospects. Our related party transactions in the last three Fiscals on a consolidated basis and standalone basis are as follows:

Related party transactions on a consolidated basis

(in ₹ million)

S. No.	Name of Related Party	Nature of Relationship	Nature of Transactions	2023-24	2022-23	2021-22
1	TARIL Switchgear Private Limited (formerly known as TandR Switchgear Private Limited)	Joint venture	Sale of Goods	-	-	72.51
			Rent income	-	-	5.13
2	Benchmark HR Solutions (India) LLP	Enterprises over which Key Managerial Personnel having control	Purchase of Services	2.49	1.25	1.15
3	Skytrek Tours and Travels	Enterprises over which Key	Purchase of Services	19.82	20.21	11.25

S. No.	Name of Related Party	Nature of Relationship	Nature of Transactions	2023-24	2022-23	2021-22
		Managerial Personnel having control				
4	Harsha Engineers International Ltd	Enterprises over which Key Managerial Personnel is able to exercise Significant Influence	Sale of Goods	35.53	7.05	-
5	Jitendra Ujamsi Mamtora	Key Managerial Personnel	Managerial Remuneration	6.06	6.06	6.01
			Dividend paid	13.29	13.29	8.86
			Loan taken	35.98	31.90	21.64
			Loan repaid	24.97	23.67	4.66
			Interest Expenses	12.87	12.05	11.32
6	Satyen Jitendra Mamtora	Key Managerial Personnel	Managerial Remuneration	7.52	7.36	6.42
			Dividend paid	0.15	0.15	0.10
			Loan taken	37.58	26.84	20.87
			Loan repaid	70.96	54.51	32.21
			Interest Expenses	2.85	7.01	10.03
7	Karunaben Jitendra Mamtora	Key Managerial Personnel	Managerial Remuneration	2.22	2.22	2.20
			Rent Expense	0.04	0.04	0.06
			Dividend paid	0.40	0.40	0.27
8	Amarendra Kumar Gupta	Key Managerial Personnel (upto October 13, 2023)	Managerial Remuneration	2.92	4.37	-
9	Chanchal Singh Satyandra Rajora	Key Managerial Personnel (w.e.f. November 3, 2023)	Managerial Remuneration	2.81	-	-
10	Ramesh Birajdar	Key Managerial Personnel (upto July 4, 2022)	Managerial Remuneration	-	1.03	6.56
11	Matthew Kurian	Key Managerial Personnel (upto May 4, 2023)	Managerial Remuneration	-	1.91	-
12	Rakesh Dineshbhai Kiri	Key Managerial Personnel	Managerial Remuneration	0.90	0.65	0.51
13	Subir Kumar Das	Key Managerial Personnel	Sitting fees	0.13	0.13	0.11
14	Bhaskar Sen	Key Managerial Personnel	Sitting fees	0.11	0.13	0.10
15	Rajendra Shantilal Shah	Key Managerial Personnel	Sitting fees	0.10	0.11	0.04
16	Hitendra M Doshi	Key Managerial Personnel	Managerial Remuneration	3.78	3.40	3.49
			Dividend paid	1.02	1.02	-
			Loan taken	11.70	8.30	18.10
			Loan repaid	5.50	9.30	18.10
			Interest Expenses	0.25	0.16	0.32
17	Sunil Jain	Key Managerial Personnel	Managerial Remuneration	1.90	3.90	1.90
18	Jitendra Ujamsi Mamtora (HUF)	Relative of Key Managerial Personnel	Dividend paid	1.02	1.02	0.68

S. No.	Name of Related Party	Nature of Relationship	Nature of Transactions	2023-24	2022-23	2021-22
19	Aakansha Mamtora	Relative of Key Managerial Personnel	Dividend paid	0.00	0.00	0.00
20	Janki Mamtora	Relative of Key Managerial Personnel	Dividend paid	0.03	0.03	0.02
21	Dilip Mamtora	Relative of Key Managerial Personnel	Dividend paid	-	-	-
22	Bipin Mamtora	Relative of Key Managerial Personnel	Dividend paid	-	-	-
23	Mohnish Jain	Relative of Key Managerial Personnel	Services Received	0.90	0.73	0.67

Related party transactions on a standalone basis

(in ₹ million)

S. No.	Name of Related Party	Nature of Relationship	Nature of Transactions	2023-24	2022-23	2021-22
1	Transweld Mechanical Engineering Works Limited	Subsidiary	Purchase of Services	11.93	10.20	12.62
			Purchase of Goods	135.45	102.28	86.00
			Services Rendered	-	1.94	2.48
			Sale of Goods	79.45	69.98	69.75
2	TARIL Infrastructure Limited	Subsidiary	Purchase of Services	97.39	79.54	101.46
			Purchase of Goods	-	-	1.38
			Services Rendered	22.05	29.45	35.30
			Sale of Goods	19.08	29.17	4.49
			Rent Income	0.33	0.30	0.27
3	Savas Engineering Company Private Limited	Subsidiary	Purchase of Services	2.69	2.84	3.03
			Purchase of Goods	182.67	174.90	216.47
			Purchase of Capital Goods	0.98	4.00	-
			Services Rendered	-	2.39	1.79
			Sale of Goods	148.05	98.73	133.25
			Interest Income	21.07	16.52	17.08
			Capital advance given	140.00	-	-
			Loan adjusted against capital advance/repaid	141.02	11.48	11.50
			Loan given (Advance nature)	-	-	72.95
			Interest Income	21.07	20.53	20.71
4	Transpares Limited	Subsidiary	Purchase of Goods	217.00	255.78	259.52
			Sale of Goods	-	-	0.24
			Dividend Received	7.66	7.66	7.66
5	TARIL Switchgear Private Limited (formerly known as TandR Switchgear Private Limited)	Subsidiary	Purchase of Goods	133.18	154.87	-
			Services Rendered	34.65	46.48	-
			Sale of Goods	2.65	49.45	-
			Rent Income	4.80	4.80	-

For further details, please see "*Related Party Transactions*" on page 39.

26. ***Certain statutory and regulatory licenses and approvals are required for conducting our business and any failure omission to obtain, maintain or renew these licenses and approvals in a timely manner, or at all, could adversely affect our business, cash flows and results of operations.***

The industry in which we operate is subject to extensive government regulations, which may become more stringent. For example, our facilities are subject to Factories Act, 1948, the Air Act, 1981, the Water Act, 1974, Hazardous Wastes (Management Handling and Transboundary Movement) Rules, 2008 enacted under the Environment Protection Act, 1986 and certain state specific legislations.

Our operations in India are subject to Government regulations and we are required to obtain and maintain certain statutory and regulatory licenses and approvals and we have obtained the necessary licenses and approvals required for our operations. While we have obtained the necessary approvals and licenses required for our operations, certain approvals have lapsed in their normal course and we have made applications to the appropriate authorities for renewal of such licenses and approvals. In addition, we may apply for additional licenses and approvals, including the renewal of certain approvals which may expire from time to time, and approvals in the ordinary course of business.

We cannot assure you that these approvals would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. If there is any failure by us to comply with the applicable regulations, or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business. If we are unable to obtain, maintain or renew all necessary licenses and approvals required for our continued operations or for continued provision of the services being offered by us, or if any of our approvals are withdrawn, this may have consequences, on operations that may be limited or suspended to that extent, which may have an adverse impact on our business, results of operations and cash flows.

We generally apply for renewals of such regulatory approvals, licenses, registrations, permissions and authorizations, prior to or upon their expiry. While there have been no past instances of actions/regulatory proceedings against the Company, there can be no assurance that we will not be subject to such regulatory proceedings in the future, in the event of any non-compliance.

27. ***Our Company has secured cash credit and short-term loans from banks by hypothecating its current assets and the insufficient insurance coverage of assets may not adequately protect us against all material hazards, which may adversely affect our business, results of operations, and financial condition.***

Our Company has secured cash credit and short-term loans from banks by hypothecating its current assets on *pari passu* basis and has collaterally secured the same by residual value of net fixed assets of the Company excluding fixed assets of Moraiya plant. The facilities are further secured by collateral charge on pari passu basis on immovable properties situated at Changodar, Moraiya and Odhav at Ahmedabad and commercial office at Gurugram. Further, 22,100,000 equity shares with face value of ₹1 each held by a Promoter has been pledged to loan facility.

In the event any of default under any of such facilities, there is a risk that the relevant lender for such facilities may require invoke our guarantee(s) or require additional guarantees or collateral or may enforce its rights against us. If we are unable to procure alternative guarantees satisfactory to our lenders, we may need to seek alternative sources of capital, which may not be available to us at commercially reasonable terms or at all, or to agree to more onerous terms under our financing agreements, which may limit our operational flexibility.

The manufacturing processes for some of our products are highly complex, require technically advanced and costly equipment and hazardous materials, and involve risks, including breakdown, failure or substandard performance of equipment, improper installation or operation of equipment, environmental hazards and industrial accidents. In addition, defects in or malfunctioning of our products could cause severe damage to property and death or serious injury to our customers' personnel, which could expose us to litigation and damages. Although we believe we take adequate safety measures in our operations, such safety measures might not be adequate. While no such accident has occurred in the past, we cannot assure you that such accidents will not occur in the future, resulting in death, serious injury to our personnel or destruction of property and equipment. Any disruption in our operations due to any of these events or otherwise could result in litigation against us and damage to our reputation, which would adversely affect our business, financial condition and results of operations.

Our Company has obtained various insurance policies including marine insurance policy, erection all risk policy, comprehensive general liability policy, standard fire and special perils policy, burglary policy, industrial all risk policy, standalone terrorism and/or sabotage insurance policy, employee compensation insurance policy, group medical policy (for management and non-management staff), money insurance policy, baggage insurance policy, directors and officers liability insurance policy and group personal accident policy. However, our Company cannot assure you that the insurance policies obtained by us are adequate and would cover all possible risks which could cause loss to our business. Further, any liability in excess of our insurance limits could result in additional costs, which would reduce our profits and adversely affect our business and results of operations. For details, please see "*Our Business – Insurance*" on page 178.

28. ***Our Promoter has pledged their shareholding in our Company with a lender. Any exercise of such pledge by the lender could dilute the shareholding of these Promoters, which may adversely affect our business and prospect***

Our Promoter, Jitendra Ujamsi Mamtora, has pledged 22,100,000 equity shares of our Company representing 15.50% of the aggregated issued, subscribed and paid-up capital of our Company to Axis Trustee Services by way of Pledge Agreement dated September 30, 2022 on the basis of the Amended and Restated Loan Agreement dated September 30, 2022 with the consortium of lenders namely State Bank of India, Bank of Baroda, Axis Bank Limited, Canara Bank and Karur Vysya Bank ("**Lenders**"). Any exercise of such pledge by the Lenders could dilute the shareholding of the Promoter, which may adversely affect the business and prospects of our Company.

29. ***Fluctuations in the supply and price of raw materials such as steel and copper could result in increased operating expenses that we may not be able to pass on to our customers.***

As part of our operations, we must obtain from our suppliers' sufficient quantities of raw materials, such as steel, steel-based products and copper, at acceptable prices and quality and in a timely manner. Accordingly, we cannot assure you that we will be able to obtain sufficient amounts of raw materials from our existing suppliers or from alternative sources at acceptable prices, in a timely manner, or at all. Furthermore, raw materials, such as steel products, that are critical to our production process are subject to substantial pricing cyclicality and periodic shortages of supply in India. We cannot assure you that shortages of raw materials will not occur in the future or that we will be able to pass on cost increases to our customers. Any failure to obtain adequate raw materials or components, or to do so on commercially acceptable terms and in a timely manner, could interfere with our manufacturing operations, and, therefore, the results of our operations.

30. ***Our customers may not be able to fulfil their obligations towards us, as a result of their poor financial health or for other reasons, which may have an adverse effect on our business, financial condition, results of operations and prospects.***

Our customers may not be able to fulfil their obligations towards us, as a result of their poor financial health, bankruptcy or for other reasons. If, for any reason, any of our customers become unable or unwilling to fulfil their contractual obligations our business, financial condition, results of operations and prospects may be adversely affected. Bringing action against our customers to enforce their contractual obligations is often difficult and there can be no assurance that if we initiate any legal proceedings against any such entities, we will receive a judgment in our favour or on a timely basis. A failure by any of our customers to meet its contractual commitments, or an insolvency or liquidation of any of our customers, could have an adverse effect on our financial condition and results of operations.

31. ***We could incur additional cost or loss in revenue in connection with our failure to comply with all our commitments in our customer contracts. In addition, some of our customers require us to use only certain empanelled suppliers for execution of their contracts.***

Our customer contracts typically require us to assume several obligations, which include maintenance of registrations, licenses and permits required for performance of the work in our name or that of our employees or sub-contractors, adherence to safety requirements, replacement of faulty products and guaranteeing the workmanship and quality of the products supplied. While we have not had any past instances of regulatory actions and proceedings undertaken by authorities, we may, from time to time, not be able to comply with all of these provisions, which may result levy of penalties, liquidated damages and indemnities. In addition, some of our customers have the right to reject the products supplied by our Company and may also require us to replace the same at our own costs. Moreover, some of our customers require us to use only certain empanelled suppliers for execution of their contracts. Further, under some agreements, our customers can terminate the agreements at their convenience. All the aforesaid factors could have an adverse effect on our Company's business, results of operations and financial condition.

32. ***There may be adverse effect on financial condition and results of operations of our Company due to delays in recovering our receivables from customers.***

We experience delays in recovering our receivables from customers on account of various factors, beyond our control and in certain instances we may also not be able to recover certain receivables at all. For example, in the past, we have experienced certain delays in recovering our receivables from state utilities. Such delays may result in adverse effect on financial condition and results of operations of our Company.

33. ***We appoint contract labour for carrying out certain of our ancillary operations and we may be held responsible for paying the wages of such workers, if the independent contractors through whom such workers are hired default on their obligations, and such obligations could have an adverse effect on our results of operations and financial condition.***

In order to retain flexibility and control costs, our Company appoints independent contractors who in turn engage on-site contract labour for performance of certain of our ancillary operations. Although our Company does not engage these labourers directly, we may be held responsible for any wage payments to be made to such labourers in the event of default by such independent contractor. Further, there may also be failure to complete work on time due to non-availability of independent contractors. Any requirement to fund their wage requirements may have an adverse impact on our results of operations and financial condition.

34. ***Our continued operations are critical to our business which is dependent and will continue to depend on our manufacturing facilities and any shutdown of our manufacturing facilities may have an adverse effect on our business, results of operations and financial condition and results of operations.***

Our manufacturing facilities are subject to operating risks, such as the breakdown or failure of equipment, delays in the supply of raw material, power supply or processes, performance below expected levels of efficiency, obsolescence, labour disputes, natural disasters, industrial accidents and the need to comply with the directives of relevant government authorities. While we haven't had any major disruptions of operations in the past, our business and financial results may be adversely affected by any disruption of operations of our product lines.

35. ***We are subject to various operational risks as a manufacturing company.***

As a manufacturing company, we are subject to several risks, including:

- ability to hire skilled labour;
- difficulty in predicting order volumes in advance;
- limited flexibility in deploying highly specialised or custom-built equipment being used for one project to another project;
- issues in securing an adequate and uninterrupted supply of power for our manufacturing operations and at cost-effective rates; and
- difficulty in selling custom-built equipment to third parties in the event of a customer default.

While we have not had any past instances, the occurrence of any of these events, individually or in aggregate, could have a material adverse effect on our business, prospects, financial condition and results of operations.

36. ***We may be unable to sufficiently obtain, maintain, protect, or enforce our intellectual property and other proprietary rights. We may also infringe on the intellectual property rights of others.***

Intellectual property and other proprietary rights are important to the success of our business. We have one registered trademark in India under class 9 of the Trade Marks Act, 1999, which is the logo of our Company. We may be unable to prevent competitors or other third parties from acquiring or using trademarks, service marks, or other intellectual property or other similar proprietary rights, infringe upon, misappropriate, dilute, or otherwise violate or diminish the value of our trademarks and service marks and our other intellectual property and proprietary rights.

Moreover, our contractual arrangements may not effectively prevent disclosure of, or control access to, our confidential or otherwise proprietary information or provide an adequate remedy in the event of an unauthorized disclosure. The measures we have put in place may not prevent misappropriation, infringement, or other violation of our intellectual property or other proprietary rights or information and any resulting loss of competitive advantage, and we may be required to litigate to protect our intellectual property or other proprietary rights or information from misappropriation, infringement, or other violation by others, which may be expensive, could cause a diversion of resources, and may not be successful, even when our rights have been infringed, misappropriated, or otherwise violated. For details, see "*Our Business – Intellectual Property Rights*" on page 178.

Our Company has not had a history of infringing the intellectual property of others, however, we cannot determine with certainty whether we are infringing upon any existing third-party intellectual property rights which may force us to alter our technologies, obtain licenses or significantly cease some portions of our operations. We may also be susceptible to claims from third parties asserting infringement and other related claims. Regardless of whether such claims that we are infringing patents or other intellectual property rights have any merit, those claims could: (a) adversely affect our relationships with current or future customers; (b) result in costly litigation; (c) cause product shipment delays or stoppages; (d) divert management's attention and resources; (e) subject us to significant liabilities; (f) require us to enter into royalty or licensing agreements; and (g) require us to cease certain activities.

37. *We have certain contingent liabilities which, if materialized, may adversely affect our financial condition, cash flows and results of operations.*

The Company has contingent liabilities amounting to ₹ 775.45 million as of March 31, 2024. Our contingent liabilities may become actual liabilities and if a significant portion of these liabilities materialize, they could have an adverse effect on our results of operations, cash flows and financial condition. Further, there can be no assurance that we will not incur similar or increased levels of contingent liabilities in the current Fiscal or in the future. As of March 31, 2024, the following were our contingent liabilities:

(in ₹ million)

Particulars	As of March 31, 2024
Contingent liabilities	
(a) Excise duty, Service tax, Custom duty matters	140.02
(b) Claims against the Company/ Disputed Demands not acknowledged as debts	45.00
(c) Income Tax related matter	1.67
Total	**186.69**

For more information, please see "*Management's Discussion and Analysis of Financial Condition and Results of Operation*" on page 93.

38. *Our operations could be adversely affected by strikes or increased wages demands by our employees or any other kind of disputes with our employees.*

Although we have not experienced any material employee unrest in the past, we cannot assure you that we will not experience disruptions in work due to disputes or other problems with our work force, which may adversely affect our ability to continue our business operations. Any employee unrest directed against us or our management, could directly or indirectly prevent or hinder our normal operating activities, and, if not resolved in a timely manner, could lead to disruptions in our operations. These actions are impossible for us to predict or control and any such event could adversely affect our business, cash flows, financial condition and results of operations.

None of our workforce is currently unionized. However, there is a risk that our employees may choose to unionize in the future. Labor unions for banking employees organize strikes, and we may in the future be affected by strikes, work stoppages or other labour disputes if any portion of our workforce were to become part of a union in the future. In the event of a labour dispute, protracted negotiations and strike action may impair our ability to carry on our day-to-day operations and, if not resolved in a timely manner, could adversely affect our business, financial condition, results of operations and cash flows.

39. *Acquisitions, strategic investments, entries into new businesses, and divestitures could disrupt our business, divert our management's attention, result in additional dilution to our shareholders, and harm our business.*

We may in the future seek to acquire or invest in new businesses or technologies that could complement or expand our products and services, enhance our technical capabilities, or otherwise offer growth opportunities. For more details, see section "*Use of Proceeds*" on page 76. We may be unable to find suitable acquisition candidates and to complete acquisitions on favourable terms, if at all, in the future. If we do complete acquisitions, we may not ultimately strengthen our competitive position or achieve our goals and any acquisitions we complete could be viewed negatively by customers or investors. Moreover, an acquisition, investment or business relationship may result in unforeseen operating difficulties and expenditures, including disrupting our ongoing operations, diverting management from their primary responsibilities, subjecting us to additional liabilities, increasing our expenses and adversely impacting our business, results of operations, cash flows and financial condition. Moreover, we may be exposed to unknown liabilities and the anticipated benefits of any acquisition, investment or business relationship may not be realized, if, for example, we fail to successfully integrate such acquisitions, or the technologies associated with such acquisitions, into our Company. We also may not achieve the anticipated benefits from the acquired businesses due to a number of factors, including difficulties resulting from the integration of information technology systems, accounting systems, culture or personnel; litigation; use of resources; or other disruption of our operations. Regulatory constraints, particularly competition regulations, may also affect the extent to which we can maximize the value of our acquisitions or investments. Acquisitions could also result in issuance of Equity Shares which could dilute the shareholding of our existing shareholders or the incurrence of debt.

In addition, we may spend time and money on acquisitions or investments that do not increase our revenue. If an acquired business fails to meet our expectations, our business, cash flows and results of operations may be adversely affected.

40. ***We are subject to precise technical specifications. Our failure to comply with the technical specifications prescribed by such customers may lead to loss of business from such customers and could negatively impact our reputation, which would have an adverse impact on our business prospects and results of operations.***

Our customers have specific product requirements. Failure to comply with the technical specifications by our customers may lead to cancellation of the orders placed by them. Any failure on our part to manufacture our products according to prescribed specifications, may lead to loss of reputation and goodwill of our Company, rejection of the product, resulting in additional cost, which will not be borne by the customer, to replace the rejected product, and loss of customers which could have adverse effect on our reputation, business and financial condition. While such instances have not resulted in any material and adverse impact on us in the past, should such instance take place in the future, it could expose us to significant monetary liability including litigation.

While we have not experienced any cancellation due to such reasons in the past, failure to adhere to the specifications set out by our customers may lead to cancellation of existing and future orders or expose us to warranty claim. In addition, prior to placing the orders, there is a review process that is undertaken by certain customers. This may involve inspection of our manufacturing facilities and equipment, review of the manufacturing processes and raw materials, and inspections and reviews of prototypes of the product. As a result, we are required to incur expenses to maintain the technical specifications such as forming a separate team of engineers responsible for assurance of the technical specifications as per the requirement of the customer in our manufacturing facilities, and in the manufacturing processes.

41. ***Our funding requirements and the proposed deployment of Net Proceeds have not been appraised by a public financial institution or a scheduled commercial bank and our management will have broad discretion over utilization of the Net Proceeds.***

Our Company proposes to utilise the Net Proceeds, after meeting the expenditures in relation to the Issue, for (i) Company's growth and business expansion through capital expenditure requirements of our Company; (ii) funding working capital requirements of our Company; (iii) repayment or pre-payment, in full or part, of certain outstanding borrowings availed by our Company, and (iv) funding and general corporate purposes. For further details, see section titled "*Use of Proceeds*" on page 76. Our proposed deployment of Net Proceeds has not been appraised by a public financial institution or a scheduled commercial bank and is based on management estimates.

Further, majority of the quotations in relation to the fabrication unit to be set up by our Company through the funds raised for capital expenditure pursuant the Issue, have been procured from two of its subsidiaries, namely, TARIL Infrastructure Limited and Savas Engineering Company Private Limited. While our Company has in the past entered into related party transactions with its subsidiaries, including for procurement of raw materials, machinery and equipment, amongst other things, we cannot assure you that we could not have achieved more favourable terms had the current quotations been procured from unrelated parties. Additionally, while all transactions with related parties have been entered into and will be entered into by our Company on an arm's length basis, there is no assurance that such transactions or the current quotations may potentially involve conflict of interest. For further details, see "*Related Party Transactions*" on page 39.

Our management will have broad discretion to use the Net Proceeds. Further, as per the provisions of the SEBI ICDR Regulations, we are required to appoint a monitoring agency and therefore India Ratings and Research Private Limited has been appointed as the Monitoring Agency for the Issue. Various risks and uncertainties, including those set forth in this section including inability to obtain necessary approvals for undertaking proposed activities, may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business. We cannot assure you that use of the Net Proceeds to meet our future capital requirements, fund our growth and for other purposes identified by our management would result in actual growth of our business, increased profitability or an increase in the value of our business and your investment.

42. ***Our ability to grow our business depends on our relationships with our customers and any adverse changes in these relationships, or our inability to enter new relationships and thereby expand our customer network, could negatively affect our business and results of operations.***

Our business is dependent on the decisions and actions of our customers which is determined by our ability to maintain and strengthen our relationships and arrangements with existing customers. Our relationship with our customers is dependent to a large extent on our ability to regularly meet their requirements, including by introducing products with greater marketability, price competitiveness, efficient and timely product deliveries and consistent product quality. In the event we are unable to meet such requirements in the future, it may result in decrease in orders or cessation of business from affected customers. There are also a number of factors relating to our customers beyond our control that might result in the termination of our arrangement or the loss of a customer relationship, including change in preferences of our customers as well as a demand for price reductions. Further, the deterioration of the financial condition or business prospects of these customers could affect their ability to maintain inventory and thus reduce demand for our products and could result in a significant decline in the revenues we derive from such customers. We have not had any instances of premature contract termination, in the past, by our customers, however, adverse changes in our relationships with our customers or the inability to develop new products for existing customers or to successfully establish relationships with new customers, could limit our business prospects, which could adversely affect our financial performance.

We may also face disruptions in the delivery of our products for various reasons beyond our control, including poor freight forwarding of our products, transportation bottlenecks, natural disasters, infectious disease outbreaks such as the pandemics, acts of war and labour issues, which could lead to deliveries being delayed or lost, resulting in insufficient inventories with our customers. If we fail to deliver products to our customers in a timely manner our business and results of operations may be adversely affected.

43. ***If we fail to maintain an effective system of internal controls, we may not be able to successfully manage, or accurately report, our financial risks.***

Effective internal controls are necessary for us to prepare reliable financial reports and effectively avoid fraud. Moreover, any internal controls that we may implement, or our level of compliance with such controls, may deteriorate over time, due to evolving business conditions. There can be no assurance that deficiencies in our internal controls will not arise in the future, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls. Any inability on our part to adequately detect, rectify or mitigate any such deficiencies in our internal controls may adversely impact our ability to accurately report, or successfully manage, our financial risks, and to avoid fraud.

44. Significant disruptions of information technology systems or breaches of data security could adversely affect our business.

Our business is dependent upon increasingly complex and interdependent information technology systems, including Internet-based systems, to support business processes as well as internal and external communications. The size and complexity of our computer systems make them potentially vulnerable to breakdown, malicious intrusion and computer viruses. We cannot assure you that we will not encounter disruptions in the future. Any such disruption may result in the loss of key information and/or disruption of production and business processes, which could materially and adversely affect our business and results of operations.

In addition, our systems are potentially vulnerable to data security breaches, whether by employees or others that may expose sensitive data to unauthorized persons. Such data security breaches could lead to the loss of trade secrets or other intellectual property or could lead to the public exposure of personal information (including sensitive personal information) of our employees, clinical trial patients, customers and others. Any such security breaches could have an adverse effect on our business, reputation, results of operations and financial condition.

45. ***Our Promoter, also being the Managing Director, our KMPs and some other Directors of our Company, hold Equity Shares in our Company and are therefore interested in the Company's performance in addition to their remuneration and reimbursement of expenses.***

Our Promoter, also being the Managing Director, and some other Directors of our Company, are interested in our Company, in addition to their remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company. Our Promoter, Directors shall abide by the provisions of SEBI (Listing Regulations and protect the interests of the Company. However, in case of any conflict of interest, our Promoter, Directors and KMPs shall keep the interests of our Company first over their personal interest, we cannot assure you that they will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoter, Directors and KMPs may take or block actions with respect to our business which may conflict with the best interests of our Company or that of minority shareholders. For further information on the interest of our Promoter, Directors and KMPs of our Company, other than reimbursement of expenses incurred or remuneration or benefits, please see the chapter "*Board of Directors and Senior Management – Interests of our Directors",* and "*Board of Directors and Senior Management – Interest of Key Managerial Personnel and Senior Management"* on page 181 and 190, respectively.

46. ***The inability to protect, strengthen and enhance our existing reputation could adversely affect our business prospects and financial performance.***

Our business reputation is critical to the success of our business. While we have been making consistent efforts to strengthen our image, various factors, some of which are beyond our control, are critical for maintaining and enhancing our reputation and if not managed properly, may negatively affect our brand and reputation. These include our ability to effectively manage the quality of our products, increase brand awareness among existing and potential customers, adapt our advertising and promotion efforts to emerging industry standards and protect the intellectual property related to our brand.

Our success in marketing our existing and new products depends on our ability to adapt to a rapidly changing marketing and media environment, including our increasing reliance on direct promotional initiatives. There can be no assurance that our marketing efforts will be successful in maintaining our reputation and its perception with customers and/ or result in increased sales in the future. Also, we may not necessarily increase or maintain our sales promotion spending in proportion to our growth in the future, which may result in limited marketing initiatives. Our inability to adapt to evolving marketing trends at the same pace as our competitors may adversely affect our ability to effectively compete in terms of our image value.

Our reputation could also be negatively impacted if we fail to maintain our established standards of service, or if our products fail to meet the expectation of our customers. Any allegations of deterioration in product quality even when false or unfounded, could tarnish our image and may cause our customers to choose other competing products. Any negative publicity regarding us, our reputation, our products or the stones industry generally could adversely affect our business and our results of operations. Other risks associated with our industry include improper disclosure of proprietary information, negative comments about our brands or standard of service, exposure of personally identifiable information, fraud, hoaxes or malicious exposure of false information. The inappropriate use of social media by our customers, employees, suppliers or other third parties could also harm our reputation thereby increasing our costs, lead to litigation or result in negative publicity that could damage our reputation and adversely affect our business, results of operations and financial condition. In addition, counterfeit products, product defects and ineffective promotional activities are all potential threats to the image and potency of our brand. Our failure to develop, maintain and enhance our brand may result in decreased revenue and loss of customers and in turn adversely affect our reputation, business, financial condition, results of operations and cash flows.

47. *Third party data in this Placement Document may be incomplete or unreliable.*

Information regarding market position, growth rates and other industry data pertaining to our businesses contained in this Placement Document consists of estimates based on data reports compiled by professional organizations and analysts, data from other external sources and our knowledge of the markets in which we compete.

In particular, this document includes information that is derived from the report titled "*Power Transformer Market Global Forecast to 2029*" dated April 2024 ("**Power Transformer Market Report**") prepared and issued by Market and Markets™ Research Private Limited, which has been paid for by us, and publicly available documents as well as various industry publications and sources namely, Draft Distribution Perspective Plan 2030, by Ministry of Power, Central Electricity Authority (Distribution Planning and Technology Division), National Green Hydrogen Mission by the Ministry of New and Renewable Energy, Government of India, and India's Electric Vehicle Transition by the Council on Energy, Environment and Water (collectively, along with Power Transformer Market Report, the "**Industry Reports**"). The Industry Reports may be subject to various limitations and based upon certain assumptions that are subjective in nature. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics in such reports may be inaccurate or may not be comparable to statistics produced for other economies. We have not independently verified data obtained from such reports, or other industry publications and other sources referred to in this Placement Document and, therefore, while we believe them to be true, we cannot assure you that they are complete or reliable. Such data may also be produced on different bases from those used in other industry publications. Therefore, discussions of matters relating to India, its economy and the industries in which we currently operate in this Placement Document are subject to the caveat that the statistical and other external data upon which such discussions are based may be incomplete or unreliable. In many cases, there is no readily available external information (whether from trade or industry associations, government bodies or other organizations) to validate market-related analyses and estimates, so we rely on internally developed estimates. Similarly, while we believe our internal estimates to be reasonable, such estimates have not been verified by any independent sources and we cannot assure potential investors as to their accuracy.

Further, our Company has not obtained the consent from Market and Markets™ Research Private Limited for usage of their name and contents of Power Transformer Market Report in this Placement Document in the form which is customary to such transactions. However, by way of the email dated July 6, 2024, Market and Markets™ Research Private Limited has acknowledged the usage of data from Power Transformer Market Report in this Placement Document and the Placement Document. We cannot assure you that such consent will be received in time or at all. We cannot assure that legal proceedings or regulatory actions will not be initiated against our Company or that any fines will not be imposed by the regulatory authorities on our Company in this respect in future.

External risk factors

48. ***Our flexibility in managing our operations is limited by the regulatory environment and the policies of the GoI and state governments which governs the power sector. Changes in government policies and other macro-economic factors can adversely impact the Company's business.***

The transformers and reactors industry in India is regulated by laws, rules and directives issued by governmental and regulatory authorities. These laws, rules and directives have changed significantly over the years. There are likely to be more reform. There can be no assurance that these reforms, including changes to the current regulatory bodies or to the existing rules and directives, will be favourable to our business. If such changes are not favourable, our business and financial results could be adversely affected.

A large part of our business is regulated by the Central Government and State Governments in India. We require regulatory approvals, sanctions, licenses, registrations and permissions to operate and expand our businesses. Changes in the government policies and other macro-economic factors including a slowdown in government investments in the power sector, any significant reductions in incentives for renewable energy expansion in India, poor financial health of the transmission and distribution sector and state electricity boards, unfavourable terms and conditions of Government contracts, as revised from time to time etc. may impact the Company's business and operations.

49. ***Compliance with, and changes in, environmental, health and safety laws and regulations may adversely affect our financial condition and results of operations.***

We are subject to environmental, health and safety regulations. A violation of health and safety laws or failure to comply with the requirements of the relevant health and safety authorities could lead to, among other things, a temporary shutdown of all or a portion of our transmission and substation facilities and the imposition of costly compliance procedures. Governments may take steps towards the adoption of more stringent environmental, health and safety regulations, and we cannot assure you that we will be at all times in full compliance with these regulatory requirements. Due to the possibility of unanticipated regulatory developments, the amount and timing of future expenditures to comply with regulatory requirements may vary substantially from those currently anticipated. If there is any unanticipated change in the environmental, health and safety regulations to which we are subject, we may need to incur substantial capital expenditures to comply with such new regulations. Our costs of complying with current and future environmental, health and safety laws and our liabilities arising from failure to comply with applicable regulatory requirements may adversely affect our business, financial condition and results of operations.

50. ***Most of our contracts are governed by the laws of various countries and disputes arising from such contracts may be subject to the exclusive jurisdiction of courts situated in such countries.***

Most of the contracts executed with our distributors and customers are customarily governed by the laws of the country in which the distributor or customer is incorporated. Further, any disputes related to such contracts may be subject to the exclusive jurisdiction of courts situated in such countries. Any lawsuits with respect to such disputes must be instituted in a court having jurisdiction over the contract, which may cause difficulty for our Company to manage such suits and to obtain enforcement of awards and may also lead to greater costs for managing such litigation.

51. ***Any deterioration in the general economic conditions in India and globally could adversely affect our business and results of operations.***

Our performance and the growth of our business are necessarily dependent on the health of the overall Indian economy. Any slowdown in the Indian economy or future volatility in global commodity prices could adversely affect our business. Additionally, an increase in trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could negatively affect interest rates and liquidity, which could adversely affect the Indian economy and our business. Any downturn in the macroeconomic environment in India could also adversely affect our business, results of operations, financial condition and the trading price of the Equity Shares.

India's economy could be adversely affected by a general rise in interest rates, adverse weather conditions affecting agriculture, commodity and energy prices as well as various other factors. A slowdown in the Indian economy could adversely affect the policy of the GoI towards our banking and finance industry, which may in turn adversely affect our financial performance and our ability to implement our business strategy.

The Indian economy is also influenced by economic and market conditions in other countries, particularly emerging market conditions in Asia. A decline in India's foreign exchange reserves may also affect liquidity and interest rates in the Indian economy, which could adversely impact our financial condition. A loss of investor confidence in other emerging market economies or any worldwide financial instability may adversely affect the Indian economy, which could materially and adversely affect our business and results of operations and the market price of the Equity Shares.

52. ***A significant change in the Government of India's economic liberalization and deregulation policies could adversely affect our business and the price of our Equity Shares.***

A large part of our business and customers are located in India or are related to and influenced by the Indian economy. The Government of India has traditionally exercised, and continues to exercise, a dominant influence over many aspects of the economy. Unfavourable government policies including those relating to the internet and e-commerce, consumer protection and data-privacy, could adversely affect business and economic conditions in India, and could also affect our ability to implement our strategy and our future financial performance. Since 1991, successive governments, including coalition governments, have pursued policies of economic liberalization, including significantly relaxing restrictions on the private sector and encouraging the development of the Indian financial sector. However, the members of the Government of India and the composition of the coalition in power are subject to change. As a result, it is difficult to predict the economic policies that will be pursued by the Government of India.

53. ***If inflation were to rise in India, we might not be able to increase the prices of our services at a proportional rate in order to pass costs on to our customers and our profits might decline.***

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of transportation, salaries, and other expenses relevant to our business. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to pass on to our customers, whether entirely or in part, and the same may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or increase the amount of commission to pass the increase in costs on to our customers. In such case, our business, results of operations, cash flows and financial condition may be adversely affected. Further, the GoI has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

54. ***Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws and regulations, across the multiple jurisdictions we operate in, may materially adversely affect our business and financial performance.***

Our business and financial performance could be materially adversely affected by changes in the laws, rules, regulations or directions applicable to us and our general businesses, or the interpretations of such existing laws, rules and regulations, or the promulgation of new laws, rules and regulations.

In addition, unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment laws governing our business, operations and investments in our Company by non-residents, could result in us being deemed to be in contravention of such laws and/ or may require us to apply for additional approvals.

Tax and other levies imposed by the central and state governments in India that affect our tax liability include central and state taxes and other levies, income tax, turnover tax, goods and service tax, stamp duty and other special taxes and surcharges which are introduced on a temporary or permanent basis from time to time. The final determination of our tax liabilities involves the interpretation of local tax laws and related regulations in each jurisdiction as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned and expenditures incurred. Moreover, the central and state tax scheme in India is extensive and subject to change from time to time. For instance, the Government of India has implemented a comprehensive national goods and services tax ("**GST**") regime with effect from July 1, 2017 that combines taxes and levies by the central and state governments into a unified rate structure. Any future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable. If the tax costs associated with certain transactions because of a particular tax risk materializing are greater than anticipated, it could affect the profitability of such transactions.

A change of law that requires us to treat and extend benefits to our outsourced personnel, and personnel retained on a contractual basis, similar to our full-time employees may create potential liability for us. If we fail to comply with current and future health and safety and labour laws and regulations at all times, including obtaining relevant statutory and regulatory approvals, this could materially and adversely affect our business, future financial performance and results of operations.

India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for employee removal and dispute resolution and imposes financial obligations on employers. This makes it difficult for us to maintain flexible human resource policies, discharge employees or downsize, which though not quantifiable, may adversely affect our business and profitability. These laws can be changed, which might make it difficult for us to be incompliance of the same.

The Government of India has passed new laws relating to social security, occupational safety, industrial relations and wages namely, the Code on Social Security, 2020, the Occupational Safety, Health and Working Conditions Code, 2020, the Industrial Relations Code, 2020 and the Code on Wages, 2019, respectively which were to take effect from April 1, 2021 (collectively, the "**Labour Codes**"). The Government of India has deferred the effective date of the Labour Codes and they shall come into force from such date as may be notified by the Government. Further, the Code on Social Security, 2020 ("**Social Security Code**") will impact overall employee expenses and, in turn, could impact the profitability of our Company. Under the Social Security Code, a new concept of deemed remuneration has been introduced, such that where an employee receives more than half (or such other percentage as may be notified by the Central Government), of their total remuneration in the form of allowances and other amounts that are not included within the definition of wages under the Social Security Code, the excess amount received shall be deemed as remuneration and accordingly be added to wages for the purposes of the Social Security Code and the compulsory contribution to be made towards the employees' provident fund. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future.

55. ***Financial instability, economic developments and volatility in securities markets in other countries may also cause the price of the Equity Shares to decline.***

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, particularly emerging Asian market countries. Financial turmoil in Europe and elsewhere in the world in recent years has affected the Indian economy. In recent times, the Indian financial markets had been negatively affected by the volatility in global financial market, including on account of certain European nations' debt troubles and move to break away by the United Kingdom from the European Union. Although, economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. Currencies of a few Asian countries have in the past suffered depreciation against the U.S. Dollar owing to, amongst other, the announcements by the U.S. government that it may consider reducing its quantitative easing measures. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy. Financial disruptions may occur and could harm our business, future financial performance and the prices of the Equity Shares.

The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections in recent years. Liquidity and credit concerns and volatility in the global credit and financial markets have increased significantly with the bankruptcy or acquisition of, and government assistance extended to, several major U.S. and European financial institutions. These and other related events, such as the European sovereign debt crisis, have had a significant impact on the global credit and financial markets as a whole, including reduced liquidity, greater volatility, widening of credit spreads and a lack of price transparency in global credit and financial markets. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, have implemented a number of policy measures designed to add stability to the financial markets.

However, the overall impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. In the event that the current difficult conditions in the global credit markets continue or if there is any significant financial disruption, such conditions could have an adverse effect on our business, future financial performance and the trading price of the Equity Shares.

56. ***Changes in environmental, health and safety laws could affect our Company's business, results of operations and financial condition.***

The sector that our Company operates in is regulated by environmental and health and safety laws at both the Central and State level. These laws govern the discharge of pollutants into the air and water, procedures required to be in place to prevent outbreak of fire, establishing standards for treatment, storage and disposal of solid and hazardous substances and waste and the extent of employee exposure to hazardous substances, that may result from operating our facilities.

If the Government of India introduces stricter laws pertaining to environment and health and safety, there is no guarantee that our Company will be able to comply with all such laws. Further, the new laws/changes may require alteration in our operating procedures entailing huge costs, and any non-compliance, may result in penalties or cancellation/suspension of the authorizations or permits. We cannot determine the future expenditures that our Company may have to bear to comply with new laws/changes. Our costs in complying with current and future environmental and health and safety laws and the potential liabilities arising from the failure to comply therewith could adversely affect our Company's business, results of operations and financial condition.

Further, Our Company relies heavily on India's physical infrastructure like power supply, ports, rail and road network, communication systems for executing its projects and undertaking other operations. Any disruption in the use of physical infrastructure or slowdown in its development could impact our Company's ability to undertake manufacturing activities and deliver products to its customers on schedule. This could, consequently, have an adverse impact on our Company's business and results of operations. For more details, please see "*Industry Overview*" on page 122.

57. The resurgence of the COVID-19 pandemic or the future outbreak of another highly infectious or contagious disease may affect our business and operations in the future.

The COVID-19 pandemic has had, and may continue to have, significant repercussions across local, national and global economies and financial markets. In the past, as a result of the implementation of lockdowns and other restrictive measures in response to the spread of the COVID-19 pandemic by the Government of India, the Indian economy, including the financial services sector, faced significant disruptions.

58. A significant portion of our revenue is derived from business in India. The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.

We derive a significant portion of our entire revenue from operations in India, accordingly, our performance and the growth of our business are necessarily dependent on the health of the overall Indian economy. A slowdown in the Indian economy could adversely affect the policy of the GoI towards our industry, which may in turn adversely affect our financial performance and our ability to implement our business strategy. The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets.

In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concerns regarding regional stability which could adversely affect the price of the Equity

Shares. In addition, India has witnessed local civil disturbances in recent years, and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

59. The impact of the Russian invasion of Ukraine, the Israel-Hamas war and the Iran-Israel conflict on the global economy, energy supplies and raw materials is uncertain, but may prove to negatively impact our business and operations.

The short and long-term implications of Russia's invasion of Ukraine, the Israel-Hamas war and the Iran-Israel conflict are difficult to predict at this time. To date, we have not experienced any material interruptions in our business operations in connection with these conflicts. We continue to monitor any adverse impact that the outbreak of war in Ukraine, the subsequent institution of sanctions against Russia by the United States and several European and Asian countries, and the Israel-Hamas war or the Iran-Israel conflict may have on the global economy in general, on our business and operations and on the businesses and operations of our lenders and other third parties with which we conduct business. To the extent the wars in Ukraine or Israel or the conflict between Iran and Israel may adversely affect our business as discussed above, it may also have the effect of heightening many of the other risks described herein. Such risks include, but are not limited to, adverse effects on macroeconomic conditions, including inflation; disruptions to our global technology infrastructure, including through cyberattack, ransom attack, or cyber-intrusion; adverse changes in international trade policies and relations; disruptions in global supply chains; significant volatility in commodity prices and supply of energy resources; political and social instability; changes in consumer or purchaser preferences and constraints; volatility, or disruption in the capital markets, any of which could negatively affect our business and financial condition.

60. We may be affected by competition law in India and any adverse application or interpretation of the Competition Act could in turn adversely affect our business and cash flows.

The Competition Act, 2002, of India, as amended ("**Competition Act**"), regulates practices having an appreciable adverse effect on competition in the relevant market in India ("**AAEC**"). Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an AAEC is considered void and may result in the imposition of substantial penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or the provision of services or shares the market or source of production or provision of services in any manner, including by way of allocation of geographical area or number of customers in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an AAEC and is considered void. The Competition Act also prohibits abuse of a dominant position by any enterprise.

On March 4, 2011, the Central Government notified and brought into force the Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations ("**Combination Regulations**") under the Competition Act with effect from June 1, 2011. The Combination Regulations require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to, and pre-approved by, the Competition Commission of India. Additionally, on May 11, 2011, the Competition Commission of India issued the Competition Commission of India (Procedure for Transaction of Business Relating to Combinations) Regulations, 2011, which sets out the mechanism for implementation of the merger control regime in India.

The Competition (Amendment) Act, 2023 ("Amendment") was recently passed in India. The Amendment makes a number of changes to the Competition Act, 2002, which is the country's primary competition law. One of the most significant changes introduced by the amendment is the establishment of a new deal value threshold. Under this provision, transactions involving acquisition, merger, or amalgamation that meet or exceed ₹ 20 billion and involve entities with substantial business operations in India will necessitate approval from the Competition Commission of India. This threshold expands the scope of CCI review, ensuring that even transactions that would typically fall under the minimum exemption are subject to scrutiny if their deal value surpasses the prescribed limit.

The Competition Act aims to, among other things, prohibit all agreements and transactions which may have an appreciable adverse effect in India. Consequently, all agreements entered into by us could be within the purview of the Competition Act. Further, the Competition Commission of India has extraterritorial powers and can investigate any agreements, abusive conduct or combination occurring outside of India if such agreement, conduct or combination has an appreciable adverse effect in India. However, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. We do not have any outstanding notices in relation to non-compliance with the Competition Act or the agreements entered into by us.

However, if we are affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the Competition Commission of India, or any adverse publicity that may be generated due to scrutiny or prosecution by the Competition Commission of India or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business and cash flows.

61. Investors may have difficulty in enforcing foreign judgments against our Company or our management.

Our Company is a company incorporated under the laws of India. All Directors on the Board of Directors of our Company and our employees are residents of India and substantial portion of our assets and such persons are located in India. As a result, it may not be possible for prospective investors outside India to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce judgments obtained against such parties outside India. Furthermore, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India or would enforce foreign judgments if that court was of the view that the number of damages awarded was excessive or inconsistent with public policy, or if judgments are in breach or contrary to Indian law. In addition, a party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to execute such a judgment or to repatriate outside India any amounts recovered. Further, any judgment or award denominated in a foreign currency would be converted into Indian Rupees on the date of such judgment or award and not on the date of payment.

Recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Civil Procedure Code. Section 13 of the Civil Procedure Code provides that a foreign judgment shall be conclusive regarding any matter directly adjudicated upon between the same parties or parties litigating under the same title, except (a) where the judgment has not been pronounced by a court of competent jurisdiction; (b) where the judgment has not been given on the merits of the case; (c) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or a refusal to recognise the law of India in cases in which such law is applicable; (d) where the proceedings in which the judgment was obtained were opposed to natural justice; (e) where the judgment has been obtained by fraud; and (f) where the judgment sustains a claim founded on a breach of any law then in force in India. Further, India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, such as the United Kingdom, United Arab Emirates, Singapore and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements established in the Civil Procedure Code. The Civil Procedure Code only permits the enforcement and execution of monetary decrees in the reciprocating jurisdiction, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India, including the United States, cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be directly enforceable in India. The party in whose favour a final foreign judgment in a nonreciprocating territory is rendered may bring a fresh suit in a competent court in India based on the final judgment within three years of obtaining such final judgment.

62. A downgrade in ratings of India, may affect the trading price of the Equity Shares.

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. Any adverse revisions to India’s credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such financing is available, including raising any overseas additional financing. A downgrading of India’s credit ratings may occur, for example, upon a change of government tax or fiscal policy, which are outside our control. This could have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business and financial performance and the price of the Equity Shares.

63. A third party could be prevented from acquiring control of us because of anti-takeover provisions under Indian law.

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company. Under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to our Shareholders, such a takeover may not be attempted or consummated because of SEBI (SAST) Regulations, 2011.

64. Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares.

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain restrictions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then a prior regulatory approval will be required. Further, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/ departments are responsible for granting approval for foreign investment. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities.

In addition, in accordance with circular, dated October 15, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government, as prescribed in the FDI Policy and the FEMA Rules. These investment restrictions shall also apply to subscribers of offshore derivative instruments. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained with or without any particular terms or conditions or at all. We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all.

Risks in relation to Equity Shares and the Issue:

65. *We cannot assure you that the Equity Shares issued pursuant to the Issue will be listed on the Stock Exchanges, and in a timely manner.*

In accordance with Indian law and practice, after our Board or a duly constituted committee passes the resolution to allot the Equity Shares but prior to crediting such Equity Shares into the Depository Participant accounts of the QIBs, we are required to apply to the Stock Exchanges for listing and trading approvals. After receiving the listing and trading approvals from the Stock Exchanges, our Company shall credit the Equity Shares into the Depository Participant accounts of the respective QIBs and apply for the final listing and trading approvals from the Stock Exchanges. Approval for listing and trading will require all relevant documents authorising the issuing of Equity Shares to be submitted. Any failure or delay in obtaining these approvals from the Stock Exchanges could delay the listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining these approvals would restrict an investor's ability to dispose of their Equity Shares. Bidders can start trading the Equity Shares allotted to them in the Issue only after they have been credited to an investor's demat account, are listed and are permitted to trade. Since the Equity Shares are currently traded on the Stock Exchanges, investors will be subject to market risk from the date they pay for the Equity Shares to the date when trading approval is granted for the same. Further, we cannot assure you that the Equity Shares allocated to an investor will be credited to the investor's demat account, that listing and trading approvals will be issued by the Stock Exchanges in a timely manner, or at all, or that trading in the Equity Shares will commence in a timely manner, or at all. In accordance with applicable Indian laws and regulations and the requirements of the Stock Exchanges, in principle and final approvals for the listing and trading of the Equity Shares to be issued pursuant to the Issue will not be applied for by us or granted by the Stock Exchanges until after such Equity Shares have been issued and allotted by us on the Closing Date. If there is a failure or a delay in obtaining such approvals, we may not be able to credit the Equity Shares allotted to you to your Depository Participant account or assure ownership of such Equity Shares by you in any manner promptly or at all. In any such event, your ownership over the Equity Shares allotted to you and your ability to dispose of any such Equity Shares may be restricted. For further information on issue procedure, see "*Issue Procedure*" on page 197.

66. ***Your ability to acquire and sell Equity Shares offered in the Issue is restricted by the distribution, solicitation and transfer restrictions set forth in this Placement Document; you will be prohibited from selling any of the Equity Shares subscribed in this Issue other than on Stock Exchanges for a period of one year from the date of the allotment of the Equity Shares.***

The Equity Shares offered in the Issue are subject to restrictions on transferability and resale. Pursuant to the SEBI ICDR Regulations, QIBs will be prohibited from selling any of the Equity Shares subscribed in this Issue other than on a recognised Indian stock exchange for a period of one year from the date of the allotment of the Equity Shares. For further information, see "*Selling Restrictions" and "Transfer Restrictions*" on page 214 and 223. You are required to inform yourself on, and observe, these restrictions. Our Company and its representatives and agents will not be obligated to recognise any acquisition, transfer or resale of the Equity Shares offered in the Issue made other than in compliance with applicable law.

Pursuant to Regulation 178 of the SEBI ICDR Regulations, for a period of twelve months from the date of the allotment of the Equity Shares in the Issue, Eligible QIBs subscribing to the Equity Shares may only sell their Equity Shares on NSE or BSE and may not enter into any off-market trading in respect of these Equity Shares. Our Company cannot be certain that these restrictions will not have an impact on the price of the Equity Shares. Further, allotments made to certain categories of Eligible QIBs in the Issue may be subject to the rules and regulations that are applicable to them, including in relation to any lock-in requirements. This may affect the liquidity of the Equity Shares purchased by such investors and it is uncertain whether these restrictions will adversely impact the market price of the Equity Shares purchased by investors.

67. ***Our Company may not declare dividends in future on the Equity Shares.***

Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flows, capital requirements, capital expenditure and restrictive covenants of our financing arrangements. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and subsequent approval of Shareholders and will depend on factors that our Board of Directors and Shareholders deem relevant, including among others, our future earnings, financial condition, cash flows, capital requirements, capital expenditures, business prospects and restrictive covenants under our financing arrangements, subject to the provisions of the Articles of Association and applicable law, including the Companies Act, 2013. Our Board may also, from time to time, declare interim dividends from the profits of the Fiscal in which such interim dividend is sought to be declared. Additionally, under some of our loan agreements, we are not permitted to declare any dividends without prior consent from the lenders if there is a default under such loan agreements or unless we have paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof.

The amounts paid as dividends in the past are not necessarily indicative of our Company's dividend policy or the dividend amounts, if any, in the future. There is no guarantee that any dividends will be paid or that the amount thereof will not be decreased in the future. Accordingly, realisation of a gain on investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. We may decide to retain all of our earnings to finance the development and expansion of our business and, therefore, may not declare dividends on the Equity Shares. We cannot assure you that we will be able to pay dividends at any point in the future. Additionally, under the Finance Act, 2023, dividend distribution tax is not payable in respect of dividends declared, distributed or paid by an Indian company after March 31, 2020, and accordingly, the incidence of dividend income taxation of our resident and non-resident Shareholders is shifted to such Shareholders from our Company. For further information, see "*Dividends*" on page 92.

68. ***After this Issue, the price of the Equity Shares may be volatile, which may result in losses for investors acquiring the Equity Shares in this Issue.***

The Issue Price will be determined by our Company in consultation with the Book Running Lead Managers, based on the Bids received in compliance with Chapter VI of the SEBI Regulations, and may not necessarily be indicative of the market price of the Equity Shares after this Issue is complete. The price of the Equity Shares on NSE and BSE may fluctuate after this Issue as a result of several factors, including:

- volatility in the Indian and the global securities market or prospects for our business and the sectors in which we compete;
- the valuation of publicly traded companies that are engaged in business activities similar to us;
- volatility in the Rupee's value relative to the U.S. dollar, the Euro and other foreign currencies;
- our Company's profitability and performance;
- perceptions about our Company's future performance or the performance of Indian banks in general;
- the performance of our Company's competitors and the perception in the market about investments in the banking sector;
- adverse media reports about our Company or the Indian banking sector;
- a comparatively less active or illiquid market for the Equity Shares;
- changes in the estimates of our Company's performance or recommendations by financial analysts;
- significant developments in India's economic liberalisation and deregulation policies;
- inclusion or exclusion of our Company in indices;
- significant developments in India's fiscal regulations; and
- any other political or economic factors.

We cannot assure you that you will be able to resell your Equity Shares at or above the Issue Price. There can be no assurance that an active trading market for the Equity Shares will be sustained after this Issue, or that the price at which the Equity Shares have historically traded will correspond to the price at which the Equity Shares will trade in the market subsequent to this Issue.

69. ***Foreign investors are subject to certain investment restrictions under Indian law in relation to transfer of shareholding that may limit our ability to attract foreign investors, which may adversely impact the trading price of the Equity Shares.***

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain restrictions), if they comply with the requirements specified by RBI from time to time. If the transfer of shares is not in compliance with such requirements and does not fall under any of the exceptions, then prior approval of RBI is required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income-tax authorities. Further, this conversion is subject to the shares having been held on a repatriation basis and is subject to either the security having been sold in compliance with the pricing guidelines or the relevant regulatory approval having been obtained for the sale of shares and corresponding remittance of the sale proceeds. Additionally, the Indian government may impose foreign exchange restrictions in certain emergency situations, including situations where there are sudden fluctuations in interest rates or exchange rates, where the Indian government experiences extreme difficulty in stabilizing the balance of payments or where there are substantial disturbances in the financial and capital markets in India. Additionally, any restriction on foreign exchange may require foreign investors to obtain the Indian government's approval before acquiring Indian securities or repatriating the interest or dividends from those securities or the proceeds from the sale of those securities. Our Company cannot assure you that any required approval from the RBI or any other governmental agency can be obtained with or without any particular terms or conditions, or at all.

70. ***There are restrictions on daily movements in the price of the Equity Shares, which may adversely affect a Shareholder's ability to sell, or the price at which a Shareholder can sell, the Equity Shares at a particular point in time.***

The Equity Shares are subject to a daily circuit breaker imposed on listed companies by the Stock Exchanges in India, which does not allow transactions beyond a certain level of volatility in the price of the Equity Shares. This circuit breaker operates independently of the index-based, market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on our Company's circuit breaker applicable to the Equity

Shares is set by the Stock Exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The Stock Exchanges may change the percentage limit of the circuit breaker from time to time without our Company's knowledge. This circuit breaker would effectively limit the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, we cannot assure you regarding the ability of Shareholders to sell the Equity Shares or the price at which Shareholders may be able to sell their Equity Shares which may be adversely affected at a particular point in time. For further details, see "*The Securities Market of India*" on page 224.

71. ***Investors may be subject to Indian taxes arising out of capital gains and stamp duty on the sale of the Equity Shares.***

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company is generally taxable in India. A Securities Transaction Tax ("**STT**") is levied on equity shares sold on an Indian stock exchange. Any capital gain exceeding ₹100,000, realised on the sale of listed equity shares on a recognised stock exchange, held for more than twelve months may be subject to long-term capital gains tax in India at the rate of 10% (plus applicable surcharge and cess). This beneficial provision is, inter alia, subject to payment of STT on both acquisition and sale of the equity shares. Further any capital gain realised on the sale of listed equity shares of an Indian company, held for more than twelve months, which are sold using any platform other than a recognised stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India at the rate of 10% (plus applicable surcharge and cess), without indexation benefits. Further, any gain realized on the sale of our Equity Shares held for a period of twelve months or less immediately preceding the date of transfer, will be subject to short-term capital gains tax in India at the rate of 15% (plus applicable surcharge and cess), subject to STT being paid at the time of sale of such shares. Otherwise, such gains will be taxed at the applicable rates. Capital gains arising from the sale of the Equity Shares will not be chargeable to tax in India in cases where relief from such taxation in India is provided under a treaty between India and the country of which the seller is resident read with the multilateral instrument, if and to the extent applicable, and the seller is entitled to avail benefits thereunder. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain realised upon the sale of the Equity Shares. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident Shareholder for the purposes of deducting tax at source pursuant to any corporate action including dividends.

72. ***Bidders are not allowed to withdraw their Bids or revise their Bids downwards after the Issue Closing Date.***

In terms of Regulation 179 (1) of the SEBI ICDR Regulations, Bidders are not allowed to withdraw their Bids or revise their Bids downwards in terms of quantity of Equity Shares or the Application Amount after the Issue Closing Date. The Allotment of Equity Shares in this Issue and the credit of such Equity Shares to an Allottee's demat account with the Depository Participant could take approximately three Working Days from the Issue Closing Date. However, we cannot assure that adverse changes in the international or national monetary, financial, political or economic conditions or other events in the nature of force majeure, adverse changes in our business, results of operations, financial condition and cash flows, or other events affecting the Bidder's decision to invest in the Equity Shares would not arise between the Issue Closing Date and the date of the Allotment of Equity Shares in the Issue. The occurrence of any such events after the Issue Closing Date could also adversely impact the market price of the Equity Shares. Bidders shall not have the right to withdraw their Bids or revise their Bids downwards in the event of any such occurrence. Our Company may complete the Allotment of the Equity Shares even if such events may limit the Allottees' ability to sell the Equity Shares after the Issue or cause the trading price of the Equity Shares to decline.

73. ***Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and could thereby suffer future dilution of their ownership position.***

Under the Companies Act, 2013, a company having share capital and incorporated in India must offer holders of its Equity Shares pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages prior to the issuance of any new Equity Shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the Equity Shares who have voted on such a resolution.

However, if the law of the jurisdiction the investors are in, does not permit them to exercise their pre-emptive rights without our Company filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise their pre-emptive rights unless our Company makes such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for the investor’s benefit. The value such custodian receives on the sale of such securities and the related transaction costs cannot be predicted. Our Company may choose not to offer the rights to Shareholders having an address outside India. Consequently, to the extent that the investors are unable to exercise pre-emptive rights granted in respect of the Equity Shares held by them, their proportional interest in our Company would be reduced.

74. ***Rights of shareholders of companies under Indian law may be more limited than under the laws of other jurisdictions.***

Our Articles of Association, composition of our Board, Indian laws governing our corporate affairs, the validity of corporate procedures, directors’ fiduciary duties, responsibilities and liabilities, and Shareholders’ rights may differ from those that would apply to a company in another jurisdiction. Shareholders’ rights under Indian law may not be as extensive and widespread as shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as Shareholder of our Company than as a shareholder of an entity in another jurisdiction.

75. ***Pursuant to listing of the Equity Shares, we may be subject to pre-emptive surveillance measures like Additional Surveillance Measure (ASM) and Graded Surveillance Measures (GSM) by the Stock Exchanges in order to enhance market integrity and safeguard the interest of investors.***

SEBI and the Stock Exchanges have introduced various pre-emptive surveillance measures in order to enhance market integrity and safeguard the interests of investors, including ASM and GSM. ASM and GSM are imposed on securities of companies based on various objective criteria such as significant variations in price and volume, concentration of certain client accounts as a percentage of combined trading volume, average delivery, securities which witness abnormal price rise not commensurate with financial health and fundamentals such as earnings, book value, fixed assets, net worth, price / earnings multiple and market capitalization.

Upon listing, the trading of our Equity Shares would be subject to differing market conditions as well as other factors which may result in high volatility in price, low trading volumes, and a large concentration of client accounts as a percentage of combined trading volume of our Equity Shares. The occurrence of any of the abovementioned factors or other circumstances may trigger any of the parameters prescribed by SEBI and the Stock Exchanges for placing our securities under the GSM and/or ASM framework or any other surveillance measures, which could result in significant restrictions on trading of our Equity Shares being imposed by SEBI and the Stock Exchanges. These restrictions may include requiring higher margin requirements, requirement of settlement on a trade for trade basis without netting off, limiting trading frequency, reduction of applicable price band, requirement of settlement on gross basis or freezing of rice on upper side of trading, as well as mentioning of our Equity Shares on the surveillance dashboards of the Stock Exchanges. The imposition of these restrictions and curbs on trading may have an adverse effect on market price, trading and liquidity of our Equity Shares and on the reputation and conditions of our Company.

76. ***If our Company raises further capital by issue of new Equity Shares or sale of Equity Shares by our Promoters in the future, the same could result in dilution of your shareholding in our Company.***

Our Company’s business requires capital on an ongoing basis. If our Company is not able to meet its capital requirement through internal accruals or debt, our Company may consider issuing further Equity Shares. Such further issue may dilute your shareholding in our Company. Additionally, any perception of the investors about the possible issuance of further Equity Shares could also adversely impact the trading price of the Equity Shares of our Company. Further, any sale of Equity Shares by our Promoters or major shareholders of our Company may adversely affect the trading price of the Equity Shares.

77. ***Our Promoters will continue to exercise substantial control over our Company and potential conflicts of interest may exist or arise as a result.***

After the Issue, the shareholding of our Promoters will come down to approximately 65% of the Equity Shares. However, this will not impact the ability of our Promoters to exercise significant control over our Company, including control over the key policies of our Company, business decisions and also determine decisions requiring simple or special majority voting. Our Company cannot assure you that our Promoters, as majority shareholders, will act to resolve any potential conflicts of interest with our Company's minority shareholders. In addition, any restructuring by the Promoters by way of merger, acquisition, divestment or otherwise may have an adverse impact on the operations and financial results of our Company. For more details, please see "*Capital Structure*" on page 88.

MARKET PRICE INFORMATION

As on the date of this Placement Document, 142,564,121 Equity Shares have been issued, subscribed and are fully paid up. The face value of our Equity Shares is ₹1 per equity share. The Equity Shares are listed and are available for trading on BSE and NSE. The Equity Shares are listed and traded on NSE under the symbol TRIL and BSE under the scrip code 532928 and symbol TRIL.

On June 12, 2024, the closing prices of the Equity Shares on NSE and BSE was ₹ 805.45 and ₹ 806.15 per Equity Share, respectively. The tables below set out, for the periods indicated, the high, low and average closing prices and the trading turnover on NSE and BSE for our Equity Shares.

A. The following tables set out the reported high, low and average of the closing prices of our Equity Shares on NSE and BSE and number of Equity Shares traded on the days on which such high and low prices were recorded and the total trading turnover for the Fiscals 2022, 2023 and 2024.

NSE

Fiscal	High (₹)	Date of high	No. of Equity Shares traded on date of high	Total Turnover of Equity Shares traded on date of high (in ₹ million)	Low (₹)	Date of low	No. of Equity Shares traded on date of low	Total Turnover of Equity Shares traded on date of low (in ₹ million)	Average price for the year (₹)	Total Volume of Equity Shares traded in the Fiscals (₹ in number)	Total Turnover of Equity Shares traded in the Fiscals (in ₹ million)
2022	44.65	07-Feb-22	3,014,809	136.35	16.75	19-Apr-21	131,136	2.21	29.85	161,293,927	5,218.50
2023	77.55	20-Jan-23	8,978,501	705.93	25.5	20-Jun-22	204,246	5.32	47.55	200,816,965	11,366.11
2024	395.65	28-Mar-24	402,862	157.40	288.55	13-Feb-24	292,604	84.63	337.21	6,895,007	2,336.08

(Source: www.nseindia.com)

1. *High, low and average prices are based on the daily closing prices.*
2. *In the case of a year, an average represents the average of the closing prices of all trading days of each year presented.*
3. *In the case of two days with the same high or low price, the date with the higher volume has been chosen.*

BSE

Fiscal	High (₹)	Date of high	No. of Equity Shares traded on date of high	Total Turnover of Equity Shares traded on date of high (in ₹ million)	Low (₹)	Date of low	No. of Equity Shares traded on date of low	Total Turnover of Equity Shares traded on date of low (in ₹ million)	Average price for the year (₹)	Total Volume of Equity Shares traded in the Fiscals (₹ in number)	Total Turnover of Equity Shares traded in the Fiscals (in ₹ million)
2022	44.65	07-Feb-22	483,119	22	16.8	19-Apr-21	19,228	0.32	29.85	48,551,216	1,578.65
2023	77.65	10-Jan-23	892,268	70	25.5	20-Jun-22	106,35	0.28	47.55	30,457,587	1,744.29
2024	395.75	28-Mar-24	74,632	29	57.77	03-Apr-23	37,682	2.18	173.64	42,246,249	6,426.25

(Source: www.bseindia.com)

1. *High, low and average prices are based on the daily closing prices.*
2. *In the case of a year, an average represents the average of the closing prices of all trading days of each year presented.*
3. *In the case of two days with the same high or low price, the date with the higher volume has been chosen.*

B. The following tables set out the reported high and low closing prices of our Equity Shares recorded on NSE and BSE and the number of Equity Shares traded on the days on which such high and low prices were recorded, and the volume of Equity Shares traded in each of the last six months.

NSE

Month	High (₹)	Date of high	No. of Equity Shares traded on date of high	Total Turnover of Equity Shares traded on date of high (in ₹ million)	Low (₹)	Date of low	No. of Equity Shares traded on date of low	Total Turnover of Equity Shares traded on date of low (in ₹ million)	Average price for the month (₹)	Equity Shares traded in the month	
										Volume	Turnover (in ₹ million)
December 2023	231.35	29-Dec-23	3,417,962	806.89	184	20-Dec-23	2,290,273	440.56	197.165	21,100,629	4,386.51
January 2024	368.90	25-Jan-24	5,076,821	1913.40	237.3	02-Jan-24	1,278,122	305.76	282.95	27,286,846	8,149.72
February 2024	361.40	24-Feb-24	336,926	121.08	288.55	13-Feb-24	292,604	84.63	333.11	4,033,717	1,346.78
March 2024	395.65	28-Mar-24	402,862	157.40	310.35	20-Mar-24	109,752	33.96	341.74	2,861,290	989.30
April 2024	732.50	23-Apr-24	280,185	205.23	415.4	01-Apr-24	91,511	38.00	570.3025	7,720,071	4,434.15
May 2024	700.00	31-May-24	898,835	625.75	574.55	09-May-24	479,653	283.01	624.20	8,201,792	5,083.44

(Source: www.nseindia.com)

1. *High, low and average prices are based on the daily closing prices.*
2. *In the case of a year, an average represents the average of the closing prices of all trading days of each month presented.*
3. *In the case of two days with the same high or low price, the date with the higher volume has been chosen.*

BSE

Month	High (₹)	Date of high	No. of Equity Shares traded on date of high	Total Turnover of Equity Shares traded on date of high (in ₹ million)	Low (₹)	Date of low	No. of Equity Shares traded on date of low	Total Turnover of Equity Shares traded on date of low (in ₹ million)	Average price for the month (₹)	Equity Shares traded in the month	
										Volume	Turnover (in ₹ million)
December 2023	231.90	29-Dec-23	433,664	102.06	184.20	20-Dec-23	209,196	40.24	197.19	3,560,661	729.95
January 2024	369.90	25-Jan-24	519,694	196.33	237.20	02-Jan-24	637,573	152.01	283.03	6,827,873	1,923.53
February 2024	358.65	26-Feb-24	23,359	8.32	288.40	13-Feb-24	61,344	17.85	332.60	534,458	176.14
March 2024	395.75	28-Mar-24	74,632	29.11	310.20	20-Mar-24	17,175	5.31	341.65	413,723	144.05
April 2024	729.75	23-Apr-24	8,327	6.08	415.50	01-Apr-24	14,932	6.20	568.25	968,465	547.94
May 2024	699.65	31-May-24	32,106	22.11	574.55	09-May-24	93,042	55.14	597.31	1,379,341	844.30

(Source: www.bseindia.com)

1. *High, low and average prices are based on the daily closing prices.*
2. *In the case of a year, an average represents the average of the closing prices of all trading days of each month presented.*
3. *In the case of two days with the same high or low price, the date with the higher volume has been chosen.*

C. The following table sets forth the market price of our Equity Shares on NSE and BSE on April 9, 2024, the first Working Day following the approval of the Board of Directors for the Issue.

NSE						BSE					
Open (₹)	**High (₹)**	**Low (₹)**	**Close (₹)**	**Number of Equity Shares traded**	**Turnover (in ₹ million)**	**Open (₹)**	**High (₹)**	**Low (₹)**	**Close (₹)**	**Number of Equity Shares traded**	**Turnover (in ₹ million)**
498.2	498.2	498.2	498.2	294,683	146.81	498.2	498.2	498.2	498.2	12,626	6.24

(Source: www.nseindia.com and www.bseindia.com)

USE OF PROCEEDS

The Gross Proceeds from the Issue aggregate to ₹ 5,000.00 million. Subject to compliance with applicable laws, the net proceeds from the Issue, after deducting fees, commissions, and the estimated expenses of the Issue of approximately ₹ 111.85 million (inclusive of GST and other applicable tax), shall be approximately ₹ 4,888.15 million (the "**Net Proceeds**").

Objects of the Issue

Subject to applicable laws and regulations, our Company intends to utilise the Net Proceeds to finance the following objects ("**Objects**"):

(in ₹ million)

S. No.	Particulars	Amount which will be financed from Net Proceeds
1.	Company's growth and business expansion through funding of capital expenditure requirements of our Company	1,450.00
2.	Funding the working capital requirements of our Company	1,250.00
3.	Repayment and/or pre-payment in full or in part, of certain outstanding borrowings availed by our Company	613.80
4.	Funding inorganic growth and general corporate purposes (1)	1,574.35
	Total Net Proceeds	**4,888.15**

(1) The amount to be utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.

The main objects and objects incidental and ancillary to the main objects of the memorandum of association of our Company enable us to undertake (i) the existing activities and (ii) the activities proposed to be funded from the Net Proceeds.

Proposed schedule of implementation and deployment of Net Proceeds

(in ₹ million)

S. No.	Particulars	Amount to be funded from Net Proceeds	Proposed schedule for deployment of the Net Proceeds
			Fiscal 2025
1.	Company's growth and business expansion through funding of capital expenditure requirements of our Company	1,450.00	1,450.00
2.	Funding the working capital requirements of our Company	1,250.00	1,250.00
3.	Repayment and/or pre-payment in full or part, of certain outstanding borrowings availed by our Company	613.80	613.80
4.	Funding inorganic growth and general corporate purposes (1)	1,574.35	1,574.35
	Total Net Proceeds	**4,888.15**	**4,888.15**

(1) The amount to be utilized d for general corporate purposes shall not exceed 25% of the Gross Proceeds.

The funding requirements, deployment of funds and the intended use of Net Proceeds indicated above is based on management estimates, current circumstances of our business, our existing business plans, prevailing market conditions and other commercial and technical factors, which are subject to change, and the detailed project report dated May 01, 2024, issued by Bharat Bhushan Dua, Chartered Engineer, an independent chartered engineer appointed by the Company for this purpose. Given the nature of our business, we may have to revise our funding requirements and intended deployment schedule on account of a variety of factors such as our financial condition, business strategy, delay in procuring and operationalizing assets or necessary licenses and approvals, and external factors such as market conditions, competitive environment, price fluctuations and interest or exchange rate fluctuations and other external factors which may not be within the control of our management. Depending upon such factors, we may have to reduce or extend the deployment period for the stated objects. This may entail rescheduling or revising the planned expenditure, implementation schedule and funding requirements, including the expenditure for a particular purpose, at the discretion of our management. Subject to applicable laws, if the actual utilization towards the objects is lower than the proposed deployment, such balance will be used for funding or inorganic growth and general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the Gross Proceeds. In case of a shortfall in raising requisite capital from the Net Proceeds, business considerations may require us to explore a range of options including utilizing our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in the Issue, subject to compliance with applicable laws. For details, see "*Risk Factors – Our funding requirements and the proposed deployment of Net Proceeds have not been appraised by a public financial institution or a scheduled commercial bank and our management will have broad discretion over utilization of the Net Proceeds*" on page 57.

Our Company proposes to deploy the entire Net Proceeds towards the Objects stated above. If the Net Proceeds are not utilized (in full or in part) for the Objects for the period stated above due to any reason, including (i) the timing of completion of the Issue; (ii) market conditions outside the control of our Company; and (iii) any other economic, business and commercial considerations, the remaining Net Proceeds shall be utilized (in part or full) in subsequent periods in such manner as may be determined by our Company, in accordance with applicable laws.

Details of the Objects

1. Company's growth and business expansion through funding of capital expenditure requirements of the Company

Our Company intends to utilize ₹ 1,450.00 million of the Net Proceeds towards funding the capital expenditure requirements of our Company, for setting up a transformer tank manufacturing fabrication unit in Changodar, Gujarat (the "**Fabrication Unit**", and the project to set up the Fabrication Unit, the "**Project**"), which will aid us in achieving 100% backward integration. Our Company expects to benefit from such investment as we believe our plans and strategy will allow us to meet the anticipated increase in the demand for our products in the future and enable us to supply to the growing markets more efficiently and drive profitability.

Estimated cost

The total estimated cost of funding the purchase of new equipment and machinery to set up the Fabrication Unit is ₹ 1,509.67 million, and such cost has been certified by way of a certificate dated June 08, 2024, issued by Bharat Bhushan Dua, Chartered Engineer ("**Chartered Engineer**"), an independent chartered engineer appointed by the Company for this purpose.

An indicative list of such equipment and machinery that is intended to be purchased, along with details of the purchase orders/ quotations obtained by our Company in relation to the Project are set forth below, which has been certified by the Chartered Engineer pursuant to its certificate dated June 08, 2024:

(₹ in million)

S. No.	Machine type	Capacity	Process	Supplier	Quote date	Quote Validity	Tentative Cost
1	Pre-Cast Building	-	Building	BN Precast	05.06.2024	-	635.35
2	CNC Laser Cutting Machine	6 KW	Metal cutting application	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	13.92
3	CNC Laser Cutting Machine	6 KW	Metal cutting application	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	13.92
4	CNC Plasma cum Oxyfuel	30 mm/100 mm	Metal cutting application	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	5.69
5	CNC Plasma cum Oxyfuel	30 mm/ 100 mm	Metal cutting application	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	5.69

S. No.	Machine type	Capacity	Process	Supplier	Quote date	Quote Validity	Tentative Cost
6	Cranes	Multiple capacities	Lifting applications	Amtech Projects and Products Private Limited	28.05.2024	28.07.2024	38.87
7	Press Brake	16 mm x 5000 mm	Metal forming application	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	15.81
8	VMC	1200 mm bed size	Machining	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	6.96
9	Milling Machine	900 mm	Machining	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	0.82
10	Lathe Machine	1200 mm dia	Machining	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	1.27
11	Lathe Machine	1200 mm dia	Machining	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	1.27
12	Lathe Machine	600 mm dia x 4 ft	Machining	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	0.95
13	Lathe Machine	600 mm dia x 4 Ft	Machining	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	0.95
14	Lathe Machine	600 mm dia x 4 Ft	Machining	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	0.95
15	CNC Shearing Machine	16 mm x 3000 mm	Shearing application	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	12.65
16	CNC Shearing Machine	16 mm x 3000 mm	Shearing application	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	12.65
17	CNC Shearing Machine	8 mm x 2500 mm	Shearing application	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	7.59
18	CNC Shearing Machine	8 mm x 2500 mm	Shearing application	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	7.59
19	CNC Rolling Machine	16 mm x 3000 mm	Rolling application	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	7.59
20	CNC Rolling Machine	16 mm x 3000 mm	Rolling application	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	7.59
21	CNC Rolling Machine	8 mm x 2000 mm	Rolling application	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	4.43
22	CNC Rolling Machine	8 mm x 2000 mm	Rolling application	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	4.43
23	Scissor Lifts for Production	4 mtr	Working platforms	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	0.51
24	Scissor Lifts for Production	4 mtr	Working platforms	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	0.51
25	Scissor Lifts for Production	4 mtr	Working platforms	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	0.51
26	Scissor Lifts for Production	4 mtr	Working platforms	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	0.51
27	Scissor Lifts for Production	4 mtr	Working platforms	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	0.51
28	Scissor Lifts for Production	4 mtr	Working platforms	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	0.51
29	Mobile Cranes	14 tones	Lifting applications	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	2.02
30	Mobile Cranes	14 tones	Lifting applications	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	2.02
31	Magnet Drills (100 machines)	Multiple capacities	Drilling operations	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	15.81
32	Pillar Drills	Multiple capacities	Drilling operations	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	3.80
33	Automatic Welding Robot	LPT tanks	Welding operations	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	37.95
34	Automatic Welding Robot	LPT tanks	Welding operations	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	37.95

S. No.	Machine type	Capacity	Process	Supplier	Quote date	Quote Validity	Tentative Cost
35	Automatic Welding Robot	MPT tanks	Welding operations	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	37.95
36	Automatic Welding Robot	MPT tanks	Welding operations	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	37.95
37	Automatic Welding Robot	Distribution tanks	Welding operations	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	31.63
38	Welding Robot	For loose components	Welding operations	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	18.98
39	Welding Robot	For loose components	Welding operations	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	18.98
40	Welding Machines	300 amps	Welding operations	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	9.49
41	Welding Machines	400 amps	Welding operations	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	15.81
42	Grinders	Multiple capacities	Grinding operations	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	3.16
43	Compressors	40 KW	Air	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	1.52
44	Compressors	40 KW	Air	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	1.52
45	Compressors	10 KW	Air	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	0.13
46	Compressors	10 KW	Air	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	0.13
47	Automatic Blasting Booth for DT	4 x 4 x 4	Shot blasting	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	10.12
48	Automatic Blasting Booth for DT	4 x 4 x 4	Shot blasting	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	10.12
49	Automatic Blasting Booth for MPT	6 x 6 x 6	Shot blasting	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	15.81
50	Automatic Blasting Booth for LPT	12 x 8 x 8	Shot blasting	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	18.98
51	Paint Booths and Painting Shop	Complete systems	Painting	TARIL Infrastructure Limited*	13.05.2024	13.08.2024	94.88
52	Chiller	90 TR	Cooling	Savas Engineering*	05.06.2024	05.08.2024	5.10
53	Heating Oven	Multiple capacities	Oven applications	Savas Engineering*	05.06.2024	05.08.2024	37.65
Total							**1,279.38**
GST @ 18%**							**230.29**
Total including GST							**1,509.67**^

* *Wholly owned subsidiaries of the Company. For further details, see "Risk Factor – Our proposed capacity expansion plans relating to setting up of fabrication facility are subject to the risk of unanticipated delays in implementation and cost overruns." on page 43.*

** *The quotations have a provision for applicable GST payable in addition to the cost of the equipment and machinery.*

\# *The estimated cost for the Project excludes costs associated with purchase/rent of land as the Fabrication Unit is planned to be set up on the land currently owned by our Company in Changodar, Gujarat, on which our existing manufacturing facility is also located.*

^ *Pending costs in addition to the proposed utilization of the Net Proceeds for the Project will be met from our Company's internal accruals.*

We are yet to place orders for the equipment and machinery as detailed above and have solely relied upon the quotations obtained from various vendors to this respect, for calculation of estimated cost of the Project. No second-hand or used machinery is proposed to be purchased out of the Issue proceeds. The quotations received from vendors for the plant and machinery are valid as on the date of this Placement Document. However, we have not entered into any definitive agreements with such vendors and there can be no assurance that the same vendors would be engaged to eventually supply the equipment. If there is any increase in the costs of equipment, the additional costs shall be paid by our Company from its internal accruals. The quantity of equipment and other materials to be purchased is based on management estimates and our Company shall have the flexibility to deploy such equipment according to the business requirements of such facilities and based on the estimates of our management. Further, any pending costs in addition to the proposed utilization of the Net Proceeds for the Project will be met from our Company's internal accruals.

Further, most of the quotations in relation to the Project have been obtained TARIL Infrastructure Limited and Savas Engineering Company Private Limited, wholly owned subsidiaries of our Company. Our Company has obtained quotations and purchased equipment and machinery from these subsidiaries in the past, but there is no assurance that the current quotations might be the most favourable or potentially involve a conflict of interest. For further details, see "*Risk Factor – We have entered into related party transactions and will continue to enter into related party transactions which may potentially involve conflicts of interest with the equity shareholders.*" and "*Risk Factor – Our proposed capacity expansion plans relating to setting up of fabrication facility are subject to the risk of unanticipated delays in implementation and cost overruns.*" on pages 50 and 43, respectively.

Government approvals

In the course of our business, we are required to obtain various approvals from governmental, regulatory and statutory authorities including environmental clearances, consent to operate and consent to establish, and approval for power supply, amongst other clearances/ approvals. For further details, see "*Risk Factor – Certain statutory and regulatory licenses and approvals are required for conducting our business and any failure omission to obtain, maintain or renew these licenses and approvals in a timely manner, or at all, could adversely affect our business, cash flows and results of operations.*" on page 53. While we do not require any further licenses/ approvals from any governmental authorities at this stage, we will apply for all such necessary approvals in relation to the Project that we may require at future relevant stages. In the event of any unanticipated delay in receipt of such approvals, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly.

2. Funding the working capital requirements of our Company

We propose to utilize ₹ 1,250.00 million from the Net Proceeds to fund the working capital requirements of our Company in Fiscal 2025. Our business is working capital intensive, and we have significant working capital requirements in the ordinary course of business, which we typically fund through internal accruals and by availing financing facilities from various banks and financial institutions. As on May 31, 2024, the aggregate amount outstanding under the fund based and non-fund based working capital facilities of our Company are ₹ 1,477.50 million and ₹ 6,109.40 million, respectively.

Further, our Company requires additional working capital for executing its outstanding order book and any future orders that may be received, funding its future growth requirements and other strategic, business, and corporate purposes. For instance, as of March 31, 2024, the unexecuted order book of our Company was at ₹ 25,817.05 million. For further details of our order book, see "*Our Business*" on page 168.

Basis for estimation of working capital requirement

Set forth below is the working capital of our Company, on a standalone basis, based on the audited standalone financial statements for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, as certified by the Statutory Auditors of our Company, by way of its certificate dated June 10, 2024:

(in ₹ million)

Particulars	As of and for the financial year ended March 31, 2024	As of and for the financial year ended March 31, 2023	As of and for the financial year ended March 31, 2022
A. Current assets			
Inventories	2,452.07	2,445.57	2,419.35
Financial Assets			
i. Trade receivables	5,976.76	6,302.11	5,023.33
External	-	-	-
Intercompany	-	-	-
ii. Cash and cash equivalents	1.71	4.42	104.40
iii. Bank balances (other than Cash and cash equivalents)	252.17	179.72	342.01
iv. Other current financial assets	37.28	99.43	101.62

Particulars	As of and for the financial year ended March 31, 2024	As of and for the financial year ended March 31, 2023	As of and for the financial year ended March 31, 2022
Other current assets	755.98	627.46	853.55
Assets classified as held for sale	-	-	-
Less: Asset held for sale	-	-	-
Net Current Assets (A)	**9,475.97**	**9,658.71**	**8,844.26**
B. Current liabilities			
Financial liabilities			
i. Borrowings	1,979.82	2,589.92	2,608.06
ii. Lease Liabilities	0.74	6.64	5.90
iii. Trade payables	2,333.97	3,388.12	3,185.14
Total outstanding dues of micro enterprises and small enterprises	55.56	63.24	171.89
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,278.41	3,324.88	3,013.25
a) External	2,226.37	3,349.66	3,013.25
b) Intercompany	52.04	(24.78)	-
iv. Other current financial liabilities	35.24	29.94	27.75
Other current liabilities	764.58	767.87	667.92
Provisions	20.84	8.03	6.43
Current tax liabilities (Net)	110.81	110.79	40.07
Less: Borrowings	1,858.53	2,470.12	2,484.96
Less: CMLD	121.29	119.80	123.10
Net Current Liabilities (B)	**3,266.18**	**4,311.39**	**3,933.21**
Working Capital (C)=(A-B)	**6,209.79**	**5,347.32**	**4,911.05**
Revenue from Continuing Ops	12,733.13	13,749.82	11,289.82
COGS*	9,518.03	10,897.32	9,203.76

* COGS = Cost of material consumed+ Change in Inventory (FG, WIP, SIT+ Other Expenses) + Purchase of stock in trade.

Assumptions for working capital requirements

The following table sets forth details of the holding levels for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, which has been computed based on the audited financial statements for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, respectively.

Holding levels and justification for holding period levels

The table below contains the details of the holding levels (days) considered:

S. No.	Particulars	Actuals	Actuals	Actuals
		As on March 31, 2024	As on March 31, 2023	As on March 31, 2022
1.	Inventory days	94	81	87
2.	Trade receivable days	176	150	147
3.	Other current assets	19	20	24
4.	Trade payable days	99	103	98
5.	Other current liabilities	26	22	17
6.	Raw material days	33	21	19
7.	Work in progress days	41	34	34
8.	Finished goods days	20	25	31

Note:
As certified by M/s. Manubhai and Shah LLP, the Statutory Auditors of the Company by way of their certificate dated June 10, 2024.
*1. Inventory days: Average of inventory for the current and previous period / Total Direct Cost for the current period * 365*
*2. Trade receivable days: Average of trade receivables for the current and previous period/ revenue from operations * 365*

*3. Other current assets days: Average of other current assets for the current and previous period/ revenue from operations * 365*
*4. Trade payable days: Average of trade payables for the current and previous period / Total Direct Cost for the current period * 365*
*5. Other current liabilities days: Average of other current liabilities for the current and previous period / Total Operating Cost for the current period * 365*
*6. Raw material days: Average of Raw Material for the current and previous period / Total Direct Cost for the current period * 365*
*7. Work in progress days: Average of work in progress for the current and previous period / Total Direct Cost for the current period * 365*
*8. Finished Goods days: Average of finished goods for the current and previous period / Total Direct Cost for the current period * 365.*

Future working capital requirements

On the basis of existing working capital requirement and holding levels for the financial years ended March 31, 2024, March 31, 2023, and March 31, 2022, the Allotment Committee of our Company, pursuant to its resolution dated June 10, 2024 has approved the projected total working capital requirements for Fiscal 2025 as ₹ 6,646.14 million. Accordingly, our Company proposes to utilize ₹ 1,250 million of the Net Proceeds in Fiscal 2025, towards our estimated working capital requirements. The balance portion of our working capital requirement shall be met from internal accruals and working capital facilities.

3. Repayment/ pre-payment in full or part, of certain outstanding borrowings availed by our Company

We avail fund-based and non-fund-based facilities in the ordinary course of business from various entities, banks and financial institutions. The borrowing arrangements entered by us include inter alia term loans and working capital facilities. As of May 31, 2024, we had total outstanding borrowings of ₹ 2,633.40 million. We propose to utilize a portion of the Net Proceeds aggregating to ₹ 613.80 million for repayment and/or pre-payment, in full or in part, of certain outstanding borrowings availed by our Company. Our Company may avail further loans and/or draw down further funds under existing or new borrowing arrangements, from time to time.

To the extent required, our Company has obtained the necessary consents from the lenders of these borrowings as per the requirements under the borrowing arrangements. Further, pursuant to the terms of the borrowing arrangements, pre-payment of certain indebtedness may attract prepayment charges as prescribed by the respective lender. Such prepayment charges, as applicable, will also be funded out of the Net Proceeds and/or internal accruals.

We believe that such repayment and/or prepayment will help reduce our outstanding indebtedness and debt servicing costs, improve our debt-to-equity ratio and enable utilization of our accruals for further investment in our business growth and expansion. Additionally, we believe that the since our debt-equity ratio will improve, it will enable us to raise further resources at competitive rates in the future to fund potential business development opportunities and plans to grow and expand our business in the future.

Details of utilization

The details of certain outstanding borrowings availed by our Company which are proposed for repayment and/or pre-payment, in full or in part, from the Net Proceeds are set forth below:

(*in ₹ million*)

S. No	Name of Lender	Date of sanction letter/ loan agreement/ renewal letter/ extension letter	Nature of the loan	Principal sanctioned amount	Purpose for which the loan amount was disbursed	Outstanding Balance as on May 31, 2024 (Funded)	Interest rate (% p.a.)	Amount proposed to be repaid out of the Net Proceeds	Tenor and repayment schedule	Repayment/ prepayment Penalty	Security (Secured or unsecured)
1	Bandhan Bank	10/11/2023	Working capital demand loan	500.00	Working capital purpose	100.00	10.25%	100.00	6 Months which shall be repaid in two tranches of 3 months each	Up to 2% of sanctioned limit	Secured
2	DCB Bank	11/05/2023	Working capital demand loan	100.00	Working capital purpose	100.00	10	100.00	89 Days	Nil	Unsecured
3	SCB LAP	18/12/2019	SME loan against property (LAP)	130.50	SME LAP	115.80	10.10%	115.80	180 Months	Nil	Secured
4	Bandhan Bank	10/11/2023	Emergency credit line guarantee scheme (ECLGS)	300.00	General business purpose	139.60	9.25%	139.60	42 Months	Up to 2% of sanctioned limit	Secured
5	Bandhan Bank	10/11/2023	Term loan	200.00	General business purpose	158.40	9.25%	158.40	96 Months	Up to 2% of sanctioned limit	Secured

**As certified by M/s. Manubhai and Shah LLP, the Statutory Auditors of the Company, by way of their certificate dated June 10, 2024.*

4. Funding of inorganic growth and general corporate purposes

We propose to utilise up to ₹ 1,574.35 million of the Net Proceeds towards funding inorganic growth and general corporate purposes of our Company as approved by the Board, from time to time, subject to such utilisation for general corporate purposes not exceeding 25% of the Gross Proceeds.

The combined amount proposed to be utilised towards strategic investment, investments and inorganic growth and general corporate purposes shall not exceed 35% of the Gross Proceeds from the Issue, with general corporate purposes not exceeding 25% of the Gross Proceeds from the Issue.

Funding strategic acquisitions and investments

We continuously look to create strategic value and we have over the years acquired capabilities that have helped expand our product offerings and scale our operations. Pursuant to our overall strategy to continue scaling our business, we intend to pursue strategic investments and acquisitions which are complementary to our business and which will enhance our product and service capabilities. We continue to selectively pursue opportunities for evaluating potential targets for strategic investments, merger, acquisitions and partnerships, that complement and enhance our product and service offerings, strengthen or establish our presence in our targeted markets, or enable us to gain access to technology and customer portfolio of the target entities, benefits the development of our existing products. For further details, see "*Risk Factors – We may not derive the anticipated benefits from strategic investments and acquisitions that we may enter into and we may not be successful in pursuing future investments and acquisitions*" on page 44.

In pursuit of our strategy of growth, we seek opportunities to acquire brands, businesses and assets which complements our product offerings, expand our product portfolio, strengthen or establish our presence and provide synergy to our existing businesses and operations. We intend to seek attractive inorganic opportunities that we believe will fit well with our strategic business objectives and growth strategies. The amount of Net Proceeds to be used for acquisitions will be based on our management's decision and may not be the total value or cost of any such acquisitions.

We have undertaken inorganic expansion through acquisitions with companies and we continue to explore such opportunities (national and international) where we can collaborate with partners to enhance our product portfolio. For instance, we have undertaken the following acquisitions in the past:

Year	Entities Acquired	Benefits
2015	Savas Engineering Company Private Limited	Our Company acquired Savas Engineering Company Private Limited. The benefits to the Company for the acquisition are as follows: 1. **Enhanced quality control**: In-house VPD and tank fabrication allow for stringent quality assurance processes, ensuring that every transformer we produce meets our high standards of excellence and reliability. 2. **Operational efficiency**: Integrating these processes reduces dependency on external suppliers, streamlining our supply chain and minimizing production delays. This results in faster turnaround times and increased production efficiency. 3. **Cost optimization**: By internalizing VPD and tank fabrication, we achieve significant cost savings through economies of scale and reduced outsourcing expenses. These savings can be reinvested into further enhancing our production capabilities and expanding our product portfolio. 4. **Innovation and customization**: Having direct control over these processes enables greater flexibility in design and customization, allowing us to respond more swiftly to specific customer requirements and emerging market trends. 5. **Synergies and strategic fit**: SAVAS's expertise in VPD and tank fabrication aligns seamlessly with our existing capabilities, creating strong synergies that enhance our overall manufacturing process. The integration

Year	Entities Acquired	Benefits
		of SAVAS into our operations was a strategically sound decision, providing us with a competitive edge in the market.
2016	TARIL Switchgear Private Limited	Our Company has acquired TARIL Switchgear Private Limited for starting the business of manufacturing and marketing of Gas Insulated Switchgear, Hybrid Gas Insulated Switchgear, panels and products for 220 kV and below and distribution of products of 40.5 kV and below in India.

Rationale for acquisitions

Our Company intends to acquire such companies which (i) are in the same line of business as the Company, with the intention of acquiring the customers of the target. Such acquisitions will help the Company to increase market penetration; and (ii) are in a complementary line of business to the Company's existing businesses which will benefit to add additional capabilities to the existing line of business in the interest of attaining speed to market new products and services.

As on the date of this Placement Document, our Company has not identified any potential target for investment or acquisition and has not entered into any definitive agreement for which it intends to utilize Net Proceeds.

The amount of Net Proceeds allocated for inorganic growth is based on our management's current estimates from our discussions and negotiations with potential targets and partners and other relevant considerations. The actual deployment of the funds will depend on several factors, including the timing, nature, size and number of strategic acquisitions undertaken, as well as general factors affecting our results of operation, financial condition and access to capital. These factors will also determine the form of investment for these potential strategic initiatives, i.e., whether they will involve equity, debt or any other instrument or combination thereof. The portion of the Net Proceeds allocated towards this object may not be the total value or cost of any such strategic initiatives but is expected to provide us with sufficient financial leverage to enter into binding agreements. If there is a shortfall of funds required for such strategic initiatives, such shortfall shall be met out of our internal accruals or debt or any combination thereof.

General corporate purposes

The Net Proceeds will first be utilized towards the Objects as set out above. Subject to this, our Company intends to deploy any balance Net Proceeds towards general corporate purposes and the business requirements of our Company, as approved by our management, from time to time, subject to such utilization for general corporate purposes not exceeding 25% of the Gross Proceeds, in compliance with the circular bearing reference no. NSE/CML/2022/56 dated December 13, 2022, issued by NSE and circular no. 20221213-47 dated December 13, 2022, issued by BSE.

Such general corporate purposes might include but not be restricted to, meeting fund requirements which our Company may face in the ordinary course of business, funding any additional capital expenditure or meeting exigencies and expenses and other expenses in relation to our proposed capital expenditure, repayment or prepayment of our borrowings, strategic initiatives, partnerships, tie-ups, joint ventures or acquisitions, investment in our Subsidiaries, meeting working capital requirements of our Company incurred in the ordinary course of business, and any other purpose as may be approved by our Board or a duly appointed committee from time to time, subject to compliance with the necessary provisions of the Companies Act, 2013. Further, our management shall have flexibility in utilising surplus amounts, if any, in accordance with applicable laws.

Monitoring the utilization of funds

Pursuant to Regulation 173A of the SEBI ICDR Regulations, our Company has appointed India Ratings and Research Private Limited, a credit rating agency registered with SEBI, as the monitoring agency ("**Monitoring Agency**") by way of an agreement dated May 27, 2024, as the size of our Issue exceeds ₹ 1,000 million. The Monitoring Agency shall submit its report to our Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% of the proceeds of the Issue have been utilised. The Board and the management of our Company will provide their comments on the findings of the Monitoring Agency as specified in Schedule XI. Our Company shall, within 45 days from the end of each quarter, upload the report of the Monitoring Agency on our website and also submit the same to the Stock Exchanges.

The report of the Monitoring Agency shall be placed before our Audit Committee on a quarterly basis, promptly upon its receipt. Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilisation of the proceeds of the Issue from the Objects, as stated above; and (ii) details of category wise variations in the actual utilisation of the proceeds of the Issue from the Objects, as stated above. This information will also be published on our website simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Director's report, after placing the same before the Audit Committee.

Other confirmations

In accordance with applicable laws, we undertake to not utilize proceeds from the Issue unless Allotment is made and the corresponding return of Allotment is filed with the RoC and final listing and trading approvals are received from each of the Stock Exchanges. The Net Proceeds shall be kept by our Company in a separate bank account with a scheduled bank and shall be utilised as approved by our Board and/or a duly authorized committee of our Board, from time to time only for such purposes, as permitted under the Companies Act, 2013, prescribed Objects as disclosed above and other applicable laws.

Our Company will have flexibility in deploying the Net Proceeds received by our Company from the Issue in accordance with applicable laws.

Subject to applicable laws, our Board shall determine the quantum of Net Proceeds to be deployed by our Company from the Issue, depending on business opportunities or requirements of our Company from time to time. Neither of our Promoters, members of the Promoter Group, our Directors and the group companies are making any contribution either as part of the Issue or separately in furtherance of the Objects. Since the Issue is only made to Eligible QIBs, our Promoters, Directors, Key Managerial Personnel or members of Senior Management (including 'key managerial personnel' under the Companies Act, 2013) are not eligible to subscribe in the Issue. Except as mentioned in this Placement Document, none of our Promoters, members of the Promoter Group, our Directors and the group companies shall receive any proceeds from the Issue, whether directly or indirectly.

CAPITALIZATION STATEMENT

The following table sets forth our capitalization and total debt as on March 31, 2024 on a consolidated basis which is derived from the audited consolidated financials for financial year 2024 and is adjusted to give effect to the receipt of the gross proceeds of the Issue. This table should be read in conjunction with "*Selected Financial Information*", "*Risk Factors*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and other financial information contained in the "*Financial Information*" on pages 35, 40, 93 and 245, respectively.

(in ₹ million)

Particulars	Pre-Issue (as at March 31, 2024)	Amount after considering the Issue (i.e., Post Issue)#^
Current borrowing:		
Secured	1,360.14	1,360.14
Unsecured	666.47	666.47
Total current borrowings (a)	**2,026.61**	**2,026.61**
Non-current borrowing (excluding current maturities of long-term debt): ("Long Term Borrowings")		
Secured	236.20	236.20
Unsecured	295.14	295.14
Total non-current borrowings (b)	**531.34**	**531.34**
Total Borrowing (a+b)	**2,557.95**	**2,557.95**
Shareholders' funds:		
Share capital	142.56	150.08
Securities premium	2,511.28	7,503.76
Reserves and surplus (excluding securities premium)	2,890.41	2,890.41
Non-controlling Interest	85.10	85.10
Shareholders' funds (excluding borrowings) (c)	**5,629.35**	**10,629.35**
Total capitalization (a+b+c)	**8,187.30**	**13,187.30**
Current Borrowing / Shareholders Funds (a/c)	**0.36**	**0.19**
Long Term Borrowings / Shareholders Funds (b/c)	**0.09**	**0.05**
Total Borrowing / Shareholders Funds (a+b)/c	**0.45**	**0.24**

 # As adjusted to reflect the changes in equity and securities premium for the number of Equity Shares issued pursuant to the Issue and proceeds from the Issue amounting to ₹ 5,000.00 million and no other adjustment for allotments made post March 31, 2024.

^ Adjustments do not include Issue related expenses.

CAPITAL STRUCTURE

The share capital of our Company as on the date of this Placement Document is set out below:

(in ₹ million, except share data)

	Particulars	Aggregate value at face value (except for securities premium account)
A	**AUTHORISED SHARE CAPITAL**	
	200,000,000 Equity Shares of face value of ₹ 1 each	200
B	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE**	
	142,564,121 Equity Shares of face value of ₹ 1 each	142.56
C	**PRESENT ISSUE IN TERMS OF THIS PLACEMENT DOCUMENT**	
	7,518,796 Equity Shares aggregating to ₹ 5,000.00 (1)	7.52
D	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE**	
	150,082,917 Equity Shares of face value of ₹ 1 each	150.08
E	**SECURITIES PREMIUM ACCOUNT**	
	Before the Issue (as of the date of this Placement Document)	2,511.28
	After the Issue (2)	7,503.76

(1) The Issue has been authorised by the Board of Directors pursuant to its resolution dated April 8, 2024, and the Shareholders pursuant to a special resolution passed at the AGM dated May 13, 2024..

(2) The securities premium account after the issue is calculated on the basis of Gross Proceeds. The Adjustments do not include Issue related expenses.

Equity Share capital history of our Company

The history of the equity share capital of our Company is provided in the following table:

Date of allotment	Nature of allotment	No. of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Cumulative number of equity shares
July 11, 1994	Initial subscription to the Memorandum of Association	700	10	10.00	Cash	700
March 31, 1995^	Issue of shares on a preferential basis to Jitendra Ujamsi Mamtora	490,000	10	10.00	Cash	490,700
December 26, 1995^	Issue of shares on a preferential basis to Jitendra Ujamsi Mamtora	1,510,000	10	10.00	Cash	2,000,700
March 28, 1997^	Further issue of capital to Promoters	1,030,900	10	10.00	Cash	3,031,600
March 31, 1998^	Issue of shares on a preferential basis to Jitendra Ujamsi Mamtora (HUF)	250,000	10	10.00	Cash	3,281,600
March 23, 2000^	Issue of shares on a preferential basis to Jitendra Ujamsi Mamtora	600,000	10	10.00	Cash	3,881,600
January 29, 2003^	Further issue of capital to our Promoters	790,800	10	10.00	Cash	4,672,400
March 29, 2003^	Further issue of capital to our Promoters and to Jitendra Ujamsi Mamtora (HUF)	104,400	10	100.00	Cash	4,776,800

Date of allotment	Nature of allotment	No. of equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Nature of consideration	Cumulative number of equity shares
February 7, 2006^	Issue of shares on a preferential basis to Jitendra Ujamsi Mamtora	130,000	10	120.00	Cash	4,906,800
February 8, 2006*^	Bonus issue	1,910,720	10	NA	Other than cash	6,817,520
August 2, 2006**^	Takeover of running business of proprietorship concern M/s Transformers and Rectifiers (India), on a going concern basis, with effect from August 01, 2006	117,085	10	130.00	Other than cash	6,934,605
October 16, 2006^	Issue of shares on a preferential basis to Jitendra Ujamsi Mamtora and Jitendra Ujamsi Mamtora (HUF)	157,260	10	130.00	Cash	7,091,865
September 17, 2007***^	Bonus issue	2,836,746	10	NA	Other than cash	9,928,611
December 24, 2007^	Initial public offering	2,995,000	10	465.00	Cash	12,923,611
June 18, 2013****	Bonus issue	332,800	10	NA	Other than cash	13,256,411
August 30, 2017^	Sub-division	132,564,110	1	NA	NA	132,564,110
Pursuant to the board resolution dated August 03, 2017, and shareholders' resolution dated August 30, 2017, 20,000,000 equity shares (authorised share capital) of face value of ₹ 10 each were sub-divided into 200,000,000 Equity Shares of face value of ₹1 each. Consequently, the issued and subscribed equity share capital of our Company comprising 13,256,411 equity shares of face value of ₹ 10 each were sub-divided into 132,564,110 Equity Shares of face value of ₹ 1 each						
October 13, 2023#	Preferential issue	10,000,011	1	120	Cash	142,564,121

* *Bonus issue in the ratio of 2 Equity Shares for every 5 Equity Shares held, by way of capitalisation of the securities premium account, general reserves and surplus in the profit and loss account.*

** *Vide agreement dated July 10, 2006, the business of the proprietary concern M/s Transformers and Rectifiers (India) was taken over on a going concern basis by our Company with effect from August 1, 2006, in consideration of which 117,085 Equity Shares at the price of ₹ 130 per share was issued to the proprietor Jitendra Ujamsi Mamtora.*

*** *Bonus issue in the ratio of 2 Equity Shares for every 5 Equity Shares held, by way of capitalisation of the securities premium account.*

**** *Bonus issue in the ratio of 1 Equity Share for every 9 Equity Shares held, by way of capitalisation of the securities premium account pursuant to the SEBI order with reference number WTM/PS/CFD/32/AUG/2013 dated August 21, 2013 ("**SEBI Order**"), with respect to compliance of the minimum public shareholding requirements under Section 12A of the Securities Contracts Regulation Act, 1956. As per SEBI Order, the bonus shares were issued only to public shareholders.*

\# *Pursuant to the approval of the Board at its meeting held on September 12, 2023, and approval of the Shareholders at their Extra-Ordinary General Meeting held on October 6, 2023, and in-principle approvals granted by BSE Limited and National Stock Exchange of India Limited vide their respective letters dated October 12, 2023, and upon receipt of an amount aggregating to ₹ 1200,001,320 at the rate of ₹ 120 per Equity Share of ₹ 1 each, the Preferential Allotment Committee of the Board, considered and approved the allotment of 1,000,0011 Equity Shares on a preferential basis to non-promoter persons/entities. Allotment of shares was done on October 13, 2023.*

^ *Records in relation to certain allotments of equity shares are not internally traceable by the Company, which include certain certified true copies of the resolutions of the board of directors and shareholders authorising and approving the issue of equity shares, and the form filings, along with the corresponding challans, made with the RoC. Accordingly, reliance for such allotments has been placed on the supporting documents available with the Company, and a certificate dated June 3, 2024, issued by Tapan Shah, an independent practicing company secretary, appointed by the Company to conduct a physical search at the RoC premises and an online search on the MCA portal, for the records in relation to allotment of equity shares made by the Company during the period from its incorporation till the date of this Placement Document. In relation to the untraceable secretarial and other corporate records, an intimation vide certificate dated June 6, 2024, has also been made to the RoC by the Company. For further details, see "Risk Factor – Certain documents filed by us with the Registrar of Companies and certain corporate records and other documents related to the capital structure of our Company, from incorporation to the year 2006, are not traceable." on page 43.*

Except as stated in "*— Equity Share Capital History of our Company*" above, our Company has not made any allotment of Equity Shares in the one year immediately preceding the date of this Placement Document, including for consideration other than cash, or made any allotment of Equity Shares pursuant to a preferential issue, private placement or a rights issue.

Preference share capital history of our Company

Our Company does not have any issued or outstanding preference share capital as on the date of this Placement Document.

Proposed Allottees in the Issue

In compliance with the requirements of Chapter VI of the SEBI ICDR Regulations, Allotment shall be made by our Company, in consultation with the Book Running Lead Managers, to Eligible QIBs only, on a discretionary basis.

The names of the proposed Allottees, assuming that the Equity Shares are Allotted to them pursuant to the Issue, and the percentage of post-Issue share capital that shall be held by them is included in the Placement Document in the section "*Details of Proposed Allottees*" on page 248.

Pre-Issue and post-Issue shareholding pattern

The pre-Issue and post-Issue shareholding pattern of our Company is set forth below:

Sr. No.	Category	Pre-Issue (As of May 31, 2024)#		Post-Issue	
		No. of Equity Shares held	% of shareholding	No. of Equity Shares held	% of shareholding
A.	**Promoters' holding****				
1.	*Indian promoters*				
	Individual	99,299,150	69.65	99,299,150	66.16
	Bodies corporate	0	0.00	0	0
	Sub-total	**99,299,150**	**69.65**	**99,299,150**	66.16
2.	*Foreign promoters*	0	0.00	0	0
	Sub-total (A)	**99,299,150**	**69.65**	**99,299,150**	66.16
B.	**Non – Promoter holding**				
1.	*Institutional investors*	11,264,043	7.90	18,782,839	12.51
2.	*Non-institutional investors*				
	Bodies corporates	1,185,044	0.83	1,185,044	0.79
	Directors, KMPs and relatives	0	0.00	0	0
	Indian public	28,545,076	20.02	28,545,076	19.02
	Others including non-resident Indians (NRIs)	2,270,808	1.60	2,270,808	1.51
	Sub-total (B)	**43,264,971**	**30.35**	**50,783,767**	33.84
C.	**Non-Promoter-Non-Public holding**	**0**	**0.00**	0	0
	Grand Total (A+B)	**142,564,121**	**100.00**	**15,00,82,917**	**100.00**

Based on beneficiary position date of our Company as on May 31, 2024.
** *Includes shareholding of the members of the Promoter Group.*

Preference shares

As on the date of this Placement Document, our Company has no outstanding preference shares.

Employee stock option plan

Pursuant to a Board resolution dated April 08, 2024, and Shareholders' resolution dated May 13, 2024, our Company instituted an employee stock option scheme, namely, TRIL-Employee Stock Option Plan 2024 ("**ESOP Scheme 2024**"), to grant, offer, issue and allot, at any time or to the benefit of such persons(s) who are permanent employees (present or future) of the Company and Directors, as may be decided by the Board under ESOP Scheme

2024, options not exceeding 4,276,922 with each option being exercisable to receive one Equity Share. The ESOP Scheme 2024 is compliant with the Securities and Exchange Board of India (Share Based Employee Benefit and Sweat Equity) Regulations, 2021, as amended.

The details of ESOP Scheme 2024, as on the date of this Placement Document, are as under:

Scheme	Total number of options under the scheme	Options exercised	Options lapsed or forfeited	Options vested and outstanding	Total number of options outstanding
ESOP Scheme 2024	4,276,922	No options have been granted under the scheme yet			4,276,922

Other confirmations

1. The Promoters, the Directors, the Key Managerial Personnel and members of the Senior Management of our Company do not intend to participate in the Issue. Since the Issue is only made to Eligible QIBs, our Promoters, Directors or members of the Senior Management (including 'key managerial personnel' under the Companies Act, 2013) are not eligible to subscribe in the Issue.

2. There would be no change of control in our Company consequent to the Issue.

3. Our Company shall not make any subsequent qualified institutions placement until the expiry of two weeks from the date of the Issue. Further, Equity Shares allotted pursuant to this Issue cannot be sold by the Allottees for a period of one year from the date of Allotment, except on the Stock Exchanges.

4. Except as disclosed herein, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into Equity Shares as on the date of this Placement Document.

5. Our Equity Shares have been listed for a period of at least one year prior to the date of issuance of the notice for the AGM of our Shareholders dated April 08, 2024, for approving the Issue.

DIVIDENDS

The declaration and payment of dividends on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of our Articles of Association and the applicable laws including Companies Act, 2013, together with the applicable rules issued thereunder, each as amended. Our Board may also, from time to time, declare interim dividends. For further information, see "*Description of the Equity Shares*" on page 228.

The dividend distribution policy of our Company was approved and adopted by our Board on January 22, 2024, in terms of Regulation 43A of the SEBI Listing Regulations. We may retain all our future earnings, if any, for use in the operations and expansion of our business. The dividend, if any, will depend on a number of factors, including but not limited to profits earned during the year, present and future capital requirement of the existing businesses, business acquisitions, expansion/modernization of existing businesses, additional investments in subsidiaries of our Company, fresh investments into external businesses, changes in working capital, availability of bank finance for funding our Company's requirement and other factors considered relevant by our Board. In addition, the dividend, if any, will also depend on a number of external factors including but not limited to applicable laws and regulations including taxation laws, economic conditions, prevalent market practices, and technological changes.

Further, our Shareholders may not expect dividend in certain circumstances including growth opportunities which require our Company to allocate a significant amount of capital, in the event of a higher working capital requirement for business operations or otherwise, inadequacy of cash flow available for distribution, inadequacy or absence of profits, utilization of surplus cash for buyback of securities or setting off previous year losses, prohibition to declare dividend by any regulatory body and other factors which may be considered relevant by the Board. For details in relation to risks involved in this regard, see "*Risk Factors – Our Company may not declare dividends in the future on the Equity Shares*" on page 68.

In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities.

We have declared and paid dividends on the Equity Shares during the Fiscals 2022, 2023, and 2024, and the period from April 01, 2024 until the date of this Placement Document, details of which are included below:

Particulars	Fiscal 2022	Fiscal 2023	Fiscal 2024
Face value per Equity Share (*in ₹*)	1	1	1
Total Dividend (*in ₹ million*)	19.88	19.88	28.51
Dividend per share (*in ₹ per Equity Share*)	0.15	0.15	0.20
Rate of dividend (%)	15	15	20
No. of Equity Shares	132,564,110	132,564,110	142,564,121

Dividend is paid to the shareholders other than promoters of the Company.

The Equity Shares to be issued in connection with this Issue shall qualify for all dividends, including interim dividend, if any, that is declared in respect of the fiscal in which they have been allotted. For further information, please see the section entitled "*Description of the Equity Shares*" on page 228.

For a summary of certain Indian tax consequences of dividend distributions to the Shareholders, please see "*Statement of Possible Tax Benefits*" on page 232.

Investors are cautioned not to rely on past dividends as an indication of the future performance of our Company or for an investment in the Equity Shares offered in the Issue.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*This discussion contains forward-looking statements, that involve risks and uncertainties and reflects our current views with respect to future events and financial performance. We caution investors that our business and financial performance is subject to substantive risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth under the sections titled "Forward-Looking Statements" and "Risk Factors" on pages 17 and 40, respectively, and elsewhere in this Placement Document. We prepared our Financial Statements in accordance with the Indian Accounting Standards prescribed under section 133 of the Company Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("**Ind AS**"). Ind AS differs in some material respects from US GAAP and IFRS and other accounting principles with which prospective investors may be familiar.*

Unless otherwise indicated or the context requires, the financial information for Fiscal 2024, Fiscal 2023 and Fiscal 2022 included herein is based on the Audited Consolidated Financial Statements. Accordingly, all references to a particular financial year are to the 12 months ended March 31 of that year.

Unless the context otherwise requires, in this section, references to "we", "us", "our", "the Company" or "our Company" refer to Transformers and Rectifiers (India) Limited.

*Unless otherwise indicated, industry and market data used in this section has been derived from various industry reports. These reports include the report titled "Power Transformer Market- Global; Forecast to 2029" dated April 2024 ("**Power Transformer Market Report**") prepared and issued by Market and Markets™ Research Private Limited, which has been paid for by us. Power Transformer Market Report has used various primary and secondary sources including government sources as well as international agencies to prepare the report. There are no parts, data or information (which may be relevant for the proposed Issue), that has been left out or changed in any manner. Further, this section also consists of information that is derived from publicly available documents as well as various industry publications and sources namely, Distribution Perspective Plan 2030, by Ministry of Power, Central Electricity Authority (Distribution Planning and Technology Division) ("**Distribution Perspective Plan 2030**"). This data is subject to change and cannot be verified with certainty due to limits on the availability and reliability of the raw data and other limitations and uncertainties inherent in any statistical survey. Unless otherwise indicated, financial, operational, industry and other related information derived from the Power Transformer Market Report and Distribution Perspective Plan 2030 and included herein with respect to any particular year refers to such information for the relevant calendar year.*

Overview

Over the last 29 years, we have established our presence in the manufacturing of transformers and reactors in India. We have a diversified product portfolio, which includes single phase power transformers up to 500MVA and 1200kV class, furnace transformers, rectifier and distribution transformers, specialty transformers catering to applications such as locomotive traction, series and shunt reactors, earthing transformers, solar application transformers and green hydrogen application transformers.

Our history

Our Company was originally incorporated in Gujarat as 'Triveni Electric Company Limited' on July 11, 1994, as a public limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated July 11, 1994, issued by the RoC, Gujarat at Ahmedabad. Our Company has consolidated its position in the Indian transformer industry as a manufacturer of a wide range of transformers, which conforms to the quality expectations of both the domestic and the international market. Our Company received the certificate of commencement of business from the RoC on August 11, 1994. Thereafter, the name of our Company changed to its present name "Transformers and Rectifiers (India) Limited", and consequently, a fresh certificate of incorporation dated March 29, 1995 was issued by the RoC.

Our products

Our products are in accordance with the national and international quality standards extensively used for varied industry and commercial applications, these can also be customized so as to meet the various requirements of our customers. Our products conform as per specifications, including as per ISO/IEC 17025:2017, ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018, and various other IEC and IS standards. We make use of high-grade raw material such as copper conductor, cold rolled grain-oriented steel, transformer tank, transformer oil, and radiator to manufacture our products to ensure that these are in accordance with the national and international quality standards. Our products go through a thorough quality and testing process before finding their place in the market. These strict quality norms have helped us secure approvals and certifications from the various reputed government testing bodies and accredited agencies, including, the National Accreditation Board for Testing and Calibration Laboratories (“**NABL**”) and Bureau Veritas.

Our Company’s trajectory has been shaped by the enduring commitment of our Promoters, Jitendra Ujamsi Mamtora and Satyen Jitendra Mamtora, who have been integral to our journey and growth since incorporation. Satyen Jitendra Mamtora, presently serving as the Managing Director, leads the entire management team, contributing significantly to our Company's growth and exemplifies visionary leadership and innovative thinking. With a wealth of technical expertise and over 20 years of experience, he plays a pivotal role in spearheading the production, marketing division, overall management, day-to-day affairs, and strategic decision-making. He has played a key role in consolidating the organisation’s presence in the power utilities segment across the country. Satyen Jitendra Mamtora also played a role in strategizing and putting in place a global marketing plan which has successfully ensured our presence in the African, Asian, and South American geographies. Jitendra Ujamsi Mamtora has more than 40 years of experience in dealing with power utilities across India**.**

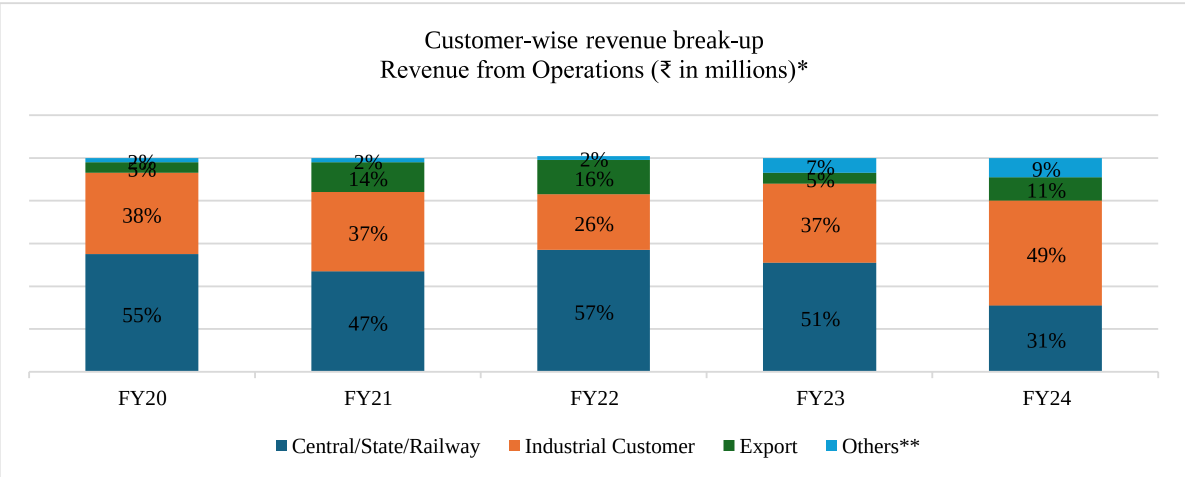
Our Company, established by Jitendra Ujamsi Mamtora is now carried forward by the next generation, Satyen Jitendra Mamtora (Executive Director and Managing Director), who actively and tirelessly strives to take our Company to newer heights. Satyen Jitendra Mamtora has been an integral part of our team as Promoter and Director since 1994 and currently designated as the Managing Director. Chanchal Singh Satyandra Rajora brings valuable contributions to our Company's leadership team. His expertise plays a key role in driving the growth and his contributions are instrumental in transforming our Company into a recognized brand.

Jitendra Ujamsi Mamtora represents our brand in India as well as the international markets.

Our Company has set up a manufacturing facility in Changodar, Gujarat to meet the escalating domestic and international demand.

Our revenues from operations for Fiscals 2024, 2023 and 2022 were ₹12,910.00 million, ₹13,960.00 million, ₹11,580.00 million, respectively. Our EBITDA for the Fiscals 2024, 2023 and 2022 were ₹1,340.00 million, ₹1,210.00 million, and ₹1,340.00 million, respectively. Our profit after tax for the Fiscals 2024, 2023 and 2022 was ₹470.00 million, ₹420.00 million, and ₹120.00 million, respectively. For further details, please refer to the section titled “*Financial Information*” on page 245 of this Placement Document.

Our revenue bifurcation and key performance indicators



**Based on standalone financial numbers*
***Others includes renewables*

- Geography-wise revenue bifurcation

(*in ₹ million*)

Particulars	For the financial year ended		
	March 31, 2024	**March 31, 2023**	**March 31, 2022**
Domestic Sales	11,953.86	13,264.16	9,823.72
Export Sales	986.38	672.88	1,740.06
	12,940.24	**13,937.04**	**11,563.78**

- Financial key performance indicators

Key Performance Indicator	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue from Operations	12,946.76	13,959.70	11,617.46
Total Income	13,004.92	14,046.57	11,715.55
EBITDA	1,399.25	1,295.63	838.77
EBITDA margin (%)	10.76	9.22	7.16
PAT margin (%)	3.61	3.01	1.22
Debt-Equity Ratio	0.45	0.82	0.89

Significant factors affecting our results of operations and financial condition

Our Company faces formidable challenges in its competitive landscape, characterized by intense rivalry from both local and global players within the transformer industry. This competitive pressure may impact the Company's market share and influence its pricing strategies. Additionally, the Company must navigate regulatory uncertainties, particularly concerning Government policies regarding renewable energy subsidies, tariffs, and the burgeoning green hydrogen sector. These regulatory changes can significantly affect our Company's profitability and growth trajectory, underscoring the critical dependency of the transformer industry on evolving policies and incentives. As the Company strategizes for sustainable growth, it must proactively adapt to these dynamic market conditions and regulatory landscapes to maintain its competitive edge and ensure long-term success.

General economic and business conditions for renewable energy and opportunities for transformer industry

The Indian power transformer market size is expected to reach USD 3,704 million by 2030 at a CAGR of 7.0% and India's the renewable capacity would increase by 214% with total installed capacity increase by 97% during Fiscal 2022to Fiscal 2030. (*Source: Distribution Perspective Plan 2030*) The challenges in India's power distribution sector include in relation to poor network conditions, lack of online network monitoring, poor network management, poor customer management and poor information management. (*Source: Distribution Perspective Plan 2030*) The Distribution Perspective Plan 2030, aims to, *inter alia*, (i) meet the DISCOM wise peak load as projected in 20th Electric Power Survey; (ii) ensure distribution network reliability for 24x7 power supply to end consumers; (iii) reduce the AT&C losses to the range of below 10%; (iv) adopt the best practices in the distribution sector for enhancing the efficiency of the system and enhancing the consumer satisfaction; (v) benefit the end consumer by introduction of automation and smart metering; and (vi) explore other measures like capacity building and various reforms in the distribution sector. During Fiscal 2023 to Fiscal 2030, it is planned to add about 4,657,854 number of distribution transformers ("**DT**") with a total added DT capacity of 238,464 MVA in the country. These DT additions are planned for meeting the customer's electricity demand growth and using HVDS for reducing the technical losses by bringing HT line closer to the load centre. As a result, total DT capacity in the country at the end of Fiscal 2030 would be around 927,656 MVA with an increase of 34.6% compared to the DT capacity as on March 31, 2022. (*Source: Distribution Perspective Plan 2030*)

Renewable energy sources, such as solar and wind power, are also increasing, which requires robust power distribution systems capable of handling fluctuations and ensuring a stable power supply. This has led to a growing need for transformers that can efficiently integrate renewable energy into the grid, fuelling the power transformer market. Modernizing the power grid and integrating smart grid technologies are crucial drivers for the market. (*Source: Power Transformer Market Report*).

Power transformers are crucial in efficient power transmission and distribution, and they encounter opportunities and challenges across different regions. Key drivers include heightened electricity demand, global initiatives for grid modernization, and integrating renewable energy sources. Opportunities stem from the increasing global shift toward renewable energy integration, necessitating transformers capable of managing the intermittent nature of sources, such as wind and solar. Concurrently, ongoing global grid modernization efforts drive demand for advanced transformers equipped with features, such as digital monitoring systems and heightened efficiency. The power transformer market in Asia Pacific was valued at USD 13,026.1 million in 2024 and is projected to reach USD 17,896 million by 2029. Asia Pacific is expected to lead the market due to investments in renewable energy and the growing demand for electricity. (*Source: Power Transformer Market Report*)

For further details in relation to industry in which we operate, please see "*Industry Overview*" on page 122.

Changes in our order book and our ability to win business and execute projects

Our customer base comprises numerous esteemed Government and Public Sector Undertakings, as well as a diverse array of companies. Our customer base extends across both the national and international landscapes, reflecting our widespread presence and global reach. State electricity companies are among our principal customers. We are dependent on the utilities for supply of our transformers to them. They accounted for around 23.82%, 39.83% and 40.44% of our revenue for Fiscal 2024, 2023 and 2022 respectively. As on March 31, 2024, 64.24% of our order books is comprised of central and state utilities. Any material failure or inability, financial or otherwise, on their part to fulfil their obligations under the terms and conditions of the contracts/tenders would have a material adverse effect on the business and operations of our Company. Our revenues and profitability may be adversely affected if we are unable to recover our dues from the utilities.

Set forth below are details of the revenue from sales of our products and services to our top customer, our top five customers and our top 10 customers (determined on the basis of their contribution to our revenue from contracts with customers/revenue from operations), for the periods indicated.

The following table illustrates the concentration of our revenues among our top customers:

(in ₹ million)

S. No.	Particulars	March 31, 2024	March 31, 2023	March 31, 2022
		Revenue	Revenue	Revenue
1.	**Top 5 customers**	3,050.84	5,503.43	4,492.81
2.	**Top 10 customers**	4,571.09	6,890.70	5,939.73

In a given financial year, a single customer may contribute significantly to our total revenue from contracts with customers. Since we are dependent on certain key customers for a significant portion of our sales in a particular period, the loss of any of such customers or a reduction in demand from such customers, for any reason, including due to loss of contracts, delay in fulfilling existing orders, failure to negotiate acceptable terms in negotiations, disputes or a loss of market share or a downturn in such customers' business, if not suitably replaced with another customer, could affect our business, financial condition and results of operations. We may not be successful in winning significant business each year from our existing or future customers as the award of project is dependent on various factors. Since our revenues are derived primarily from these contracts, our results of operations and cash flows could be adversely affected or fluctuate materially from period to period depending on our ability to win new contracts.

Demand for power, the price and availability of raw materials and components

We depend on third-party vendors and suppliers as well as entities within the Group, see "*Related Party Transactions*" on page 39 with whom we place purchase orders from time to time, for the purchase of raw materials and equipment such as cranes, copper conductor, cold rolled grain-oriented steel, transformer tank, transformer oil, onload tap changer and radiator and other conventional energy sources. We are currently sourcing a significant portion of our raw materials from multiple vendors. We may face delays in supply on account of force majeure conditions applicable to a particular vendor, which may delay our equipment manufacturing/supply of equipment's to our customers for a short term. Additionally, our factories, infrastructure and equipment may not continue to perform as there is a risk of factory and equipment failure due to wear and tear in the ordinary course of business, latent defects, design error or operator error, early obsolescence or force majeure events, among other things. Any such reductions or interruptions in the supply of raw materials, factories, infrastructure or equipment, and any inability on our part to find alternate sources for the procurement of such raw materials, factories, infrastructure or equipment, may have a temporary short-term impact on our ability to manufacture our products in a timely or cost-effective manner and in turn significantly affect our business operations.

Competition

Our industry is highly competitive. We face competition across our product portfolio, specifically in certain segments in which we operate such as our power transformer and distribution transformer segment. We face competition from multinational companies and home-grown players in both the segments. As a result of competition, we may face price erosion which can lead to margin dilution in specific contracts. Some of our competitors are larger than us and have greater financial, manufacturing, R&D and other resources.

Presentation of Financial Information

Our Company reports its financial statements in Indian Rupees. The financial year of our Company commences on April 1 of each calendar year and ends on March 31 of the following calendar year, and, unless otherwise specified or if the context requires otherwise, all references to a particular 'financial year', "Fiscal" or "Fiscal Year" or "FY", are to the twelve-month period ended on March 31 of that year and references to a particular 'year' are to the calendar year ending on December 31 of that year.

As required under the applicable regulations, and for the convenience of prospective investors, we have included the audited consolidated financial statements of our Company and its Subsidiaries as at and for Fiscals 2024, 2023 and 2022, prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time and other relevant provisions of the Companies Act (collectively, the "**Audited Consolidated Financial Statements**");

The Audited Consolidated Financial Statements for the Fiscals 2024 and 2023 have been audited by our Statutory Auditors, M/s Manubhai and Shah LLP, Chartered Accountants, on which they have issued audit reports dated April 08, 2024, and May 04, 2023, respectively. The Audited Consolidated Financial Statements for Fiscal 2022 have been audited by our erstwhile statutory auditors, M/s KC Mehta and Co LLP, Chartered Accountants on which they have issued audit report dated May 14, 2022. The Audited Consolidated Financial Statements should be read along with the respective audit reports.

Except as specifically indicated otherwise and unless the context requires otherwise, all the consolidated financial information as at and for Fiscals 2024, 2023, 2022 included in this Placement Document have been derived from the Audited Consolidated Financial Statements.

Non-GAAP measures

EBITDA, EBITDA margin, return on net worth, return on equity, Net Asset Value per Equity Share and others (together, "**Non-GAAP Measures**"), presented in this Placement Document is a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or U.S. GAAP. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or U.S. GAAP. In addition, these Non-GAAP Measures are not standardised terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. Other companies may calculate these Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance.

Reconciliation of EBITDA and EBITDA margin:

Particulars	Fiscal		
	2024	2023	2022
	(in ₹ million)		
Profit / (loss) for the period / year (A)	470.05	423.45	142.80
Tax Expense (B)	173.88	147.23	90.21
Profit / (loss) before tax (C=A+B)	643.93	570.68	233.00
Adjustments:			
Add: Finance Costs (D)	508.00	479.68	435.87
Add: Depreciation and Amortization (E)	247.32	245.27	169.89
Add: Impairment of Goodwill (E)	-	-	-
Add: Exceptional Item (F)	-	-	-
Less: Other income (G)	58.16	86.87	98.08
Earnings before interest, taxes, depreciation and amortization expenses (EBITDA) (H= C+D+E+F-G)	**1,341.09**	**1,208.76**	**740.69**
Revenue from operations (I)	**12,946.76**	**13,959.70**	**11,617.46**
EBITDA margin (EBITDA as a percentage of Revenue from operations) (J = H/I)	**10.36**	**8.66**	**6.10**

Reconciliation of net worth and return on net worth to total assets:

Particulars	As of and for the year ended March 31,		
	2024	2023	2022
	(in ₹ million)		
Total assets **(A)**	11,683.03	11,856.81	11,093.14
Total liabilities **(B)**	6,053.67	7,848.15	7,460.42
Net worth **(A-B)**	5,629.35	4,008.66	3,632.72
Profit / (loss) for the period / year **(C)**	470.05	423.45	142.80
Return on net worth (%) **(C/(A-B))**	**8.35**	**10.56**	**3.93**

Significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of the Audited Consolidated Financial Statements. These policies have been consistently applied to all the years presented unless otherwise stated.

Basis of preparation

Statement of Compliance

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

Basis of measurement

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

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

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

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

Fair Value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions.

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

(i) Level 1: Quoted Prices (unadjusted) in active markets for identical assets or liabilities.
(ii) Level 2: Inputs that are observable, either directly or indirectly, other than quoted prices included within level 1 for the asset or liability.
(iii) Level 3: Inputs are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or Group's assumptions about pricing by market participants.

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred among levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Principles of consolidation

The Consolidated Financial Statements incorporate the financial statements of the Group.

Subsidiaries are entities controlled by the Company. The Company controls an entity when it is exposed or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are consolidated from the date of their acquisition, being the date on which the Company obtains control and continue to be consolidated until the date that such control ceases.

The Consolidated Financial Statements are prepared using uniform accounting policies consistently for material like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's Standalone Financial Statements except otherwise stated. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

The Consolidated Financial Statements have been prepared by combining the financial statements of the Company and its Subsidiaries on a line-by-line basis by adding together the book values of like items of assets, liabilities, equity, income, expenses and cash flow after eliminating in full intra-group assets, liabilities, equity, income, expenses and cash flow relating to intra-group transactions and unrealized profits. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Such unrealized profit/losses are fully attributed to the Company.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the noncontrolling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

When the Group loses control of a subsidiary, a gain or loss is recognised in the consolidated statement of profit and loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill) and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to the consolidated statement of profit and loss or transferred to another category of equity as specified/permitted by applicable Ind AS). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under Ind AS 109, or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

Non-controlling interests

Non-controlling interests represent the proportion of income, other comprehensive income and net assets in subsidiaries that are not attributable to the Company's shareholders.

Non-controlling interests are initially measured at proportionate share of the recognised amounts of the acquiree's identifiable net assets. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of the interest at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

Goodwill on Consolidation

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the cash generating unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the cash generating unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in consolidated statement of profit and loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the Profit and Loss.

Following subsidiary companies have been considered in the preparation of Audited Consolidated Financial Statement:

Name of the subsidiaries	**%**	
	As at March 31, 2024	**As at March 31, 2023**
Transpares Limited	51%	51%
Transweld Mechanical Engineering Works Limited	100%	100%
TARIL Infrastructure Limited	100%	100%
Savas Engineering Company Private Limited	100%	100%
TARIL Switchgear Private Limited	60%	60%

Recent accounting pronouncements

MCA notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1st, 2024.

Material accounting policies

Property, plant and equipment

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

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

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

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

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

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

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

Asset Description	Assets Useful life (in Years)
Factory Building	30
Building other than Factory Building	60
Plant and Equipment	15
Electrical installation	10
Air conditioners and refrigerators	5
Office Equipments	5
Computers	3
Furniture and Fixtures	10
Vehicles	8 and 10

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

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

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

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

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

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

Intangible assets

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

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

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

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

Intangible assets are amortised on straight line method from the date they are available for use, over the useful lives of the assets as estimated by the management as under:

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

Impairment of non-financial assets

The Group reviews at each reporting period whether there is any indication that an asset may be impaired. If at the end of reporting period any such indication exists, the Group estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. If at the reporting period, there is an indication that there is change in the previously assessed impairment loss, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

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

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

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

Inventories

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

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

Revenue and income recognition

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

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

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

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

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

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

Service Support income is recognized on accrual basis at point in time as per the terms of the contract.

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

Foreign exchange transactions

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

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

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

Leases

As lessee

The Group assesses whether a contract, is, or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange

for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:
- the contract involves the use of an identified asset.
- the Group has substantially all of the economic benefits from use of the asset throughout the period of the lease.
- the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognises a lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases and corresponding Right-of-use Asset. For these short-term and low value leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The Right-of-use Assets are initially recognized at cost, which comprises the initial amount of the lease liabilities adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses and adjusted for any remeasurement of the lease liabilities.

Right-of-use Assets are depreciated on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if it is not readily determinable, using the incremental borrowing rate. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option.

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

Short-term leases and leases of low-value assets

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

As lessor

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

Employees benefits

Defined contribution plan

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

Defined benefit plan

The liabilities towards defined benefit schemes are determined using the Projected Unit Credit method. Actuarial valuations under the Projected Unit Credit method are carried out at the balance sheet date. Actuarial gains and losses are recognized in the Statement of Profit and Loss in the period of occurrence of such gains and losses.

Past service cost is recognized immediately to the extent that the benefits are already vested and otherwise it is amortized on straight-line basis over the remaining average period until the benefits become vested.

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

Short term employee benefits

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

Other long term employee benefits

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

Borrowing cost

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

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

Income taxes

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

Current tax

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

Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Consolidated Financial Statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

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

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

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

Deferred tax assets and liabilities are presented separately in the consolidated Balance sheet except where there is a right of set -off within fiscal jurisdictions and an intention to settle such balances on a net basis.

Deferred Tax Liabilities are recognised for taxable temporary differences associated with investment in subsidiaries and associate and interest in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets arising from deductible temporary differences associated with such interest are recognised only to the extend that it is probable that there will be sufficient taxable profits against which is to utilise the benefits of the temporary difference and they are expected to reverse in the foreseeable future. Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognized as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with asset will be realized.

Current and deferred tax expense for the year

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

Financial instruments

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

Financial assets - classification and measurement

Cash and cash equivalents

The Group considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

Financial assets at amortized cost

Financial assets are subsequently measured at amortized cost using the effective interest method if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at Fair Value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit and loss

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

Impairment of financial assets

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

Simplified approach

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

General approach

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-months ECL is used to provide for impairment loss.

However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-months ECL.

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

As a practical expedient, the Group uses a provision matrix to determine impairment loss allowance on its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

On that basis, the Group estimates provision on trade receivables at the reporting date. The specific/individual impairment assessment is carried out for major customers. ECL impairment loss allowance (or reversal) recognized during the period is recognized as expense (or income) in the Statement of Profit and Loss.

Derecognition of financial assets

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

If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

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

Financial liabilities - classification and measurement

Financial liabilities measured at amortized cost

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

Financial liabilities and equity instruments

Classification as debt or equity

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

Equity instruments

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

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

Derecognition of financial liabilities

The Group derecognizes a financial liability when its contractual obligations are discharged or cancelled or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in Statement of profit or loss.

Offsetting

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

Government grants

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

Earnings per share

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

Provisions, contingent liabilities and contingent assets

Provisions

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

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Contingent liabilities and assets

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

The treatment in respect of disputed obligations are as under:

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

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

Estimated amount of contracts remaining to be executed on capital account are considered for disclosure.

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

Statement of cash flow

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

Segment reporting

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

Principal components of statement of profit and loss

Total income

Our total income comprises (i) revenue from operations; and (ii) other income.

Revenue from operations

Revenue from operations comprises (i) sale of products, (ii) sale of services, (iii) other operating incomes like (a) scarp sales; (b) export incentive, (c) trading sales and (d) provision no longer require written back

Other income

Other income includes (i) interest income (ii) foreign exchange gain (net); (iii) finance income, (iv) Discount Received; and (v) other non -operating incomes like (a) miscellaneous income (b) gain on sale of fixed asset (c) net gain on investments carried at fair value through profit or loss (d) interest on income tax refund (e) miscellaneous amount written back (f) excess provision written back.

Expenses

Our expenses comprise (a) cost of materials consumed (b) purchase of stock in trade (c) changes in inventories of finished goods and work in progress (d) employee benefits expenses (e) finance cost (f) depreciation and amortization expenses (g) other expenses.

Cost of materials consumed

Cost of materials consumed includes opening stock and closing stock of raw materials.

Purchase of stock in trade

Purchase of stock in trade includes trading purchases.

Changes in inventories of finished goods and work in progress ,

Changes in inventories of finished goods and work in progress includes opening inventories and closing inventories of finished goods, scrap and work in progress.

Employee benefits expenses

Employee benefits expenses comprise (i) salaries, wages and bonus; (ii) contribution to provident and other fund and (iii) employee welfare expenses.

Finance costs

Finance costs include (i) interest to banks; (ii) interest to others and (iii) other finance cost.

Depreciation and amortisation expenses

Depreciation and amortisation expenses comprise (i) depreciation on property, plant, and equipment; (ii) amortisation of intangible assets; and (iii) depreciation of right-of-use assets.

Other expenses

Key components of other expenses are explained below:

- Stores and spares consumed;
- Tools purchase;
- Power and fuel;
- wages to the contractors;
- Testing-Calibration and Other Manufacturing Expense
- Consultancy Charges
- Miscellaneous Manufacturing Expenses
- Repairs and Maintenance:
  - Buildings
  - Plant and Machinery
  - Others
- Audit Fees
- Selling Expenses
- Service Expenses
- Legal and Professional Charges
- Insurance Premium
- Rates and taxes
- Rent
- Late delivery charges
- Corporate Social Responsibility
- Warranty Expenses
- Freight and Forwarding Charges

- Stationary, Printing, Postage and Telephone Expenses
- Travelling Expenses and Conveyance
- Directors Siting Fees
- Impairment of inventory
- Provision for other advances
- Bad debts/Misc. written off
- Excise, Service Tax and GST Expenses
- Advertisement Expense and Exhibition Expense
- Miscellaneous Expenses.

Results of operations based on our Financial Statements

The following table sets forth select financial data from our statement of profit and loss for Fiscals 2024, 2023 and 2022 on consolidated basis, the components of which are also expressed as a percentage of total income for such periods.

Sr. No	Particulars	March 31, 2024		March 31, 2023		March 31, 2022	
		(₹ in million)	(As a % of total income)	(₹ in million)	(As a % of total income)	(₹ in million)	(As a % of total income)
1	**Income**						
	(a) Revenue from operations	12,946.76	99.55	13,959.70	99.38	11,617.46	99.16
	(b) Other income	58.16	0.45	86.87	0.62	98.08	0.84
	Total income	**13,004.92**	**100.00**	**14,046.57**	**100.00**	**11,715.55**	**100.00**
2	**Expenses**						
	(a) Cost of materials consumed	8,956.01	68.87	9,957.19	70.89	9,748.92	83.21
	(b) Purchase of stock-in-trade	290.93	2.24	494.24	3.52	0.00	0.00
	(c) Changes in inventories of finished goods and work-in-progress and stock-in-trade	21.35	0.16	278.48	1.98	(509.19)	(4.35)
	(d) Employee benefits expense	477.03	3.67	411.79	2.93	324.40	2.77
	(e) Finance costs	508.00	3.91	479.68	3.41	435.87	3.72
	(f) Depreciation and amortisation expense	247.32	1.90	245.27	1.75	169.89	1.45
	(g) Other expenses	1,860.36	14.31	1,609.25	11.46	1,312.65	11.20
	Total expenses	**12,360.99**	**95.05**	**13,475.89**	**95.94**	**11,482.54**	**98.01**
3	**Share in Profit of Joint Venture**	-	-	-	-	-	-
4	**Profit Before Tax**	**643.93**	4.95	**570.68**	4.06	**233.00**	1.99
6	**Tax expense** :						
	Current tax	224.66	1.73	189.58	1.35	68.20	0.58
	Tax relating to earlier years	2.73	0.02	11.54	0.08	0.92	0.01
	Deferred tax	(53.51)	(0.41)	(53.89)	(0.38)	21.08	0.18
7	**Profit for The Year**	**470.05**	**3.61**	**423.45**	**3.01**	**142.80**	**1.22**
8	**Other Comprehensive Income (OCI)**						
	(a) Items that will not be reclassified to Profit or Loss -	4.20	0.03	1.74	0.01	(0.32)	0.00
	(i) Re-measurement of defined benefit plans	5.77	0.04	2.28	0.02	(0.52)	0.00
	(ii) Income Tax relating to above	(1.56)	(0.01)	(0.54)	0.00	0.20	0.00
	(b Items that will be reclassified to profit or loss	0	0.00	0	0.00	0	0.00
	Total Comprehensive Income for The Year	**4.20**	**0.03**	**1.74**	**0.01**	**(0.32)**	**0.00**

Sr. No	Particulars	March 31, 2024		March 31, 2023		March 31, 2022	
		(₹ in million)	(As a % of total income)	(₹ in million)	(As a % of total income)	(₹ in million)	(As a % of total income)
9	**Total Comprehensive Income (7 ± 8 (d))**	**474.26**	**3.65**	**425.19**	**3.03**	**142.48**	**1.22**
	Profit for the year attributable to:						
	- Owners of the Company	444.97	3.42	407.39	2.90	139.87	1.19
	- Non Controlling Interests	25.08	0.19	16.07	0.11	2.93	0.03
	Other Comprehensive Income for the year						
	- Owners of the Company	4.18	0.03	1.67	0.01	(0.36)	0.00
	- Non Controlling Interests	0.03	0.00	0.08	0.00	0.05	0.00
	Total Comprehensive Income for the year						
	- Owners of the Company	449.15	3.45	409.05	2.91	139.51	1.19
	- Non Controlling Interests	25.11	0.19	16.14	0.11	2.98	0.03

Fiscal 2024 compared to Fiscal 2023

Income

Total income decreased by 7.42% from ₹14,046.57 million in Fiscal 2023 to ₹13,004.92 million in Fiscal 2024 primarily due to a decrease in revenue from operations and also due to a reduction in other income during second half of Fiscal 2024.

Revenue from operations

Revenue from operations decreased by 7.26% from ₹ 13,959.70 million in Fiscal 2023 to ₹ 12,946.76 million in Fiscal 2024, primarily due to lower income generated during first half of Fiscal 2024; followed by delay in execution of certain orders during the year.

Other income

Our other income decreased by 33.05% to ₹ 58.16 million for the year ended March 31, 2024 from ₹ 86.87 million for the year ended March 31, 2023 primarily due to reduced income from scrap sales during the year.

Total expenses

Our total expenses decreased by 8.27% to ₹ 12,360.99 million for the year ended March 31, 2024 from ₹ 13,475.89 million for the year ended March 31, 2023.

Cost of Goods Sold:

The cost of goods sold decreased by 10.05 % to ₹ 8,956.01 million for the year ended March 31, 2024 from ₹ 9,957.19 million for the year ended March 31, 2023 due to increase in operational efficiencies and a reduced cost of certain raw materials.

Purchase of stock – in – trade:

The purchase of stock – in – trade decreased by 41.14 % to ₹ 290.93 million for the year ended March 31, 2024 from ₹ 494.24 million for the year ended March 31, 2023 due to decrease in job work contracts.

Changes in inventories of finished goods and work-in-progress and stock-in-trade:

The changes in inventories of finished goods and work-in-progress and stock-in-trade decreased by 92.33% to ₹ 21.35 million for the year ended March 31, 2024 from ₹ 278.48 million for the year ended March 31, 2023 due to substantial decrease in fixed inventories maintained by the Company.

Employee benefits expense

Employee benefits expense increased by 15.84 % from ₹411.79 million in Fiscal 2023 to ₹477.03 million in Fiscal 2024, primarily due to release of performance incentives to employees for Fiscal 2023 and average increment of 15% released to the employees for Fiscal 2024 during fourth quarter of Fiscal 2024.

Finance costs

Finance costs increased by 5.90 % from ₹ 479.68 million in Fiscal 2023 to ₹ 508.00 million in Fiscal 2024, primarily because of increase in average utilisation of working capital limits during first half Fiscal 2024.

Depreciation and amortisation expenses

Depreciation and amortisation expenses increased by 0.84 % from ₹ 245.27 million in Fiscal 2023 to ₹247.32 million in Fiscal 2024, primarily due to slight increase in maintenance expenditure during the year.

Other expenses

Other expenses increased by 15.60 % from ₹ 1,609.25 million in Fiscal 2023 to ₹1,860.36 million in Fiscal 2024, primarily due to an increase in wages to workers, testing expenses, sales promotion and bad debts (i.e. non operative expenses)

Current tax charge

Our current tax charge increased by 18.50% from ₹189.58 million in Fiscal 2023 to ₹224.66 million in Fiscal 2024, primarily on account improvement in profitability.

Deferred tax charge

Our deferred tax charge increased from ₹ (53.89) million in Fiscal 2023 to ₹ (53.51) million in Fiscal 2024.

Profit / loss for the year

We recorded a profit for the year of ₹423.45 million in Fiscal 2023 compared to ₹470.05 million in Fiscal 2024.

Fiscal 2023 compared to Fiscal 2022

Income

Total income increased by 19.90 % from ₹ 11,715.55 million in Fiscal 2022 to ₹14,046.57 million in Fiscal 2023 primarily due to increase in revenue from continuing operations.

Revenue from operations

Revenue from operations increased by 20.16% from ₹11,617.46 million in Fiscal 2022 to ₹13,959.70 million in Fiscal 2023, primarily due to certain bids procured from state transmission corporations.

Other income

Our other income decreased to ₹ 86.87 million for the year ended March 31, 2023 from ₹ 98.08 million for the year ended March 31, 2022 primarily due to reduced income from spares sales during the year.

Total expenses

Our total expenses increased by 17.36% to ₹ 13,475.89 million for the year ended March 31, 2023 from ₹ 11,482.54 million for the year ended March 31, 2022.

Cost of Goods Sold:

The cost of goods sold increased by 2.14% to ₹ 9,957.19 million for the year ended March 31, 2023 from ₹ 9,748.92 million for the year ended March 31, 2022 in line with the increase in revenue from operations during the year.

Purchase of stock – in – trade:

The purchase of stock – in – trade increased by 494.24 % to ₹ 494.24 million for the year ended March 31, 2023 from ₹ 0 for the year ended March 31, 2022 due to due to decrease in job work contracts.

Changes in inventories of finished goods and work-in-progress and stock-in-trade:

The changes in inventories of finished goods and work-in-progress and stock-in-trade increased by 154.69% to ₹ 278.48 million for the year ended March 31, 2023 from ₹ (509.19) million for the year ended March 31, 2022 due to reduction of accumulated finished goods and work in progress goods in Fiscal 2022.

Employee benefits expense

Employee benefits expense increased by 26.94 % from ₹ 324.40 million in Fiscal 2022 to ₹ 411.79 million in Fiscal 2023, primarily due to release of performance incentives to employees for Fiscal 2022 and average increment of 10% released to the employees for Fiscal 2023.

Finance costs

Finance costs increased by 10.05 % from ₹ 435.87 million in Fiscal 2022 to ₹ 479.68 million in Fiscal 2023, primarily due to increase in average utilisation of working capital limits during first half of Fiscal 2023.

Depreciation and amortisation expenses

Depreciation and amortisation expenses increased by 44.37 % from ₹ 169.89 million in Fiscal 2022 to ₹ 245.27 million in Fiscal 2023, primarily due to a change in accounting policies as a result of IND AS implementation.

Other expenses

Other expenses increased by 10.68 % from ₹ 1,312.65 million in Fiscal 2022 to ₹ 1,609.25 million in Fiscal 2023, primarily due to increase in other expense is discounting charges is increase for working capital.

Current tax charge

Our current tax charge increased by 177.98% from ₹ 68.20 million in Fiscal 2022 to ₹189.58 million in Fiscal 2023, primarily on account improvement in profitability.

Deferred tax charge

Our deferred tax charge decreased from ₹ 21.08 million in Fiscal 2022 to ₹ (53.89) million in Fiscal 2023.

Profit / loss for the year

We recorded a profit for the year of ₹ 142.80 million in Fiscal 2022 compared to ₹ 423.45 million in Fiscal 2023.

Liquidity and capital resources

We have historically financed the expansion of our business and operations through a combination of debt financing, funds, and internal accruals for inorganic expansions. From time to time, we may obtain loan facilities to finance our short-term working capital requirements, although we have not raised any debt for organic purposes as we have been operationally profitable.

Cash flows

The following table sets forth certain information relating to our cash flows in the periods indicated:

Particulars	**Fiscal**		
	2022	**2023**	**2024**
	(in ₹ million)		
Net cash generated from operating activities	18.92	283.89	291.43
Net cash generated from/ (used in) investing activities	(80.11)	91.62	(224.38)
Net cash generated from/ (used in) financing activities	172.13	(448.79)	(98.47)
Net increase/ (decrease) in cash and cash equivalents	110.94	(73.28)	(31.42)
Cash and cash equivalents at the end of the year	120.77	47.49	16.07

Operating activities

Fiscal 2024

In Fiscal 2024, net cash generated from operating activities was ₹291.43 million. Profit before tax was ₹643.93 million and adjustments primarily consisted of depreciation and amortisation expense of ₹247.32 million; finance cost of ₹507.69 million; finance charges on lease liability of ₹ 0.31 million and provisions for doubtful debts and bad debts written off of ₹177.46 million. This was partially offset by net gain on current investments made at fair value through profit or loss of ₹(4.43) million; interest income of ₹25.05 million; unrealized foreign exchange profit of ₹0.59 million; and (loss) on sale of property, plant, and equipment of ₹4.20 million.

Operating profit before working capital changes and other adjustments were ₹1,527.12 million in Fiscal 2024. The main working capital adjustments included a decrease in financial assets of ₹(2.26) million; an increase in loans of ₹3.87 million; an increase in other financial liabilities of ₹1.65 million on account of employee related payables; increase in provisions of ₹33.06 million on account of increase in provisions related to retirement benefits. Cash generated from operating activities post working capital changes in Fiscal 2024 amounted to ₹291.60 million. Income tax paid (net) amounted to ₹213.19 million.

Fiscal 2023

In Fiscal 2023, net cash generated from operating activities was ₹283.89 million. Profit before tax was ₹570.68 million and adjustments primarily consisted of depreciation and amortisation expense of ₹245.27 million; finance cost of ₹478.69 million; provisions for doubtful debts and bad debts written off of ₹121.63 million. This was partially offset by a net gain on current investments made at fair value through profit or loss of ₹0.17 million; interest income of ₹24.61 million; unrealized foreign exchange loss of ₹15.60 million; and loss on sale of property, plant, and equipment of ₹0.28 million.

Operating profit before working capital changes and other adjustments were ₹1,309.31 million in Fiscal 2023. The main working capital adjustments included an increase in financial assets of ₹60.98 million, an increase in loans of ₹1.27 million; increase in other financial liabilities of ₹5.85 million; increase in provisions of ₹5.04 million on account of increase in provisions related to retirement benefits. Cash generated from operating activities post working capital changes in Fiscal 2023 amounted to ₹283.89 million. Income tax paid (net) amounted to ₹129.13 million.

Fiscal 2022

In Fiscal 2022, net cash generated from operating activities was ₹18.92 million. Profit before tax was ₹233.00 million and adjustments primarily consisted of depreciation and amortisation expense of ₹169.89 million; finance cost of ₹434.39 million; provisions for doubtful debts and bad debts written off of ₹122.49 million, loss on sale of property, plant, and equipment of ₹0.57 million. This was partially offset by net gain on current investments measured at fair value through profit or loss of ₹(0.77) million; interest income of ₹29.19 million; unrealized foreign exchange profit of ₹10.07 million.

Operating profit before working capital changes and other adjustments were ₹897.41 million in Fiscal 2022. The main working capital adjustments included a decrease in other liabilities of ₹405.18 million on account of an increase in deferred revenue and an increase of provisions of ₹6.64 million. Cash generated from operating activities post working capital changes in Fiscal 2022 amounted to ₹18.92 million. Income tax refund amounted to ₹10.17 million.

Investing activities

Fiscal 2024

Net cash used in investing activities was ₹ 224.38 million in Fiscal 2024, primarily on account of proceeds from sale of property, plant, and equipment of ₹6.14 million, and interest income of ₹25.07 million. It was partially offset by the purchase of property, plant, equipment, and intangible assets and right of use assets ₹ 158.35 million; investment in mutual funds of ₹28.88 million.

Fiscal 2023

Net cash used in investing activities was ₹91.62 million in Fiscal 2023, primarily on account of proceeds from the sale of property, plant and equipment of ₹11.31 million, proceeds from maturity of bank deposits of ₹161.75 million; and interest income of ₹ 24.61 million. It was partially offset by the purchase of property, plant, equipment, and intangible assets and right of use assets ₹ 102.84 million, investment in mutual funds of ₹ 3.22 million.

Fiscal 2022

Net cash used in investing activities was ₹ 80.11 million in Fiscal 2022, primarily on account of the sale of property, plant and equipment of ₹ 4.06 million; investments in bank deposits of ₹20.08 million. It was partially offset by proceeds from the sale of property, plant, and equipment ₹85.20 million and interest income of ₹21.11 million.

Financing activities

Fiscal 2024

Net cash used in financing activities was ₹ 98.47 million in Fiscal 2024, primarily on account of (i) proceeds from long term borrowings of ₹ 9.60 million, (ii) repayment of long term borrowing of ₹ (116.16) million, (iii) decrease in working capital borrowings of ₹ (625.70) million, (iv) proceeds from preferential equity shares of ₹1,173.80 million, (v) share issue expenses of ₹26.21 million, primarily on account of repayment of lease liabilities of ₹ (6.17) million and (vi) finance cost paid of ₹ (507.69) million.

Fiscal 2023

Net cash used in financing activities was ₹ 448.79 million in Fiscal 2023, primarily on account of (i) proceeds from long term borrowings of ₹ 508.80 million, (ii) repayment of long term borrowing of ₹ (426.23) million, (iii) decrease in working capital borrowings of ₹ (20.37) million, (iv) finance cost paid of ₹ (478.69) million and (v) payment of lease obligations of ₹ (5.93) million.

Fiscal 2022

Net cash used in financing activities was ₹172.13 million in Fiscal 2022, primarily on account of (i) proceeds from long term borrowings of ₹ 19.03 million, (ii) repayment of long term borrowing of ₹ (180.23) million, (iii) increase in working capital borrowings of ₹ (763.00) million, (iv) finance cost paid of ₹ (419.97) million, (v) dividend paid by holding company of ₹ (3.33) million, (vi) payment of lease obligations of ₹ (6.61) million.

Indebtedness

As of March 31, 2024, we had total borrowings of ₹ 513.35 million, with an adjusted net debt to equity ratio of 0.45. Some of our financing agreements include various conditions and covenants that require us to obtain lender consents prior to carrying out certain activities and entering into certain transactions. For further details please see, "*Risk Factors – If our Company is unable to service its debts then it may adversely affect our Company's business, results of operations and financial condition* on page 49. We cannot assure you that we will be able to obtain these consents and any failure to obtain these consents could have significant adverse consequences for our business.

Contractual cash flow

The table below sets forth our contractual cash flows as of March 31, 2024.

Particulars	**Total**	**Less than 1 year**	**1 year to 3 years**	**More than 3 years**
	(₹ in million)			
Borrowings (including loan from related parties)	2,557.96	2,026.61	147.83	383.52
Trade payables and other financial liabilities	2,408.73	2,408.73	0	0
Lease liabilities	0.74	0.74	0	0
Other Financial Liabilities	43.27	43.27	0	0
Total	**5,010.70**	**4,479.35**	**147.83**	**383.52**

Contingent liabilities and off-balance sheet arrangements

We may have contingent liabilities from time to time. As of March 31, 2024, the following were our contingent liabilities:

(in ₹ million)

Particulars	As of March 31, 2024
Contingent liabilities	
(a) Excise duty, Service tax, Custom duty matters	140.03
(b) Claims against the Company/ Disputed Demands not acknowledged as debts	45.00
(c) Income Tax related matter	1.67
Total	**186.70**

For further information on our contingent liabilities, see "*Financial Information – Fiscal 2024 Audited Consolidated Financial Statements – Note 45-Contingent Liabilities*" on page F-143.

We do not have any off-balance sheet arrangements, derivative instruments, or other relationships with other entities established for the purpose of facilitating off-balance sheet arrangements.

Capital expenditures

In Fiscals 2024, Fiscal 2023, and Fiscal 2022, our capital expenditures were ₹ 158.35 million, ₹102.84 million, ₹ 85.20 million, respectively, representing 1.22 %, 0.74 %, and 0.73 %, of our revenue from operations, in such periods.

For further information, see "*Financial Information*" on page 245.

Related party transactions

We enter into various transactions with related parties in the ordinary course of business. For details, see "*Related Party Transactions*" on page 39.

Reservations, qualifications and adverse remarks included by the auditors

There are no reservations or qualifications or adverse remarks of the Statutory Auditors in the last five financial years in the audited consolidated financial statements of our Company. However, our Statutory Auditors have included certain and emphasis of matter and observations pursuant to the Companies (Auditor's Report) Order, 2020 in the audited standalone financial statements of our Company. For further details, please see "*Risk Factors – Our Statutory Auditors have included certain matters of emphasis in their audit report on our restated summary financial information.*" on page 45.

Quantitative and qualitative disclosures about market risk

Our management monitors and manages key financial risks relating to our operations by analysing exposures by degree and magnitude of risk. The risks include market risk (including interest rate risk, currency risk, and other price risk), credit risk, and liquidity risk. Our Board of Directors has overall responsibility for the establishment and oversight of our risk management framework. Our risk management policies are established to identify and analyse the risks faced by us, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and our activities.

Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Trade receivables are typically unsecured and are derived from revenue earned from customers. Our trade receivables were ₹5,217.75 million, ₹6,394.73 million, and ₹6,162.61 million in Fiscals 2022, 2023 and 2024, respectively. We manage credit risk through credit approvals, by establishing credit limits and continuously monitoring the creditworthiness of customers to whom we grant credit in the normal course of business.

Expected credit loss

We allocate each exposure to a credit risk grade based on a variety of data that is determined to be predictive of the risk of loss, (for example, timeliness of payments and available information) and applying experienced credit judgement. Exposures to customers outstanding at the end of each reporting period are reviewed by us to determine incurred and expected credit losses, giving due regard for probable exposures on disputed dues or dues that are subject to litigation. We have not experienced significant impairment of trade receivables resulting in credit losses.

Liquidity risk

Liquidity risk is the risk that we will encounter difficulty in meeting the obligations associated with our financial liabilities that are settled by delivering cash or another financial asset. Our principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. We have established a liquidity risk management framework for the management of our short-term, medium-term, and long-term funding and liquidity management requirements. We manage liquidity risk by liquidity risk by maintaining sufficient cash and cash equivalents and availability of funding through an adequate amount of committed credit facilities to meet the obligations when due. We also monitor rolling forecasts of liquidity position and cash and cash equivalents on the basis of expected cash flows. In addition, liquidity management also involves projecting cash flows considering level of liquid assets necessary to meet obligations by matching the maturity profiles of financial assets and liabilities and monitoring balance sheet liquidity ratios.

Foreign currency risk

Currency risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. We are exposed to the effects of fluctuation in the prevailing foreign currency exchange rates on its financial position and cash flows. Exposure arises primarily due to exchange rate fluctuations between the functional currency and other currencies from our operating, investing, and financing activities.

Market risk

Market risk is the risk of uncertainty arising from possible market price movements and their impact on the future performance of a business. The major components of market risk are commodity price risk, foreign currency risk and interest rate risk. The primary commodity price risk that the group is exposed to include the price variations in the price of Copper and Cold Rolled Grain Oriented Steel (CRGO). The mentioned components form a major part of manufacturing of Transformers. The prices of these commodities lead to increase/ decrease in the cost of Transformers.

Interest rate risk

It is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group’s exposure to the risk of changes in market interest rates relates primarily to the Group’s debt obligations with floating interest rates.

Price risk

It is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group’s exposure to the risk of changes in market interest rates relates primarily to the Group’s debt obligations with floating interest rates.

Unusual or infrequent events or transactions

Except as described in this Placement Document, to our knowledge, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

Significant economic changes that materially affect or are likely to affect income from continuing operations

Our business has been subject, and we expect it to continue to be subject, to significant economic changes that materially affect or are likely to affect income from continuing operations identified above in "*– Significant Factors Affecting our Results of Operations and Financial Condition*" and the uncertainties described in "*Risk Factors*" on pages 95 and 40, respectively.

Known trends or uncertainties

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in "*– Significant Factors Affecting our Results of Operations and Financial Condition*" and the uncertainties described in "*Risk Factors*" on pages 95 and 40, respectively. To our knowledge, except as discussed in this Placement Document, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

Future relationship between cost and income

Other than as described in this section, "*Risk Factors*" and "*Our Business*" on pages 40 and 168, respectively, to our knowledge there are no known factors that may adversely affect our business prospects, results of operations and financial condition.

New products or business segments

Except as set out in this Placement Document, we have not announced and do not expect to announce in the near future any new business segments.

Competitive conditions

We operate in a competitive environment. See "*Risk Factors*", "*Industry Overview*", "*Our Business*" and on pages 40, 122 and 168, respectively, for further details on competitive conditions that we face across our various business segments.

Seasonality/ cyclicality of business

Our business is not subject to seasonality or cyclicality. For further information, see "*Industry Overview*" and "*Our Business*" on pages 122 and 168, respectively.

Significant developments after March 31, 2024 that may affect our future results of operations

Except as disclosed in this Placement Document, we confirm that no developments have taken place since the last date of the audited financial statements which materially and adversely affect or are likely to affect the trading or profitability of the Company, or the value of its assets, or its ability to pay its liabilities within the next twelve months.

INDUSTRY OVERVIEW

*The information contained in this section has been obtained and derived from the report "Power Transformer Market Global Forecast to 2029" dated April 2024 ("**Power Transformer Market Report**"), prepared and issued by Market and Markets™ Research Private Limited, which has been paid for by us. Also see, "Presentation of Financial Information and Other Conventions" on page 14.*

*Further, this section also consists of information that is derived from publicly available documents as well as various industry publications and sources namely, Draft Distribution Perspective Plan 2030, by Ministry of Power, Central Electricity Authority (Distribution Planning and Technology Division) ("**Draft Distribution Perspective Plan 2030**"). This data is subject to change and cannot be verified with certainty due to limits on the availability and reliability of the raw data and other limitations and uncertainties inherent in any statistical survey. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. In many cases, there is no readily available external information (whether from trade or industry associations, government bodies or other organizations) to validate market-related analysis and estimates, so we have relied on internally developed estimates. Unless stated otherwise, the statistical information included in this Placement Document relating to the industry in which the Company operates has been reproduced from various trade, industry and government publications and websites. Please note that industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable, but their accuracy and completeness are not guaranteed, and their reliability cannot be assured. Accordingly, no investment decisions should be made on the basis of such information.*

The extent to which the market and industry data used in this Placement Document is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the section titled "Risk Factors" on page 40.

Further, the calculation of certain statistical and/or financial information / ratios specified in the sections titled "Our Business", "Risk Factors", "Management's Discussions and Analysis of Results of Operations and Financial Condition" and otherwise in this Placement Document may vary from the manner such information is calculated under and for purposes of, and as specified in the sources namely, Draft Distribution Perspective Plan 2030, by Ministry of Power, Central Electricity Authority (Distribution Planning and Technology Division). Data from these sources may also not be comparable. The extent to which the market and industry data used in this Placement Document is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. Accordingly, investment decisions should not be based solely on such information.

Although the Company believes that the industry and market data used in this Placement Document is reliable, it has not been independently verified by the Company or the Book Running Lead Managers or any of their affiliates or advisors.

Our Company takes responsibility for accurately reproducing such information but accepts no further responsibility in respect of such information and data. In many cases, there is no readily available external information (whether from trade or industry associations, government bodies or other organisations) to validate market-related analysis and estimates, so our Company has relied on internally developed estimates. Similarly, while our Company believes its internal estimates to be reasonable, such estimates have not been verified by an independent source and neither our Company nor the Book Running Lead Manager can assure potential investors as to their accuracy.

The recipient should not construe any of the contents of the information contained herein as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the Issue.

India’s power sector

India's power sector is undergoing a wide-scale transformation, owing to the country and facing steep electricity demand growth rates. Several parts of India witness high power cuts due to the growing demand for electricity and the supply gap. To address the issue of electricity reliability, the Government has implemented policies to increase electricity generation.

Review and outlook of India’s power sector *(Source: Draft Distribution Perspective Plan 2030)*

Development of power sector in the Country

As per the Draft Distribution Perspective Plan 2030, the growing power demand is a reflection of the economic growth in the country. The Indian power sector has undergone a significant transformation in the past few years. A significant amount of generation capacity, including renewable energy capacity, has been added in the country transforming the country to power surplus. Regional grids have also been integrated into a single national synchronous grid facilitating flow of power from one corner of the country to another through strong inter regional AC and HVDC links resulting in “One Nation – One Grid – One Frequency”. The Indian grid has now emerged as the largest integrated grid in the world. Over the years, the installed capacity of the country has increased to 416 GW as on March 31, 2023 from a meagre 1713 MW in 1950. Similarly, the electricity generation has increased to 1,421 BU (including imports from Bhutan and from renewable sources) in the Fiscal 2023 from 5.1 BU in 1950. The per capita consumption of electricity in the country has also increased to 1,255 kWh in the year 2021- 22 from 18 kWh in 1950. The country has also met peak demand of 240 GW during Fiscal 2024 on September 1, 2023. The country has achieved universal electrification as every village, every hamlet and every willing home has been connected to electricity thereby ensuring universal access. This transformation from an acutely power deficit country, to a situation where we can export electricity to our neighbouring countries, has been made possible by the relentless efforts of the Government and all the stakeholders. In the recent past, various schemes like Deendayal Upadhyaya Gram Jyoti Yojana (DDUGJY), Integrated Power Development Scheme (IPDS) and Pradhan Mantri Sahaj Bijli Har Ghar Yojana – SAUBHAGYA were implemented for strengthening the distribution system and providing access to electricity to all. With the results of these steps, the average availability of power in urban areas is around 23.8 hours while the average availability of power in rural areas is around 20.6 hours presently. The Government and other stakeholders are working together to ensure unhindered power supply and efforts at all fronts are being made and measures are being taken for better utilisation of various resources. Under DUUGJY and thereafter SAUBHAGYA, the electrification of all villages and all willing households were completed by March 31, 2022. A total of 18,374 villages were electrified under DDUGJY scheme and a total of 2.86 crore households were electrified under the aegis of SAUBHAGYA, up to March 31, 2022. However, a lot has still to be done in the Distribution sector to supply reliable, affordable and quality 24x7 power supply to all the consumers.

There is concern around the world regarding the deteriorating environment on account of greenhouse gas emissions. Transition to non-fossil fuel sources of energy is essential to reduce emissions and most countries in the world have pledged to carry out this transition according to trajectories announced by them. India has emerged as a leader in energy transition in spite of the fact that its per capita emissions are the lowest in the world. The country had pledged that by 2030, more than 40% of the installed electricity generation capacity will be from non-fossil fuel sources. This target was achieved nine years ahead of schedule– in November, 2021. India’s non-fossil fuel capacity is already 42 %. The country is currently on the path to honour the pledge in COP26 at Glasgow that 50% of the electricity generation installed capacity will be met from non-fossil fuel sources by 2030. With the objective of beginning an era of empowering Consumers, laying down rights of the consumers and a system of enforcement of these rights, while facilitating ease of doing business in power sector, Ministry of Power promulgated the Electricity (Right of Consumers) Rules 2020 with the conviction that the power systems exist to serve the consumers and the consumers have rights to get reliable services and quality electricity. Typically, the flow of electricity is from generating stations to the end-consumers through transmission, sub-transmission and distribution networks. The electricity is generated mostly at voltages between 11 kV to 33 kV which is stepped up to 132 kV, 220 kV or 400 kV or 765 kV for transmitting to various parts of the country through inter-state transmission network and within state through intra-state transmission network. For distribution purposes, the electricity is suitably stepped down to 66 kV, 33 kV, 22 kV, 11 kV and 0.4 kV for supplying to the consumers. In some states/union territories, some additional voltages like 6.6 kV or 3.3 kV are also in practice. Distribution network is an integral part of the electricity supply value chain, which connects consumers with generation. Operation and maintenance of distribution network is the responsibility of DISCOM. A typical DISCOM is structured into various zones, circles, divisions and sub-divisions to oversee not only OandM functions but also to carry out the commercial operation like consumer billing, collection and recovery of dues etc. In most of the states, the jurisdiction of distribution utility's network starts from the voltage level of 66 kV or 33 kV and below, which is emanating from the secondary bus of the transmission substation of CTU or STU. In some states, the jurisdiction of distribution companies starts from 11 kV and below like Gujarat and Karnataka. The 66 kV or 33 kV is stepped down to 11 kV or 22 kV at Primary Sub-station (PSS) and then from 11 kV or 22 kV to 0.4 kV at the distribution transformer level (DSS) to supply power to the consumers. Most of the customers of domestic category, industrial category, commercial category, agriculture category, street lighting etc. are generally fed at 230 volts (1-phase) /400 volts (3-phase) supply, whereas large customers are fed at higher voltages such at 33 kV, 11 kV or 6.6 kV etc. depending on SERC Regulations, load requirement and availability of the network etc.

Generally, any fault on 11 kV outgoing feeder from 33/11 kV or 66/11 kV S/S trips the complete 11 kV feeder from grid S/S resulting in power outage for a number of consumers. Many of the tripping may be on account of fault or overloading of network. Many times, the distribution equipment or network is not timely upgraded, and new loads are released without evaluating the loading conditions of line and transformers in the network resulting in overloading of the system. Further, in absence of redundancy in network, the reliability of supply to consumers is adversely affected. Every DISCOM has to take necessary action to achieve 24x7 power supply to all consumers (except agriculture consumers) and adequate supply to agriculture consumers as per state policy with minimised power supply interruptions as per the Standards of Performance (SOP) notified by respective SERC. DISCOMs have to take necessary action to augment the distribution system to perform as per the Rules and regulations notified by SERCs. DISCOMs should also adopt smart distribution technologies like SCADA/DMS/OMS, Smart metering, scientific study of the network, Ring Main Units (RMUs), HVDS etc. for monitoring and controlling the system to provide reliable supply to the consumers.

Challenges in India's Power Distribution Sector *(Source: Draft Distribution Perspective Plan 2030)*

As per the Draft Distribution Perspective Plan 2030, India's Power Distribution Sector faces the following challenges:

Poor network conditions

- Sustained outages as no redundancy in the system and restoration takes place only after repair of the faulty section.
- Old and overloaded network resulting in frequent and sustained power outages.
- Inadequate redundancy in the system network to take care of N-1 contingencies resulting power outages and less consumer satisfaction.

No online network monitoring

- Acknowledgement/reporting of any breakdown is being handled manually. Either the person manning the substation intimates the field crew if it is a feeder lockout or the customer complains of no supply based on which field crew start investigating and take remedial action. This takes a lot of time.
- Lack of Automation in the power distribution system elements poses difficulty in taking preventive/condition-based monitoring and maintenance.
- Identification of faulty portion is only by method of elimination using various manual technique or testing instruments, which takes lot of time in fault clearance.

Poor network management

- Generally, utilities have a centralized information centre, which coordinates telephonically with the field crew after receiving the outage information from the operators manning the sub-stations or from the consumers. The ownership lies with the field crew to restore the supply to consumers based on their area specific expertise.
- The restoration effort takes considerable time due to the fact that everything has human intervention from reporting of breakdown to investigation, identifying the faulty section to isolation and restoration.

Poor customer management

- Delay in resolution of customer requests and complaints due to lack of communication between users and utility.
- High customer to employee ratio due to inefficient process management.
- Processing errors/mistakes due to loosely integrated legacy system.

- Lack of consistent and correct information on assets and customers resulting in poor utilization of resources.
- Inaccurate accounting due to lack of integration between company ledger and customer account.

Poor information management

- On tripping of any feeder/element, the information does not reach the call centre instantaneously.
- Even after information is available, it cannot be put to use for the want of details of the customers, who are affected due to that element going out. Utilities normally do not have customer network hierarchy in real time operating system.
- Centralized call centres are clueless about the status of the outage, when consumer calls up to get the status. It leads to customer dissatisfaction.
- Data discrepancy and absence of seamless information flow between various systems and processes results in high number of grievances related to metering and billing and the resolution is often delayed.
- Absence of extending real time information to customer on billing and payment etc.
- Lack of competent manpower to handle new IT technologies for distribution automation.

Regulatory Developments in India *(Source: Draft Distribution Perspective Plan 2030)*

Recent reforms undertaken in power sector

The power sector in India has witnessed accelerated growth and has successfully achieved many reforms post enactment of Electricity Act (EA), 2003. With de-licensing policy for adding power generating capacity (excluding hydro), the generation sector has successfully attracted the private sector investment and added sufficient generation capacity, which has helped to bridge the demand supply gap in the country. Due to this, the country has become power surplus and shortages in the country is virtually negligible. The country also has a sufficient spinning reserve capacity today. The whole country has been connected to one grid resulting in "One Nation – One Grid – One Frequency". The Indian grid has now emerged as the largest integrated grid in the world. The country has also achieved universal electrification by providing electricity to all villages and all willing households and is moving towards providing 24x7 power supply to the consumers. The following reforms have been undertaken in the country recently for development of power sector including distribution sector:

(i) Reforms for development of green power

The power sector also witnessed an unprecedented capacity addition in Renewable Energy ("**RE**") generation resulting in to the future low-carbon regime. India's COP 21 commitment of achieving 40% of its installed electricity capacity from non-fossil energy sources by 2030 has been realized in November 2021 itself – a full 9 years ahead of our target date. The following major steps are taken by the Government to accelerate the Indian economy's transition to one powered by green energy include:

- Permitting Foreign Direct Investment (FDI) up to 100 percent under the automatic route for renewable energy projects.
- Waiver of Inter State Transmission System (ISTS) charges for inter-state sale of solar and wind power for projects to be commissioned by 30th June 2025.
- Declaration of trajectory for Renewable Purchase Obligation (RPO) up to the year 2030.
- Setting up of ultra mega renewable energy parks, to provide land and transmission to RE developers on a plug and play basis.
- Launch of schemes such as Pradhan Mantri Kisan Urja Suraksha Evam Utthaan Mahabhiyan (PM-KUSUM), Solar Rooftop Phase II, 12,000 MW CPSU Scheme Phase II, etc.
- Laying of new transmission lines and creating new sub-station capacity under the Green Energy Corridor Scheme for evacuation of renewable power.
- Transmission plan for integration of 500 GW Renewable Energy capacity by 2030.
- Notification of standards for deployment of solar photovoltaic system/devices.
- Setting up of project development cell for attracting and facilitating investments.
- Standard bidding guidelines for tariff based competitive bidding process for procurement of power from grid connected solar PV and wind projects.
- The government has issued orders that power shall be dispatched against Letter of Credit (LC) or advance payment to ensure timely payment by distribution licensees to RE generators.
- Notification of Promoting Renewable Energy through Green Energy Open Access Rules 2022.

- Notification of “The electricity (Late Payment Surcharge and related matters) Rules 2022 (LPS rules).
- Launch of green term ahead market to facilitate sale of renewable energy power through exchanges
- Conducting skill development programs to create a pool of skilled manpower for implementation, operation and maintenance of RE projects etc.

(ii) Reforms for development of Transmission system

The development of one national grid (One Nation One Grid One Frequency) by integrating all the regional grids has made it possible to transmit power from any part of the country to any other parts and exchange of power with other countries. Competitive participation in providing transmission services and tariff determination through process of bidding have facilitated the development of transmission system on competitive Bidding process. To promote competitive procurement of transmission services, to encourage private investment in transmission lines and to facilitate transparency and fairness in procurement processes in transmission sector, the tariff based competitive bidding (TBCB) have been introduced in transmission sector. Further, power trading through energy exchange is one of the objectives of power sector reforms post EA-2003 by increasing competition in the market. At present, 3 power exchanges are working in the country for trading electricity.

(iii) Reforms for development of Distribution system

The country has achieved universal electrification as every village, every hamlet and every home has now been connected to electricity thereby ensuring universal access. This transformation from an acutely power deficit country to a situation where we can export electricity to our neighbouring countries, has been made possible by the relentless efforts of the Government and all the stakeholders. During the recent past, Govt. of India has implemented several reform programs in the distribution sector viz., Deen Dayal Upadyay Gram Jyoti Yojana (DDUGJY), Integrated Power Development Scheme (IPDS), Decentralized Distributed Generation (DDG), 24x7 Power for All and Saubhagaya schemes etc. and these reform programs have significantly contributed for achieving universal electrification and achieving substantial improvement in distribution infrastructure to strengthening the power distribution system both in urban and rural areas. The measures also helped to reduce AT&C losses by various measures like laying ABC cables in theft prone areas, improvement in metering, billing and efficiency and introduction of automation and ICT in distribution sector for power measurement and control. The DDUGJY scheme, IPDS scheme and Saubhagya scheme closed on March 31, 2022.

Further, Government of India has launched Revamped Distribution Sector Scheme (RDSS) in July 2021 with the objective of improving the quality and reliability of power supply to consumers through a financially sustainable and operationally efficient distribution Sector. The scheme has an outlay of ₹ 3,037,580 million with an estimated Government Budgetary Support (GBS) of ₹ 976,310 million. The duration of the scheme is 5 Years (2021-22 to 2025-26). Under the scheme, financial assistance is being provided to the eligible DISCOMs for upgradation of distribution infrastructure and system modernization including SCADA and communicable system metering along with smart pre-paid /simple pre-paid metering for consumers in the country.

(iv) Reforms for Enforcing Financial Discipline in Power Sector

As a step towards addressing the issue of mounting dues of the state power utilities which had crossed about ₹1,500,000 million, Ministry of Power issued Electricity, (Late Payment Surcharge and Related Matters) Rules, 2022 (LPS Rules 2022). This initiative is making the power sector to realize and bring financial discipline in the power sector. This is assumed that the end consumer gets reliable and quality uninterrupted supply of electricity, alleviates the interest burden on the power purchase dues by the State utilities and provide for payment of arrears dues by DISCOMs in easy instalments. state run financial institutions in the power sector were also advised by the Ministry of Power to extend their support to DISCOMs for timely payment of their legacy dues under the new LPS Rules 2022 subject to strict timely payment of current dues.

(v) Reforms for Empowering the Customers – Consumer Right Rules

With the objective of beginning an era of empowering power consumers, laying down rights of the consumers and a system of enforcement of these rights, while facilitating ease of doing business in power sector, the Ministry of Power promulgated the Electricity (Right of Consumers) Rules 2020 with the conviction that the power systems exist to serve the consumers and the consumers have rights to get reliable services and quality electricity. These rules lay down the time limits and standards for the various services to be provided by the distribution companies across the country. The DISCOMs are required to provide services in accordance with standards or pay compensation to their consumers. These rules specify the obligations of the licensee and the best practices that must be adopted by the licensee to provide efficient, cost effective, reliable and consumer friendly services to the consumers. These rules are one of the evolving steps to enable the transformation of a DISCOM from a mere power supplying agency to a holistic consumer focused service provider. An amendment to these rules was notified on April 21, 2022, to specify the parameters to maintain the reliability of supply by the distribution licensee namely system average interruption duration index (SAIDI) and system average interruption frequency index (SAIFI), customer average interruption duration index (CAIDI), customer average interruption frequency index (CAIFI) and momentary average interruption frequency index (MAIFI). Further the consumers, who are using the diesel generator sets as essential back up power are required to shift to cleaner technology such as renewable energy with battery storage and the like in five years from the date of commencement of these rules or as per the timelines given by the state commission for such replacement based on the reliability of supply in that city.

The rules were further amended vide notification dated June 14, 2023, wherein certain provisions such as remote reading of smart meters at least once in a day and other prepayment meters at least once in every three months, increase and decrease in the sanction load and time of the day tariff have been included.

As per Section 57 of Electricity Act, 2003, Consumer Grievances Redressal Forum (CGRF) and Ombudsman are in place in most of the states to protect the interest of consumers.

Further, recognizing the requirement and importance of addressing consumer grievances, financial assistance was provided to distribution utilities under various schemes to set up dedicated centralised customer care centre in each DISCOM, also accessible through common electricity complaint number across all States/Utilities (i.e. short code telephone number 1912). Most of the DISCOMs are providing services on this short code telephone number for grievance redressal of the consumers on toll free mode.

The introduction of information technology including smart distribution system would enable more participation of consumers in load management and consumers would also have the access to the data related to their consumption, outages, etc.

Specific reforms for power distribution sector

Although, various reforms/ measures undertaken by DISCOMs have significantly contributed towards the development of power distribution infrastructure across the country, however, despite implementation of several rounds of reforms post enactment of Electricity Act, 2003, the distribution power sector has not been successful in achieving good financial health. As power being the driver of the economy for any nation, the power sector operating in an unviable manner is a major concern for the development of power sector and overall economic growth. Huge debt level of the state power utilities with sustained losses are the significant contributors for the unviability of the DISCOMs and remain a major concern for the sectoral development and financial viability of the DISCO

The DISCOMs have continued to make huge losses on sustainable basis primarily due to the huge negative gap between Average Revenue Realized (ARR) and Average Cost of Supply (ACS) due to adoption of non-cost reflective tariff in various states. The state power utilities are not operating on commercial principles and are incurring huge commercial losses, which led to mounting revenue shortage with them. Further, DISCOMs are unable to sustain its power distribution business without government subsidies. DISCOMs are highly dependent for operational subsidy from state governments and huge capital subsidy for infrastructure development from the Central Government which makes the power distribution business financially and commercially unviable and unsustainable. High AT&C loss is also one of the primary reasons for the sustained financial losses of the state power utilities.

For the progressive growth of the electricity distribution sector, it is essential that the sector becomes revenue sustainable by adopting following reform measures in true spirit:

- **Optimal procurement of power as per Resource Adequacy Plan**: This reform measure is to adopt a certain percentage of power requirement from long-term to a shorter time frame as per Resource Adequacy plan. In the past, long-term agreements (of 15 to 25 years duration) for 100% power requirement was made by utilities, however, due to changed scenario this process is less relevant now with power surplus country and an increasingly diverse set of suppliers and consumers. The present environment with sufficient installed power generation capacity, decline in the price of renewable energy and increased competition in the market make the short-term power purchase of a certain amount of power requirement a more attractive option. The growth in variable renewable energy, from large-scale renewable parks to rooftop installations, and the consequent challenge of inter-day swings in production, has made flexible generation more valuable than a long-term contract. The Resource Adequacy Plan, as prepared by CEA, is useful for all utilities to optimize their power procurement cost with adequate power availability for supplying to the consumers.

- **Public Private Partnership (PPP) in distribution business/ franchisee**: The financial health of distribution utilities has become a matter of grave concern considering that their losses have reached an alarming level. Electricity, being a concurrent subject, the reforms in the power sector calls for joint efforts of state governments and Central Government. Electricity Act, 2003 has provided a legal framework to attract private sector participation in the power sector. Under Section 14 of the Electricity Act, 2003 a power distribution company can appoint another entity to supply power in a particular area within its distribution territory without the requirement of a separate distribution license.

  The Public Private Partnership (PPP) Model is seen as one of the feasible solutions as this would facilitate investment from private sector to bridge the gap between availability and requirement of funds.

  Distribution franchisee is an emerging PPP model in Indian distribution power sector. In many states, state government-owned distribution companies are adopting the franchisee model in areas where losses are generally high. While it is not complete privatization, it is a step to leverage best corporate practices, cut down high utility losses, realize predictable cash flows directly from end-consumers and hence offers an attractive big market.

  A time bound plan for identification of areas for introducing PPP model (like areas where AT&C losses are in excess of 25 %) needs to be worked out by each state and need to initiate implementation of the plan in coordination with all the concerned agencies. This would help to introduce the efficiency in distribution business and would also provide commercial sustainability which is an essential parameter for improving the efficiency of DISCOMs under Uday scheme.

- **Introducing of Information Technology (IT) initiatives in distribution sector**: Some of the key technologies extensively adopted by some DISCOMs utilities are GIS-based consumer indexing and electrical network mapping, Automated Meter Reading (AMR) on all feeders and Distribution transformers for energy auditing and accounting for identifying the theft prone areas, IVRS-based consumer call centre , establishment of data centre , SCADA /DMS in big towns etc. along with smart metering for consumers. It is envisaged under RDSS scheme to install smart meters for all consumers and communicable meters on all feeders and Distribution Transformers (DTs) by March 2025 which would monitor and control the energy flow in various segments of distribution. It would also facilitate to disconnect the consumers remotely and would pave the way for improving collection efficiency by checking the theft and inefficiencies in the system. The smart meter can be used in pre-paid mode, postpaid mode or as net meter mode and also has two-way communication to facilitate the demand side management through consumer participation etc.

- **Time of day / dynamic pricing system**: The profile of today's consumption is fast changing with greater urbanization, use of more electric appliances, conservation measures and use of new applications/technologies like on-site storage and electric vehicles, etc. and to achieve the optimal utilisation of resources, there is a need to shift to time-of-the day metering. The need to shift to time of the day metering in the short term is of paramount importance to bring the sector back on track and to contain the huge financial losses of DISCOM. This would also smoothen the load curve and ensure efficient and optimal utilisation of both generation and distribution capacities. Smart meters have the features for implementing TOD metering and these can also be configured as per the existing pricing of the tariff. The consumer can also be informed about the tariff for various slots of the day through an app/ SMS to empower them to control their load as per their choices.

- **Limits of Cross subsidy within ±15%**: To supply the power at a reasonable tariff to the consumers, the limits of cross subsidy between various classes on consumers should be within a reasonable range. As per Tariff Policy 2016, the appropriate commission would notify a roadmap such that tariffs are brought within ±20% of the average cost of supply for achieving the objective that the tariff progressively reflects the cost of supply of electricity.

- **Establishment of special courts and police stations for theft related cases**: Theft of electricity is one of the major contributing factors impacting the financial health of power utilities. This also contributes to poor quality of power supply, frequent load shedding and unscheduled outages. To enable effective control of theft of electricity, the Electricity Act, 2003 has incorporated specific provisions for detection of theft, speedy trial of theft related offences and also for the recovery of charges of electricity stolen.

The above suggested reforms would create the transitions of DISCOMs from a monopoly to competition in retail supply, long-term to short-term contracting, introduction of PPP/ franchisee in identified areas and use of smart meters etc., for turning back the economics of DISCOM finances in near future.

Central schemes for development of distribution infrastructure in India- Revamped Distribution Sector Scheme (RDSS)

As per the Draft Distribution Perspective Plan 2030, the Government of India launched the Revamped Distribution Sector Scheme (RDSS) to help DISCOMs improve their operational efficiency and financial sustainability by providing result linked financial assistance to DISCOMs to strengthen supply infrastructure based on meeting prequalifying criteria and achieving basic minimum operational efficiency benchmarks. RDSS has an outlay of ₹ 30,400,00 million over 5 years i.e., Fiscal 2022 to Fiscal 2026. The outlay includes an estimated Government Budgetary Support (GBS) of ₹ 980,000 million.

The main objectives of RDSS are:

- Reduction of AT&C losses to pan-India levels of 12-15% by Fiscal 2025.
- Reduction of ACS-ARR gap to zero by Fiscal 2025.
- Improvement in the quality, reliability, and affordability of power supply to consumers through a financially sustainable and operationally efficient distribution sector.

RDSS has two parts: Part 'A' - Financial support for upgradation of the distribution infrastructure and prepaid smart metering and system metering and Part 'B' - training and capacity building and other enabling and supporting activities. Under the scheme, eligible DISCOMs (all state-owned distribution companies and State /UT power departments excluding private sector power companies) are being provided financial support for upgradation of the distribution infrastructure, distribution automation, IT intervention and implementation of SCADA/DMS and smart metering system for the network as well as prepaid smart metering systems for consumers.

Prepaid smart metering is one of the critical interventions envisaged under RDSS. This provides for prepaid Smart metering for consumers, system metering at feeder and DT level with communicating feature along with associated Advanced Metering Infrastructure (AMI) would be implemented under TOTEX model (Total expenditure includes both capital and operational expenditure) thereby allowing the DISCOMs for measurement of energy flows at all levels as well as energy accounting without any human interference. Proper and accurate energy accounting is the key to identification of high loss areas and theft prone areas, whereby, utilities billing and collection efficiencies will improve significantly, thereby reducing the AT&C losses of DISCO

Advanced ICT like artificial intelligence, machine learning and blockchain technology would be leveraged to analyse data generated through IT/OT devices including system meters, prepaid smart meters to prepare actionable MIS from system generated energy accounting reports every month so as to enable the DISCOMs to take informed decisions on loss reduction, demand forecasting, asset management, Time of Day (ToD) tariff, Renewable Energy (RE) Integration and for other predictive analysis. This would contribute a great deal towards enhancing operational efficiency and financial sustainability of the DISCO Gross Budgetary Support (GBS) under the scheme would be used for development of applications related to the use of advanced ICT like artificial intelligence, machine learning and blockchain technology in the distribution sector and also for promoting development of start-ups in the electricity distribution sector across the country.

Funding pattern

For rolling out prepaid smart metering in a mission mode under Part A – in "other than special category states", a fixed amount of 15% (22.5% in case of special category states) of the cost per meter worked out over the whole project period, subject to a maximum of ₹ 900/- (₹ 1350/- in case of special category states) per meter in case of consumer meters, will be funded.

States/UTs would be incentivized for deployment of prepaid smart meters by December, 2023. An incentive@ 7.5% of the cost per consumer meter worked out for the whole project or ₹ 450 per consumer meter, whichever is lower, would be provided for "other than special category states" for prepaid smart meters installed within the targeted timeline of first phase mission i.e. by December, 2023. The incentive for special category states would be @ 11.25% of the cost per consumer meter worked out for the whole project or ₹ 675 per consumer meter, whichever is lower. The funds for prepaid smart metering will be made available to the DISCOMs only after installation, commissioning and demonstration of at least one prepaid billing period in the area specified by the DISCOM in the DPR approved by the monitoring committee.

Development of applications related to the use of advanced ICT like artificial intelligence, machine learning and blockchain technology in the distribution sector and the unified billing and collection system will be funded 100% through the GBS.

For Distribution System upgradation works, maximum financial assistance given to DISCOMs of “other than special category states” will be 60% of the approved cost, while for the DISCOMs in "special category states", the maximum financial assistance will be 90% of the approved cost.

Part B of the Scheme will be fully funded by grant through Central/state Governments.

Nodal agency

REC Limited and Power Finance Corporation Limited (PFC) have been designated as the nodal agencies for the scheme and are responsible for operationalization of scheme in the entire country.

Status of RDSS

At present, under RDSS, ~20 crore prepaid smart meters, ~54 lakh DT meters and ~1.98 lakh feeder meters have been sanctioned with a total sanctioned cost of ₹ 1,300,000 million with GBS of over ₹ 240,000 million. Under the scheme, capital investment is budgeted for loss reduction works, system strengthening to cater load growth and modernization to make smart distribution system. Loss reduction works include replacement of bare conductor with AB cable, HVDS systems, feeder bifurcation etc. Similarly, system strengthening includes the creation of new substations, feeders, upgradation of transformation capacity, cables etc. Modernization includes SCADA, DMS, IT/OT, ERP, GIS enabled applications, ADMS etc. to make distributions systems smarter. So far, loss reduction works of ₹ 1,200,000 million lakh Cr. have also been sanctioned with GBS of about ₹ 760,000 million. The funds are being released based on progress of works post tendering by utilities and subject to meeting pre- qualification criteria.

Demand supply outlook

The demand supply outlook according to the Draft Distribution Perspective Plan 2030*:*

Peak electricity demand and electrical energy requirement

In the 20th Electric Power Survey (EPS) of CEA, the peak electricity demand and electrical energy requirement of each DISCOMs has been worked out in consultation with all the stakeholders including the DISCO The peak electricity demand of the country is expected to increase from 2,07,231 MW in Fiscal 2023to 3,34,811 MW in

Fiscal 2030and the electrical energy requirement is expected to increase from 15,04,264 Million Units (MU) in Fiscal 2023to 22,79,676 Million Units in Fiscal 2030.

During Fiscal 2023to Fiscal 2030, the CAGR of the peak electricity demand is expected to be 7.09% and the CAGR of the electrical energy requirement is expected to be 6.12%. The electrical energy requirement and peak electricity demand on all-India basis up-to Fiscal 2030is as under:

Growth of electricity consumption in the country

Description	Fiscal 2023	Fiscal 2030	Fiscal 2023to Fiscal 2030 CAGR (%)
Electrical energy met/ projected	1,504,264 MU (actual met)	2,279,676 MU	6.12
Peak demand et/projected	207,231 MW (actual met)	334,811 MW	7.09

National Electricity Distribution Plan - 2030 Strategy *(Source: Draft Distribution Perspective Plan 2030)*

As per the Draft Distribution Perspective Plan 2030, the primary responsibility for distribution and supply of power to all consumers rests with the DISCOMs /power departments of states and Union Territories (UTs) and they are required to plan their system and procure adequate power to supply their consumers as per the Standard of Performance (SOP) notified by the respective SERCs. However, in order to provide a uniform framework and guidelines to utilities/DISCOMs and to evolve an integrated approach for strengthening of distribution sector in the country, National Electricity Distribution Plan up to Fiscal 2030, has been prepared.

This present Draft Distribution Perspective Plan 2030 is based on the data/ inputs provided by the distribution companies and state power departments considering the projected electricity requirement in 20th EPS and other related factors. This DPP 2030 captures plan data of major 70 DISCOMs and the data of vary small DISCOMs like various SEZs, port trusts, steel plants, tea states, MES etc.

This DPP has been prepared for assessment of requirement for development of the distribution sector provide 24x7 quality and reliable supply to the consumers and coordinating the activities of various planning agencies for the optimal utilization of resources to serve the interests of the consumers. Also, the Draft Distribution Perspective Plan 2030 would also help the industry to enhance their manufacturing capacity as per the projected requirement of various equipment and material.

This Draft Distribution Perspective Plan 2030 captures requirement of electrical infrastructure:

- To meet the DISCOM wise peak load as projected in 20th Electric Power Survey.
- To ensure distribution network reliability for 24x7 power supply to end consumers.
- To reduce the AT&C losses to the range of below 10%.
- To adopt the best practices in the distribution sector for enhancing the efficiency of the system and enhancing the consumer satisfaction.
- To benefit the end consumer by introduction of automation and smart metering.
- To explore other measures like capacity building and various reforms in the distribution sector.
- An overview of estimated Fund requirement, availability and gaps.

The best practices being followed by various DISCOMs for management of distribution system, reduction of AT&C losses, and to provide reliable and quality power to its consumers have also been included in the Plan. The details of automation and smart technologies available in the distribution sector along with need for capacity building, etc. have also been included.

Although, the development of distribution infrastructure is an evolving process and generally depend on the actual requirement in the field, but the present DPP would provide a broad picture of the requirement of distribution companies in the country up to Fiscal 2030.

Distribution Plan 2030 – All India Summary *(Source: Draft Distribution Perspective Plan 2030)*

As per the Draft Distribution Perspective Plan 2030, in order to assess the distribution system requirement in the country up to Fiscal 2030, it is essential to have corresponding load demand forecast, generation capacity availability and transmission capacity availability. Accordingly, load demand forecast as projected in 20th Electric Power Survey report of CEA and generation and transmission system as forecasted in the Resource Adequacy

Plan, National Electricity Plan for generation and transmission have been considered to assess the adequacy of distribution system requirement in the country.

Electricity demand of the country as forecasted in 20th EPS are as under:

	2021-22	2022-23	2023-24	2024-25	2025-26	2026-27	2027-28	2028-29	2029-30
Peak Demand (MW)	203,115	216,966	230,144	244,565	260,118	277,201	294,716	313,098	334,811
Energy Requirement (MU)	1,381,646	1,512,918	1,600,214	1,694,634	1,796,627	1,907,835	2,021,072	2,139,125	2,279,676

From the table, it can be seen that as per 20th EPS of CEA, the peak electricity demand of the country is going to increase by CAGR of 6.45% during 2021-22 to 2029-30, while the energy requirement is going to increase by CAGR of 6.46 % during the same period.

Generation scenario *(Source: Draft Distribution Perspective Plan 2030)*

As per the National Electricity Plan (Generation) prepared by CEA, it is expected that the total generation installed capacity of the country would be around 786 GW by March 2030 as against the installed capacity of around 400 GW by March 2022. It is also envisaged that the percentage of renewable capacity would be around 62.6% of total installed capacity by March 2030. The following scenario for installed capacity of the country at the end of Fiscal 2030has been envisaged: -

Fuel Type	Installed Capacity (MW) as on March 31, 2022	Projected Installed Capacity (MW) as on March 31, 2030
Conventional		
Coal + Lignite	210,700	251,568
Gas	24,900	24,900
Nuclear	6,780	6,780
Sub-Total (Convention)	**242,889**	**294,017**
Renewable		
Hydro	41,977	58,278
PSP	4,746	18,990
Solar	53,996	292,966
Wind	40,358	102,296
Bio Mass	10,683	14,500
Small Hydro (less than 25 MW)	4,848	5,350
Sub-Total Renewable	**156,608**	**492,380**
Total Installed Capacity	**399,497**	**786,397**

It may be noted that total conventional installed capacity in the country will increase by only 21% during Fiscal 2022to Fiscal 2030while the renewable capacity would increase by 214% with total installed capacity increase by 97% during Fiscal 2022 to Fiscal 2030. Keeping in view the expected peak demand at the end of Fiscal 2030, the expected generation capacity will be adequate for meeting the peak demand requirement at the end of Fiscal 2030.

Distribution system planned by 2030 *(Source: Draft Distribution Perspective Plan 2030)*

66KV/33KV/22 KV Substations

Based on the data provided by the utilities, as on March 31, 2022, the total number of power substations (66/11 kV, 33/11 kV and 22/11 kV) in the country was 39,965 with a total installed capacity of 482,810 MVA. During Fiscal 2023 to Fiscal 2030, it is envisaged to add another 12,192 substations in the country with total power substation capacity addition of about 141,522 MVA. As a result, cumulative power sub-station (S/S) capacity in the country at the end of Fiscal 2030 would be around 624,332 MVA with an increase of 29.31% compared to the substation capacity as on March 31, 2022.

The year wise details are as tabled under:

Planned sub-station (66/33/22kV) capacity of India by end of Fiscal 2030

	Status as on 31.03.2022	Yearly addition								Total Addition during 2022-30	Expected capacity by 2029-30
		2022-23	2023-24	2024-25	2025-26	2026-27	2027-28	2028-29	2029-30		
Number of S/s	39965	1173	2003	2286	1870	1230	1218	1155	1257	12192	52157
Capacity of S/s (MVA) (New+Aug.)	482810	14523	21878	24628	21889	14909	14442	13232	16020	141522	624332

It may be observed that the projected sub-transmission power substation capacity at the end of Fiscal 2030 (i.e. 624,332 MVA) will be adequate to meet the peak demand of the country projected for Fiscal 2030 (i.e. 334,811 MW /372,012 MVA at 0.9 power factor) resulting in about 60% aggregate loading of power sub-stations. However, some of the sub-stations may be overloaded for some time based on the local load conditions.

66KV/33KV/22KV feeders

The projected increase in the power sub-stations capacity would require commensurate 66 KV/33 KV feeding network expansion for efficient and effective power evacuation down the line. As on March 3, 2022, total number of 66/33/22 kV feeders in the country were around 36,804 with total length of 5,89,304 circuit kilometers (ckm). During 2022-23 to 2029-30, it is planned to add another 17,835 no of 66/33/22 kV feeders in the country with total addition in feeder length of 1,88,690 ckm. As a result, total 66/33/22 kV feeder would be around 54,639 with a total length of about 7,77,994 ckm by 2030 with an increase of 32.02% with reference to the 66/33/22 kV feeder length as on 31.03.2022.

The year wise details are as tabled under:

Planned 66/33/22kV Feeder capacity of India by end of Fiscal 2030

	Capacity as on 31.03.2022	Yearly addition								Total Addition during 2022-30	Expected capacity by 2029-30
		2022-23	2023-24	2024-25	2025-26	2026-27	2027-28	2028-29	2029-30		
Number of Feeder	36804	1680	3307	3790	2892	2047	1408	1311	1400	17835	54639
Length of Feeders (ckm)	589304	17674	34945	40754	33188	18580	15446	13905	14197	188690	777994

11 KV feeders

As on March 31, 2022, the total number of 11 kV feeders in the country were 230,979 with total length of 4,935,279 ckm. During Fiscal 2023to Fiscal 2030, it is planned to add another 92,920 no of 11 kV feeders in the country with total addition of feeder length of about 968,503 ckm. As a result, total 11 kV feeder would be around 323,899 Nos with length of about 5,903,782 ckm by Fiscal 2030 with an increase of 19.62% compared to the 11 kV feeder length as on March 31, 2022.

The year wise details are as tabled under:

Planned 11kV Feeder capacity of India by end of Fiscal 2030

	Status as on 31.03.2022	Yearly addition								Total Addition during 2023-30	Expected Nos/ Length by 2029-30
		2022-23	2023-24	2024-25	2025-26	2026-27	2027-28	2028-29	2029-30		
Number of Feeders	230979	10408	19527	18142	12484	8567	7553	7947	8292	92920	323899
Length of Feeders (ckm)	4935279	111823	200772	193086	130282	86527	79774	81988	84252	968503	5903782

Distribution Transformer (33/0.4kV,22/0.4kV,11/0.4 kV) *(Source: Draft Distribution Perspective Plan 2030)*

The number of Distribution Transformers (DT) at all-India level as on March 31, 2022, stood at 14,674,261 with an installed capacity of 689,192 MVA. During Fiscal 2023 to Fiscal 2030, it is planned to add about 4,657,854 number of DTs with a total added DT capacity of 238,464 MVA in the country. These DT additions are planned for meeting the customer's electricity demand growth and using HVDS for reducing the technical losses by bringing HT line closer to the load centre. As a result, total DT capacity in the country at the end of Fiscal 2030 would be around 927,656 MVA with an increase of 34.6% compared to the DT capacity as on March 31, 2022.

The year wise details are as given below:

Planned DT number and capacity by end of Fiscal 2030 2029-30

	Status as on 31.03.2022	Yearly addition								Total Addition during 2022-30	Expected capacity/number by 2029-30
		2022-23	2023-24	2024-25	2025-26	2026-27	2027-28	2028-29	2029-30		
Number of DT	1,46,74,261	5,53,242	6,14,488	6,20,579	5,80,657	5,63,968	5,59,048	5,75,458	5,90,413	46,57,854	1,93,32,115
Capacity of DT (MVA)	6,89,192	24,621	28,173	31,683	30,610	29,809	31,430	30,869	31,517	2,38,464	9,27,656

LT Feeders (400V/230V)

As on March 31, 2022, the country has total of about 2,231,495 ckm of LT (1-phase) and 5,714,263 ckm of LT (3-phase) lines. During Fiscal 2023to Fiscal 2030, it is planned to add about 499,556 ckm of LT (1-phase) lines and about 1,269,774 ckm of LT (3-phase) lines in the country. As a result, total LT lines (1phase and 3 phase) would be around 9,774,634 ckm by Fiscal 2030 but out of the total LT lines, about 69% LT lines would be 3 phase lines in the country.

The year wise details are given below:

Planned LT Feeder length(ckm) of India by end of Fiscal 2030

LT Line	Status as on 31.03.2022	Yearly addition								Total Addition during 2022-30	Expected Length by 2029-30
		2022-23	2023-24	2024-25	2025-26	2026-27	2027-28	2028-29	2029-30		
LT (Single Phase) ckt-km	22,31,495	43,629	52,053	50,878	51,161	53,537	52,959	55,529	1,39,809	4,99,556	27,31,050
LT(3 Ph) ckt-km	57,14,263	1,23,803	1,89,688	2,09,578	1,68,626	1,46,326	1,48,583	1,63,510	1,79,205	12,69,774	70,43,583
Total LT lines ckt km	79,45,758	1,67,432	2,41,742	2,60,456	2,19,787	1,99,863	2,01,542	2,19,039	3,19,015	18,28,876	97,74,634

Summary of distribution system planned by 2030
*(Source: Draft Distribution Perspective Plan 2030 dated February 2, 2024 ("**Draft Distribution Perspective Plan 2030**")*

Summary of distribution infrastructure available in March 2022 and proposed up to March 2030

Sr	Description	Unit	March-22	March-30
1	**Substation Count (66/33/22 kV)**	*Nos*	39,965	52,157
2	**Substation Capacity (66/33/22 kV)**	*MVA*	482810	624332
3	**Feeders** (66/33/22kV) Count	*No*	36,804	54,639
4	**Feeders** (66/33/22kV) Length	*CKM*	589304	777994
5	**Feeders** (11kV) Nos	*Nos*	230979	323899
6	**Feeders** (11kV) Length	*CKM*	4935279	5903782
7	**Distribution Transformer**(DT) count	*Nos*	14674261	19332115
8	**Distribution Transformer**(DT)	*MVA*	689192	927656
9	**LT Feeders** (1-Ph & 3 Ph)	*CKM*	7945758	9774634
10	**Capacitor Bank**	*MVAR*	59,255	105209
11	**Consumers**	*Nos*	33 Crs	52 Crs

Infrastructure approved under RDSS and the infrastructure proposed by utilities up to March, 2025

Sr	Description	Unit	Total Addition During 2022-2025	Approved Under RDSS	% Approved
1	**Substation Count (66/33/22 kV)**	*Nos*	5462	409.00	7%
2	**HT Feeders Length**	*CKM*	505681	273581	54%
3	**Distribution Transformer**(DT) (11/0.433 KV) count	*Nos*	1788309	459,718	26%
4	**Distribution Transformer**(DT) (11/0.433 KV) capacity	*MVA*	84478	26,609	31%
5	**LT Feeders** (1-Ph & 3 Ph)	*CKM*	669630	5446195	81%
6	**Capacitor Bank**	*MVAR*	22737	9,021	40%
7	**Smart Consumers meters**	*Nos*		19 Crores	

Estimated fund requirement and availability
*(Source: Draft Distribution Perspective Plan 2030 dated February 2, 2024 (“**Draft Distribution Perspective Plan 2030**”)*

Based on the details received from the utilities, about ₹ 4,280,000 million would be required for upgradation of distribution infrastructure during Fiscal 2027, out of which, about ₹1,890,000 million would be available with DISCOMs including fund sanctioned under RDSS. The available fund would be around 44% of the total investment required up to 2027.

Funds required for distribution infrastructure upgradation.

Investment Required from 2022-27 in Rs lakh Crore	Total Investment available with the Discom from various sources for period 2022-27 (Rs lakh Cr.) including RDSS	Investment Required from 2027-30 in Rs lakh Crore	Total Investment Required from 2022-30 in Rs lakh Crore	% of required investment already sanctioned upto 2027 under RDSS and other schemes
Rs 4.28	Rs 1.89	Rs 2.86	Rs 7.42	44.11

Future roadmap
*(Source: Draft Distribution Perspective Plan 2030 dated February 2, 2024 (“**Draft Distribution Perspective Plan 2030**”)*

After the achievement of 100% household electrification in the country, state governments are taking concerted efforts to provide 24x7 reliable and quality power to all the consumers and reducing AT&C losses below 15%. The Central Government is assisting the states to reduce their AT&C losses by providing financial assistance under RDSS Scheme.

However, in order to reduce the AT&C losses further, utilities need to concentrate on reducing technical losses. Improving HT/LT ratio can reduce technical losses as well as improve voltage profile at consumer end. HT/LT ratio can be increased either by adopting HVDS system or increasing HT line length. The use of IT in distribution sector would also enable automated energy accounting and auditing and will play a major role in reducing the

AT&C losses and providing reliable power supply to the consumers. The access of consumption data, outages data and fast redressal of their complaints would provide more consumer satisfaction.

The Draft Distribution Perspective Plan 2030 envisages the following, but not limited to-

- 24x7 reliable, affordable and quality power to all
- Power purchase optimization and adoption of Resource Adequacy Plan
- Availability of electricity connections on demand
- AT&C losses around 10% by 2030.
- 100% feeder, DT and consumer metering
- Smart pre-paid/simple pre-paid meters as per CEA regulation
- Adoption of automation like SCADA/RT-DAS, DMS, OMS ERP etc in all utilities
- Consumer care centres in all utilities up to subdivision levels
- Availability of adequate distribution infrastructure with N-1 redundancy for reliable power to all consumers
- Consumer and employee satisfaction
- Adoption and promotion of Renewable Energy and energy efficiency

Transformers: Industry Overview (Global and India)
*Source: Power Transformer Market by Markets and Markets™ Research Private Limited ("**Power Transformer Market Report**")*

India's Power Transformer Market

As per Power Transformer Market Report, the Indian government's ambitious electrification objectives, aiming for universal access to electricity by 2022 while supporting industrial growth, create a demand for reliable power infrastructure. As aging grids undergo modernization, replacing outdated equipment with efficient and dependable transformers is necessary. Furthermore, integrating renewable energy sources, such as wind and solar farms, accentuates the need for transformers capable of managing variable power flows.

In India's warm climate, the cost-effectiveness of oil-immersed transformers, offering competitive pricing and more efficient cooling than dry-type alternatives, drives their adoption. The country has implemented notable initiatives and projects to bolster this growing market, such as transformer parks. This is illustrated by the transformers park in Bhopal, Madhya Pradesh, which serves as a hub for leading manufacturers to foster technology development. Smart grid initiatives, integral to broader grid infrastructure modernization, highlight the crucial role of advanced power transformers with monitoring capabilities.

The growth of electrification projects in India is significantly propelled by government initiatives, such as the Deen Dayal Upadhyay Gram Jyoti Yojana (DDUGJY) and the Integrated Power Development Scheme (IPDS). According to data from the country's national power portal, its power demand is projected to reach 1,651 billion units during Fiscal 2023. Stringent environmental regulations, especially in northern India, influence numerous manufacturing units and utilities to transition to renewable energy sources for electricity generation.

The Indian power transformer market is driven primarily by the growing demand for energy and electrification initiatives. The population and energy consumption are rising, increasing urbanization and industrialization, putting pressure on the existing power infrastructure. To keep up with the demand, utilities, and industries are investing in new transformers and replacing outdated ones with more efficient and reliable models.

Renewable energy sources, such as solar and wind power, are also increasing, which requires robust power distribution systems capable of handling fluctuations and ensuring a stable power supply. This has led to a growing need for transformers that can efficiently integrate renewable energy into the grid, fuelling the power transformer market. Modernizing the power grid and integrating smart grid technologies are crucial drivers for the market. Its power grid infrastructure is transforming to enhance efficiency, resilience, and responsiveness to changing energy demands. Smart grid technologies, which include advanced metering infrastructure (AMI) and distribution automation, are being implemented nationwide to optimize overall grid performance. These technologies require transformers with integrated intelligence and communication capabilities to ensure optimal power distribution and grid stability.

Moreover, the increasing popularity of electric vehicles (EVs) in India drives demand for EV charging infrastructure, which requires transformers to handle the increased load and voltage variations associated with fast-charging stations. In summary, the modernization of the power grid and the integration of smart grid technologies are crucial drivers for the Indian power transformer market, which is expected to thrive as utilities and industries invest in expanding and modernizing their power infrastructure to meet surging demand and accommodate renewable energy sources.

India: Power transformer market, By Power Rating, 2020–2023 (USD Million)

Power Rating	2020	2021	2022	2023	CAGR (2020–2023)
Up to 60 MVA	753.9	887.3	956.0	1,010.8	10.3%
61–600 MVA	707.9	836.3	904.6	960.2	10.7%
Above 600 MVA	374.2	443.4	481.0	512.1	11.0%
Total	**1,836.0**	**2,167.1**	**2,341.6**	**2,483.0**	**10.6%**

Source: Interviews with Experts and MarketsandMarkets Analysis

India: Power transformer market, By Power Rating, 2024–2029 (USD Million)

Power Rating	2024	2025	2026	2027	2028	2029	CAGR (2024–2029)
Up to 60 MVA	1,070.7	1,136.4	1,209.5	1,290.9	1,381.8	1,481.8	6.7%
61–600 MVA	1,021.1	1,088.0	1,162.5	1,245.7	1,338.5	1,441.0	7.1%
Above 600 MVA	546.2	583.6	625.3	672.0	724.1	781.6	7.4%
Total	**2,638.0**	**2,808.0**	**2,997.3**	**3,208.6**	**3,444.4**	**3,704.5**	**7.0%**

Source: Interviews with Experts and MarketsandMarkets Analysis

Global power transformer market

As per *Power* Transformer Market Report, power transformers are crucial in efficient power transmission and distribution, and they encounter opportunities and challenges across different regions. Key drivers include heightened electricity demand, global initiatives for grid modernization, and integrating renewable energy sources. Opportunities stem from the increasing global shift toward renewable energy integration, necessitating transformers capable of managing the intermittent nature of sources, such as wind and solar. Concurrently, ongoing global grid modernization efforts drive demand for advanced transformers equipped with features, such as digital monitoring systems and heightened efficiency.

The focus on sustainability presents opportunities for innovation in transformers, emphasizing lower losses and the use of environmentally friendly insulating oils. The demand for reliable transformers also escalates due to ongoing infrastructure developments linked to urbanization, industrial expansions, and transportation projects. However, challenges persist within the market. Environmental concerns surrounding using mineral oil in traditional transformers prompt exploration into alternatives, such as dry-type transformers, raising questions about environmental impact, cost, and efficiency trade-offs.

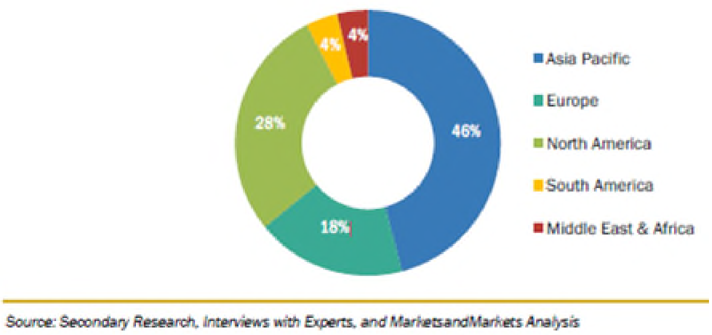
Regulatory compliance, driven by stringent standards for energy efficiency and environmental responsibility, requires constant adaptation from transformer manufacturers. Economic fluctuations globally and within individual countries can impact the demand for oil-immersed transformers, posing challenges for manufacturers seeking stability. The competitive nature of the market, featuring domestic and international players, introduces pricing pressure and an ongoing need for innovation. Moreover, technological evolution, including integrating smart grid capabilities and digital monitoring systems, underscores the imperative for continuous adaptation to maintain relevance in the market.

Key findings

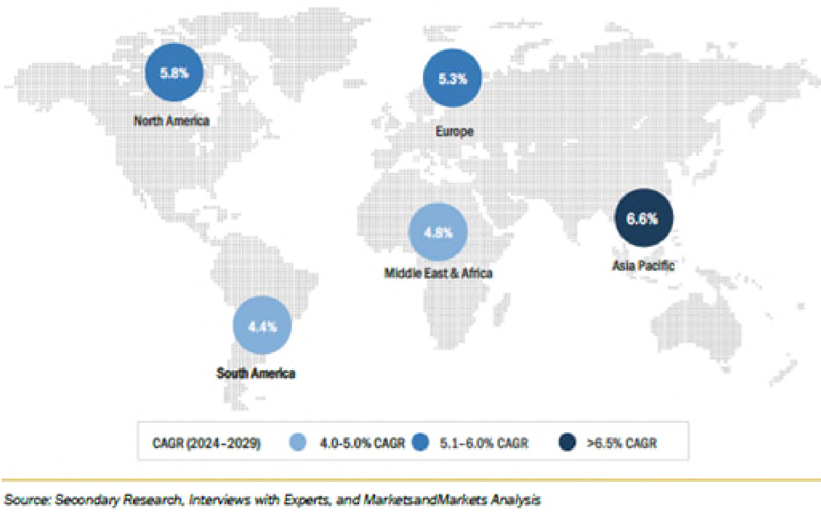
- The power transformer market in Asia Pacific was valued at USD 13,026.1 million in 2024 and is projected to reach USD 17,896 million by 2029.
- Asia Pacific is expected to lead the market due to investments in renewable energy and the growing demand for electricity.
- The power transformer market in North America is projected to exhibit a CAGR of 6.4% between 2024 and 2029.
- The modernization of electrical infrastructure is a major factor contributing to the demand for power transformers in North America.
- Asia Pacific is the fastest-growing market for power transformers and is expected to grow at a CAGR of 6.6% during the forecast period.

This research segmentizes the global power transformer market into five distinct regions: North America, Asia Pacific, Europe, the Middle East and Africa, and South America. It also delves into significant country specific markets within these regions. The global power transformer market achieved a valuation of USD 26,486.4 Million in 2023 and is projected to reach USD 37,675 million by 2029, growing at a CAGR of 6.2% during the forecast period. This market operates within a dynamic framework influenced by energy infrastructure requirements, technological advancements, and environmental considerations.

Power transformer market share, by region, 2023



Asia Pacific to register highest CAGR in power transformer market from 2024 to 2029



Power transformer market, by region, 2020–2023 (USD million)

Region	2020	2021	2022	2023	CAGR (2020–2023)
North America	5,615.8	6,589.1	7,077.4	7,460.1	9.9%
Europe	3,670.3	4,251.7	4,508.7	4,692.0	8.5%
Asia Pacific	9,226.0	10,842.2	11,664.4	12,314.8	10.1%
South America	802.3	931.3	989.8	1,032.3	8.8%
Middle East and Africa	742.1	871.9	936.9	987.3	10.0%
Total	20,056.5	23,486.2	25,177.2	26,486.4	9.7%

Source: Interviews with Experts and MarketsandMarkets Analysis

Power transformer market, by region, 2024–2029 (USD million)

Region	2024	2025	2026	2027	2028	2029	CAGR (2024–2029)
North America	7,878.4	8,336.0	8,845.2	9,412.0	10,043.6	10,737.6	6.4%
Europe	4,892.1	5,110.4	5,353.6	5,624.3	5,925.3	6,254.2	5.0%
Asia Pacific	13,026.1	13,804.7	14,671.4	15,636.7	16,712.5	17,896.0	6.6%
South America	1,078.6	1,129.2	1,185.5	1,248.2	1,317.8	1,394.0	5.3%
Middle East & Africa	1,041.4	1,099.7	1,163.6	1,233.7	1,310.7	1,394.0	6.0%
Total	27,916.6	29,480.0	31,219.3	33,154.9	35,310.0	37,675.7	6.2%

Source: Interviews with Experts and MarketsandMarkets Analysis

Power transformer market, by region, 2020–2023 (units)

Region	2020	2021	2022	2023	CAGR (2020–2023)
North America	4924	5068	5395	5630	4.6%
Europe	2974	3076	3233	3331	3.9%
Asia Pacific	9733	10591	11292	11804	6.6%
South America	805	827	871	899	3.8%
Middle East & Africa	763	819	872	910	6.0%
Total	19199	20381	21663	22574	5.5%

Source: Interviews with Experts and MarketsandMarkets Analysis

Power transformer market, by region, 2024–2029 (units)

Region	2024	2025	2026	2027	2028	2029	CAGR (2024–2029)
North America	5852	6095	6365	6666	7001	7367	4.7%
Europe	3408	3494	3592	3703	3828	3965	3.1%
Asia Pacific	12289	12818	13408	14065	14796	15594	4.9%
South America	924	950	980	1015	1053	1094	3.4%
Middle East & Africa	945	982	1023	1067	1116	1168	4.3%
Total	23418	24338	25368	26515	27793	29188	4.5%

Source: Interviews with Experts and MarketsandMarkets Analysis

North America

North America: Power transformer market, by country, 2020–2023 (USD million)

End User	2020	2021	2022	2023	CAGR (2020–2023)
US	4,840.8	5,686.3	6,114.8	6,452.9	10.1%
Canada	499.8	583.4	623.5	653.8	9.4%
Mexica	275.2	319.3	339.1	353.3	8.7%
Total	5,615.8	6,589.1	7,077.4	7,460.1	9.9%

Source: Interviews with Experts and MarketsandMarkets Analysis

North America: Power transformer market, by country, 2024–2029 (USD million)

Country	2024	2025	2026	2027	2028	2029	CAGR (2024–2029)
US	6,822.6	7,227.2	7,677.5	8,179.0	8,737.9	9,352.4	6.5%
Canada	687.0	723.2	763.5	808.2	858.1	912.7	5.8%
Mexico	368.8	385.6	404.2	424.8	447.6	472.5	5.1%
Total	7,878.4	8,336.0	8,845.2	9,412.0	10,043.6	10,737.6	6.4%

Source: Interviews with Experts and MarketsandMarkets Analysis

Europe

Europe: Power transformer market, by country, 2020–2023 (USD million)

Country	2020	2021	2022	2023	CAGR (2020–2023)
Germany	1,064.4	1,242.2	1,327.0	1,391.3	9.3%
UK	447.8	521.5	556.0	581.7	9.1%
France	479.1	557.1	593.0	619.4	8.9%
Spain	334.0	386.4	409.3	425.4	8.4%
Italy	403.7	465.8	491.9	509.8	8.1%
Rest of Europe	941.3	1,078.8	1,131.6	1,164.5	7.4%
Total	3,670.3	4,251.7	4,508.7	4,692.0	8.5%

Note: Rest of Europe primarily includes Norway, Denmark, Netherlands, Portugal, Sweden, Turkey, and Poland.

Source: Interviews with Experts and MarketsandMarkets Analysis

Europe: Power transformer market, by country, 2024–2029 (USD million)

Country	2024	2025	2026	2027	2028	2029	CAGR (2024–2029)
Germany	1,461.4	1,538.0	1,623.1	1,717.9	1,823.3	1,938.8	5.8%
UK	609.7	640.3	674.4	712.3	754.4	800.5	5.6%
France	648.2	679.7	714.7	753.6	796.9	844.3	5.4%
Spain	443.0	462.2	483.6	507.4	533.9	562.9	4.9%
Italy	529.3	550.7	574.5	601.1	630.7	662.9	4.6%
Rest of Europe	1,200.5	1,239.6	1,283.3	1,332.0	1,386.1	1,444.7	3.8%
Total	4,892.1	5,110.4	5,353.6	5,624.3	5,925.3	6,254.2	5.0%

Note: Rest of Europe primarily includes Norway, Denmark, Netherlands, Portugal, Sweden, Turkey, and Poland.

Source: Interviews with Experts and MarketsandMarkets Analysis

Asia Pacific

Asia Pacific: Power transformer market, by country, 2020–2023 (USD million)

Country	2020	2021	2022	2023	CAGR (2020-2023)
India	1,836.0	2,167.1	2,341.6	2,483.0	10.6%
China	4,520.7	5,322.3	5,736.1	6,066.9	10.3%
South Korea	655.0	767.4	822.9	866.1	9.8%
Rest of Asia Pacific	987.2	1,156.0	1,239.0	1,303.0	9.7%
Australia	276.8	322.8	344.6	361.0	9.3%
Japan	950.3	1,106.8	1,180.0	1,234.7	9.1%
Total	9,226.0	10,842.2	11,664.4	12,314.8	10.1%

Note: Rest of Asia Pacific primarily includes Indonesia, Malaysia, Myanmar, Philippines, Singapore, Thailand, and Vietnam.

Source: Interviews with Experts and MarketsandMarkets Analysis

Asia Pacific: Power transformer market, by country, 2024–2029 (USD million)

Country	2024	2025	2026	2027	2028	2029	CAGR (2024-2029)
India	2,638.0	2,808.0	2,997.3	3,208.6	3,444.4	3,704.5	7.0%
China	6,428.9	6,825.4	7,267.0	7,759.1	8,307.9	8,912.2	6.8%
South Korea	913.2	964.7	1,022.0	1,085.8	1,156.8	1,234.8	6.2%
Rest of Asia Pacific	1,372.7	1,448.6	1,532.8	1,626.2	1,729.9	1,843.3	6.1%
Australia	379.0	398.6	420.4	444.6	471.6	501.1	5.7%
Japan	1,294.3	1,359.4	1,431.9	1,512.4	1,602.0	1,700.1	5.6%
Total	13,026.1	13,804.7	14,671.4	15,636.7	16,712.5	17,896.0	6.6%

Note: Rest of Asia Pacific primarily includes Indonesia, Malaysia, Myanmar, Philippines, Singapore, Thailand, and Vietnam.

Source: Interviews with Experts and MarketsandMarkets Analysis

South America

South America: Power transformer market, by country, 2020–2023 (USD million)

Country	2020	2021	2022	2023	CAGR (2020-2023)
Brazil	370.1	430.7	458.7	479.5	9.0%
Argentina	191.8	222.8	236.8	247.1	8.8%
Rest of South America	240.3	277.9	294.2	305.7	8.3%
Total	802.3	931.3	989.8	1,032.3	8.8%

Note: Rest of South America primarily includes Peru, Venezuela, and Chile.

Source: Interviews with Experts and MarketsandMarkets Analysis

South America: Power transformer market, by country, 2024–2029 (USD million)

Country	2024	2025	2026	2027	2028	2029	CAGR (2024-2029)
Brazil	502.2	527.0	554.5	585.2	619.3	656.6	5.5%
Argentina	258.3	270.5	284.1	299.2	316.0	334.4	5.3%
Rest of South America	318.1	331.7	346.9	363.8	382.5	403.0	4.8%
Total	1,078.6	1,129.2	1,185.5	1,248.2	1,317.8	1,394.0	5.3%

Note: Rest of South America primarily includes Peru, Venezuela, and Chile

Source: Interviews with Experts and MarketsandMarkets Analysis

Middle East and Africa

Middle East and Africa: Power transformer market, by country, 2020–2023 (USD million)

Country	2020	2021	2022	2023	CAGR (2020-2023)
GCC Countries	339.1	399.6	430.7	455.1	10.3%
South Africa	83.9	97.4	103.5	107.8	8.7%
Rest of Middle East & Africa	319.1	374.9	402.8	424.4	10.0%
Total	742.1	871.9	936.9	987.3	10.0%

Note: Rest of the Middle East & Africa primarily includes Nigeria, Algeria, Ghana, Egypt, and Iran.

Source: Interviews with Experts and MarketsandMarkets Analysis

Middle East and Africa: Power transformer market, by country, 2024–2029 (USD million)

Country	2024	2025	2026	2027	2028	2029	CAGR (2024-2029)
GCC Countries	481.4	509.9	541.0	575.3	613.0	653.8	6.3%
South Africa	112.4	117.4	122.8	128.7	135.2	142.2	4.8%
Rest of Middle East & Africa	447.5	472.5	499.8	529.7	562.5	598.0	6.0%
Total	1,041.4	1,099.7	1,163.6	1,233.7	1,310.7	1,394.0	6.0%

Note: Rest of the Middle East & Africa primarily includes Nigeria, Algeria, Ghana, Egypt, and Iran.

Source: Interviews with Experts and MarketsandMarkets Analysis

Transformer market – Key demand drivers
*Source: Power Transformer Market by Markets and Markets^{TM} Research Private Limited ("**Power Transformer Market Report**")*

Utilities – Increasing government investment in smart grid technologies to contribute to segmental growth

- The utilities sector relies heavily on power transformers to ensure the efficient transmission and distribution of electricity. These transformers are essential components in utility companies' operations, facilitating the transfer of electricity across extensive networks. They enable the smooth flow of electricity from generation facilities to distribution substations and to end consumers.
- Power transformers play various roles in the utilities sector, including voltage regulation, ensuring the transmission and distribution line requirements match. This ensures seamless electricity transfer over long distances while minimizing losses and maintaining grid stability. Additionally, they enable utilities to manage load fluctuations, balance supply and demand, and adapt to changing consumption patterns.
- Grid modernization initiatives, driven by government efforts worldwide, are transforming the power transformer market within the utilities segment. These initiatives involve significant investments in smart grid technologies, such as intelligent monitoring and control systems, automation, and grid optimization

solutions. Such advancements enhance grid efficiency, reliability, and safety. Furthermore, government policies and regulations promote the integration of renewable energy sources into the grid, leading to the adoption of power transformers capable of efficiently handling renewable energy generation.

Industrials:

- The industrial sector is a crucial end user in the power transformer market, consisting of manufacturing facilities, production plants, and industrial complexes worldwide. These facilities are significant electricity consumers and rely heavily on robust and reliable transformers to power different equipment and processes essential for their operations. The demand for power transformers is particularly high in this segment, as these transformers are critical in substations within large industrial complexes. They step up or down voltage levels to match the specific requirements of the facility's electrical infrastructure, ensuring optimal performance and efficiency.
- Apart from power transformers, industrial users require distribution transformers to power individual production lines or machinery within their facilities. These transformers are crucial for delivering electricity efficiently and reliably to support uninterrupted operations, enabling industrial processes to run smoothly and efficiently.
- Moreover, industrial facilities often require specialized transformers tailored to meet the unique demands of specific applications within their operations.

Others:

- Oil and Gas – Increasing need for high efficiency transformers to facilitate pipeline operations to drive market.
- Metals and Mining – Growing demand for transformers for mineral extraction, refining and processing applications.
- Automotive – Rising development of electric vehicle charging infrastructure to boost segmental growth.
- Food and Beverages – Increasing reliance on food refrigeration and freezing units to contribute to growth.
- Power Generation – Rising emphasis on grid modernization and sustainability to augment segmental growth.
- Data Centres – Growing demand for UPS transformers to ensure uninterrupted operation of crucial equipment.

Peer comparison of key domestic and global players
Source: Power Transformer Market Report

As per Transformer Market Report, this section of the report provides an overview of the current competitive scenario in the power transformer market. Based on the results of qualitative and quantitative analyses of various factors, such as product portfolios, technological innovations, market presence, and company revenues, as well as input from primary respondents, a market share analysis of the key players was conducted. It also provides information on industry concentration, including the market share of the top five players.

Expansion and agreement are among the key growth strategies used by industry leaders such as Hitachi Energy (Japan), Siemens Energy (Germany), Schneider Electric (France), Toshiba Energy System and Solution Corporation (Japan), HD Hyundai Electric Co., Ltd (South Korea) to strengthen their positions in the power transformer market. Companies in this market also use partnerships, sales contracts, agreements, acquisitions, contracts, joint ventures, expansions, and investments to increase market share and geographical presence.

Company	Product Type	Strategic Development	Geographic Presence	R&D Units, Manufacturing Facilities, And Distribution Centers
Hitachi Energy (Japan)	Hitachi Energy is a global leader in energy solutions, offering a wide range of products and services focused on power grids and sustainable energy system Their portfolio includes advanced technologies for power transmission and distribution, grid automation, renewable energy integration, and	In 2024, Hitachi Energy invested (USD32 million) in expanding and modernizing its power transformer manufacturing facility in Bad Honnef, Germany. The investment expands the company's global footprint and capacity at speed, addressing the accelerating demand for	Hitachi Energy has a strong presence in Japan; 44.9% of its total revenue was generated in 2022.	Hitachi Energy operates in more than 100 countries. The company integrates approximately 200 factories into its supply chain network. With 90 distribution centres and over 100 subsidiaries worldwide

	digital solutions for energy management. Hitachi Energy's innovative products, such as high-voltage equipment, transformers, and grid control systems, enable efficient and reliable electricity transmission.	transformers to meet Europe's energy transition.		
Siemens Energy (Germany)	Siemens Energy is a global leader in providing various energy solutions. With a focus on sustainable and efficient power generation, transmission, and distribution, Siemens Energy offers products and services from gas and steam turbines to wind power solutions and grid technologies.	In 2024, Siemens Energy is making a significant investment in the United States with plans to inject USD 150 million into establishing a new power transformer factory. The German power equipment giant announced its intention to construct the facility in Charlotte, North Carolina, with projections to generate nearly 600 local job opportunities.	Siemens Energy has a strong presence in Europe, the Middle East and Africa; 47.5% of its total revenue was generated from this country in 2022.	Siemens Energy operates in over 100 countries worldwide. The company integrates approximately 200 factories into its supply chain network. Siemens Energy has a significant number of subsidiaries operating globally.
Schneider Electric (France)	Schneider Electric is an energy management and automation solution provider and a leading digital transformation company. The power transformer is offered under the Energy Management segment of the company. The Energy Management segment leverages low-voltage, medium-voltage, and secure power that all share the same objective of efficiently and reliably managing energy.	In 2022, Hitachi Energy, a market and technology leader in transmission, distribution, and grid automation solutions, and Schneider Electric announced that they have entered a collaboration to provide excellent customer value and accelerate the energy transition.	Schneider Electric has a strong presence in Asia Pacific; 34.0% of its total revenue was generated in 2022.	The company has a presence in over 100 countries, with a broad supply chain that integrates 200 factories with 90 distribution centres. The company has over 100 subsidiaries across the world, including Schneider Electric (Xiamen) Switchgear (China), Schneider Electric Huadian Switchgear (Xiamen) (China), Schneider Switchgear (China), and EPS Electrical Power Distribution Board and Switchgear (Saudi Arabia).
Toshiba Energy System and Solution Corporation (Japan)	Toshiba Energy Systems and Solutions Corporation, headquartered in Tokyo, Japan, is a leading integrated energy solutions and services provider. Leveraging cutting-edge technology and expertise, Toshiba Energy System and Solutions offers a diverse range of products across the energy spectrum. From advanced power generation systems, including thermal, hydro, and renewable energy solutions, to grid stabilization technologies and energy management systems, Toshiba caters to the evolving needs of the global energy landscape.	In 2023, Toshiba Energy Systems and Solutions Corporation announced receiving an order from Tohoku Electric Power Network Co., Inc. for a STATCOM (Static Synchronous Compensator). The STATCOM will be installed to improve grid stability during large-capacity power transmission and to ensure a stable supply in case of a transmission system fault.	Toshiba Energy System and Solution Corporation has a strong presence in Japan; 54.9% of its total revenue was generated from this region in 2022.	Toshiba Energy Systems and Solutions Corporation operates in over 100 countries worldwide, serving a broad spectrum of markets and customers across different regions.

General Electric (US)	General Electric (GE) is an American conglomerate that offers products and solutions to industries through digital solutions. The company provides power transformers through its Renewable Energy segment. The company also manufactures onshore wind, offshore wind, grid solutions equipment and services, hydro solutions, hybrid solutions, power generation, industrial, electrical distribution, and control products such as circuit breakers and lighting and power panels under its Renewable Energy segment.	In January 2022, GE Renewable Energy's Grid Solutions was awarded a three-year contract by SP Energy Networks (SPN) in the UK for the supply of 145 kV sulphur hexafluoride (SF6)- free live tank circuit breakers utilizing GE's green gas as the insulating and switching dielectric medium.	General Electric has a strong presence in the US; 44.3% of its total revenue was generated from this country in 2022.	General Electric has a presence in over 180 countries. It has integrated all its research centres; now, the company has two R&D facilities in Bangalore (India) and New York (US). The company has 191 manufacturing plants in 38 US states and Puerto Rico and another 348 plants in 43 other countries.

Source: Company Websites and Press Releases

Considering the abovementioned factors, it is evident that various companies employ distinct strategies to strengthen their positions in the power transformer market. Hitachi Energy (Japan), Siemens Energy (Germany), Schneider Electric (France), Toshiba Energy System and Solution Corporation (Japan), and General Electric (US) are all dedicated to expanding their market presence through methods, such as expansions, securing sales contracts, forming collaborations, establishing partnerships, and entering into agreements.

Market share analysis

Source: Power Transformer Market Report

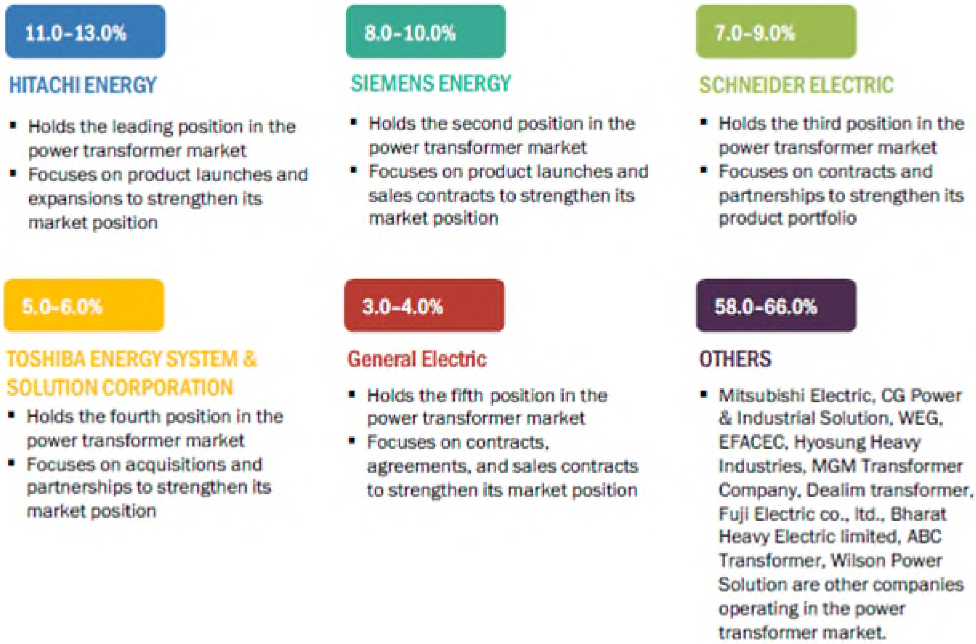
The top five players in the power transformer market are Siemens Energy, Hitachi Energy, Schneider Electric, Toshiba Energy System and Solution Corporation, and General Electric. The market is competitive, with the top five players holding a cumulative share of 34–42% in 2023; the individual market share of these top five players was less than 13% in 2023.

The degree of competition in the market has been defined below:

- Fragmented: When the top five players have a total market share of less than 25%
- Competitive: When the top five players have a total market share between 25and 50%
- Consolidated: When the top five players have a total market share of more than 50%

DEGREE OF COMPETITION	COMPETITIVE
Total Market Share of Top Five Players	34.0–42.0%
Hitachi Energy (Japan)	11.0–13.0%
Siemens Energy (Germany)	8.0–10.0%
Schneider Electric (France)	7.0–9.0%
Toshiba Energy System & Solution Corporation (Japan)	5.0–6.0%
General Electric (US)	3.0–4.0%

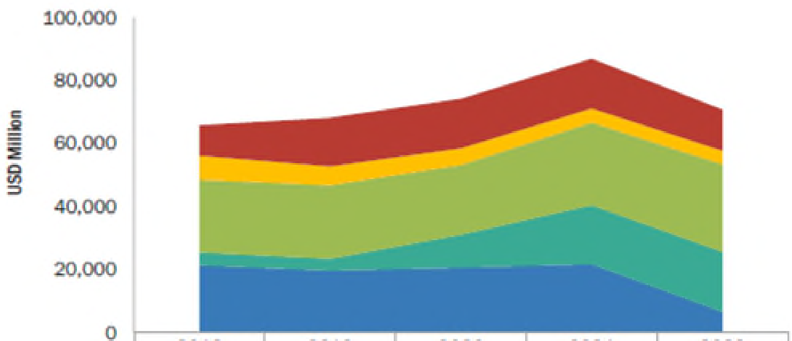
Source: Interviews with Experts, Annual Reports, and MarketsandMarkets Analysis



In 2023, Hitachi Energy held 11–13% of the power transformer market. To maintain this position, it focuses on product launches and expansions. In 2023, Siemens Energy accounted for 8–10%, while Schneider Electric accounted for 7–9%. Toshiba Energy System and Solution Corporation held 5–6% of the power transformer market in 2023 by implementing strategies such as acquisitions and partnerships. General Electric accounted for 3–4% of the power transformer market in 2023. It focuses mainly on contracts, agreements, and sales contracts.

Revenue analysis, 2018-2022
Source: Power Transformer Market Report

The revenue analysis of the top companies is a study of the segments under which companies offer power transformer products. The segmental share of the top five companies has increased by 4.2% in the last five years.



	2018	2019	2020	2021	2022
General Electric	9533	15337.0	15666.0	15697.0	12977.0
Toshiba Energy Systems & Solutions Corporation	7653.8	6005.0	5347.0	4488.2	4304.7
Schneider Electric	23055.1	23346.6	22090.9	26237.8	27864.6
Hitachi Energy	4130.5	3672.6	10414.3	18664.1	19018.2
Siemens Energy	21407.4	19780.7	20693.0	21761.3	6623.1

Source: Annual Reports, Investor Presentations, Interviews with Experts, and MarketsandMarkerts Analysis

Market participants in the power transformer sector were discerned through secondary research, and their market share, measured in terms of value, was deduced by analysing their annual reports and investor presentations. Furthermore, primary research interviews were conducted with influential figures in the industry, including chief executive officers, directors, industry experts, and other top-level executives, to corroborate the revenue and market share data.

The valuation of the power transformer market, in terms of its monetary worth, categorized by power rating, phase, cooling type, end user, and region, was calculated using forecasting methodologies that consider demand patterns and the evolving trends in power transformer solutions.

Brand/product comparison

Source: Power Transformer Market Report

PARAMETERS	Hitachi Energy	SIEMENS energy	TOSHIBA	Schneider Electric	General Electric
PRODUCT TYPE	Excellent	Excellent	Good	Good	Good
GEOGRAPHICAL PRESENCE	Excellent	Excellent	Good	Excellent	Excellent
COMPANY STRATEGY	Excellent	Excellent	Good	Good	Fair
OPPORTUNITIES	Expands offerings for integrating renewable energy sources, such as wind and solar power	Maintains its strong position in the digital solution market and capitalize on the growing demand for smart grids	Enhances after-sales service network to compete effectively with global leaders	Leverages expertise in digital solutions to capture share in smart grid projects	Growing demand for smart grid solutions, focus on digitalization and automation
STRENGTHS	Continuously develops advanced transformer technologies	Offers a comprehensive range of transformers across all segments	Invests in research and development for advanced transformer technologies	Committed to developing energy-efficient and environmentally friendly solutions	Committed to developing energy-efficient transformer solutions
WEAKNESSES	Revenue might be impacted by the transition away from fossil fuel-based generation	Limited presence in some regions	Compared with some leaders, needs to invest more in digital solutions	Compared with some competitors, its transformer offerings might be narrower	Potential dependence on established markets

EXCELLENT | GOOD | FAIR | POOR

Source: Annual Reports, Investor Presentations, Interviews with Experts, and MarketsandMarkets Analysis

Power Transformer Market: Deals, January 2020-February 2024:

MONTH & YEAR	DEAL TYPE	COMPANY 1	COMPANY 2	DESCRIPTION	DEAL SIZE
January 2024	Acquisition	Hitachi Energy Ltd. (Switzerland)	COET (Italy)	Hitachi Energy completed the acquisition of COET, a leading designer and manufacturer of power equipment for electric mobility, rail, and industry. The acquisition strengthens Hitachi Energy's global position and offering on the grid edge.	NA
January 2024	Partnership	GE Vernova's Grid Solutions (US)	Polimex Mostostal (US)	GE Vernova's Grid Solutions business entered a partnership with Polimex Mostostal (PXM) to build the onshore infrastructure, including a 275/400 kV high voltage substation, such as STATCOMs, and onshore export lines for efficient power transfer to the Polish Power System.	NA
December 2023	Joint Venture	General Electric (US)	Xignux (Mexico)	Prolec GE, a Prolec subsidiary of a joint venture between GE and Xignux, a Mexico-based private company, announced additional manufacturing investments of USD 85 million to meet	USD 85 Million

				unprecedented North American demand for single-phase pad-mount transformers.	
October 2023	Agreement	General Electric (US)	TenneT (Germany)	GE Vernova signed a framework agreement with TenneT, Germany's leading high-voltage grid operator, to supply transformers and shunt reactors for vital substation projects in Germany. This I agreement is the largest of its kind for GE Vernova's Grid Solutions business in Germany and underlines the company's commitment to the energy transition.	NA
April 2023	Agreement	Siemens Energy (Germany)	TenneT (Germany)	Siemens Energy and Spain's Dragados Offshore signed a framework agreement with German-Dutch transmission system operator TenneT to supply high-voltage direct current (HVDC) transmission technology for three grid connections in the German North Sea.	NA
June 2022	Collaboration	Schneider Electric (France)	Hitachi Energy (Japan)	Hitachi Energy, a market and technology leader in transmission, distribution, and grid automation solutions, and Schneider Electric entered a collaboration deal to provide excellent customer value and accelerate the energy transition.	NA

Power Transformer Market: Expansions, January 2020-February 2024

MONTH & YEAR	DEVELOPMENT TYPE	EXPANSION TYPE	COUNTRY	COMPANY	DESCRIPTION
February 2024	Expansion	Production Facility	US	Siemens Energy (Germany)	Siemens Energy will add to existing operations by building the first Siemens Energy Transformer production facility in the US, delivering vital infrastructure to enable the country's energy transition.
February 2024	Expansion	Manufacturing Facility	Germany	Hitachi Energy (Japan)	Hitachi Energy invested USD 32 million in expanding and modernizing its power transformer manufacturing facility in Bad Honnef,

Company Profiles
Source: Power Transformer Market Report

Siemens Energy

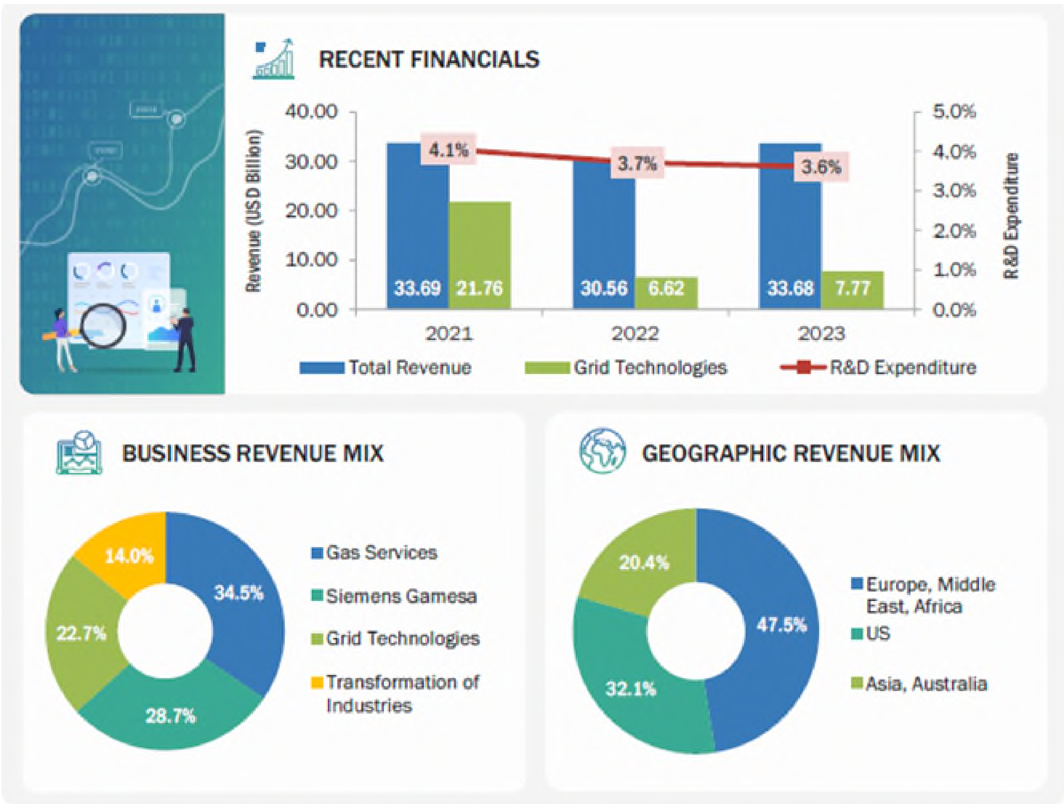
Siemens Energy is a leading technology enterprise specializing in electrification, automation, and digital solutions. The company operates under four key divisions: Gas Services, Grid Technologies, Transformation of Industries, and Siemens Gamesa. Within the Grid Technologies segment, it provides power transformers, digital grid solutions and components, and storage solutions. It is active across the entire energy technology and service value chain with comprehensive and differentiated products, solutions, and service offerings. It has been manufacturing power transformers for over a century, delivering a range of above 1,000 MVA and 1,100 kV.

Siemens Energy supports its customers globally. The regional breakdown used for reporting purposes by the company is EMEA (Europe, Commonwealth of Independent States, the Middle East, and Africa), Americas (Canada, the US, and Central and South America), Asia, Australia (remaining countries of the Asian continent, Australia, and New Zealand.

Siemens Energy: Company Overview

Founding Year	1847
Headquarters Country	Germany
Headquarters City	Munich
Ownership Type	Public (ETR: ENR)

Siemens Energy: Company Snapshot



Note: The financial year of the company ends on December 31. The currency conversion rates considered for 2023, 2022, and 2021 are EUR 1 = USD 0.08240, EUR 1 = USD 0.05380, and EUR 1 = USD 0.18300, respectively

Source: Company Website, Press Releases, and Annual Report

Source: Company Website

Products/Services/Solutions Offered

Product Name	End User	Voltage Rating	Description
Generator Step-up Transformers	Industrial, Residential and Commercial, Utilities	1,100 KV	Generator step-up transformers and grid access transformers are the critical link between the power station and the transmission network. They increase the voltage from the generator to the transmission voltage level (HV). They are often operated day and night at full load and offer the highest level of reliability. Unit ratings: Up to 1,300 MVA (3 phases) and 700 MVA (1 phase) System voltages: Up to 1,100 kV
Unit Auxiliary Transformers	Industrial, Residential and Commercial, Utilities	40 MVA	Unit auxiliary transformers provide the auxiliary power supply for an entire power plant. They lower the voltage from the generator level to the voltage level of the internal plant. Ratings: Up to 40 MVA,
System-interconnecting Transformers	Industrial, Residential and Commercial, Utilities	1,100 KV	This type of transformer connects AC transmission systems with differing voltages. They enable the exchange of active and reactive power between the system. Unit ratings: Up to 1,300 MVA (3 phases) System voltages: Up to 1,100 kV
Plant-feeding Transformers	Industrial, Residential and Commercial, Utilities	1,100 KV	These transformers connect AC transmission systems with differing voltages. They enable the exchange of active and reactive power between the system. They must be able to withstand electrical stress from fault currents and transients. Unit ratings: Up to 1,300 MVA (3 phases) System voltages: Up to 1,100 kV

Source: Power Transformer Market Report

Hitachi Energy Ltd.

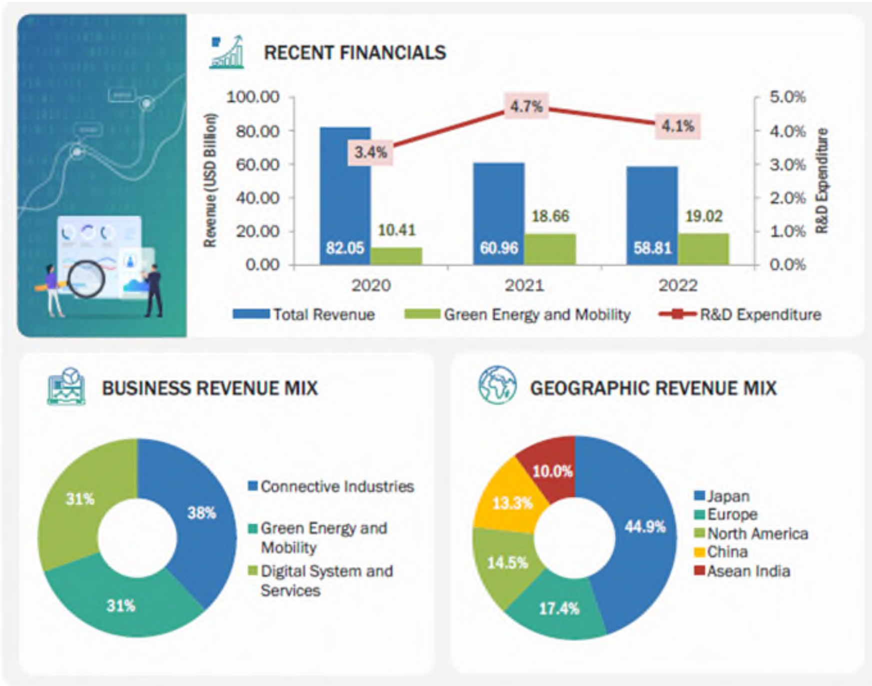
Hitachi Energy Ltd, founded in 1988, is a global leader in sustainable energy solutions headquartered in Zurich, Switzerland. The company offers a range of technologies and services for the power grid, including transformers. It is a key player in the power transformer industry, investing significantly in expanding and modernizing its manufacturing facilities to meet the growing demand for transformers driven by the energy transition toward renewable sources and electrification. It operates under four business segments: green energy and mobility, digital system and services, and connective industries. It offers power transformers under the Green Energy and Mobility segment.

Hitachi Energy Ltd. offers a complete range of power transformers, related components, and parts. The company has delivered more than 20,000 power transformers (over 2,600 GVA), including over twenty 800 kV UHVDC and over five hundred 735 - 765 kV AC units, to all major global markets.

Hitachi Energy Ltd.: Company Overview

Founding Year	1988
Headquarters Country	Switzerland
Headquarters City	Zürich
Ownership Type	Public (NYSE: ABB)

Hitachi Energy Ltd: Company Snapshot



Note: The financial year of the company ends on December 31. The currency conversion rates considered for 2022, 2021, and 2020 are JPY 1 = USD 0.00770, JPY 1 = USD 0.00910, and JPY 1 = USD 0.00940, respectively

Source: Company Website, Press Releases, and Annual Report

Products/Services/Solutions Offered

Product Name	End User	Voltage Rating	Description
Generator Step-up Transformers (GSU)	Industrial, Residential and Commercial, Utilities	1,000 KV	The generator step-up transformers are built as three-phase or single-phase units. These take the voltage from the generator level up to the suitable transmission level. The different types of GSU transformers include core-type and shell-type transformers. Core-type transformers have up to 1,000 kV voltage levels, and shell-type transformers have up to 765 kV.
Shell Specialty Transformers	Industrial, Residential and Commercial, Utilities	550 KV	Shell specialty transformers include multi-functional units, such as universal generators, Poly transformers, and mobile transformers. The universal generator has multi-voltage levels, mobile transformers include 345, 400, and 550 kV systems, and the poly transformer has power ratings of up to 500 MVA.
HVDC Converter Transformers	Industrial, Residential and Commercial, Utilities	800 kV	HVDC converter transformers are used to transmit electricity over large distances. They are used to connect asynchronous grids. The different types of HVDC converter transformers include HVDC classic and HVDC light. HVDC classic has a voltage range from 80 to 800 kV, and HVDC light has a voltage level of ±500kV and 1200 MV.
System Intertie Transformers	Industrial, Residential and Commercial, Utilities	765 KV	System intertie transformers transfer high voltage to the next lower voltage level. The features of system intertie transformers are: - Power rating up to 1,300 MVA - Primary voltage up to 765 kV - Secondary voltage less than or equal to 230 kV - Single- or three-phase.

Source: Power Transformer Market Report

Schneider Electric

Schneider Electric is an energy management and automation company that develops related technologies and solutions for electricity distribution. The company operates under two segments: Energy Management and

Industrial Automation. Through its Energy Management segment, it offers power transformers catering to applications, such as transmission and distribution utilities. It provides energy and sustainability solutions, field and automation, cloud, consulting, and training services. Its comprehensive portfolio spans various industries, including banking and finance, food and beverages, healthcare, life sciences, marine, metal, mineral and cement, mining, oil and gas, retail, and automotive.

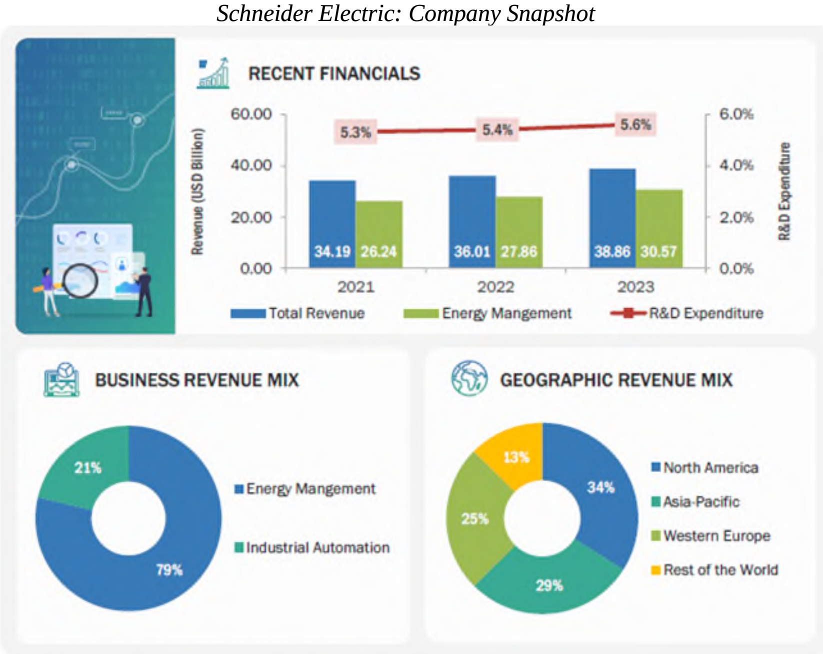
Schneider Electric has a global presence in over 100 countries and a diverse supply chain that includes 200 factories and 90 distribution centres.

Schneider Electric: Company Overview

Founding Year	1835
Headquarters Country	France
Headquarters City	Rueil-Malmaison
Ownership Type	Public (EPA: SU)

Source: Company Website

Schneider Electric: Company Snapshot



Note: The financial year of the company ends on December 31.

The currency conversion rates for 2021, 2022, and 2023 are EUR 1 = USD1.18300, EUR 1 = USD1.05380, and EUR 1 = USD1.08240, respectively.

Rest of the World includes Eastern Europe, the Middle East, Africa, and South America.

Source: Company Website, Press Releases, and Annual Reports

Products/Services/Solutions Offered

Product Name	End User	Voltage Rating	Description
Minera MP Liquid-filled Power Transformers	Industrial, Residential and Commercial, Utilities	170 kV	The Minera MP power transformer is designed for efficiency and simplicity. It is a range of fluid or oil-filled distribution transformers used to step up or down voltage levels. It has various options, including tap changers, load tap changers, and bushings.

Source: Power Transformer Market Report

Toshiba Energy Systems and Solutions Corporation

Toshiba Energy Systems and Solutions Corporation specializes in designing, developing, and manufacturing customized equipment for distributing, controlling, and monitoring nuclear energy and thermal power. The company's primary product and technology areas encompass medical technology, hydrogen technology, fundamental technology, thermal power solutions, nuclear power solutions, cyber-physical systems, renewable energy solutions, and power transmission and distribution. It operates through seven segments: electronic devices and storage solutions, infrastructure systems and solutions, building solutions, energy systems and solutions, retail and printing solutions, digital solutions, and others.

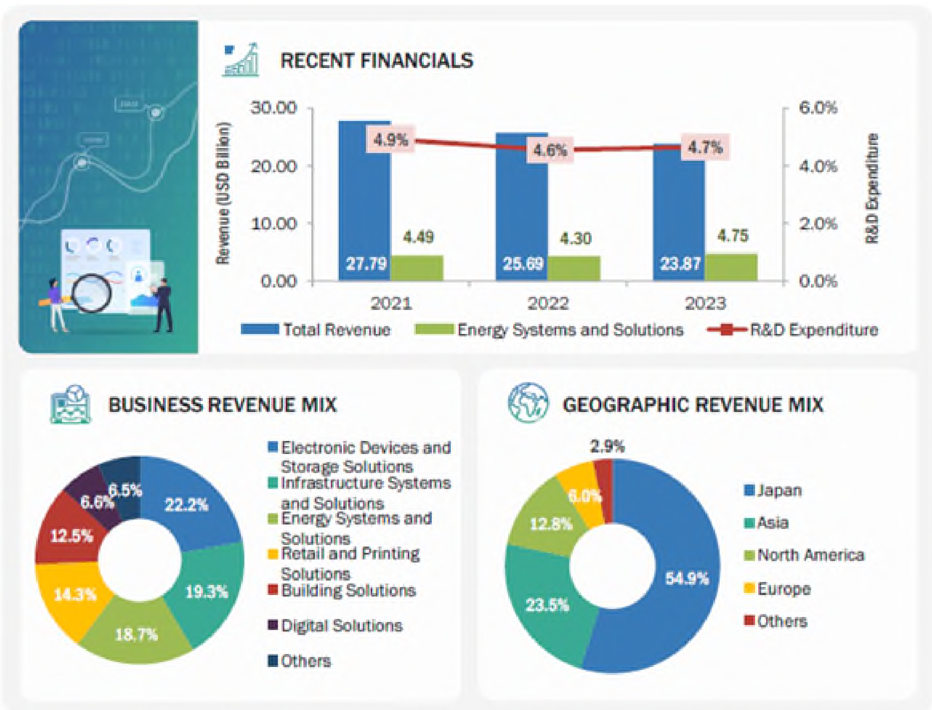
Toshiba Energy Systems and Solutions Corporation designs and manufactures power transformers within energy solutions. Leveraging advanced engineering and cutting-edge technologies, these transformers are crucial in efficient and reliable electrical power distribution. They are designed to meet the ever-growing demands of the energy sector, ensuring stability and sustainability in power transmission networks. With a global presence and a track record of delivering high-quality products, it continues to contribute significantly to developing and advancing energy infrastructure worldwide. It operates in North America, Europe, Asia Pacific, and the Middle East. It has sales service support offices in the US, Canada, the UAE, Singapore, and Azerbaijan.

Toshiba Energy Systems and Solutions Corporation: Company Overview

Founding Year	1947
Headquarters Country	Japan
Headquarters City	Kanagawa
Ownership Type	Public

Source: Company Website

Toshiba Energy Systems and Solutions Corporation: Company Snapshot



Note: The financial year of the company ends on December 31. The currency conversion rates considered for 2023, 2022, and 2021 are JPY 1 = USD 0.00710, JPY 1 = USD 0.00770, and JPY 1 = USD 0.00910, respectively

Source: Company Website, Press Releases, and Annual Reports.

Products/Services/Solutions Offered

Product Name	**End User**	**Voltage Rating**	**Description**
Generator Step-up Transformers (GSU)	Industrial, Residential and Commercial, Utilities	800 KV	These generator transformers have a robust design and come Voltage: Up to 800 kV
Auto Transformers	Industrial, Residential and Commercial, Utilities	1,200 KV	These auto transformers have a robust design and sturdy construction to handle short circuits competently. Ratings: Up to 1,500 MVA Voltage: Up to 1,200 kV
Two Winding Transformers	Industrial, Residential and Commercial, Utilities	800 KV	These two winding transformers come with a rating of up to 1,000 MVA. Voltage: Up to 800 kV
Medium Power Transformers	Industrial, Residential and Commercial, Utilities	245 KV	This power transformer comes with a rating of 25 MVA to 60 MVA Voltage: 60 kV to 245 kV
Traction Transformers	Industrial, Residential and Commercial, Utilities	245 KV	These power transformers come with a rating of up to 200 MVA Voltage: Up to 245 kV
Small Power Transformers (CRGO Silicon Steel)	Industrial, Residential and Commercial, Utilities	16,000 KVA	Small Power Transformers (oil-filled) have a robust design and sturdy construction to handle short circuits competently. Ratings: Single Phase Up to 3333 kVA Three Phase Up to 16,000 kVA

Source: Power Transformer Market Report

HD Hyundai Electric Co., Ltd.

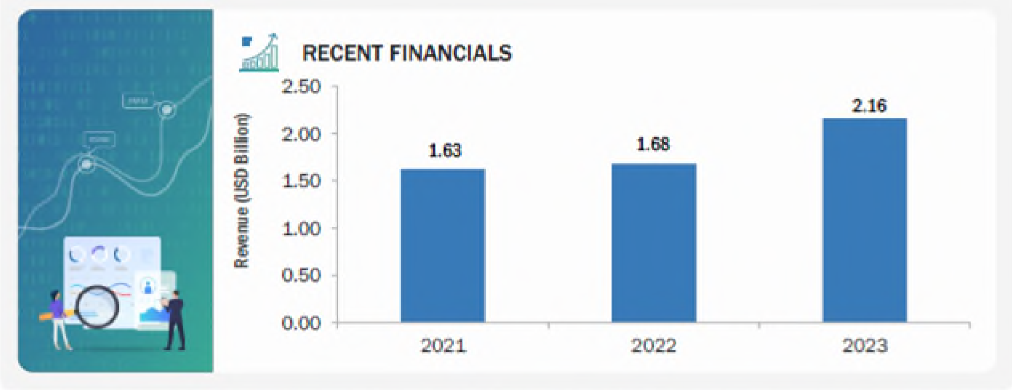
HD Hyundai Electric Co., Ltd is a global leader in shipbuilding. Switchgear, transformers, circuit breakers, motors, generators, integrated control and monitoring systems, and power electronics are among the products and solutions offered by the company. It is known for its expertise in the production of power transformers. These transformers are crucial in power distribution and transmission systems, providing efficient and reliable electricity transfer. The design ensures effective cooling and insulation, contributing to the transformer's overall performance and longevity. Its commitment to technological innovation and quality manufacturing has positioned the company as a key player in the power industry.

HD Hyundai Electric Co., Ltd.: Company Overview

Founding Year	1967
Headquarters Country	South Korea
Headquarters City	Seoul
Ownership Type	Public (KRX: 267260)

Source: Company Website

HD Hyundai Electric Co., Ltd.: Company Snapshot



Note: The financial year of the company ends on December 31. The currency conversion rates considered for 2023, 2022, and 2021 are KRW 1 = USD 0.00080, KRW 1 = USD 0.00080, and KRW 1 = USD 0.00090, respectively

Source: Company Website, Press Releases, and Annual Report

Products/Services/Solutions Offered

Product Name	End User	Voltage Rating	Description
DPRS Explosion Proof Transformers	Industrial, Residential and Commercial, Utilities	Up to 800 KV	DPRS and TPRS are explosion-proof transformers designed to stay compliant with the tightening environmental regulations and meet the increasing demand for measures to prevent explosions and fires in hydroelectric power plants and densely populated areas. They utilize a special tank design and pressure relief system to suppress internal explosions effectively.
Phase Shift transformers	Industrial, Residential and Commercial, Utilities	Up to 800 KV	Phase-shifting transformers are mainly installed between countries with power exchange to control the power flow considering the current power supply and demand. It can be configured as a Dual Core or Single Core design depending on the voltage, capacity, and system requirements.
Gas Isolation Transformers	Industrial, Residential and Commercial, Utilities	Up to 800 KV	SF6 gas transformers are suitable for applications vulnerable to fire, have limited space, and have installation load limitations, such as underground substations near urban centres. They have domestic and overseas performances based on water/air cooling design technology.
SVC Transformers	Industrial, Residential and Commercial, Utilities	Up to 800 KV	SVC controls the power through the electric system to maintain the system voltage and is connected to the system, designed and manufactured in consideration of insulation and the harmonics of the magnetic flux.
Mobile Transformers	Industrial, Residential and Commercial, Utilities	Up to 800 KV	Mobile transformers are installed in areas in urgent need of electricity. These are based on performances. A compact design is available with customer requirements satisfied.
Eco Power Transformer	Industrial, Residential and Commercial, Utilities	Up to 800 KV	The eco transformer is an oil-immersed transformer designed to meet the increasing demand for environmentally friendly power solutions. It replaces mineral oil from crude oil with flame retardant/environmentally friendly synthetic or natural ester oil. This significantly reduces the transformer's environmental impact and fire risk.
Generator Set Up Transformers	Industrial, Residential and Commercial, Utilities	Up to 800 KV	These power transformers come with ratings up to 1,200 MVA

Transmission Network Transformers	Industrial, Residential and Commercial, Utilities	Up to 800 KV	These power transformers come with ratings up to 1,200 MVA
Distribution Small and Medium Transformers	Industrial, Residential and Commercial, Utilities	Up to 800 KV	These power transformers come with ratings up to 1,200 MVA

Source: Power Transformer Market Report

General Electric Company

General Electric Company is an American conglomerate that offers grid solutions to power utilities and industries worldwide. The company's product portfolio includes transformers, gas-insulated solutions, circuit breakers, disconnectors, voltage regulators, grid automation solutions, HVDC systems, energy storage solutions, and microgrids. Its power transformer delivers control for distribution automation applications.

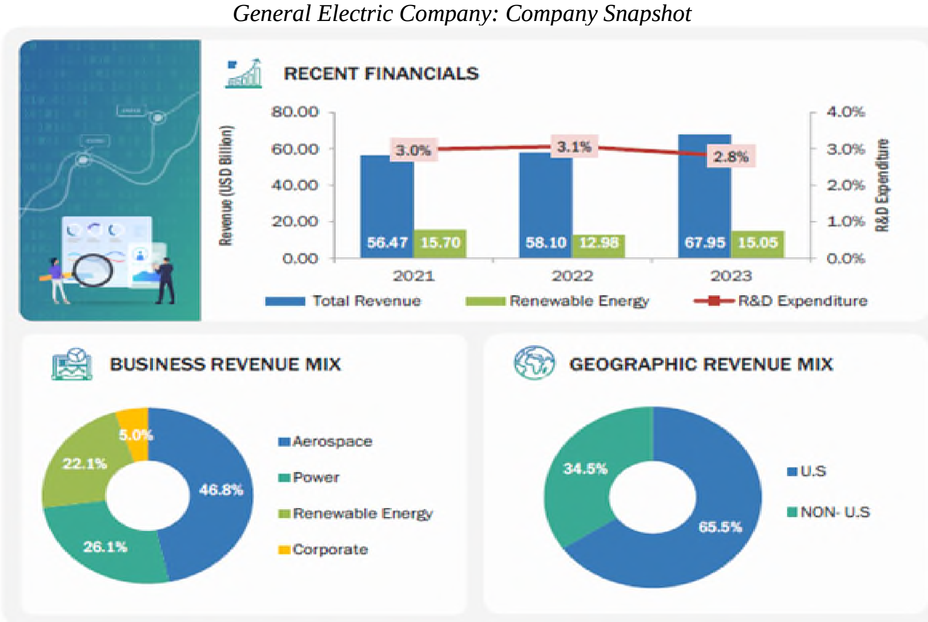
General Electric Company operates through four business segments: Aerospace, Power, Corporate, and Renewable Energy. The company offers power transformers under the Renewable Energy Segment. Its key subsidiaries include GE Healthcare (UK), GE Transportation (Chicago, US), GE Oil and Gas (UK), GE Aviation (US), and GE Consumer and Industrial (Switzerland). It has a strong presence in over 180 countries. After integrating all its research centres, it has two R&D facilities in Bengaluru, India, and New York, US. It has 191 manufacturing plants in 38 in the US and Puerto Rico and 348 plants in 43 other countries.

General Electric Company: Company Overview

Founding Year	1982
Headquarters Country	US
Headquarters State	Boston
Ownership Type	Public (NYSE: GE)

Source: Company Website

General Electric Company: Company Snapshot



Note: The financial year of the company ends on March 31.

Source: Company Website, Press Releases, and Annual Report

Products/Services/Solutions Offered

Product Name	End User	Voltage Rating	Description
Conventional Power Transformers	Industrial, Residential and Commercial, Utilities	245 to 1,200 KV	Large power transformers up to 1,200 kV AC and power ratings up to 1,000 MVA. Small and medium power transformers up to 245 kV and 120 MVA
Autotransformers	Industrial, Residential and Commercial, Utilities	765 KV	Available up to 765 kV. They are designed for constant flux regulation at high voltages and booster schemes. Advantages include compact footprint, lighter weight, and lower losses.
Generator Set up Transformers	Industrial, Residential and Commercial, Utilities	Up to 1,200 KVNA	They are suitable for nuclear, thermal, and hydraulic applications from small to high voltages with power ratings from 5 MVA to 1,000 MVA.
Phase-shifting Transformers	Industrial, Residential and Commercial, Utilities	Up to 1,200 KV	These phase-shifting transformers, rated up to 2750 MVA, are available as single-core units with independent phase angle and voltage regulation and as dual core for higher power and voltages.
Transformers for SVC	Industrial, Residential and Commercial, Utilities	Up to 1,200 KV	These SVC power transformers are custom-designed and built to handle harmonic loading and a wide voltage variation.
Industrial Transformers	Industrial, Residential and Commercial, Utilities	Up to 1,200 KV	These industrial specialized transformers portfolio includes a range of rectifier transformers for the electrolysis process of metal or chemical industries. These combinations are above 80 kA direct current ratings, and EAF transformers up to 300 MVA.
Hvdc Converter Transformers	Industrial, Residential and Commercial, Utilities	800 KV	These power transformers come with Ratings of 500 MVA and voltage levels of up to 800 kV
Green Transformers	Industrial, Residential and Commercial, Utilities	500 KV	These green power transformers are from 10 to 500 MVA and have ratings up to 550 kV.

Source: Power Transformer Market Report

CG Power and Industrial Solutions Ltd.

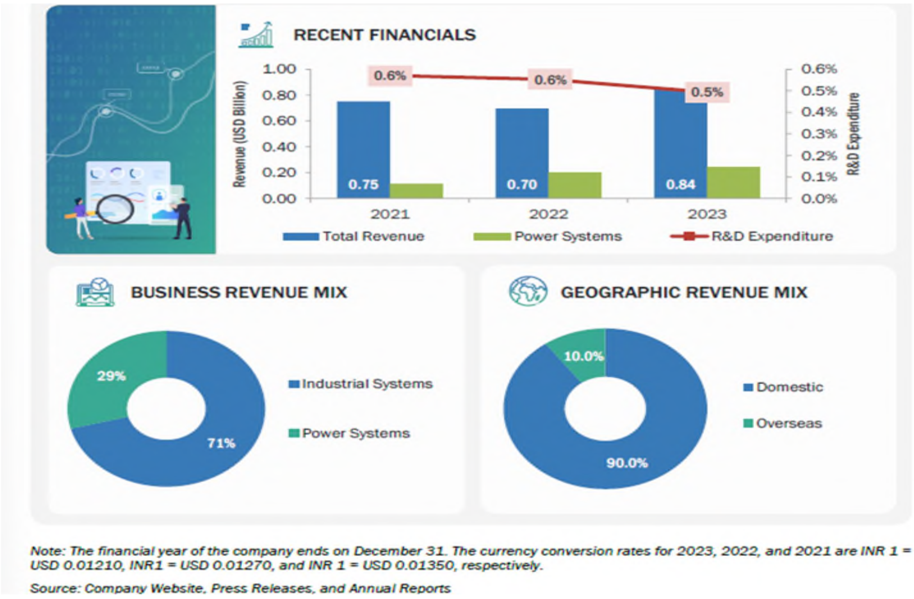
CG Power and Industrial Solutions Ltd. is a B2B engineering company that offers products and end-to-end solutions for customers in the energy and transportation sectors. The company conducts business through two strategic business units: Power Systems and Industrial System. It offers power transformers under its Power Systems business unit. It also offers power transformers and different products, such as vacuum interrupters and network protection and control gears, under its Power Systems business unit.

CG Power and Industrial Solutions Ltd. has a strong global presence with manufacturing bases in Belgium, Hungary, Indonesia, Ireland, France, the UK, and the US. It has over 20 manufacturing locations in India and a network of more than 150 representatives.

CG Power and Industrial Solutions Ltd.: Company Overview

Founding Year	1937
Headquarters Country	India
Headquarters City	Mumbai
Ownership Type	Public (XNSE: CGPOWER)

CG Power and Industrial Solutions Ltd.: Company Snapshot



Products/Services/Solutions Offered

Product Name	End User	Voltage Rating	Description
Generator Transformers	Industrial, Residential and Commercial, Utilities	400 KV	Generator step-up transformer units are used to increase the voltage of a generator and connect the supply to a bus bar. They are also used to limit the fault level of the generator in case of a fault. - Rating: 25 to 600 MVA - Voltages: 33 to 400 KV
Autotransformers	Industrial, Residential and Commercial, Utilities	765 KV	Autotransformers are frequently used in power applications to interconnect systems operating at different voltage classes. - Rating: 50 to 1,500 MVA - Voltages: 132 to 765 kV
Furnace Transformers	Industrial, Residential and Commercial, Utilities	33KV	These power transformers come with - Rating: up to12 to 46 MVA - Voltage: 0.7 to 33 kV
Locomotive and Trackside Power Transformers	Industrial, Residential and Commercial, Utilities	25 KV	The Loco transformer is used to step down the voltage level required for motors used in railway engines. This transformer has low dimensions and weight limits. - Rating: 3.9 to 7.5 MVA - Voltages: Up to 25 kV

Source: Power Transformer Market Report

Mitsubishi Electric Corporation

Mitsubishi Electric Corporation produces electric and electronic equipment for domestic and commercial use. The company operates through six segments: life, industry and mobility, infrastructure, semiconductor and device, business platform, and others. It provides power transformers through its industry and mobility and infrastructure business segment. This segment also provides power and transportation systems, elevators, escalators, supervisory control systems, circuit breakers, and geographic information systems (GIS).

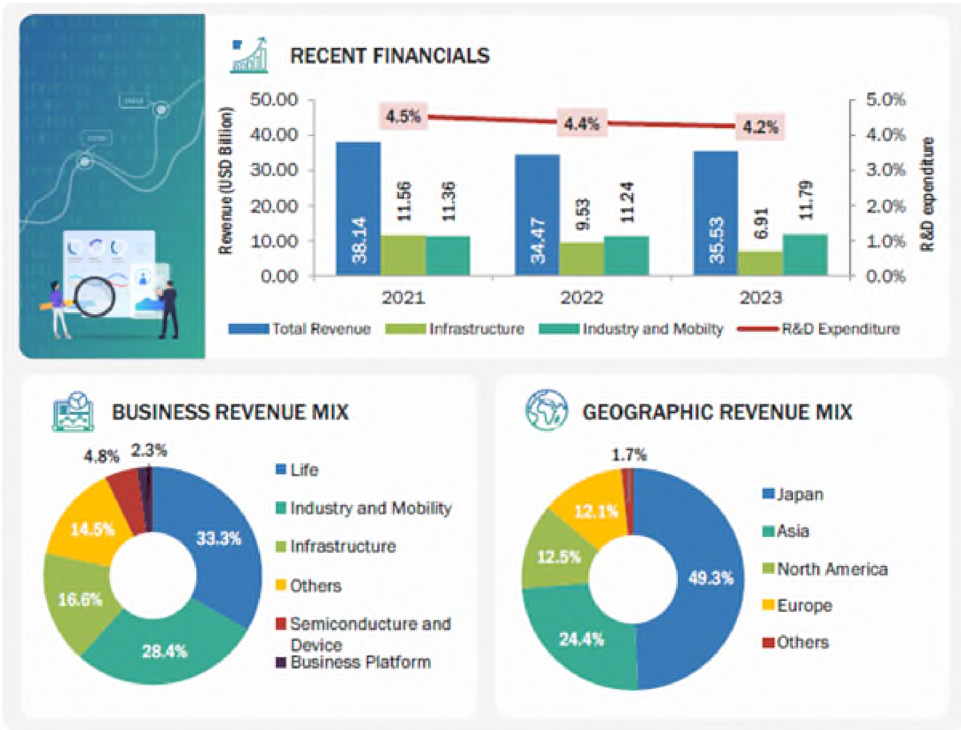
Mitsubishi Electric Corporation has over 200 offices and an extensive service network of over 600 group companies. The company operates in 35 countries and has a strong network of subsidiaries in Europe, the Middle East, Asia Pacific, and the Americas. Some of its major subsidiaries in this segment are Mitsubishi Electric Power Products (US), Toshiba Mitsubishi-Electric Industrial Systems (Japan), and Mitsubishi Electric Research Laboratories (US).

Mitsubishi Electric Corporation: Company Overview

Founding Year	1921
Headquarters Country	Japan
Headquarters City	Tokyo
Ownership Type	Public (TOKYO: 6503)

Source: Company Website

Mitsubishi Electric Corporation: Company Snapshot



Note: The financial year of the company ends on December 31. The currency conversion rates for 2023, 2022, and 2021 are JPY 1 = USD 0.00710, JPY 1 = USD 0.00770, and JPY 1 = USD 0.00910, respectively.

Source: Company Website, Press Releases, and Annual Reports

Products/Services/Solutions Offered

Product Name	End User	Voltage Rating	Description
Core Form Transformers	Industrial, Residential and Commercial, Utilities	Ratings 69–275 kV	These transformers have a core form design and are high-quality, reliable, and efficient. They come with a rating of 69-275KV.
Shell Form Transformers	Industrial, Residential and Commercial, Utilities	Ratings 115–765 kV	The shell-form transformer is a mechanically strong design for a transformer, with the coils arranged vertically and surrounded by the iron core.

Source: Power Transformer Market Report

Hyosung Heavy Industries

Hyosung Heavy Industries, which manufactures transformers with a maximum voltage of 765 kV and a maximum capacity of 1,500 MVA, offers inner and outer-type products, allowing customers to choose from a vast selection. As a world-class transformer brand that provides solutions for customers in over 70 countries by designing, manufacturing, and testing in accordance with each country's standards, the company has manufactured more than 7,500 extra-high-voltage transformers at the Changwon Plant alone. Since the 1970s, it started exporting transformers, and customers have recognized the quality and service worldwide. Furthermore, its global production network, including local production bases in the US and China, contributes to developing global power grids.

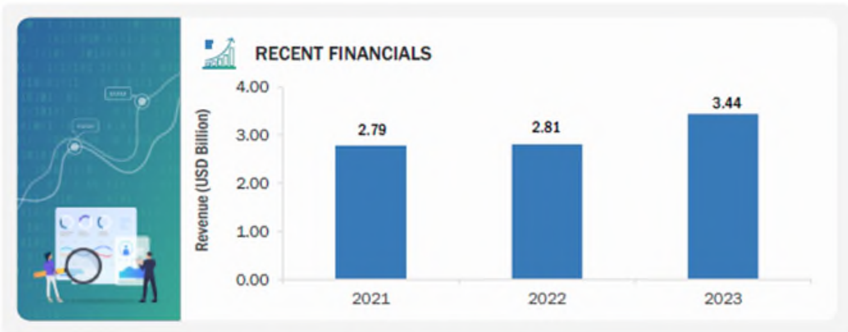
Hyosung Heavy Industries manufactures transformers for special applications, such as eco-friendly ester oil transformers, gas-insulated transformers, mobile transformers, phase-shifting transformers, and STATCOM transformers. The company also provides products for diverse industries, including railroads, electric furnaces, and data centres.

Hyosung Heavy Industries: Company Overview

Founding Year	1962
Headquarters Country	South Korea
Headquarters City	Seoul
Ownership Type	Public (KRX: 004800)

Source: Company Website

Hyosung Heavy Industries: Company Snapshot



Note: The financial year of the company ends on December 31. The currency conversion rates considered for 2023, 2022, and 2021 are KRW 1 = USD 0.00080, KRW 1 = USD 0.00080, and KRW 1 = USD 0.00090, respectively

Source: Company Website, Press Releases, and Annual Report

Products/Services/Solutions Offered

Product Name	**End User**	**Voltage Rating**	**Description**
Ester Oil Transformers	Industrial, Residential and Commercial, Utilities	Up to 765 KV	These transformers are eco-friendly as they are insulated with biodegradable natural ester oil or synthetic ester oil. Due to the high flash point and fire point of transformer oil, the fire risk is minimal (fire safety class K, above 300℃).
Gas-insulated Transformers	Industrial, Residential and Commercial, Utilities	Up to 765 KV	These transformers are insulated with SF6 gas for excellent thermal and chemical stability (stable up to 500℃). Since SF6 gas is non-explosive, there is no danger of fire or explosion. They have excellent cooling capability by a water-cooled heat exchanger and ensure easy maintenance.
Mobile Transformers	Industrial, Residential and Commercial, Utilities	Up to 765 KV	These mobile transformers are exceptionally reliable and have voltage ratings of up to 765KV.
Phase Shifting Transformers	Industrial, Residential and Commercial, Utilities	Up to 765 KV	These transformers are connected in series with the transmission line to control the power flow of the transmission line by regulating the phase angle between the source and load terminals.
STATCOM Transformers	Industrial, Residential and	Up to 765 KV	These transformers utilize large-capacity inverter technology and control their power systems with high-speed precision. It is designed

	Commercial, Utilities		and manufactured to be minimally impacted by harmonic current and direct current generated by large-capacity inverters.
Scott Transformers	Industrial, Residential and Commercial, Utilities	Up to 765 KV	These transformers are primarily used to power electric railways. It resolves the three-phase imbalance caused by the single-phase load of the electric railway. These are used to obtain a single phase from three phases. A Scott connection is formed by two single phases, the primary and T. Standard specifications include 30/40MVA, 45/60MVA, 60/80MVA, and 90/120MVA.
Furnace Transformers	Industrial, Residential and Commercial, Utilities	Up to 765 KV	These transformers are designed with strong dielectric characteristics and high short-circuit strength. High reliability is ensured against frequent switching surges and short circuits due to the operating characteristics. Due to the large current on the low voltage side, a bar-coil that can withstand high currents is used.

Source: Power Transformer Market Report

Bharat Heavy Electricals Limited

Bharat Heavy Electricals Limited (BHEL) is a premier power equipment manufacturer in India, operating across two key segments: Power Sector and Industry Sector. In the power sector, the company specializes in producing generators, boilers, turbines, and their auxiliaries essential for power generation. In contrast, its industrial sector covers a range of areas, including captive power projects, transmission, transportation, renewables, water treatment solutions, defence, and mechanical and industrial products. Notably, power transformers are categorized under the industry sector. It is one of the largest and oldest engineering and manufacturing enterprises in India in the energy and infrastructure sectors.

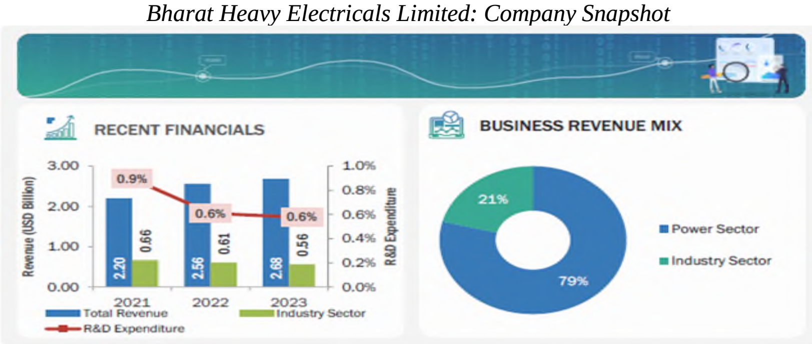
BHEL has a widespread network of 16 manufacturing facilities, 2 repair units, 8 service centres, 14 centres of excellence, and 5 specialized institutes for advanced R&D in various engineering disciplines. The company executes projects at more than 150 sites across India and abroad. It offers one-stop solutions backed by its core design, engineering, and manufacturing strengths, a committed pool of about 30,000 employees (including 9,000 skilled engineers), contemporary technologies, and state-of-the-art manufacturing and testing facilities. It undertakes projects and contracts in all modes, including energy project contract, supply, supply and supervision, consortium partner, and contract manufacturer.

Bharat Heavy Electricals Limited: Company Overview

Founding Year	1956
Headquarters Country	India
Headquarters City	New Delhi
Ownership Type	Public (NSE: BHEL)

Source: Company Website

Bharat Heavy Electricals Limited: Company Snapshot



Note: . The currency conversion rates for 2023, 2022, and 2021 are INR 1 = USD 0.01210, INR1 = USD 0.01270, and INR 1 = USD 0.01350, respectively.

Source: Company Website, Press Releases, and Annual Report

Products/Services/Solutions Offered

Product Name	End User	Voltage Rating	Description
HVAC Power Transformers	Industrial, Residential and Commercial, Utilities	1,200 KV	These transformers have a robust, reliable design and come with a voltage rating of 1,200 KV.
HVDC Converter Transformers	Industrial, Residential and Commercial, Utilities	800 KV	The HVDC converter transformers are designed to meet the highest quality and performance standards. They are a testament to the company's expertise in the field of power transmission and distribution. They come with a voltage rating of 800 KV.
Phase Shifting Transformers	Industrial, Residential and Commercial, Utilities	Up to 400KV	Phase-shifting transformers are generally used for Extra High Voltage (EHV) and Ultra High Voltage (UHV) applications. Various industries, including commercial utilities and residential ones, have adopted them.
Dry Type Transformer	Industrial, Residential and Commercial, Utilities	Up to 200KV	These are power transformers that have ratings of 15 MVA.

Source: Power Transformer Market Report

Fuji Electric Co., Ltd.

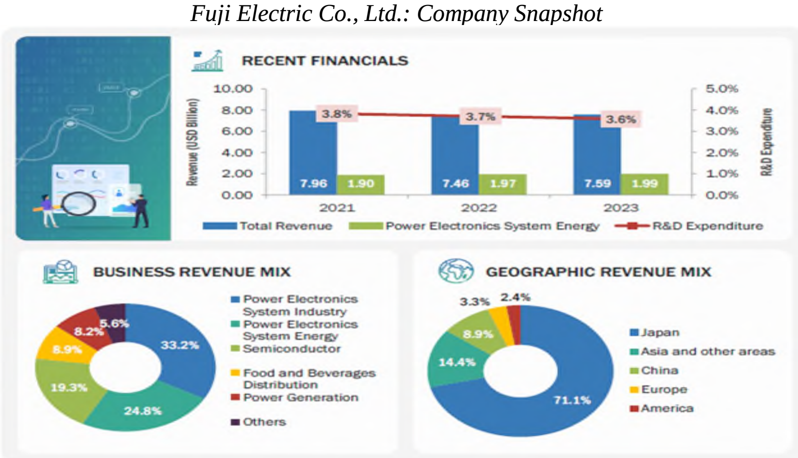
Fuji Electric Co., Ltd. is a leading provider of innovative technologies and solutions, specializing in power electronics, energy, and industrial system. The company operates through six business segments: power electronics systems energy, power electronics system industry, semiconductor, power generation, food and beverages distribution, and others. The company's portfolio encompasses a range of offerings, from power generation and distribution to factory automation and electronics. In the realm of energy solutions, it excels in producing power transformers, showcasing a combination of reliability, efficiency, and advanced technology. It has a 121-location sales network, and its products are sold in over 102 countries. Fuji Electric (Europe), Fuji Electric (America), and Fuji Electric (Asia) are some of its major subsidiaries.

Fuji Electric Co., Ltd.: Company Overview

Founding Year	1923
Headquarters Country	Japan
Headquarters City	Tokyo
Ownership Type	Public (OTCM: FELTY)

Source: Company Website

Fuji Electric Co., Ltd.: Company Snapshot



Note: The financial year of the company ends on March 31.

Source: Company Website, Press Releases, and Annual Report

Products/Services/Solutions Offered

Product Name	End User	Voltage Rating	Description
Power Transformers	Industrial, Residential and Commercial, Utilities	230 KV	These transformers have features, such as high and low voltage bushings and a voltage rating of 230 KV.
Power Transformers	Industrial, Residential and Commercial, Utilities	33 to 133 KV	These transformers have 33 to 133 KV voltages and 90 to 125 MVA ratings.

Source: Power Transformer Market Report

WEG

WEG, a prominent company in the electric transformer industry, reveals a rich history and a strong commitment to innovation and customer satisfaction. Founded in 1961 in Brazil, the company has become a global leader in electric-electronic manufacturing, focusing on motors, energy, transmission, distribution, automation, and coatings. It operates in 12 countries and serves over 100 countries across various industrial sectors, such as oil and gas, mining, and renewable energy.

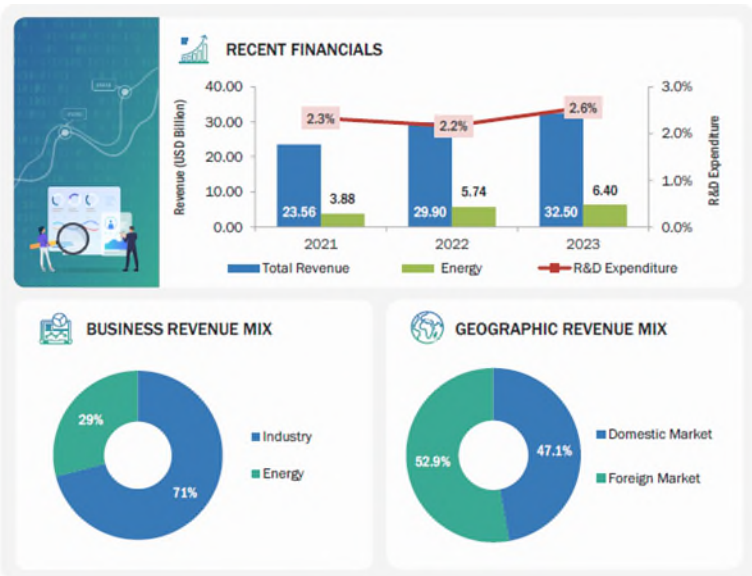
WEG's competitors include a range of companies from different countries and industries. Some of the company's competitors are SMC Corporation, Woodward, Eltek (Norway), Daihen (Japan), and Toshiba (Tokyo).

WEG: Company Overview

Founding Year	1961
Headquarters Country	South Korea
Headquarters City	Jaraguá do Sul
Ownership Type	Public (BVMF: WEGE3)

Source: Company Website

WEG: Company Snapshot



Note: The financial year of the company ends on March 31.

Source: Company Website, Press Releases, and Annual Report

Products/Services/Solutions Offered

Product Name	End User	Voltage Rating	Description
Small Power Transformer	Industrial, Residential and Commercial, Utilities	Up to 50,000 KVA	These power transformers come with step-lap-type magnetic cores, optimizing the noise level and low exciting current.
Medium Power Transformer	Industrial, Residential and Commercial, Utilities	Up to 150,000 KVA	These transformers are mainly used in large industry substations with up to 500 MVA ratings.

Source: Power Transformer Market Report

LS Electric Co., Ltd.

LS Electric Co Ltd. provides power and automation solutions focusing on smart transmission, distribution, and industrial automation solutions. The company offers a range of products and services, including transformers, smart power transmission, and grid maintenance and installation services. It serves customers in power and industrial sectors across various regions, including Asia Pacific, Europe, and North America. It has R&D and production facilities in China and South Korea.

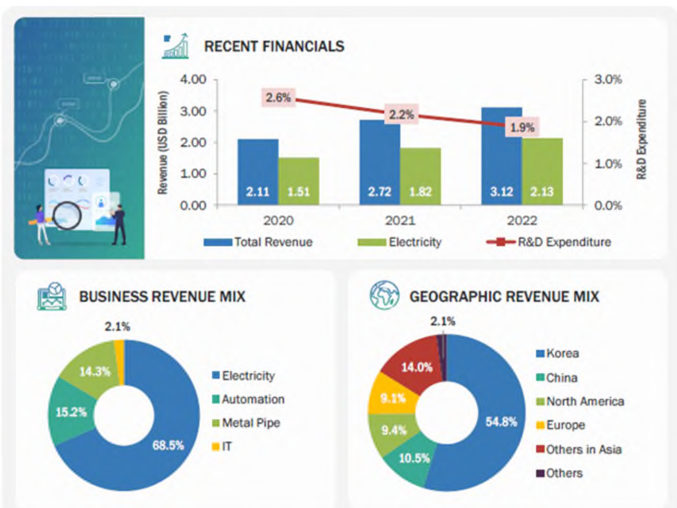
In terms of the Power Transformer business, LS Electric Co Ltd. has over 30 years of experience in the field of industrial electricity and electronics. The company has focused on technological innovations and improved competitiveness through continuous R&D and investments. Its power transformer is a static inductive device that can step the voltage up and down to transfer electrical power. It uses advanced magnetic field analysis, insulation analysis, cooling system analysis, and mechanical structure analysis to ensure high levels of efficiency and electrical stability. Its power transformer factory has the latest core processor machines, winding machines, high-capacity vacuum heat drying equipment, state-of-the-art cleaning facilities, and the best test room.

LS Electric Co., Ltd.: Company Overview

Founding Year	1974
Headquarters Country	South Korea
Headquarters City	Anyang-Si
Ownership Type	Public (KRX: 010120)

Source: Company Website

LS Electric Co., Ltd.: Company Snapshot



Note: The financial year of the company ends on December 31. The currency conversion rates for 2022, 2021, and 2020 are KRW 1 = USD 0.00080, KRW 1 = USD 0.00090, and KRW 1 = USD 0.00080, respectively.

Source: Company Website, Press Releases, and Annual Report

Products/Services/Solutions Offered

Product Name	End User	Voltage Rating	Description
LS Electric Power Transformers	Industrial, Residential and Commercial, Utilities	Up to 550 KV	These power transformers are designed for high efficiency, achieved through optimal winding types, insulating structures, and cooling system. They come with up to 800 MVA (three phases) and up to 500 MVA (single phase).

Source: Power Transformer Market Report

Hammond Power Solutions

Hammond Power Solutions (HPS) is a North American leader in designing and manufacturing dry-type standard and custom electrical liquid-filled and cast resin transformers. The company offers a range of transformer and reactor solutions based on vacuum pressure impregnation, cast resin, and oil-filled technology. It provides control and automation, medium voltage distribution and power, low voltage distribution, and customized transformers, and specific and specialty application transformers for original equipment manufacturing partner services. It is committed to delivering energy-efficient and cost-effective solutions to meet the growing need for electricity. Its transformers undergo rigorous testing to obtain globally recognized endorsements from numerous certification bodies.

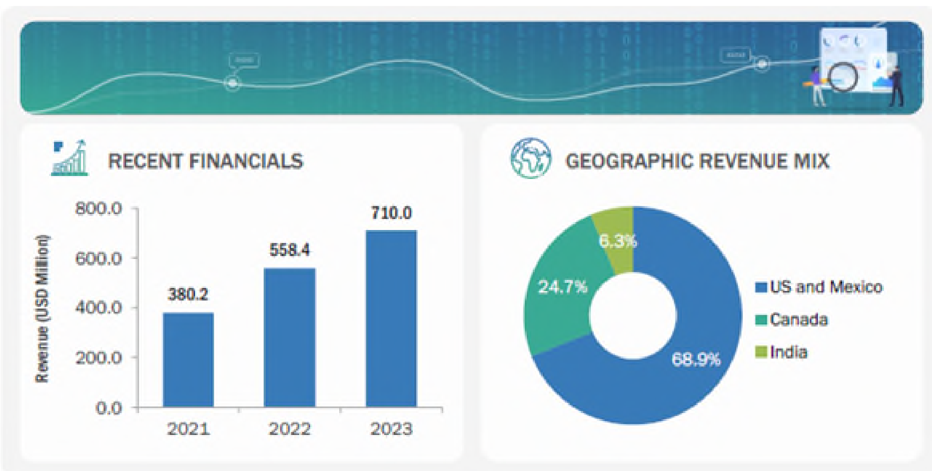
Hammond Power Solutions operates in Canada, the US, Mexico, and India. The company is known for its leading-edge engineering capabilities, high-quality products, and responsive service to customers' needs. It markets its products under various brand names, including HPS Imperator, HPS Spartan, HPS Fusion, HPS Q-Series, HPS Tribune, HPS Centurion, HPS Sentinel, HPS Synergy, HPS Titan, HPS PowerPlus, and HPS Millennium.

Hammond Power Solutions: Company Overview

Founding Year	1917
Headquarters Country	Canada
Headquarters City	Ontario
Ownership Type	Public (TSE: HPS.A)

Source: Company Website

Hammond Power Solutions: Company Overview



Note: The financial year of the company ends on March 31.

Source: Company Website, Press Releases, and Annual Report

Products/Services/Solutions Offered

Product Name	End User	Voltage Rating	Description
Power Transformers	Industrial, Residential and Commercial, Utilities	138 KV	These power transformers incorporate modern design and production capabilities to provide cost-effective and energy-efficient designs for almost any application. They are available in various liquids, including environmentally friendly options with higher flash points. Rating: up to 50 MVA

Source: Power Transformer Market Report

OUR BUSINESS

Certain information contained in the following discussion, including information with respect to our plans and strategies, contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below in "Forward-Looking Statements" and "Risk Factors" on pages 17 and 40, respectively. You should also read "Risk Factors", "Industry Overview" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 40, 122 and 93, respectively, as well as the financial, statistical and other information included in this Placement Document, for a discussion and analysis of factors that may affect our business, financial condition, results of operations or cash flows.

*Unless otherwise indicated, industry and market data used in this section has been derived from various industry reports. These reports include the report titled "Power Transformer Market- Global; Forecast to 2029" dated April 2024 ("**Power Transformer Market Report**") prepared and issued by Market and Markets™ Research Private Limited, which has been paid for by us. Power Transformer Market Report has used various primary and secondary sources including government sources as well as international agencies to prepare the report. There are no parts, data or information (which may be relevant for the proposed Issue), that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the Power Transformer Market Report and included herein with respect to any particular year refers to such information for the relevant calendar year. For risks in relation to industry data, see "Risk Factors – Third party data in this Placement Document may be incomplete or unreliable." on page 60.*

Our Fiscal ends on March 31 of every year, so all references to a particular Fiscal are to the twelve-month period ended March 31 of that year. In this section, unless the context indicates or implies otherwise all references to "we", "us" and "our" refers to the Group. Unless stated otherwise, all financial information is presented on a consolidated basis, and such financial information corresponding to (i) Fiscals 2024, 2023 and 2022 has been derived from the Audited Consolidated Financial Statements.

Overview

Over the last 29 years, we have established our presence in the manufacturing of transformers and reactors in India. We have a diversified product portfolio, which includes single phase power transformers up to 500MVA and 1200kV class, furnace transformers, rectifier and distribution transformers, specialty transformers catering to applications such as locomotive traction, series and shunt reactors, earthing transformers, solar application transformers and green hydrogen application transformers.

Our history

Our Company was originally incorporated in Gujarat as 'Triveni Electric Company Limited' on July 11, 1994, a public limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated July 11, 1994, issued by the RoC, Gujarat at Ahmedabad. Our Company has consolidated its position in the Indian transformer industry as a manufacturer of a wide range of transformers, which conforms to the quality expectations of both the domestic and the international market. Our Company received the certificate of commencement of business from the RoC on August 11, 1994. Thereafter, the name of our Company was changed to its present name "Transformers and Rectifiers (India) Limited", and consequently, a fresh certificate of incorporation dated March 29, 1995 was issued by the RoC.

Our products

Our products are in accordance with the national and international quality standards extensively used for varied industry and commercial applications, these can also be customized so as to meet the various requirements of our customers. Our products conform as per specifications, including as per ISO/IEC 17025:2017, ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018, and various other IEC and IS standards. We make use of high-grade raw material such as copper conductor, cold rolled grain-oriented steel, transformer tank, transformer oil, and radiator to manufacture our products to ensure that these are in accordance with the national and international quality standards. Our products go through a thorough quality and testing process before finding their place in the market. These strict quality norms have helped us secure approvals and certifications from the various reputed government testing bodies and accredited agencies, including, the National Accreditation Board for Testing and Calibration Laboratories ("**NABL**") and Bureau Veritas.

Our Company's trajectory has been shaped by the enduring commitment of our Promoters, Jitendra Ujamsi Mamtora and Satyen Jitendra Mamtora, who have been integral to our journey and growth since incorporation. Satyen Jitendra Mamtora, presently serving as the Managing Director, leads the entire management team, contributing significantly to our Company's growth and exemplifies visionary leadership and innovative thinking. With a wealth of technical expertise and over 20 years of experience, he plays a pivotal role in spearheading the production, marketing division, overall management, day-to-day affairs, and strategic decision-making. He has played a key role in consolidating the organisation's presence in the power utilities segment across the country. Satyen Jitendra Mamtora also played a role in strategizing and putting in place a global marketing plan which has successfully ensured our presence in the African, Asian, and South American geographies. Jitendra Ujamsi Mamtora has more than 40 years of experience in dealing with power utilities across India**.**

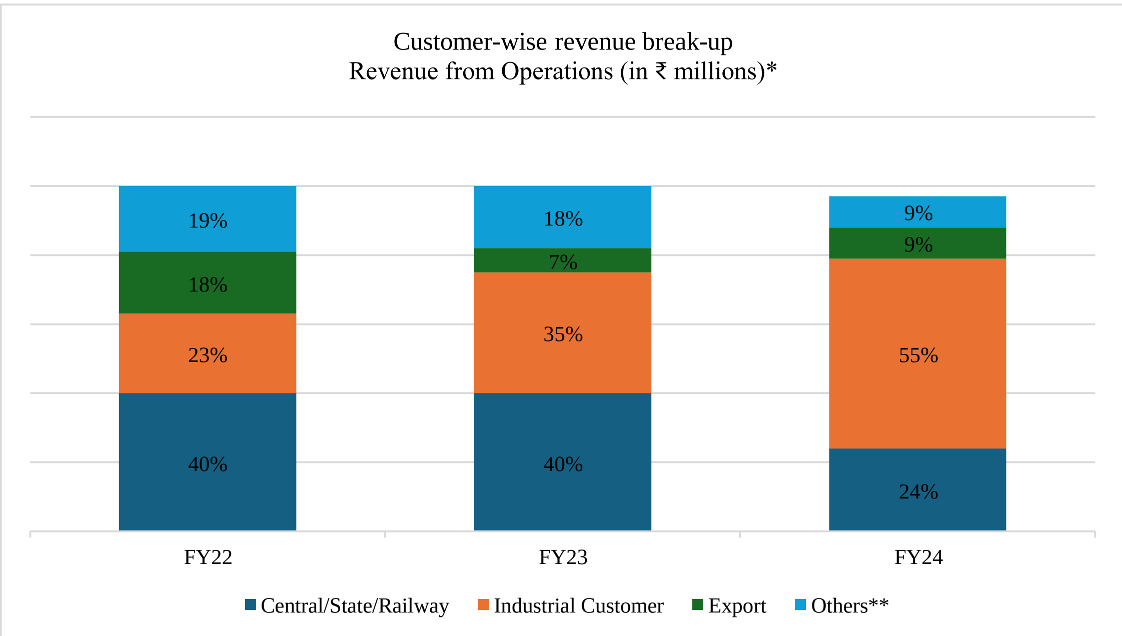
Our Company, established by Jitendra Ujamsi Mamtora is now carried forward by the next generation, Satyen Jitendra Mamtora (Executive Director and Managing Director), who actively and tirelessly strives to take our Company to newer heights. Satyen Jitendra Mamtora has been an integral part of our team as Promoter and Director since 1994 and currently designated as the Managing Director. Chanchal Singh Satyandra Rajora brings valuable contributions to our Company's leadership team. His expertise plays a key role in driving the growth and his contributions are instrumental in transforming our Company into a recognized brand.

Jitendra Ujamsi Mamtora represents our brand in India as well as the international markets.

Our Company has set up a manufacturing facility in Changodar, Gujarat to meet the escalating domestic and international demand.

Our revenues from operations for Fiscals 2024, 2023 and 2022 were ₹12,946.76 million, ₹13,959.70 million, ₹11,617.46 million, respectively. Our EBITDA for the Fiscals 2024, 2023 and 2022 were ₹1,399.25 million, ₹1,295.63 million, and ₹838.77 million, respectively. Our profit after tax for the Fiscals 2024, 2023 and 2022 was ₹470.05 million, ₹423.45 million, and ₹142.80 million, respectively. For further details, please refer to the section titled "*Financial Information*" on page 245 of this Placement Document.

Our revenue bifurcation and key performance indicators



**Based on standalone financial numbers*
***Others includes renewables*

- Geography-wise revenue bifurcation

(*in ₹ million*)

Particulars	**For the financial year ended**		
	March 31, 2024	**March 31, 2023**	**March 31, 2022**
Domestic Sales	11,767.79	13,086.80	9,578.91
Export Sales	958.8	640.36	1,691.91
	12,726.59	**13,727.16**	**11,270.81**

- Financial key performance indicators

Key Performance Indicator	**For the year ended March 31, 2024**	**For the year ended March 31, 2023**	**For the year ended March 31, 2022**
Revenue from Operations (in ₹ million)	12,946.76	13,959.70	11,617.46
Total Income (in ₹ million)	13,004.92	14,046.57	11,715.55
EBITDA (in ₹ million)	1,399.25	1,295.63	838.77
EBITDA margin (%)	10.76	9.22	7.16
PAT margin (%)	3.61	3.01	1.22
Debt-Equity Ratio	0.45	0.82	0.89

Our competitive strength

We believe that the following are our primary competitive strengths:

Industry leader in manufacturing wide range of high voltage transformers

Our competitive edge lies in our diverse product range, which includes power transformers, such as generator transformers, unit and station auxiliary transformers, interconnecting transformers, trackside transformers, and rectifier transformers and offers services such as distribution transformer, furnace transformers, specialty transformers, and reactors *(Source: Power Transformer Market Report)*. Our Company is a one-stop solution provider for the constant evolving demands of its customers by offering a diverse range of products, which enables us to cater to a wide range of consumer preferences and segments.

Our Company also employs a wide array of software and tools to streamline various business processes and aspects. These include advanced systems for HR-employee management, network sales team management, service team management, CRM management and tableau for a comprehensive reporting structure, and seamless integration of data and analytics in decision-making processes.

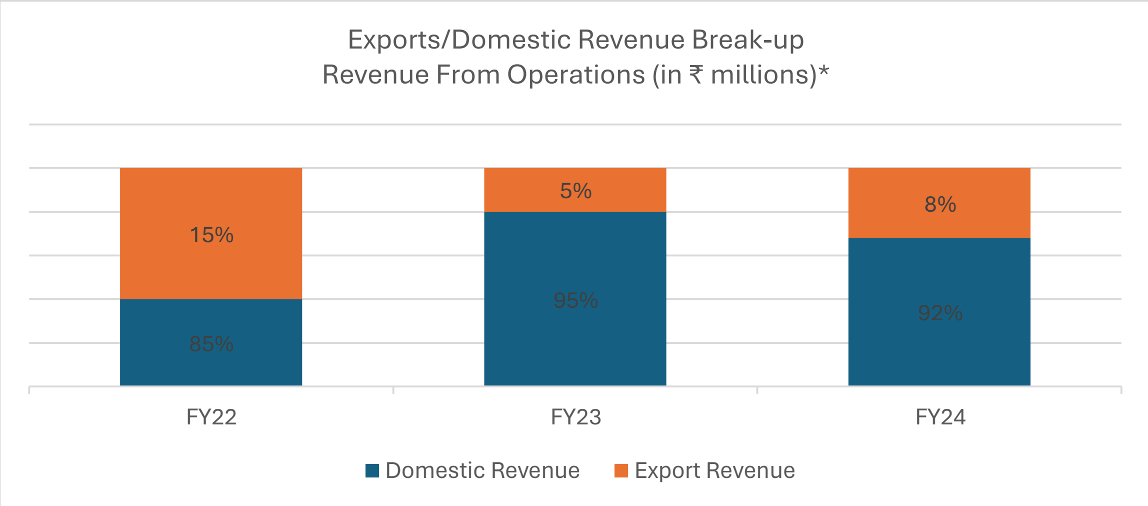
Experienced Promoters supported by a management and execution team with proven track record

We are led by an experienced management team that we believe has the expertise and vision to manage and grow our business. Our Company's growth can be attributable to the entire management team, led by Jitendra Ujamsi Mamtora, he is currently the Chairman of the Board and Promoter of our Company. His technical expertise and extensive experience of more than 40 years has helped our Company scale new heights. At present, he is the guiding force behind the strategic decisions of our Company. Satyen Jitendra Mamtora, our Managing Director leads the overall management, day to day affairs with an extensive experience of more than 20 years with our Company. Comprising visionary leaders, seasoned professionals, and industry experts, our management team brings a wealth of knowledge and expertise to the table. Their combined years of experience span various sectors, including finance, operations, marketing, and technology, making them well-equipped to steer our Company towards its strategic goals. Karunaben Jitendra Mamtora has been associated with our Company since incorporation as Promoter and Executive Director. Our legacy of innovation and excellence established by Jitendra Ujamsi Mamtora is now carried forward by the next generation, Satyen Jitendra Mamtora (Executive Director and Managing Director), who actively and tirelessly strive to lead the company to newer heights. Our key managerial personnel and senior management includes Chanchal Singh Satyandra Rajora (Chief Financial Officer) and Rakesh Dineshbhai Kiri (Company Secretary and Compliance Officer).

We also attribute our growth in part to our initiatives relating to the development of our human resources, by planning and executing recruitment, training and retention of our employee base of 1508 people across India, which includes our permanent as well as contractual employees. We believe that the knowledge and experience of our Promoters, along with senior and middle management, and our team of sales and marketing employees provide us with a competitive advantage as we seek to expand in our existing markets and enter new geographic markets. As of March 31, 2024, we had 528 permanent employees, on our payroll.

Strong global footprint

Our influence extends far beyond India's borders, with a global footprint that spans Asia Pacific, the Middle East, America, and African nations. Our commitment to delivering customized power solutions has led to international recognition and demand. This expansion highlights our ability to adapt and thrive in diverse markets while maintaining its reputation for excellence.



**Based on standalone financial numbers*

Strong quality and environmental standards

Our Company is committed to upholding stringent quality and environmental standards. Holding ISO 9001:2015, ISO 14001:2015, and ISO 45001:2018, our Company ensures that its products meet international benchmarks and undergo rigorous testing in dedicated quality testing units located at Odhav, Changodar, and Moraiya, Gujarat.

Trusted brand and strong patronage

We believe that we have a strong brand value that our customers trust, as evidenced by our consistent and long-standing leadership position as a manufacturer and an exporter of electronic equipment, power and distribution transformers, constant voltage transformer, rectifiers, reactors, etc., under the power transformers segment, furnace transformer segment, distribution transformer segment and reactor segment. Our strong patronage, built on a foundation of enduring relationships and unwavering customer loyalty, further solidifies our position in the market. This loyal customer base not only fosters enduring revenue streams but also serves as a testament to our commitment to delivering superior products and services.

Integrated manufacturing facility and indigenous transformers manufacturer

We continuously endeavour to maintain the requisite infrastructure and technological upgradation for the smooth running of the manufacturing process as well as to cope with the changing market demand situation time to time. There is a continuous change in the technology and the markets are very dynamic to the change in technology. We keep ourselves technologically upgraded with the latest machines and infrastructure.

Our Company has been a well-known Indian brand, known for manufacturing high voltage transformers indigenously. Design, engineering capabilities developed indigenously enabled our Company to achieve customization and cater to niche segments of transformer manufacturing. Our Company evolved and achieved manufacturing prowess due to technical know-how of technocrat promoters supported by a strong team.

Track record of sustained growth and strong financial performance

We have established a track of revenue growth and profitability. The table below sets forth some of key financial information and ratios for Fiscals 2024, 2023 and 2022:

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Total Income (in ₹ million)	**13,004.92**	**14,046.57**	**11,715.55**
EBITDA (in ₹ million)	1,399.25	1,295.63	838.77
EBITDA margin (%)	10.76	9.22	7.16
PAT margin (%)	3.61	3.01	1.22

Strategies

In line with our future growth strategy, during the year, with support and guidance of our team, we have initiated the implementation of several key strategies within the organisation:

Capacity expansion and global standards

In line with its expansion strategy, we are actively pursuing increased capacity by planning to establish a manufacturing facility capable of producing transformers up to 15,000 MVA plus and up to 200 kV class. This forthcoming facility will adhere to global standards, reinforcing our position as a market leader and strategically fortifying its financial foundation.

Expansion of capacity in renewable segment

We plan to capitalise on the expected demand in the renewables sector. The requirement for specialised renewable transformer is expected to increase manifold going forward and our Company is well placed and possess the required technical knowhow, design expertise to provide engineered solution to cater to the sector's demand. In lieu of this, we have initiated a capacity expansion plan of setting up capacity to manufacture transformers catering to renewables sector by December 2024.

Increase concentrated focus on exports

We are developing the roadmap to increase our position and presence in the exports market. We have a dedicated team managing the function and are confident that we can increase the revenue contribution from exports to 25% over the next 2 years.

Focus on being fully backward integrated

We also plan to focus our strengths on being fully backward integrated within next two years. We already have backward integration in place which we intend to extend to critical components. We manufacture our radiators, transformer tanks and oil impregnated paper ("**OIP**") bushings in-house.

We aim to continuously improve profitability by constant cost optimization, leveraging our backward integration capabilities and increasing capacity utilization. We also constantly aim to identify opportunities to implement product improvements and dedicated research and development resources to optimize production processes. Quality control and assurance are our key focus areas in the manufacturing process. We continuously evaluate the cost - benefit of our operations so that we can focus our efforts on delivering the best quality products. Further, we believe our large size and scale also enables us to produce greater volumes of products from our facilities and spread our fixed costs more widely to reduce our production costs on a per unit basis, allowing us to reduce our unit sales price and increase our competitiveness. We are committed to further optimize production processes, by improving engineering capability, debottlenecking our critical production processes, increasing the flexibility of our manufacturing system and minimizing scrap during production. We believe that our advanced manufacturing facility and R&D capabilities, along with our ongoing expansion efforts, will help us reduce production cost, increase production and achieve economies of scale.

Optimise operational excellence and resource mobilisation

We plan on optimising our plants, operations, rationalise the costs, mobilise our resources, etc. so as to benefit from the operational efficiencies being derived by undertaking the said efforts. We aim to achieve better profitability by improving our operational efficiencies.

Imbibe technological advancements

We will focus on continually upgrading ourselves from technology, design perspective so as to continue our niche in being one of the only transformer manufacturers, manufacturing high voltage class transformer across different product categories catering to multiple end use industry applications. We have grown organically during our journey of over four decades with our in-house technology and design strength being our prime growth engine.

Innovation in designing and maintenance of quality products

We will continue to add new design to our existing product portfolio to cater to various customer and price segments in the markets. We endeavour to maintain the quality of our products, and follow strict procedures to ensure quality control, timely delivery and competitive prices. Our Company intends to strengthen its product development effort by leveraging skills of its employees and focusing on changing trends in the designs and customers demand, which will help to increase the sales of our Company and retain customers.

Key manufacturing processes

Set forth below is a description of the key manufacturing processes of components at our manufacturing facility:

Core building

Cold rolled grain-oriented steel sheets are used for manufacturing of core laminations by our sub-contractors. They cut required size of laminations by high accuracy shears, laminations are stacked in step-lap interleaved fashion to minimise core losses, existing current and noise level. The yoke are firmly clamped between steel channels in a manner which reduces vibration and inherent noise to minimum.

Winding

Annealed copper conductors either in form of a strip or round wires are used in winding operations and insulation is provided. The coil tapping leads are disposed, the coils are put under clamping pressure and sent for ovening.

Preparation of insulating material

Pre-compressed boards, perma wood, craft paper, crepe paper, etc., are used as insulating material. Components such as cylinders, wedges, spacers, rings, etc. are made from these materials by different operations like cutting, edge rounding, grinding, drilling, machining, etc.

Core-coil assembly

The coils are concentrically assembled on the core legs with adequate top, bottom and intermediate insulation. The core and coil assembly is rigidly supported and clamped. The tin leads and tapping leads of coils are then connected to bushings and the tap changers respectively. All these leads are properly clamped and insulated to ensure required electrical clearance and creepage.

Crimping

Crimping is done to make connections of leads of copper of different cross-sectional areas with the tap changer.

Ovening

Drying of core coil assembly is carried out in vacuum oven/ air drying oven to remove moisture present in the insulating material used in core-coil assembly. Ovening process includes eating cycle and vacuum cycle. Cycle time for both heating and vacuum depends on weight of the insulating material used in core-coil assembly. More than one core coil assembly can be processed at a time.

Tanking

Hot rolled mild steel tanks are used as container for active parts (core coil assembly). Active parts, after drying, are placed in the tank. Bushing of specified rating are mounted on top or side as per the design and connected to end terminals. Tap changing switch is provided and connected to various tapping leads as per design. The top plate is tightened by pneumatic wrench and the filtered oil is filled. The tank is tested for leakage by subjecting it to a pressure specified by the customer after all other accessories are fitted on the tan.

Safety consideration

Persons working in production department have been explained and trained to take safety precautions while carrying out manufacturing activities in various sections. All sections are provided with necessary safety appliances. Critical operations such as crane handling are carried out by experienced persons.

Preventive maintenance

All equipment such as cranes, shearing machines, winding machines, power press, D.G. set, air drying oven, filter machine, vacuum oven, etc. undergo weekly, monthly half yearly, yearly preventive maintenance as per schedule.

Brazing

Brazing is done by experienced persons to join metal (like copper with copper, copper with brass) of different geometrical shapes.

Order book

As on March 31, 2024, Our Company has order book position of approximately ₹25,817.05 million. The table below indicates the division of our order book between our business segments:

(in ₹ million)

Segment	Order Book	Percentage (%)
Central Utilities	13,074.95	50.64
State Utilities	3,510.86	13.60
EPC Player	2,924.66	11.33
Industrial Customer	2,392.74	9.27
Export	2,161.45	8.37
Renewable Segment	1,526.89	5.91
Railways	170.56	0.66
Third Party Export	54.94	0.22
Grand Total	**25,817.05**	**100**

Our market presence

Widespread domestic and international presence

Our domestic and trading network in India is spread across the country.

Our global presence

We are in six continents and in the following countries across the globe:

Continent	Countries
Asia	India, Nepal, Bhutan, Sri Lanka, United Arab Emirates, Turkey, Iraq
Europe	Italy
Oceania	Australia
North America	United States of America, Mexico
South America	Paraguay
Africa	South Africa, Kenya, Nigeria

Our manufacturing facilities

We operate on a business-to-business (B2B) model, catering to power generation, transmission, distribution, and industrial sectors. We have an installed capacity of about 37,200 MVA. We have three manufacturing plants the details of which are as follows:

Location	Moraiya	Changodar	Odhav
Area	33,856 sq. mt.	25,000 sq. mt.	1,180 sq. mt.
Capacity (Lines)	Power Transformers	Distribution, Special Duty and Power transformer	Distribution Transformers
Capacity	24,000 MVA	12,000 MVA	1,200 MVA
Capacity utilization as on March 31, 2024 (MVA)	10,544	4,710.2	1,173.87
Products Manufactured	Large Power Transformers up to 500 MVA 12000kV	Large Medium Power Transformers up to 160 MVA, 220 kV voltage class	Up to 10 MVA 66 kV voltage class rating including distribution transformers from 0.5 MVA to 5 MVA
	Reactors up to 765 kV Class	Transformers for Renewable sector	
	Generators transformers up to 500 MVA 765 kV voltage class	Furnace transformer up to 100 MVA rating	
	Large ratings of furnace duty transformers (>100MVA)	Transformers for rectifier application and traction duty for railways	
Ownership Status	Owned	Owned	Owned

We began operations in 1994 with manufacturing up to 110 kV class transformers at plant in Changodar, Ahmedabad. The Company went on to set up a 7.5 MVA series reactor supplied to Fluor Daniel, UK, installed in Kazakhstan with a short-circuit withstanding of 105 kA and a 100 MVA, 200 kV power transformer.

The Company undertook listing of its issues on the Stock Exchanges on December 28, 2007, raising ₹1,392.67 million at a price of ₹465 per share.

Products of our Company

The Company offers a wide range of power transformers from medium to ultra-high voltage (1200 kV AC) and from small (5 MVA) to very large power ratings (500 MVA) tailored to meet global customer’s needs. Latest technologies in design, measurement and testing tools are applied in the transformers to ensure each transformer meets and exceeds the latest industry standards, as well as operational and customer specifications. Sophisticated and extensive simulation tools are used at our Company to prove the product design and ensure superior product performance in the field. Reliable design is supported by state-of-art manufacturing and extensive quality control. Power transformers designed and manufactured by us provides exceptional performance, quality and reliability. We also manufacture a wide range of distribution transformers suiting customer needs. Distribution Transformer product range includes both conventional mineral oil filled and green ester filled transformers. Furnace transformers are used to feed electric furnace used to melt and refine materials. Furnace transformers are associated with very high secondary currents and wide output voltage regulation in order to cope with the furnace needs. We are well prepared and backed up with its manufacturing capacity and state of the art to cater to 300 million tons steel production (from present 126 million tons capacity) as planned by India till 2030 and also keep on supporting international requirement additionally. We offer single phase or three phase solution, inbuilt or separate auto transformer for regulation, inbuilt snubber circuit to overcome transient over voltages, LV delta closure inside or outside the tank, single core or booster type solution, LV terminals with or without water cooling, mounting on side or top of the tank, tube or plate type oil to water heat exchanger.

We offer inbuilt snubber circuit to overcome transient over voltages, LV terminals with or without water cooling, mounting on side or top of the tank, tube or plate type oil to water heat exchanger. We also offer windings as our customers need copper and aluminium wound, hermetically sealed type, transformers with corrugated cooling fins, inbuilt snubber circuit to overcome transient over voltages, mineral oil or ester filled. Earthing transformer is a special purpose transformer with zigzag or interconnected star winding, such transformers are used to provide earth fault protection where neutral is not available. We offer earthing transformer with or without auxiliary winding upto 33 kV class in both mineral oil filled or ester filled options. Our testing transformers are not only used for in-house testing but are also used by other transformer and motor manufacturers. We offer number of windings, tappings, vector group and terminals as per customer needs, copper and aluminium wound, off circuit or on load tap changer, mineral oil or ester filled, compact footprint. We offer single phase or three phase, with or without variable rating, mineral oil or ester filled. It has robust proven design baked by production excellence and stringent quality control, attractive delivery time, excellent service track record. We have successfully designed and supplied variety of series reactors for different applications. We offer single phase or three phase, with or without variable rating, mineral oil or ester filled.

Recent developments

We always stand committed to empowering the steel industry's rapid infrastructure expansion by offering innovative solutions and supply of reliable, sustainable transformers.

We have recently successfully tested and supplied 220 MVA electric arc furnace transformer. This transformer is supplied to one of the world's leading company engaged in production of steel plants. Our Company also supplied a 420 KV natural ester fluid green and eco-friendly shunt reactor to one of the leading transmission company and is in successful operation.

Customers

Our Company has reputed customer base which includes various esteemed customers. Our strategy is to seek new customers and at the same time secure additional engagements from existing customers by providing timely and improved products. Our customer base comprises numerous esteemed Government and Public Sector Undertakings, as well as a diverse array of companies. Our customer base extends across both the national and international landscapes, reflecting our widespread presence and global reach.

We believe that our current capabilities and plans for the future will ensure that we are well positioned to attract and develop new customer relationships. Business from new customers is accepted upon consideration of factors such as alignment of capabilities and customer expectation, volume of business and future business, potential for close partnership with long-term association, and an analysis of upfront costs.

The following table illustrates the concentration of our revenues among our top customers:

(in ₹ million)

S. No.	Particulars	March 31, 2024	March 31, 2023	March 31, 2022
		Revenue	Revenue	Revenue
1.	**Top 5 customers**	3,050.84	5,503.43	4,492.81
2.	**Top 10 customers**	4,571.09	6,890.70	5,939.73

Collaborations/joint ventures

We do not have any collaborations or joint ventures.

Our location and presence

- ***Registered and Corporate office:***

  Survey No. 427 P/3-4 and 431 P/1-2 Sarkhej Bavla Highway, Moraiya, Sanand, Ahmedabad, Gujarat, India, 382 213.

- ***Manufacturing facilities:***

  1. **Moraiya** – Survey No.427 P/3-4 and 431 P/1-2, Sarkhej-Bavla Highway, Village: Moraiya, Taluka: Sanand, Ahmedabad – 382 213, Gujarat
  2. **Changodar** – Survey No. 345-350, Opposite P.W.D. Stores, Sarkhej Bavla Highway, Changodar, Ahmedabad, Gujarat, India – 382 410

3. **Odhav –** (i) 233, Odhav Industrial Estate, Odhav, Ahmedabad, Gujarat 382415
(ii) 353 and 353 E, Odhav Industrial Estate, Odhav, Ahmedabad, Gujarat 382415

- ***Branch office*:**

1. **Thane** - 512, Fifth Floor, Mahant Chambers, Plot No. A-315, Road No. 34, Wagle Industrial Estate, Thane (W), Thane – 400604 Maharashtra
2. **Kolkata** - 14/7, Ground Floor, Golf Club Road Tollygunge, Kolkata – 700 033
3. **Gurgaon** - 502, 5th Floor, Vatika City Point, Near M. G. Road Metro Station, M. G. Road, Gurgaon – 122 002

Competition

We face competition across our product portfolio, specifically in certain segments in which we operate such as our power transformer and distribution transformer segment. We face competition from multinational companies and home-grown players in both the segments. As a result of competition, we may face price erosion which can lead to margin dilution in specific contracts. Some of our competitors are larger than us and have greater financial, manufacturing, R&D and other resources. Consequently, our competitors may possess more extensive product ranges, larger workforce, greater intellectual property resources and broader appeal across various divisions. For further details, please refer to "*Industry Overview*" on page 122.

Sales and marketing

We sell the majority of our products in the Indian domestic market. We obtain our sales contracts either through participating in open tenders or through bilateral negotiations with our customers. We promote our products through regular interactions with our customers. In general, and specifically in case of competitive tenders, technical specifications and commercial terms and conditions are typically provided by the customer.

Human resources

Our employees are one of our most important assets and are critical to us maintaining our competitive position in our key geographical markets and in our industry. As of March 31, 2024, we had 528 permanent employees.

Our human resource policies focus on recruiting talented and qualified personnel, whom we believe integrate well with our current workforce. We endeavour to develop and train our employees in order to facilitate the growth of our operations. We have in place a rewards and recognition program and conduct regular events to recognize and award employees based on performance and the impact they have made, irrespective of their seniority, department or location. Our employee induction procedures are focused on taking regular feedback and facilitating interaction between new employees and senior management. We conduct regular training workshops and performance reviews. We have medical insurance for our employees and have also introduced wellness and physical health programs such as group medical insurance, and group accident insurance, various medical insurance plans for the employees and their families.

Information technology

Our information technology is deployed in all functional areas of our operations. All our engineering centres are equipped with workstations utilising advanced engineering software for design, modelling, analysis and drafting. Our manufacturing units, service divisions, project sites and offices are linked by a company-wide multiprotocol label switching-based telecommunications network We have implemented an Enterprise Resource Planning ("**ERP**") system across all our operations for our operational efficiencies.

Quality control

We focus on product quality in our manufacturing operations. Many of our products require very strict tolerances and exact specifications. We use an extensive quality control system that is integrated into each step of the manufacturing process. We have obtained ISO certifications for all our manufacturing facilities. We recently upgraded our quality system to conform to the latest ISO 9001:2015 standard. The quality system is recertified by, inter alia, NABL, and Bureau Veritas. We have the following quality certifications and accreditations:

1. ISO/IEC 17025: 2017 - General Requirements for the Competence of Testing and Calibration Laboratories
2. ISO 9001:2015 – Quality Management Systems
3. ISO 14001:2015 – Environmental Management Systems
4. ISO 45001:2018 – Occupational Health and Safety Management Systems

Environmental, health and safety management

We are committed to following best practices and complying with all applicable health, safety and environmental legislation and other requirements in our operations in different jurisdictions. We have ISO 14001:2015 certification for environmental management and ISO 45001:2018 certification for occupational health and safety management syste We believe that most accidents and occupational health hazards can be prevented through systematic analysis and control of risks and by providing appropriate training to stake holders, employees, subcontractors and communities on a regular basis. Our employees work towards eliminating or minimising the impact of hazards to people and the environment. We strongly encourage the adoption of occupational health and safety procedures as an integral part of our operations. We are committed to protecting the environment by minimising pollution, waste and optimising fuel consumption towards continual improvement of our environmental performance.

Insurance

We have obtained a number of insurance policies in connection with our operations and employees well-being including group health insurance, directors and officers liability insurance, product liability insurance and assets insurance.

However, our insurance policies may not be able to cover all our losses and we cannot provide any assurance that we will not incur losses or suffer claims beyond the limits of, or outside the relevant coverage of, our insurance policies. See "*Risk Factors – Our insurance coverage may not be sufficient or may not adequately protect us against all material hazards, which may adversely affect our business, results of operations and financial condition*." on page 48.

Intellectual property rights

We regard our proprietary domain names, trademarks, patents, trade secrets and other intellectual property as critical to our business operations. We rely on a combination of trademarks and restrictions on disclosures to protect our intellectual property.

Our success and ability to compete depend in part upon our ability to protect our technology and to establish and adequately protect our intellectual property rights. We have one registered trademark in India under class 9 of the TradeMarks Act, 1999.

Corporate Social Responsibility ("CSR")

We seek to integrate our business values with our operations so we may undertake our business activities in an ethical and transparent manner. Further, we seek to improve our fulfilment of social responsibilities and enhance our economic practices in an attempt to create a positive impact on the society. Our CSR Committee has adopted a CSR policy with a focus on animal welfare, promoting education, distributing food packets/ grains to the underprivileged, rural developments, education, women empowerment, medical activities and environmental protection activities.

BOARD OF DIRECTORS AND SENIOR MANAGEMENT

Board of Directors

The composition of the Board is governed by the provisions of the Companies Act, 2013, the rules prescribed thereunder, the SEBI Listing Regulations and the Articles. In accordance with our Articles, our Company is authorised to have a minimum of three Directors and a maximum of fifteen Directors. As on the date of this Placement Document, we have six Directors on our Board, comprising three Executive Directors, three Non-Executive Directors who are also the Independent Directors, including one woman Non-Executive Director who is also an Independent Director. The Chairman of our Board, Jitendra Ujamsi Mamtora, is an Executive, Whole-time Director.

Pursuant to the provisions of the Companies Act, 2013 at least two-thirds of the total number of Directors, excluding the Independent Directors, are liable to retire by rotation, with one-third of such number retiring at each annual general meeting. A retiring Director is eligible for re-election. Further, pursuant to the Companies Act, 2013, the Independent Directors may be appointed for a maximum of two consecutive terms of up to five consecutive years each and thereafter have a cooling off period of three years prior to re-appointment. Any re-appointment of Independent Directors shall be on the basis of, *inter alia*, the performance evaluation report and approval by the Shareholders of our Company, by way of a special resolution.

Our Board composition is in compliance with Companies Act, 2013 and the SEBI Listing Regulations.

The following table sets forth details regarding our Board as of the date of this Placement Document:

Name, date of birth, address, occupation, term, period of directorship and DIN	Age (years)	Designation
Jitendra Ujamsi Mamtora **Date of birth:** April 25, 1946 **Address:** 2, Ashwavilla – 2, Near Kantam Party Plot, Rajpath Rangoli Road, Thaltej, Ahmedabad – 380 054 **Occupation:** Business **Term:** Re-appointed as the Chairman and Whole-time Director for a further period of three year effective from January 01, 2023, and is liable to retire by rotation. **Period of directorship:** Since July 11, 1994 **DIN:** 00139911	78	Executive Director – Chairman and Whole-time Director
Karunaben Jitendra Mamtora **Date of birth:** November 28, 1950 **Address:** 2, Ashwavilla – 2, Near Kantam Party Plot, Rajpath Rangoli Road, Thaltej, Ahmedabad – 380 054 **Occupation:** Business **Term:** Re-appointed as the Executive Director for a further period of three years with effect from April 01, 2023, and liable to retire by rotation. **Period of directorship:** Since July 11, 1994 **DIN:** 00253549	73	Executive Director
Satyen Jitendra Mamtora **Date of birth:** June 12, 1974	49	Executive Director – Managing Director

Address: 2, Ashwavilla – 2, Near Kantam Party Plot, Rajpath Rangoli Road, Thaltej, Ahmedabad – 380 054 **Occupation:** Business **Term:** Re-appointed as Managing Director for a further period of three years, from April 01, 2025, to March 31, 2028 and liable to retire by rotation. **Period of directorship:** Since July 11, 1994 **DIN:** 00139984		
Subir Kumar Das **Date of birth:** November 18, 1953 **Address:** J - 602 Iscon Platinum, Near Bopal Cross Road, Village Bopal, Taluka Ahmedabad – 380 058 **Occupation:** Business **Term:** Re-appointed as an Independent Director for a further period of five years with effect from November 14, 2023. **Period of directorship:** Since November 14, 2018 **DIN:** 02237356	70	Non-Executive Director and Independent Director
Rajendra Shantilal Shah **Date of birth:** February 01, 1948 **Address:** C-289, ManekBaug Society, B/h ManekBaug Hall Ambawadi, Ahmedabad – 380 015 **Occupation:** Business **Term:** Appointed as Independent Director for a term of five with effect from May 25, 2021. **Period of directorship:** Since May 25, 2021 **DIN:** 00061922	76	Non-Executive Director and Independent Director
Tanvi V. Rangwala **Date of birth:** March 29, 1978 **Address:** 1, Ashwavilla Society Part- II, Behind Auda Garden, Off. Sindhu Bhavan Road, P.O. Thaltej, Ahmedabad **Occupation:** Service **Term:** Appointed as an Independent Director for a period of five years with effect from January 22, 2024 **Period of directorship:** Since January 22, 2024 **DIN:** 07964348	46	Non-Executive Director and Independent Director

Borrowing powers of the Board

Pursuant to the Articles, and the provisions of the Companies Act, 2013 and the rules framed thereunder, our Board is authorised to borrow such monies which together with the monies already borrowed does not exceed the paid-up share capital and free reserves of our Company. Our Board and Shareholders have pursuant to their resolutions, dated May 02, 2014 and September 10, 2014, respectively, have approved the borrowing powers up to ₹ 30,000 million.

Interests of our Directors

All our Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses, if any, payable to them by our Company as well as sitting fees, if any, payable to them for attending meetings of our Board and committees thereof.

Our Directors may be interested to the extent of Equity Shares, if any, held by them, their relatives (together with other distributions in respect of Equity Shares), or held by the entities in which they are associated as partners, or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Issue, and any dividend and other distributions payable in respect of such Equity Shares. For details, please see "*Shareholding of Directors in our Company*" below.

No consideration in cash or shares or otherwise has been paid, or agreed to be paid to any of our Directors, or to the firms or companies in which they are interested as a member by any person either to induce such director to become, or to help such director to qualify as a Director, or otherwise for services rendered by him/her or by the firm or company in which he/she is interested, in connection with the promotion or formation of our Company.

Loans from Directors

The following table sets forth the outstanding loan amount taken from our Directors as of the date of this Placement Document:

Name of the Director	Amount of Loan (in ₹ millions)
Jitendra Ujamsi Mamtora	153.60
Satyen Jitendra Mamtora	30.88

Interest in land and property

None of our Directors have any interest in any property acquired or proposed to be acquired by our Company.

Interest in promotion or formation of our Company

Except Jitendra Ujamsi Mamtora, Karunaben Jitendra Mamtora, and Satyen Jitendra Mamtora, who are the Promoters of our Company and initial subscribers to our Memorandum of Association, none of our Directors have any interest in the promotion and formation of our Company as on the date of this Placement Document.

Business interest

Except as stated in the "*Related Party Transactions*" on page 39, our Directors do not have any other business interest in our Company.

Relationship between Directors

Except as disclosed below, none of our Directors are related to each other:

Director	Relationship
Jitendra Ujamsi Mamtora	Husband of Karunaben Jitendra Mamtora, and father of Satyen Jitendra Mamtora
Karunaben Jitendra Mamtora	Wife of Jitendra Ujamsi Mamtora, and mother of Satyen Jitendra Mamtora
Satyen Jitendra Mamtora	Son of Jitendra Ujamsi Mamtora and Karunaben Jitendra Mamtora

Shareholding of Directors in our Company

The following table sets forth details of shareholding of our Directors in our Company as of the date of this Placement Document:

Name of the Director	No. of Equity Shares	Percentage (%)
Jitendra Ujamsi Mamtora	6,37,24,456	44.70
Karunaben Jitendra Mamtora	1,42,56,412	10
Satyen Jitendra Mamtora	1,42,56,412	10
Total	**92,237,280**	**64.70**

Terms of appointment and remuneration of our Executive Directors

Jitendra Ujamsi Mamtora

Pursuant to the resolutions passed by our Board and Shareholders in their meetings held on July 04, 2022 and August 01, 2022, respectively, Jitendra Ujamsi Mamtora was re-appointed as the Chairman and Whole-time Director of our Company for a term of three years with effect from January 01, 2023 till December 31, 2025; and is entitled to the following remuneration and perquisites:

1. Salary: ₹ 1,000,000 per month

2. Performance Incentive: He will also be entitled to performance incentive 2% of the Company's Net Profit for each financial year subject to the overall ceiling laid down in Section 197 of the Companies Act, 2013. This will be in addition to the salary, perquisites and allowances payable for the period of his appointment as may be determined by the Board of Directors of Company.

3. Perquisites: In addition to the salary and commission, the following perquisites shall be allowed to the Chairman and Whole-time Director and the total value of perquisites shall be restricted to an amount equal to the annual salary.

   a. CATEGORY 'A'

      i. Medical reimbursement: Medical Expenses actually incurred for self and family shall be reimbursed by the Company.

      ii. Leave travel concession: The Company shall provide leave travel fare for the Chairman and Whole-time Director and his family once in a year, anywhere in the world, as per the rules of the Company.

      iii. Personal accident insurance: The Company shall pay and/or reimburse Personal Accident Insurance Premium.

      iv. Club fee: The Company shall pay and/or reimburse fees and expenses (excluding admission and life membership fees) of clubs, subject to a maximum of two clubs.

   b. CATEGORY 'B'

      i. The Company shall contribute towards provident fund/superannuation fund/annuity fund provided that such contributions either singly or put together shall not exceed the tax free limit prescribed under the Income-tax Act.

      ii. The Company shall pay gratuity at the rate not exceeding half month's salary for each completed year of service.

      iii. Leave on full pay and allowances, as per rules of the Company, but not more than one month's leave for every eleven months of service. However, the leave accumulated but not availed will be allowed to be encashed at the end of the term as per rules of the Company.

      The perquisite under this category shall not be included in the computation of ceiling on remuneration.

c. CATEGORY 'C'

i. The Company shall provide a car with driver at the entire cost of the Company for use of business purpose of the Company.

ii. The Company shall provide telephone including mobile phone at the residence of the Chairman and Whole-time Director at the entire cost of the Company.

iii. The Chairman and Whole-time Director shall not be entitled to sitting fees for attending meetings of the Board of Directors or Committees thereof. He shall, however, be reimbursed the actual travelling, lodging and boarding expenses incurred by him for attending meetings of the Board of Directors and/or Committees thereof.

iv. The remuneration referred to above is subject to the limit of 5% of the annual net profits of the Company, subject to further overall limit of 10% of the annual net profits of the Company on the remuneration of the Whole-time Director and other Executive Directors of the Company taken together. Provided, however, that in the event of absence or inadequacy of profit, the Chairman and Whole-time Director shall be entitled to remuneration mentioned under (A) above and perquisites as above within the minimum remuneration specified in Schedule V to the Companies Act, 2013.

v. In the event of cessation of office during any financial year, a ratable proportion of the aforesaid remuneration shall be payable by the Company.

vi. The Chairman and Whole-time Director shall be entitled to reimbursement of all expenses incurred in connection with the business of the Company.

vii. "Family" means the spouse, dependent children and dependent parents of Chairman and Whole-time Director.

viii. Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.

All expenditure actually and properly incurred on Company's business shall be reimbursed to the Chairman and Whole-time Director.

The remuneration payable to Jitendra Ujamsi Mamtora as Chairman and Whole-time Director to be subject to revision from time to time (annually and/or otherwise), by the Board on the recommendation of the Nomination and Remuneration Committee.

He received a gross remuneration of ₹6.06 million in Fiscal 2024 from our Company. The following table sets forth the remuneration paid by our Company to Jitendra Ujamsi Mamtora during Fiscals 2024, 2023 and 2022:

(in ₹ million)

Fiscal	Remuneration	Perquisites and Allowances	Commission	Total
2024	6.00	0.06	0	6.06
2023	6.00	0.06	0	6.06
2022	5.95	0.06	0	6.01

Karunaben Jitendra Mamtora

Pursuant to the resolutions passed by our Board and Shareholders in their meetings held on July 04, 2022 and August 01, 2022, respectively, Karunaben Jitendra Mamtora was re-appointed as the Executive Director of our Company for a term of three years with effect from April 01, 2023 till March 31, 2026; and is entitled to the following remuneration and perquisites:

1. Salary: ₹ 300,000 per month

2. Perquisites: In addition to the salary, the following perquisites shall be allowed to the Executive Director and the total value of perquisites shall be restricted to an amount equal to the annual salary.

    a. CATEGORY ‘A’

        i. Medical reimbursement: Medical Expenses actually incurred for self and family shall be reimbursed by the Company.

        ii. Leave travel concession: The Company shall provide leave travel fare for the Executive Director and her family once in a year, anywhere in the world, as per the rules of the Company.

        iii. Personal accident insurance: The Company shall pay and/or reimburse personal accident insurance premium.

        iv. Club fee: The Company shall pay and/or reimburse fees and expenses (excluding admission and life membership fees) of clubs, subject to a maximum of two clubs.

    b. CATEGORY ‘B’

        i. The Company shall contribute towards provident fund/superannuation fund/annuity fund provided that such contributions either singly or put together shall not exceed the tax free limit prescribed under the Income-tax Act.

        ii. The Company shall pay gratuity at the rate not exceeding half month’s salary for each completed year of service.

        iii. Leave on full pay and allowances, as per rules of the Company, but not more than one month’s leave for every eleven months of service. However, the leave accumulated but not availed will be allowed to be encashed at the end of the term as per rules of the Company.

            The perquisite under this category shall not be included in the computation of ceiling on remuneration.

    c. CATEGORY ‘C’

        i. The Company shall provide a car with driver at the entire cost of the Company for use of business purpose of the Company.

        ii. The Company shall provide telephone including mobile phone at the residence of the Executive Director at the entire cost of the Company.

        iii. The Executive Director shall not be entitled to sitting fees for attending meetings of the Board of Directors or Committees thereof. She shall, however, be reimbursed the actual travelling, lodging and boarding expenses incurred by her for attending meetings of the Board of Directors and/or Committees thereof.

        iv. The remuneration referred to above is subject to the limit of 5% of the annual net profits of the Company, subject to further overall limit of 10% of the annual net profits of the Company on the remuneration of the Managing Director and other Executive Directors of the Company taken together. Provided, however, that in the event of absence or inadequacy of profit, the Executive Director shall be entitled to remuneration mentioned under (A) above and perquisites as above within the minimum remuneration specified in Schedule V to the Companies Act, 2013.

        v. In the event of cessation of office during any financial year, a ratable proportion of the aforesaid remuneration shall be payable by the Company.

        vi. The Executive Director shall be entitled to reimbursement of all expenses incurred in connection with the business of the Company.

vii. “Family” means the spouse, dependent children and dependent parents of Executive Director.

viii. Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.

ix. All expenditure actually and properly incurred on Company’s business shall be reimbursed to the Executive Director.

The remuneration payable to Karunaben Jitendra Mamtora as an Executive Director to be subject to revision from time to time (annually and/or otherwise), by the Board on the recommendation of the Nomination and Remuneration Committee.

She received a gross remuneration of ₹ 2.22 million in Fiscal 2024 from our Company. The following table sets forth the remuneration paid by our Company to Karunaben Jitendra Mamtora during Fiscals 2024, 2023 and 2022:

(in ₹ million)

Fiscal	Remuneration	Perquisites and Allowances	Commission	Total
2024	1.8	0.42	0	2.22
2023	1.8	0.42	0	2.22
2022	1.8	0.42	0	2.20

Satyen Jitendra Mamtora

Pursuant to the resolutions passed by our Board and Shareholders in their meetings held on April 08, 2024, and May 13, 2024, respectively, Satyen Jitendra Mamtora was re-appointed as the Managing Director of our Company for a term of three years with effect from April 01, 2025 till March 31, 2028; and is entitled to the following remuneration and requisites:

1. Salary: ₹ 1,000,000 per month

2. Performance incentive: In addition to the salary, he will also be entitled to performance incentive 2% of the Company’s net profit for each financial year subject to the overall ceiling laid down in Section 197 of the Companies Act, 2013. This will be in addition to the salary, perquisites and allowances payable for the period of his appointment as may be determined by the Board of Directors of Company.

3. Perquisites: In addition to the salary and commission, the following perquisites shall be allowed to the Managing Director and the total value of perquisites shall be restricted to an amount equal to the annual salary.

   a. CATEGORY ‘A’

      i. Medical reimbursement: Medical expenses actually incurred for self and family shall be reimbursed by the Company.

      ii. Leave travel concession: The Company shall provide leave travel fare for the Managing Director and his family once in a year, anywhere in the world, as per the rules of the Company.

      iii. Personal accident insurance: The Company shall pay and/or reimburse personal accident insurance premium.

      iv. Club fee: The Company shall pay and/or reimburse fees and expenses (excluding admission and life membership fees) of clubs, subject to a maximum of two clubs.

   b. CATEGORY ‘B’

      i. The Company shall contribute towards provident fund/superannuation fund/annuity fund provided that such contributions either singly or put together shall not exceed the tax free limit prescribed under the Income-tax Act.

ii. The Company shall pay gratuity at the rate not exceeding half month's salary for each completed year of service.

iii. Leave on full pay and allowances, as per rules of the Company, but not more than one month's leave for every eleven months of service. However, the leave accumulated but not availed will be allowed to be encashed at the end of the term as per rules of the Company.

The perquisite under this category shall not be included in the computation of ceiling on remuneration.

c. CATEGORY 'C'

i. The Company shall provide a car with driver at the entire cost of the Company for use of business purpose of the Company.

ii. The Company shall provide telephone including mobile phone at the residence of the Managing Director at the entire cost of the Company.

iii. The Managing Director shall not be entitled to sitting fees for attending meetings of the Board of Directors or Committees thereof. He shall, however, be reimbursed the actual travelling, lodging and boarding expenses incurred by him for attending meetings of the Board of Directors and/or Committees thereof.

iv. The remuneration referred to above is subject to the limit of 5% of the annual net profits of the Company, subject to further overall limit of 10% of the annual net profits of the Company on the remuneration of the Whole-time Director and other Executive Directors of the Company taken together. Provided, however, that in the event of absence or inadequacy of profit, the Managing Director shall be entitled to remuneration mentioned under (A) above and perquisites as above within the minimum remuneration specified in Schedule V to the Companies Act, 2013.

v. In the event of cessation of office during any financial year, a ratable proportion of the aforesaid remuneration shall be payable by the Company.

vi. The Managing Director shall be entitled to reimbursement of all expenses incurred in connection with the business of the Company.

vii. "Family" means the spouse, dependent children and dependent parents of Managing Director.

viii. Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.

All expenditure actually and properly incurred on Company's business shall be reimbursed to the Managing Director.

The remuneration payable to Satyen Jitendra Mamtora as Managing Director to be subject to revision from time to time (annually and/or otherwise), by the Board on the recommendation of the Nomination and Remuneration Committee.

He received a gross remuneration of ₹7.52 million in Fiscal 2024 from our Company. The following table sets forth the remuneration paid by our Company to Satyen Jitendra Mamtora during Fiscals 2024, 2023 and 2022:

(in ₹ million)

Fiscal	**Remuneration**	**Perquisites and Allowances**	**Commission**	**Total**
2024	5.40	2.11	0	7.52
2023	5.40	2.11	0	7.36
2022	4.44	1.98	0	6.42

For further details of remuneration paid to our Executive Directors for Fiscal Years 2024, 2023 and 2022, see "*Related Party Transactions*" on page 39.

Remuneration of Non-Executive and Independent Directors

Our Non-Executive Directors, Tanvi V. Rangwala, Rajendra Shantilal Shah and Subir Kumar Das are not entitled to receive any remuneration or compensation from our Company, except sitting fees payable to them for attending meetings of our Board and/or the committees constituted thereof, and accordingly no remuneration has been paid to them during Fiscals 2024, 2023 and 2022.

The following table sets forth the sitting fees paid by our Company to our Independent Directors during Fiscals 2024, 2023 and 2022:

Name of the Directors	Total sitting fees *(in ₹ million)*		
	Fiscal 2024	**Fiscal 2023**	**Fiscal 2022**
Subir Kumar Das	0.12	0.13	0.10
Rajendra Shantilal Shah	0.10	0.10	0.04
Tanvi V. Rangwala*	-	-	-

**Tanvi V. Rangwala was appointed as a Woman Independent Director on the Board of the Company w.e.f. January 22, 2024.Therefore, she was not eligible to attend any Board Meeting or Committee meetings during the fiscal year and hence, was not paid any sitting fees during the fiscals 2024, 2023, 2022.*

Any remuneration payable to the Independent Directors, excluding remuneration for attending meetings, shall be subject to the ceilings as provided under the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force, and as may be recommended by the Nomination and Remuneration Committee and approved by the Board or Shareholders, as applicable.

Committees of our Board of Directors

Our Company has constituted the following five committees in terms of the SEBI Listing Regulations and the Companies Act, 2013 each of which functions in accordance with the relevant provisions of the Companies Act, 2013 and the SEBI Listing Regulations:

(i) Audit Committee;

(ii) Nomination and Remuneration Committee;

(iii) Stakeholders' Grievance and Relationship Committee;

(iv) Corporate Social Responsibility Committee; and

(v) Risk Management Committee.

Additionally, our Company has also constituted the following committees:

(i) Management Committee

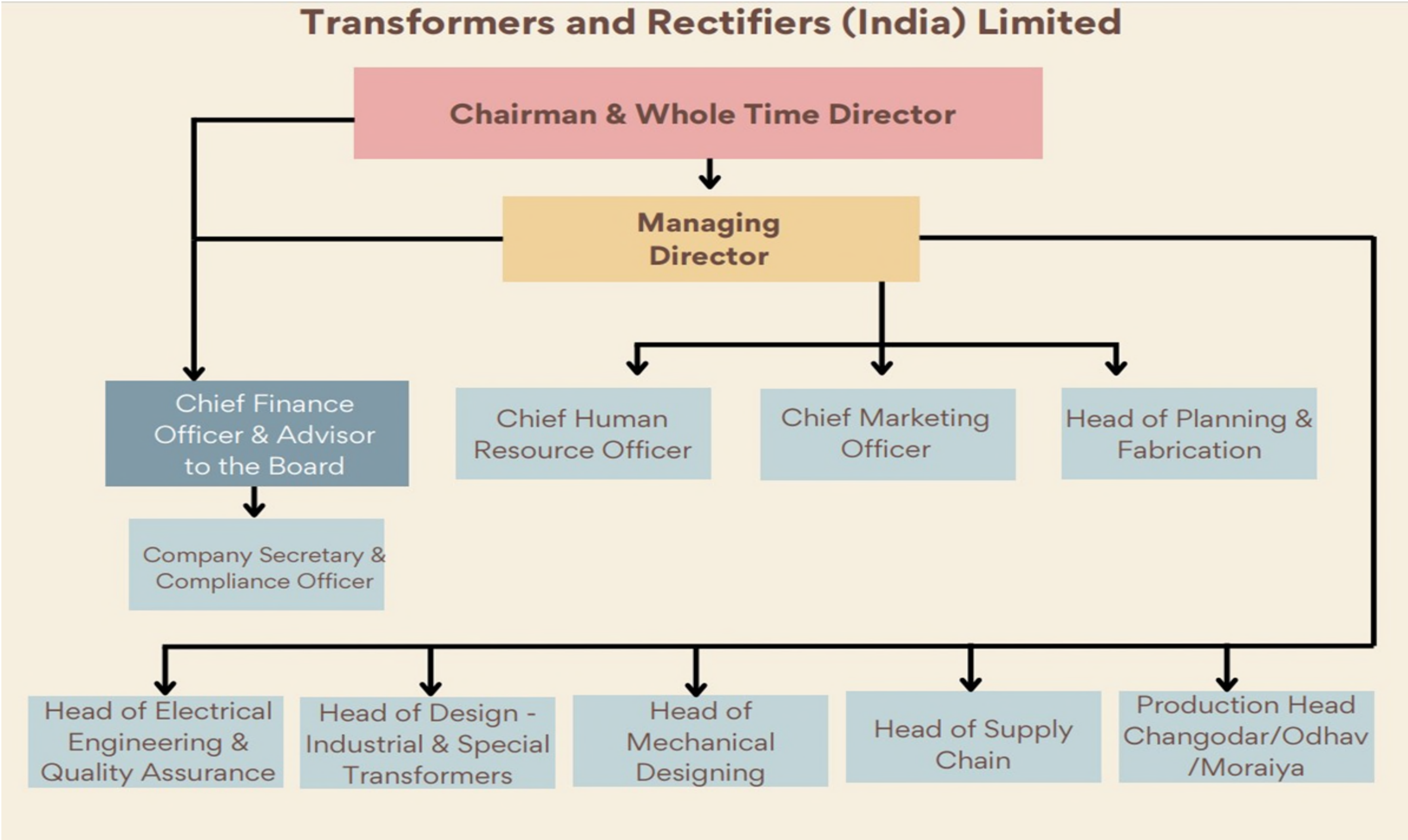
(ii) Transfer Committee

The following table sets forth details of members of the aforesaid committees, as on the date of this Placement Document:

S. No.	Committee	Name and Designation of Members
1.	**Audit Committee**	(i) Subir Kumar Das (*Chairperson*) (ii) Jitendra Ujamsi Mamtora (*Member*) (iii) Tanvi V. Rangwala (*Member*) (iv) Rajendra Shantilal Shah (*Member*)
2.	**Nomination and Remuneration Committee**	(i) Subir Kumar Das (*Chairperson*) (ii) Tanvi V. Rangwala (*Member*)

S. No.	Committee	Name and Designation of Members
		(iii) Rajendra Shantilal Shah (*Member*)
3.	**Stakeholders' Grievance and Relationship Committee**	(i) Subir Kumar Das (*Chairperson*) (ii) Satyen Jitendra Mamtora (*Member*) (iii) Rajendra Shantilal Shah (*Member*)
4.	**Corporate Social Responsibility Committee**	(i) Karunaben Jitendra Mamtora (*Chairperson*) (ii) Jitendra Ujamsi Mamtora (*Member*) (iii) Subir Kumar Das (*Member*)
5.	**Risk Management Committee**	(i) Subir Kumar Das (*Chairperson*) (ii) Jitendra Ujamsi Mamtora (*Member*) (iii) Satyen Jitendra Mamtora (*Member*) (iv) Chanchal Singh Satyandra Rajora (*Member*)
6.	**Management Committee**	(i) Jitendra Ujamsi Mamtora (*Chairperson*) (ii) Satyen Jitendra Mamtora (*Member*) (iii) Karunaben Jitendra Mamtora (*Member*)
7.	**Transfer Committee**	(i) Jitendra Ujamsi Mamtora (*Chairperson*) (ii) Satyen Jitendra Mamtora (*Member*) (iii) Karunaben Jitendra Mamtora (*Member*)

Management Organisation Chart



Key Managerial Personnel

The Key Managerial Personnel are permanent employees of our Company. In addition to the Executive Directors, the details of our other Key Managerial Personnel in terms of the Companies Act, 2013, and the SEBI ICDR Regulations as on the date of this Placement Document are set forth below:

Name	Designation
Chanchal Singh Satyandra Rajora	Chief Financial Officer
Rakesh Dineshbhai Kiri	Company Secretary and Compliance Officer

Members of Senior Management

The members of our Senior Management are permanent employees of our Company. In addition to Chanchal Singh Satyandra Rajora, the Chief Financial Officer of our Company and Rakesh Dineshbhai Kiri, the Company Secretary and Compliance Officer of our Company, the details of members of our Senior Management, as on the date of this Placement Document are set forth below:

S. No.	Name	Designation
1.	Ajay Bamzai	Chief Human Resource Officer (CHRO)
2.	Ashwani Sharma	Vice President, Marketing
3.	Niki Ghumra	Head Planning and Fabrication
4.	Anirudha Jhala	Head Design Engineering Technology and Quality Assurance
5.	Minal Trivedi	Head - Design (Industrial and Special Transformers)

Shareholding of Key Managerial Personnel and Senior Management

The following table sets forth the details of shareholding of our Key Managerial Personnel and Senior Management, other than the Executive Director, as of the date of this Placement Document:

Name of the Key Managerial Personnel/ Senior Management	No. of Equity Shares	Percentage (%)
Niki Ghumra	5,000	0.00

Interest of Key Managerial Personnel and Senior Management

Other than to the extent of the remuneration, benefits, interest of receiving dividends on the Equity Shares, reimbursement of expenses incurred in the ordinary course of business, our Key Managerial Personnel and Senior Management may be interested to the extent of employee stock options that may be granted to them from time to time under the ESOP Scheme 2024 approved by the Shareholders in the AGM held on May 13, 2024, and any other employee benefit schemes formulated by the Company from time to time. As on date of this Placement Document, no Equity Shares have been issued under the ESOP Scheme 2024. For details, see "*Capital Structure – Employee Stock Option Plan*" on page 90.

None of the Key Managerial Personnel and Senior Management are party to any bonus or profit-sharing plan of our Company and are not entitled to any performance linked incentives.

Policy on disclosures and internal procedure for prevention of insider trading

SEBI Insider Trading Regulations applies to us and our employees and requires us to formulate and implement a code of practices and procedures for fair disclosure of unpublished price sensitive information and a code of conduct to regulate, monitor and report trading by designated persons. Our Company is in compliance with the same and has implemented a code of conduct for regulating, monitoring and reporting of trades and prevention of insider trading in accordance with the SEBI Insider Trading Regulations, in terms of which, Company Secretary, acts as the Compliance Officer of our Company for the prevention of insider trading. The abovementioned code is uploaded on the website of the Company at the link https://www.transformerindia.com/investor-relations/corporate-governance/.

Other confirmations

Except as otherwise stated above in "– *Interests of our Directors*" and "– *Interest of Key Managerial Personnel and Senior Management*", none of our Promoters, Directors, Key Managerial Personnel and Senior Management have any financial or other material interest in the Issue and there is no effect of such interest in so far as it is different from the interests of other persons.

Neither our Company nor our Promoters or Directors have been identified as Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on Wilful Defaulters and Fraudulent Borrowers issued by the RBI.

None of our Promoters or Directors have been declared as Fugitive Economic Offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.

Neither our Company, nor our Directors or Promoters have been debarred from accessing capital markets under any order or direction made by SEBI.

None of the Directors of the companies with which they are or were associated as promoters, directors or persons in control have been debarred from accessing the capital market under any order or direction passed by SEBI or any other governmental authority.

None of the Directors, Promoters, Key Managerial Personnel and Senior Management of our Company intends to subscribe to the Issue.

No change in control in our Company will occur consequent to the Issue.

SHAREHOLDING PATTERN OF OUR COMPANY

The shareholding pattern of our Company, as on March 31, 2024, is set forth below:

Table I - Summary statement holding of specified securities

Category of shareholder	Nos. of shareholders	No. of fully paid-up equity shares held	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A +B +C2)	No. of voting Rights	Total as a % of Total Voting right	No. of Locked in shares		No. of Shares pledged or otherwise encumbered		No. of equity shares held in dematerialised form	Sub-categorization of shares (XV)		
												Shareholding (No. of shares) under		
							No. (a)	As a % of total Shares held(b)	No. (a)	As a % of total Shares held (b)		Subcategory I	Subcategory II	Subcategory III
(A) Promoter and Promoter Group	8	99,299,150	99,299,150	69.65	99,299,150	69.65		0.00	22,100,000	22.26	99,299,150	-	-	-
(B) Public	64,969	43,264,971	43,264,971	30.35	43,264,971	30.35		0.00		0.00	43,264,901			
(C1) Shares Underlying DRs				0.00		0.00		0.00		0.00		-	-	-
(C2) Shares held by Employee Trust				0.00		0.00		0.00		0.00		-	-	-
(C) Non Promoter - Non Public				0.00		0.00		0.00		0.00		-	-	-
Grand Total	**64,977**	**142,564,121**	**142,564,121**	**100**	**142,564,121**	**100**		**0.00**	**22,100,000**	**15.50**	**142,564,051**			

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category of shareholder	Entity Type	Nos. of shareholders	No. of fully paid-up equity shares held	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities		Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
						No.(a)	As a % of total Shares held(b)	No.(a)	As a % of total Shares held(b)	Class eg: X	Total	
A1) Indian					0.00		0.00		0.00		0.00	
Individuals/Hindu undivided Family		8	99,299,150	99,299,150	69.65	99,299,150	69.65		0.00	22,100,000	22.26	99,299,150
Jitendra Ujamsi Mamtora	Promoter	1	63,724,456	63,724,456	44.70	63,724,456	44.70		0.00	22,100,000	34.68	63,724,456
Jitendra Ujamsi Mamtora (HUF)	Promoter	1	6,829,310	6,829,310	4.79	6,829,310	4.79		0.00		0.00	6,829,310
Karunaben Jitendra Mamtora	Promoter	1	14,256,412	14,256,412	10.00	14,256,412	10.00		0.00		0.00	14,256,412
Satyen Jitendra Mamtora	Promoter	1	14,256,412	14,256,412	10.00	14,256,412	10.00		0.00		0.00	14,256,412
Janki Jitubhai Mamtora	Promoter	1	213,640	213,640	0.15	213,640	0.15		0.00		0.00	213,640
Aakanksha Satyen Mamtora	Promoter	1	15,000	15,000	0.01	15,000	0.01		0.00		0.00	15,000
Bipin Ujamashi Mamtora	Promoter	1	1,960	1,960	0.00	1,960	0.00		0.00		0.00	1,960
Dilip Ujamashi Mamtora	Promoter	1	1,960	1,960	0.00	1,960	0.00		0.00		0.00	1,960
Sub Total A1		8	99,299,150	99,299,150	69.65	99,299,150	69.65		0.00	22,100,000	22.26	99,299,150
A2) Foreign					0.00		0.00		0.00		0.00	
A=A1+A2		8	99,299,150	99,299,150	69.65	99,299,150	69.65		0.00	22,100,000	22.26	99,299,150

Table III - Statement showing shareholding pattern of the public shareholder

Category and Name of the Shareholders	No. of shareholder	No. of fully paid-up equity shares held	Total no. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	No. of Voting Rights	Total as a % of Total Voting right	No. of Locked in shares		No. of equity shares held in dematerialized form(Not Applicable)	Sub-categorization of shares (XV)		
										Shareholding (No. of shares) under		
							No.(a)	As a % of total Shares held(b)		Sub Category_I	Sub Category_II	Sub Category_III
B1) Institutions	0	0		0.00		0.00		0.00		-	-	-
B2) Institutions (Domestic)	0	0		0.00		0.00		0.00		-	-	-
Mutual Funds/	1	2,696,254	2,696,254	1.89	2,696,254	1.89		0.00	2,696,254			
Hsbc Large and Mid Cap Fund	1	2,696,254	2,696,254	1.89	2,696,254	1.89		0.00	2,696,254			
Sub Total B1	1	2,696,254	2,696,254	1.89	2,696,254	1.89		0.00	2,696,254			
B3) Institutions (Foreign)	0	0		0.00		0.00		0.00		-	-	-
Foreign Portfolio Investors Category I	24	2,173,196	2,173,196	1.52	2,173,196	1.52		0.00	2,173,196			
Foreign Portfolio Investors Category II	2	4,170,966	4,170,966	2.93	4,170,966	2.93		0.00	4,170,966			
Cohesion Mk Best Ideas Sub-Trust	1	4,166,666	4,166,666	2.92	4,166,666	2.92		0.00	4,166,666			
Sub Total B2	26	6,344,162	6,344,162	4.45	6,344,162	4.45		0.00	6,344,162			
B4) Central Government/ State Government(s)/ President of India	0	0		0.00		0.00		0.00		-	-	-
B5) Non-Institutions	0	0		0.00		0.00		0.00		-	-	-
Investor Education and Protection Fund (IEPF)	1	64,966	64,966	0.05	64,966	0.05		0.00	64,966			

Resident Individuals holding nominal share capital up to Rs. 2 lakhs	62,306	24,057,152	24,057,152	16.87	24,057,152	16.87		0.00	24,057,082			
Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	4	6,435,663	6,435,663	4.51	6,435,663	4.51		0.00	6,435,663			
Madhuri Madhusudan Kela	1	5,578,111	5,578,111	3.91	5,578,111	3.91		0.00	5,578,111			
Non-Resident Indians (NRIs)	841	870,138	870,138	0.61	870,138	0.61		0.00	870,138			
Bodies Corporate	233	1,355,413	1,355,413	0.95	1,355,413	0.95		0.00	1,355,413			
Any Other (specify)	1557	1,441,223	1,441,223	1.01	1,441,223	1.01		0.00	1,441,223			
Clearing Members	4	10,226	10,226	0.01	10,226	0.01		0.00	10,226			
HUF	1,519	1,263,734	1,263,734	0.89	1,263,734	0.89		0.00	1,263,734			
LLP	30	162,883	162,883	0.11	162,883	0.11		0.00	162,883			
Trusts	4	4,380	4,380	0.00	4,380	0.00		0.00	4,380			
Sub Total B4	64,942	34,224,555	34,224,555	24.01	34,224,555	24.01		0.00	34,224,485			
B=B1+B2+B3+ B4	64,969	43,264,971	43,264,971	30.35	43,264,971	30.35		0.00	43,264,901			

Table IV - Statement showing shareholding pattern of the Non-Promoter - Non-public Shareholder

Category and Name of the Shareholders(I)	No. of shareholder (III)	No. of fully paid-up equity shares held (IV)	Total no. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Locked in shares (XII)		Number of equity shares held in dematerialized form (XIV) (Not Applicable)
					No	As a % of total Shares held	
C1) Custodian/DR Holder	0	0		0.00		0.00	
C2) Employee Benefit Trust	0	0		0.00		0.00	

ISSUE PROCEDURE

The following is a summary intended to present a general outline of the procedure relating to the bidding application, payment of Application Amount, Allocation and Allotment of the Equity Shares. The procedure followed in the Issue may differ from the one mentioned below and investors are assumed to have apprised themselves of the same from our Company or the Book Running Lead Managers.

Our Company, the Book Running Lead Managers and their respective directors, shareholders, employees, counsels, officers, agents, advisors, affiliates and representatives are not liable for any amendment or modification or change to applicable laws or regulations, which may occur after the date of this Placement Document. Eligible QIBs were advised to make their independent investigations and satisfy themselves that they were eligible to apply. Eligible QIBs were advised to ensure that any single Bid from them did not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Placement Document. Further, Eligible QIBs were required to satisfy themselves that their Bids would not ultimately result in triggering an open offer under the SEBI Takeover Regulations and shall be solely responsible for compliance with all the applicable provisions of the SEBI Takeover Regulations, the SEBI Insider Trading Regulations, and other applicable laws.

Bidders are advised to inform themselves of any restrictions or limitations that may be applicable to them and are required to consult their respective advisers in this regard. Bidders that applied in the Issue were required to confirm and were deemed to have represented to our Company, the Book Running Lead Managers and its directors, officers, agents, advisors, shareholders, employees, counsels, affiliates and representatives that they were eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares in the Issue. Our Company, the Book Running Lead Managers and its directors, officers, agents, advisors, shareholders, employees, counsels, affiliates, and representatives accept no responsibility or liability for advising any Bidder on whether such Bidder is eligible to acquire the Equity Shares. For further details, please see the sections titled "Selling Restrictions" and "Transfer Restrictions" on pages 214 and 223, respectively.

Qualified Institutions Placement

THE ISSUE IS MEANT ONLY FOR ELIGIBLE QIBs ON A PRIVATE PLACEMENT BASIS AND IS NOT AN OFFER TO THE PUBLIC OR TO ANY OTHER CLASS OF INVESTORS.

The Preliminary Placement Document and this Placement Document have not been, and will not be, filed as a prospectus with the RoC and, no Equity Shares have been offered in India or overseas to the public or any members of the public or any other class of investors, other than Eligible QIBs.

The Issue was made to Eligible QIBs in reliance upon Chapter VI of the SEBI ICDR Regulations and Section 42 and other applicable provisions of the Companies Act, 2013 and rules thereunder, through the mechanism of a Qualified Institutions Placement ("**QIP**"). Under Chapter VI of the SEBI ICDR Regulations and Section 42 of the Companies Act, 2013 read with Rule 14 of the PAS Rules, our Company, being a listed company in India may issue Equity Shares to Eligible QIBs, provided *inter-alia* that:

- the Shareholders have passed a special resolution approving the Issue. Such special resolution must specify (a) that the allotment of Equity Shares is proposed to be made pursuant to the QIP and (b) the Relevant Date;

- the explanatory statement to the notice to the Shareholders for convening the general meeting have disclosed, among other things, the particulars of the Issue, including the date of passing the board resolution, the kind of securities being offered and the price at which they are offered, amount which the Company intends to raise by way of such securities and the material terms of raising such securities, proposed Issue schedule, the purpose or objects of the Issue, the contribution made by the Promoters or Directors either as part of the Issue or separately in furtherance of the objects, and the basis or justification for the price (including premium, if any) at which the offer or invitation is being made;

- under Regulation 172(1)(b) of the SEBI ICDR Regulations, the equity shares of the same class of such issuer, which are proposed to be allotted through the qualified institutions placement or pursuant to conversion or exchange of eligible securities, are listed on a recognized stock exchange in India that has nation-wide trading terminals for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the above-mentioned special resolution, except for Equity Shares allotted during the preceding one year from the date of this Placement Document;

- invitation to apply in the Issue was made through a private placement offer cum application letter (i.e., the Preliminary Placement Document) and an application form serially numbered and addressed specifically to the Eligible QIBs to whom the Issue was made either in writing or in electronic mode, within thirty days of recording the name of such person in accordance with applicable law;

- our Company shall have completed allotments with respect to any earlier offer or invitation made by our Company or has withdrawn or abandoned any such invitation or offer, however, our Company may, at any time, make more than one issue of securities to such class of identified persons as may be prescribed;

- our Company shall not make any subsequent QIP until the expiry of two weeks from the date of this Issue;

- an offer to Eligible QIBs was not subject to a limit of 200 persons. Prior to circulating the private placement offer cum application letter (i.e., the Preliminary Placement Document), our Company had prepared and recorded a list of Eligible QIBs to whom the offer was made. The offer must be made only to such Eligible QIBs whose names were recorded by our Company prior to the invitation to subscribe;

- our Company acknowledges that the offering of securities by issue of public advertisements or utilisation of any media, marketing or distribution channels or agents to inform the public about the Issue is prohibited;

- In accordance with the SEBI ICDR Regulations, Equity Shares have been issued and Allotment shall be made only in dematerialized form to the Allottees;

- the individual Promoters and Directors of our Company are not Fugitive Economic Offenders; and

- At least 10% of the Equity Shares issued to Eligible QIBs was made available for allocation to Mutual Funds, provided that, if this portion or any part thereof available for allotment to Mutual Funds remained unsubscribed, it may be allotted to other Eligible QIBs.

- Bidders were not allowed to withdraw or revise downwards their Bids after the Issue Closing Date.

Additionally, there is a minimum pricing requirement under the SEBI ICDR Regulations. The Floor Price of the Equity Shares issued under this Issue shall not be less than the average of the weekly high and low of the closing prices of the Equity Shares of the same class quoted on the stock exchanges during the two weeks preceding the Relevant Date as calculated in accordance with Chapter VI of the SEBI ICDR Regulations. The “Relevant Date” referred to above means the date of the meeting in which the Board or the Allotment Committee decides to open the Issue and “stock exchange” means any of the recognized stock exchanges on which the Equity Shares of the same class are listed and on which the highest trading volume in such Equity Shares has been recorded during the two weeks immediately preceding the Relevant Date. Further, in accordance with the approval of the Shareholders accorded through a special resolution passed at the AGM dated May 13, 2024, our Company has offered a discount of ₹ 34.95 per Equity Share, equivalent to 4.993% on the Floor Price in accordance with the SEBI ICDR Regulations

In accordance with Regulation 172(1)(a) of the SEBI ICDR Regulations, the Equity Shares will be Allotted within 365 days from the date of the Shareholders’ resolution approving the QIP, being May 13, 2024, and within 60 days from the date of receipt of Application Amount from the Successful Bidders. For details of Allotment, see “*– Pricing and Allocation – Designated Date and Allotment of Equity Shares*” below. For details of refund of Application Amount, please see section titled “*Refunds*” below.

The subscription to the Equity Shares offered pursuant to the Issue was made by Eligible QIBs on the basis of the Preliminary Placement Document and this Placement Document which contained and contains all material information required under applicable laws including the information specified in Schedule VII of SEBI ICDR Regulations and the requirements prescribed under the PAS Rules and Form PAS-4. The Preliminary Placement Document and this Placement Document are private documents provided to only select investors through serially numbered copies and are required to be placed on the website of the concerned Stock Exchanges and our Company with a disclaimer to the effect that it is in connection with an issue to Eligible QIBs and no offer was made to the public or to any other category of investors. Please note that if you did not receive a serially numbered copy of this Placement Document addressed to you, you may not rely on the Preliminary Placement Document or this Placement Document uploaded on the website of the Stock Exchanges or our Company for making an application to subscribe to Equity Shares pursuant to this Issue.

This Issue was authorized and approved by our Board of Directors on April 08, 2024 and approved by our Shareholders by way of a special resolution passed at the AGM dated on May 13, 2024.

The minimum number of allottees with respect to a QIP shall be atleast:

- two, where the issue size is less than or equal to ₹ 2,500 million; and
- five, where the issue size is greater than ₹ 2,500 million.

No single Allottee shall be Allotted more than 50% of the Issue Size. Eligible QIBs that belong to the same group or that are under common control shall be deemed to be a single allottee. For details of what constitutes "same group" or "common control", see "*– Bid Process – Application Form*" below.

Equity Shares being Allotted pursuant to the Issue shall not be sold for a period of one year from the date of Allotment, except on floor of a recognised stock exchange. In addition, Eligible QIBs to whom the Equity Shares are allotted pursuant to the Issue shall comply with the resale restrictions set forth in the sections titled, "*Selling Restrictions*" and "*Transfer Restrictions*" on pages 214 and 223, respectively.

Our Company has filed a copy of the Preliminary Placement Document and will file a copy of this Placement Document with each of the Stock Exchanges. Our Company has received in-principle approvals from each of the Stock Exchanges under Regulation 28(1)(a) of the SEBI Listing Regulations for the listing of the Equity Shares, on BSE and NSE, both dated June 10, 2024.

We shall also make the requisite filings with the RoC within the stipulated period as required under the Companies Act, 2013 and the PAS Rules, to the extent applicable

The Equity Shares offered in the Issue have not been and will not be registered, listed or otherwise qualified in any jurisdiction except India and may not be offered or sold, and Bids may not be made by persons in any jurisdiction, except in compliance with the applicable laws of such jurisdiction. In particular, the Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. The Equity Shares offered in the Issue have been offered and sold only outside the United States in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act and in accordance with the applicable laws of the jurisdictions where those offers and sales are made. The Equity Shares sold in this Issue are transferable only in accordance with the restrictions described under "*Selling Restrictions*" and "*Transfer Restrictions*" on pages 214 and 223, respectively.

Issue Procedure

1. On the Issue Opening Date, our Company in consultation with the Book Running Lead Managers had circulated serially numbered copies of the Preliminary Placement Document and the serially numbered Application Form, either in electronic or physical form, to identified Eligible QIBs and the Application Form was specifically addressed to each such Eligible QIB. In terms of Section 42(3) of the Companies Act, 2013, our Company has maintained records of the Eligible QIBs in the form and manner as prescribed under the PAS Rules, to whom the Preliminary Placement Document and the serially numbered Application Form were dispatched. Our Company will make the requisite filings with the RoC within the stipulated time periods as required under the Companies Act, 2013 and the PAS Rules. The list of Eligible QIBs to whom the Preliminary Placement Document and Application Form were delivered was determined by the Book Running Lead Managers in consultation with our Company, at their sole discretion.

2. **Unless a serially numbered Preliminary Placement Document along with the serially numbered Application Form, which includes the details of the bank account wherein the Application Amount was to be deposited, was addressed to a particular QIB, no invitation to make an offer to subscribe were deemed to have been made to such Eligible QIB.** Even if such documentation were to come into the possession of any person other than the intended QIB, no offer or invitation to offer was deemed to have been made to such person and any application that does not comply with this requirement was be treated as invalid.

3. Eligible QIBs were required to submit the Application Form, including any revisions thereof along with

the Application Amount transferred to the Escrow Account specified in the Application Form and a copy of the PAN card or PAN allotment letter (as applicable) and/or any other documents mentioned in the Application Form, during the Issue Period to the Book Running Lead Managers. The Application Form was required to be signed physically or digitally, if required under applicable law in the relevant jurisdiction applicable to each Eligible QIB and as permitted under such applicable law. An Eligible QIB was allowed to submit an unsigned copy of the Application Form, as long as the Application Amount is paid along with submission of the Application Form within the Issue Period. Once a duly filled Application Form was submitted by an Eligible QIB, whether signed or not, and the Application Amount had been transferred to the Escrow Account, such Application Form constituted an irrevocable offer and could not be withdrawn or revised downwards after the Issue Closing Date. In case Bids were being made on behalf of the Eligible QIB and this Application Form is unsigned, it was assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Application Amount to the Escrow Account, on behalf of the Eligible QIB was authorised to do so.

4. Bidders were required to indicate the following in the Application Form:

- Full official name of the Bidder to whom Equity Shares are to be Allotted, complete address, e-mail id, PAN details (if applicable), phone number and bank account details;

- number of Equity Shares Bid for;

- price at which they were agreeable to subscribe for the Equity Shares and the aggregate Application Amount for the number of Equity Shares Bid for;

- details of the Depository/ beneficiary account maintained with a Depository Participant to which the Equity Shares should be credited pursuant to this Issue; and

- a representation that it is outside the United States acquiring the Equity Shares in an offshore transaction under Regulation S and the applicable laws of the jurisdiction where those offers and sales were made, and it has agreed to certain other representations set forth in "*Representations by Investors*" on page 5, "*Transfer Restrictions*" on page 223 and in the Application Form.

Note**:** *Eligible FPIs were required to indicate their SEBI FPI registration number in the Application Form. The Bids made by the asset management companies or custodian of Mutual Funds were required to specifically state the names of the concerned schemes for which the Bids were made. In case of a Mutual Fund, a separate Bid was allowed to be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund were not to be treated as multiple Bids provided that the Bids clearly indicated the scheme for which the Bid had been made. Application by various schemes or funds of a Mutual Fund was treated as one application from the Mutual Fund. Bidders were advised to ensure that any single Bid from them did not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law.*

5. Each Bidder was required to make the entire payment of the Application Amount for the Equity Shares Bid for, along with the Application Form, only through electronic transfer to the Escrow Account opened in the name of "*Transformers and Rectifiers (India) Limited– QIP Escrow Account 2024*" with the Escrow Bank, within the Issue Period as specified in the Application Form sent to the respective Bidders. Please note that any payment of Application Amount for the Equity Shares was required to be made from the bank accounts of the relevant Bidders and our Company has kept a record of the bank account from where such payment has been received. Application Amount payable on Equity Shares to be held by joint holders was required to be paid from the bank account of the person whose name appears first in the Application Form. Pending Allotment and the filing of return of Allotment by our Company with the RoC or receipt of final listing and trading approval from the Stock Exchanges, whichever is later, Application Amount received for subscription of the Equity Shares is kept by our Company in a separate bank account with a scheduled bank and shall be utilised only for the purposes permitted under the Companies Act, 2013. Notwithstanding the above, in the event, among others, a Bidder is not Allocated Equity Shares in the Issue, or the number of Equity Shares Allocated to the Bidder is lower than the number of Equity Shares applied for through the Application Form and towards which Application Amount has been paid by such Bidder, or the Application Amount was in excess of the amount equivalent to the product of the Equity Shares that have been Allocated to the Bidder and the Issue Price, or any Eligible QIB lowers or withdraws their Bid after submission of the Application Form but prior to the

Issue Closing Date, the excess Application Amount will be refunded to the same bank account from which it was remitted, in the form and manner set out in "– *Refunds*" below.

6. Once a duly completed Application Form was submitted by a Bidder and the Application Amount was transferred to the Escrow Account, such Application Form constituted an irrevocable offer and the Bid could not have been withdrawn or revised downwards after the Issue Closing Date. The Issue Closing Date was notified to the Stock Exchanges and the Eligible QIBs were deemed to have been given notice of such date after receipt of the Application Form.

7. The Eligible QIBs acknowledge that in accordance with the requirements of the Companies Act, 2013, upon Allocation, the Company has disclosed the names of proposed Allottees and the percentage of their post-Issue shareholding in this Placement Document and consents to such disclosure, if any Equity Shares are allocated to it.

8. Upon receipt of the duly completed Application Form and the Application Amount in the Escrow Account, after the Issue Closing Date, our Company, in consultation with the Book Running Lead Managers determined the final terms, including the Issue Price of the Equity Shares offered pursuant to the Issue and Allocation. Upon such determination, the Book Running Lead Managers sent the serially numbered CAN to the Eligible QIBs who have been Allocated the Equity Shares. The dispatch of a CAN, and this Placement Document (when dispatched) to a Successful Bidder shall be deemed a valid, binding and irrevocable contract for the Successful Bidders to subscribe to the Equity Shares Allocated to such Successful Bidders at an aggregate price equivalent to the product of the Issue Price and Equity Shares Allocated to such Successful Bidders. The CAN shall contain details such as the number of Equity Shares Allocated to the Successful Bidders, Issue Price, refund details in case of partial refunds and the aggregate amount received towards the Equity Shares Allocated. **Please note that the Allocation will be at the absolute discretion of our Company in consultation with the Book Running Lead Managers.**

9. Upon determination of the Issue Price and the issuance of CAN and before Allotment of Equity Shares to the Successful Bidders, the Book Running Lead Managers, on our behalf, sent a serially numbered Placement Document, either in electronic form or through physical delivery, to each of the Successful Bidders which have been Allocated Equity Shares pursuant to dispatch of a serially numbered CAN.

10. Upon dispatch of the serially numbered Placement Document, our Company shall Allot Equity Shares as per the details in the CANs sent to the Successful Bidders. We will inform the Stock Exchanges of the details of the Allotment.

11. After passing the resolution for Allotment and prior to crediting the Equity Shares into the beneficiary account of the Successful Bidders maintained by the Depository Participant, as specified in the records of the depositories or as indicated in their respective Application Form, our Company shall apply to the Stock Exchanges for listing approvals in respect of the Equity Shares Allotted pursuant to the Issue.

12. After receipt of the listing approvals of the Stock Exchanges, our Company shall credit the Equity Shares Allotted pursuant to this Issue into the beneficiary accounts of the respective Allottees.

13. Our Company will then apply for the final trading approvals from the Stock Exchanges.

14. The Equity Shares that would have been credited to the beneficiary account with the Depository Participant of the Eligible QIBs shall be eligible for trading on the Stock Exchanges only upon the receipt of final trading and listing approvals from the Stock Exchanges.

15. As per applicable law, the Stock Exchanges will notify the final listing and trading approvals, which are ordinarily available on their websites, and our Company may communicate the receipt of the listing and trading approvals to those Eligible QIBs to whom the Equity Shares have been Allotted. Our Company and the Book Running Lead Managers shall not be responsible for any delay or non-receipt of the communication of the final trading and listing permissions from the Stock Exchanges or any loss arising from such delay or non-receipt. Investors are advised to apprise themselves of the status of the receipt of the permissions from the Stock Exchanges or our Company.

Qualified Institutional Buyers

Only Eligible QIBs were eligible to invest in the Equity Shares pursuant to the Issue, provided that with respect to FPIs, only Eligible FPIs applying under Schedule II of the FEMA Rules were considered as Eligible QIBs.

FVCIs were not permitted to participate in the Issue. Currently, QIBs, who were eligible to participate in the Issue (not being excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations) and also as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations, are set forth below:

- alternate investment funds registered with SEBI;
- Eligible FPIs;
- insurance companies registered with Insurance Regulatory and Development Authority of India;
- insurance funds set up and managed by army, navy or air force of the Union of India;
- insurance funds set up and managed by the Department of Posts, India;
- multilateral and bilateral development financial institutions;
- Mutual Funds;
- pension funds with minimum corpus of ₹ 250 million registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013;
- provident funds with minimum corpus of ₹ 250 million;
- public financial institutions as defined under Section 2(72) of the Companies Act, 2013;
- scheduled commercial banks;
- state industrial development corporations;
- the National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government published in the Gazette of India;
- venture capital funds registered with SEBI; and
- systemically important non-banking financial companies.

Eligible FPIs were permitted to participate through the portfolio investment scheme under Schedule II of FEMA Rules, in this Issue. Eligible FPIs were permitted to participate in the Issue subject to compliance with all applicable laws and such that the shareholding of the FPIs did not exceed specified limits as prescribed under applicable laws in this regard. Other eligible non-resident QIBs participated in the Issue under Schedule I of the FEMA Rules. FVCIs were not permitted to participate in this Issue.

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than 50% or common control) is not permitted to be 10% or above of our post-Issue Equity Share capital. Further, in terms of the FEMA Rules, the total holding by each FPI including its investor group shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis. Hence, Eligible FPIs were allowed to invest in such number of Equity Shares in the Issue such that (i) the individual investment of the FPI in our Company did not exceed 10% of the post-Issue paid-up capital of our Company on a fully diluted basis, and (ii) the aggregate investment by FPIs in our Company did not exceed the sectoral cap applicable to our Company on a fully diluted basis. In case the holding of an FPI including its investor group increased to 10% or more of the total paid-up equity capital, on a fully diluted basis, the FPI including its investor group is required to divest the excess holding within five trading days from the date of settlement of the trades resulting in the breach. In the event that such divestment of excess holding is not done, the total investment made by such FPI together with its investor group will be re-classified as FDI as per procedure specified by SEBI, and the FPI and its investor group will be prohibited from making any further portfolio investment in the Company under the SEBI FPI Regulations. However, in accordance with Regulation 22(4) of the SEBI FPI Regulations, the FPIs who are: (a) appropriately regulated public retail funds; (b) public retail funds where the majority was owned by appropriately regulated public retail fund on look through basis; or (c) public retail funds and investment managers of such foreign portfolio investors who are appropriately regulated, the aggregation of the investment limits of such FPIs having common control, shall not be applicable. Further, the aggregate limit of all FPIs investments, with effect from April 1, 2020, is up to the sectoral cap applicable to the sector in which the Company operates. The existing aggregate investment limit for FPIs in the Company is 49% of the paid-up capital of the Company.

Two or more subscribers of ODIs having a common beneficial owner shall be considered together as a single subscriber of the ODI. In the event an investor has investments as an FPI and as a subscriber of ODIs, these investment restrictions shall apply on the aggregate of the FPI and ODI investments held in the underlying company.

Pursuant to the SEBI Circular dated April 5, 2018 (Circular No: IMD/FPIC/CIR/P/2018/61), our Company has appointed NSDL as the designated Depository to monitor the level of FPI/NRI shareholding in our Company on a daily basis and once the aggregate foreign investment of a company reaches a cut-off point, which is 3% below the overall limit a red flag shall be activated. The Depository is then required to inform the Stock Exchanges about the activation of the red flag. The Stock Exchanges are then required to issue the necessary circulars/ public notifications on their respective websites. Once a red flag is activated, the FPIs must trade cautiously, because in the event that there is a breach of the sectoral cap, the FPIs will be under an obligation to disinvest the excess holding within five trading days from the date of settlement of the trades.

As per the circular issued by SEBI on November 5, 2019, these investment restrictions shall also apply to subscribers of P-Notes. Two or more subscribers of P-Notes having a common beneficial owner shall be considered together as a single subscriber of the P-Note. In the event an investor has investments as a FPI and as a subscriber of P-Notes, these investment restrictions shall apply on the aggregate of the FPI and P-Note investments held in the underlying company.

Eligible FPIs were permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs was included.

Restriction on Allotment

Under Regulation 179(2)(b) of the SEBI ICDR Regulations, no Allotment shall be made pursuant to the Issue, either directly or indirectly, to any QIB being, Promoter, or any person related to the Promoter. QIBs which have all or any of the following rights shall be deemed to be persons related to the Promoter:

- rights under a shareholders' agreement or voting agreement entered into with the Promoter or members of the Promoter Group;
- veto rights; or
- a right to appoint any nominee director on the Board.

Provided, however, that a QIB which does not hold any Equity Shares in our Company and which has acquired the aforesaid rights in the capacity of a lender shall not be deemed to be related to the Promoter.

Our Company and the Book Running Lead Managers and any of their respective shareholders, employees, counsels, officers, directors, advisors, representatives, agents or affiliates are not liable for any amendment or modification or change to applicable laws or regulations, which may occur after the date of Preliminary Placement Document. Eligible QIBs were advised to make their independent investigations and satisfy themselves that they are eligible to apply. Eligible QIBs were advised to ensure that any single application from them did not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Preliminary Placement Document and this Placement Document. Further, Eligible QIBs were required to satisfy themselves that their Bids did not ultimately result in triggering an open offer under the SEBI Takeover Regulations and ensure compliance with applicable laws.

A minimum of 10% of the Equity Shares offered in the Issue shall be Allotted to Mutual Funds. In case of undersubscription in such portion, such portion or part thereof may be Allotted to other Eligible QIBs.

Note: *Affiliates or associates of the Book Running Lead Managers who were Eligible QIBs were allowed to participate in the Issue in compliance with applicable laws.*

Bid Process

Application Form

Eligible QIBs were required to only use the serially numbered Application Forms (which are addressed to them) supplied by our Company and the Book Running Lead Managers in either electronic form or by physical delivery for the purpose of making a Bid (including revision of a Bid) in terms of the Preliminary Placement Document and this Placement Document. The Application Form was to be signed physically or digitally, if required under applicable law in the relevant jurisdiction applicable to each Eligible QIB and as permitted under such applicable law. An Eligible QIB could submit an unsigned copy of the Application Form, as long as the Application Amount was paid along with submission of the Application Form within the Issue Period, and in such case, it was assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Application Amount to the Escrow Account, on behalf of the Eligible QIB was authorised to do so. An Eligible QIB could submit an unsigned copy of the Application Form, as long as the Application Amount is paid along with submission of the Application Form within the Issue Period, and in such case, it was assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Application Amount to the Escrow Account, on behalf of the Eligible QIB was authorised to do so.

By making a Bid (including the revision thereof) for Equity Shares through Application Forms and pursuant to the terms of the Preliminary Placement Document and this Placement Document, the Eligible QIB has been deemed to have made the following representations, warranties, acknowledgements and undertakings given or made under the sections "*Notice to Investors*", "*Representations by Investors*", "*Selling Restrictions*" and "*Transfer Restrictions*" on pages 3, 5, 214 and 223, respectively:

- The Eligible QIB confirmed that it is a QIB in terms of Regulation 2(1)(ss) of the SEBI ICDR Regulations and is not excluded under Regulation 179(2)(b) of the SEBI ICDR Regulations, has a valid and existing registration under the applicable laws in India (as applicable) and is eligible to participate in this Issue;

- The Eligible QIB confirmed that it is not a Promoter and is not a person related to the Promoters, either directly or indirectly and its Application Form does not directly or indirectly represent the Promoter or Promoter Group or persons related to the Promoter;

- The Eligible QIB confirmed and consented to its name and percentage of post-Issue shareholding (assuming full subscription in the Issue) to be included as a 'proposed allottee' in the Issue in this Placement Document;

- The Eligible QIB confirmed that it has no rights under a shareholders' agreement or voting agreement with the Promoters or members of the Promoter Group, no veto rights or right to appoint any nominee director on the Board other than those acquired in the capacity of a lender not holding any Equity Shares, which was not deemed to be a person related to the Promoters;

- The Eligible QIB acknowledged that it had no right to withdraw or revise its Bid downwards after the Issue Closing Date;

- The Eligible QIB confirmed that if Equity Shares are Allotted through this Issue, it shall not, for a period of one year from Allotment, sell such Equity Shares otherwise than on the floor of the Stock Exchanges;

- The Eligible QIB confirmed that the QIB is eligible to Bid and hold Equity Shares so Allotted together with any Equity Shares held by it prior to the Issue, if any. The QIB further confirmed that the holding of the QIB, does not and shall not, exceed the level permissible as per any applicable regulations applicable to the QIB;

- The Eligible QIB confirmed that in the event it is resident outside India, it is an Eligible FPI, having a valid and existing registration with SEBI under the applicable laws in India or a multilateral or bilateral development financial institution, and is eligible to invest in India under applicable law, including the FEMA Rules, as amended, and any notifications, circulars or clarifications issued thereunder, and has not been prohibited by SEBI or any other regulatory authority, from buying, selling, dealing in securities or otherwise accessing the capital markets and is not an FVCI;

- The Eligible QIB confirmed that its Bids would not ultimately result in triggering an open offer under the SEBI Takeover Regulations;

- The Eligible QIB agreed and made payment of its Application Amount along with submission of the Application Form within the Issue Period. Each Eligible QIB agreed that once a duly filled Application Form is submitted by it, whether signed or not, and the Application Amount has been transferred to the Escrow Account, such Application Form constitutes an irrevocable offer and cannot be withdrawn or revised downwards after the Issue Closing Date;

- The Eligible QIB agreed that although the Application Amount was required to be paid by it along with the Application Form within the Issue Period in terms of provisions of the Companies Act, 2013 and rules made thereunder, our Company reserves the right to Allocate and Allot Equity Shares pursuant to this Issue on a discretionary basis in consultation with the Book Running Lead Managers. The Eligible QIB further acknowledged and agreed that the payment of Application Amount does not guarantee Allocation and/or Allotment of Equity Shares Bid for in full or in part;

- The Eligible QIB acknowledged that in terms of the requirements of the Companies Act, 2013, upon Allocation, our Company is required to disclose the names of proposed Allottees and the percentage of their post-Issue shareholding in this Placement Document and consents to such disclosure, if any Equity Shares are Allocated to it. However, the Eligible QIB further acknowledged and agreed that the disclosure of such details in relation to it in this Placement Document will not guarantee Allotment to it, as Allotment in the Issue shall continue to be at the sole discretion of our Company, in consultation with the Book Running Lead Managers;

- The Eligible QIB confirmed that the number of Equity Shares Allotted to it pursuant to the Issue, together with other Allottees that belong to the same group or are under common control, shall not exceed 50% of the Issue. For the purposes of this representation:

  a. QIBs "belonging to the same group" shall mean entities where (a) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15% of the voting rights in the other; (b) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (c) there is a common director, excluding nominee and independent directors, amongst an Eligible QIB, its subsidiary(ies) or holding company and any other QIB; and

  b. 'Control' shall have the same meaning as is assigned to it by Regulation 2(1)(e) of the SEBI Takeover Regulations;

- The Eligible QIB confirmed that:

  a. it is outside the United States and subscribing to Equity Shares in an "offshore transaction" in reliance upon Regulation S, and is not our affiliate or a person acting on behalf of such an affiliate; and

  b. It has agreed to the other representations set forth in the sections titled, "*Selling Restrictions*" and "*Transfer Restrictions*" on pages 214 and 223, respectively, and the other representations made in the Application Form.

- The Eligible FPI, confirmed that it participated in the Issue only under and in conformity with Schedule II of FEMA Rules. Further, each Eligible FPI acknowledged that Eligible FPIs may invest in such number of Equity Shares such that the individual investment of the Eligible FPI or its investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than fifty per cent or common control) in our Company does not exceed 10% of the post-Issue paid-up capital of our Company on a fully diluted basis;

- The Bidder confirmed that it shall not undertake any trade in the Equity Shares credited into the beneficiary account maintained with the Depository Participant by the QIBs until such time that the final listing and trading approvals for the Equity Shares are issued by the Stock Exchanges;

- The Bidder acknowledged, represented and agreed that in the event its total interest in the paid-up share capital of our Company or voting rights in our Company, whether direct or indirect, beneficial or otherwise (any such interest, your "Holding"), when aggregated together with any existing Holding and/or Holding of any of the persons acting in concert, results in Holding of 5% or more of the total paid-up share capital of, or voting rights in, our Company, a disclosure of the aggregate shareholding and voting rights will have to be made under the SEBI Takeover Regulations. In case such Eligible QIB is an existing shareholder who, together with persons acting in concert, holds 5% or more of the underlying paid up share capital of, or voting rights in our Company, a disclosure will have to be made under the SEBI Takeover Regulations in the event of a change of 2% or more in the existing Holding of the Eligible QIB and persons acting in concert

- The Eligible QIB acknowledged that no Allotment shall be made to them if the price at which they have Bid for in this Issue is lower than the Issue Price; and

- The QIB confirmed that they shall not undertake any trade in the Equity Shares credited to its beneficiary account maintained with the Depository Participant until such time that the final listing and trading approvals for the Equity Shares are issued by the Stock Exchanges.

- Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the Department for Promotion of Industry and Internal Trade, Government of India and the FDI Policy, investments where the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, can only be made through the Government approval route. Further, the sectoral cap applicable to the sector in which our Company operates is 100%, via automatic route.

ELIGIBLE QIBS WERE REQUIRED TO PROVIDE THEIR NAME, COMPLETE ADDRESS, PHONE NUMBER, EMAIL ID, BANK ACCOUNT DETAILS, BENEFICIARY ACCOUNT DETAILS, PAN, DEPOSITORY PARTICIPANT'S NAME, DEPOSITORY PARTICIPANT IDENTIFICATION NUMBER AND BENEFICIARY ACCOUNT NUMBER IN THE APPLICATION FORM. ELIGIBLE QIBS WERE REQUIRED TO ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM WAS EXACTLY THE SAME AS THE NAME IN WHICH THEIR BENEFICIARY ACCOUNT WAS HELD.

IF SO REQUIRED BY THE BOOK RUNNING LEAD MANAGERS, THE ELIGIBLE QIBs SUBMITTING A BID, ALONG WITH THE APPLICATION FORM, WERE ALSO REQUIRED TO SUBMIT REQUISITE DOCUMENT(S) TO THE BOOK RUNNING LEAD MANAGERS TO EVIDENCE THEIR STATUS AS A "QIB" AS DEFINED HEREINABOVE.

IF SO REQUIRED BY THE BOOK RUNNING LEAD MANAGERS, ESCROW BANK OR ANY STATUTORY OR REGULATORY AUTHORITY IN THIS REGARD, INCLUDING AFTER ISSUE CLOSURE, THE ELIGIBLE QIBs SUBMITTING A BID AND/OR BEING ALLOTTED EQUITY SHARES IN THE ISSUE, WERE ALSO REQUIRED TO SUBMIT REQUISITE DOCUMENT(S) TO FULFILL THE KNOW YOUR CUSTOMER (KYC) NORM

Demographic details such as address and bank account were obtained from the Depositories as per the Depository Participant account details given above. However, for the purposes of refund of all or part of the Application Amount submitted by the Bidder, the bank details as mentioned in the Application Form from which the Application Amount shall be remitted for the Equity Shares applied for in the Issue, will be considered.

The submission of an Application Form and payment of the Application Amount pursuant to the Application Form by a Bidder was deemed a valid, binding and irrevocable offer for such Bidder to pay the entire amounts for the Equity Shares that may be Allotted to such Bidder and becomes a binding contract on a Successful Bidder upon issuance of the CAN and this Placement Document (when dispatched) by our Company (by itself or through the Book Running Lead Managers) in favour of the Successful Bidder.

Submission of Application Form

All Application Forms were required to be duly completed with information including the number of Equity Shares applied for along with payment and a copy of the PAN card or PAN allotment letter. Additionally, the Application Form were required to include the details of the Escrow Account into which the Application Amount to be deposited. The Application Amount was required to be deposited in the Escrow Account as was specified in the Application Form and the Application Form was required to be submitted to the Book Running Lead Managers either through electronic form or through physical delivery at either of the following addresses:

Nuvama Wealth Management Limited (*formerly known as Edelweiss Securities Limited*)
801 to 804 Wing A Building No 3
Inspire BKC G Block BKC
Bandra (East), Mumbai, Mumbai
Maharashtra, India, 400051
Contact Person: Pari Vaya/Lokesh Shah
E-mail: tril@nuvama.com
Tel: +91 22 4009 4400

ITI Capital Limited
ITI House 36, Dr. R. K.
Shirodkar Marg, Parel, Mumbai
Maharashtra, India, 400012
Contact Person: Pallavi Shinde
E-mail: projectkuber@iticapital.in
Tel: 91 22 6911 3300

The Application Form was required to be signed physically or digitally, if required under applicable law in the relevant jurisdiction applicable to each Eligible QIB and as permitted under such applicable law. An Eligible QIB could have submitted an unsigned copy of the Application Form, as long as the Application Amount was paid along with submission of the Application Form within the Issue Period. Once a duly completed Application Form was submitted by a Bidder, whether signed or not, and the Application Amount was transferred to the Escrow

Account, such application constituted an irrevocable offer and the Bid could not be withdrawn or revised downwards after the Issue Closing Date. In case of an upward revision before the Issue Closing Date, an additional amount was required to be deposited towards the Application Amount in the Escrow Account along with the submission of such revised Bid. In case Bids were being made on behalf of the Eligible QIB and the Application Form was unsigned, it was assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Application Amount to the Escrow Account, on behalf of the Eligible QIB was authorised to do so. The Issue Closing Date has been notified to the Stock Exchanges and the Eligible QIBs were deemed to have been given notice of such date after receipt of the Application Form.

The Book Running Lead Managers was not required to provide any written acknowledgement of the receipt of the Application Form and the Application Amount.

All Bidders submitting a Bid in the Issue were required to pay the entire Application Amount along with the submission of the Application Form within the Issue Period.

Payment of Application Amount

Our Company has opened the Escrow Account in the name of "*Transformers and Rectifiers (India) Limited– QIP Escrow Account 2024*" with State Bank of India, our Escrow Bank, in terms of the Escrow Agreement. Bidders were required to deposit the entire Application Amount payable for the Equity Shares applied for through the Application Form submitted by it in accordance with the applicable laws.

Note: Payments were required to be made only through electronic fund transfer. Payments made through cash or cheques were liable to be rejected. Further, if the payment is not made favouring the Escrow Account, the Application Form was liable to be cancelled and rejected.

Pending Allotment, our Company undertakes to utilise the amount deposited in "*Transformers and Rectifiers (India) Limited– QIP Escrow Account 2024*" only for the purposes of (i) adjustment against Allotment of Equity Shares in the Issue; or (ii) refund of Application Amount if our Company is not able to Allot Equity Shares in the Issue. Notwithstanding the above, in the event a Bidder is not Allocated Equity Shares in the Issue, or the number of Equity Shares Allocated to a Bidder, is lower than the number of Equity Shares applied for through the Application Form and towards which Application Amount has been paid by such Bidder, or the Application Amount was in excess of the amount equivalent to the product of the Equity Shares that have been Allocated to the Bidder and the Issue Price, or the Application Amount has been arrived at using an indicative price higher than the Issue Price, or any Bidder lowers or withdraws their Bid after submission of the Application Form but prior to the Issue Closing Date, the excess Application Amount will be refunded to the same bank account from which Application Amount was remitted, in the form and manner set out in "**–** *Refunds*" below.

Permanent Account Number or PAN

Each Bidder was required to mention its PAN allotted under the Income Tax Act in the Application Form. Applications without this information were considered incomplete and were liable to be rejected. Bidders were not to submit the General Index Register (GIR) number instead of the PAN as the Application Form was liable to be rejected on this ground.

Bank Account Details

Each Bidder was required to mention the details of the bank account from which the payment of Application Amount was made along with confirmation that such payment has been made from such account.

Pricing and Allocation

There is a minimum pricing requirement under the SEBI ICDR Regulations. The Floor Price was not to be less than the average of the weekly high and low of the closing prices of the Equity Shares quoted on the stock exchange during the two weeks preceding the Relevant Date. However, our Company has offered a discount of ₹ 34.95 per Equity Share, equivalent to 4.993% on the Floor Price, in terms of Regulation 176(1) of the SEBI ICDR Regulations in accordance with the approval of the Shareholders accorded through a special resolution passed at the Annual General Meeting held on May 13, 2024.

The "Relevant Date" referred to above, for Allotment, was the date of the meeting in which the Allotment Committee decided to open the Issue and "stock exchange" means any of the recognized stock exchanges in India on which the Equity Shares of the Company of the same class are listed and on which the highest trading volume in such Equity Shares has been recorded during the two weeks immediately preceding the Relevant Date.

Build-up of the book

The Eligible QIBs were required to submit their Bids (including any revision thereof) through the Application Forms within the Issue Period to the Book Running Lead Managers. Such Bids were not allowed to be withdrawn or revised downwards after the Issue Closing Date. The book was maintained by the Book Running Lead Managers.

Price discovery and Allocation

Our Company, in consultation with the Book Running Lead Managers, has determined the Issue Price. Our Company has also offered a discount ₹ 34.95 per Equity Share, equivalent to 4.993% on the Floor Price in terms of Regulation 176 of the SEBI ICDR Regulations as approved by our Shareholders pursuant to a special resolution passed at the AGM dated May 13, 2024.

After finalisation of the Issue Price, our Company has updated the Preliminary Placement Document with the Issue details and shall file the same with the Stock Exchanges as this Placement Document.

Method of Allocation

Our Company has determined the Allocation in consultation with the Book Running Lead Managers on a discretionary basis and in compliance with Chapter VI of the SEBI ICDR Regulations.

Bids received from the Eligible QIBs at or above the Issue Price were grouped together to determine the total demand. The Allocation to all such Eligible QIBs will be made at the Issue Price. Allocation to Mutual Funds for up to a minimum of 10% of the Issue Size was required to be undertaken subject to valid Bids being received at or above the Issue Price.

In case of cancellations or default by the Bidders, our Company in consultation with the Book Running Lead Managers have the right to reallocate the Equity Shares at the Issue Price among existing or new Bidders at their sole and absolute discretion subject to the applicable laws.

THE DECISION OF OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS IN RESPECT OF ALLOCATION SHALL BE FINAL AND BINDING ON ALL ELIGIBLE QIBS. ELIGIBLE QIBS MAY NOTE THAT ALLOCATION OF EQUITY SHARES IS AT THE SOLE AND ABSOLUTE DISCRETION OF OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS AND ELIGIBLE QIBS MAY NOT RECEIVE ANY ALLOCATION EVEN IF THEY HAVE SUBMITTED VALID APPLICATION FORMS AND PAID THE ENTIRE APPLICATION AMOUNT AT OR ABOVE THE ISSUE PRICE. NEITHER OUR COMPANY NOR THE BOOK RUNNING LEAD MANAGERS ARE OBLIGED TO ASSIGN ANY REASON FOR ANY NON-ALLOCATION.

Confirmation of Allotment Notice or CAN

Based on receipt of the Application Forms and Application Amount, our Company, in consultation with the Book Running Lead Managers, in their sole and absolute discretion, shall decide the Successful Bidders to whom the serially numbered CAN shall be dispatched, pursuant to which the details of the Equity Shares Allocated to them, the Issue Price, the Application Amount paid and Refund Amount, if any, shall be notified to such Successful Bidders. Additionally, the CAN will include the probable Designated Date, being the date of credit of the Equity Shares to the Bidders' account, as applicable to the respective Bidder.

The Successful Bidders would also be sent a serially numbered Placement Document (which includes the names of the proposed Allottees along with the percentage of their post-Issue Shareholding in the Company) either in electronic form or by physical delivery.

The dispatch of the serially numbered CAN and this Placement Document (when dispatched), to the Eligible QIBs shall be deemed a valid, binding and irrevocable contract for the QIB to subscribe to the Equity Shares Allocated to such Successful Bidders at an aggregate price equivalent to the product of the Issue Price and Equity Shares Allocated to such Successful Bidders. Subsequently, our Board (or a duly constituted committee thereof) will approve the Allotment of the Equity Shares to the Allottees.

Successful Bidders are advised to instruct their Depository Participant to accept the Equity Shares that may be Allotted to them pursuant to the Issue.

By submitting the Application Form, the Eligible QIB would have deemed to have made the representations and warranties as specified in "*Notice to Investors*" on page 3 and further that such Eligible QIB shall not undertake any trade on the Equity Shares credited to its Depository Participant account pursuant to the Issue until such time as the final listing and trading approval is issued by the Stock Exchanges.

Designated Date and Allotment of Equity Shares

Subject to the satisfaction of the terms and conditions of the Placement Agreement, our Company will ensure that the Allotment of Equity Shares is completed by the Designated Date provided in the respective CANs.

The Equity Shares in the Issue were offered and Allotment shall be made only in dematerialised form to the Allottees. Allottees will have the option to re-materialise the Equity Shares, if they so desire, as per the provisions of the Companies Act, 2013 and the Depositories Act. However, transfer of securities of listed companies in physical form is not permitted pursuant to Regulation 40 of the SEBI Listing Regulations.

Our Company, at its sole discretion, reserve the right to cancel the Issue at any time up to Allotment without assigning any reason whatsoever.

Following the Allotment and credit of Equity Shares into the QIBs' beneficiary accounts maintained with the Depository Participant, our Company will apply for final listing and trading approvals from the Stock Exchanges.

Pursuant to a circular dated March 05, 2010 issued by the SEBI, Stock Exchanges are required to make available on their websites the details of those Allottees in Issue who have been allotted more than 5% of the Equity Shares offered in the Issue, viz, the names of the Allottees, and number of Equity Shares Allotted to each of them, pre and post Issue shareholding pattern of our Company along with this Placement Document. Our Company shall make the requisite filings with the RoC within the stipulated period as required under the Companies Act, 2013 and the PAS Rules. Further, as required in terms of the PAS Rules, names of the proposed Allottees and the percentage of their post-Issue shareholding in our Company is required to be disclosed in this Placement Document.

The Escrow Bank shall release the monies lying to the credit of the Escrow Account to our Company upon receipt of notice from the Book Running Lead Managers and the trading and listing approvals of the Stock Exchanges for Equity Shares offered in the Issue and after filing return of Allotment under Form PAS-3 with the RoC, whichever is later.

After finalization of the Issue Price, our Company has updated the Preliminary Placement Document with the Issue details and shall file the same with the Stock Exchanges as this Placement Document, which includes names of the proposed Allottees and the percentage of their post-Issue shareholding in the Company.

Refunds

In the event that the number of Equity Shares Allocated to a Bidder is lower than the number of Equity Shares applied for through the Application Form and towards which Application Amount has been paid by such Bidder, or the Application Amount paid by a Bidder is in excess of the amount equivalent to the product of the Equity Shares that have been Allocated to such Bidder and the Issue Price, or a Bidder withdraws the Application Form prior to the Issue Closing Date, or the Issue is cancelled prior to Allocation, the excess Application Amount paid by such Bidder will be refunded to the same bank account from which the Application Amount was remitted, in the form and manner set out in the Refund Intimation/CAN (as applicable). The Refund Amount will be transferred to the relevant Bidders within two Working Days from the date of issuance of the CAN.

In the event that Equity Shares have been Allocated to Successful Bidders and our Company is unable to issue and Allot the Equity Shares offered in the Issue within 60 days from the date of receipt of the Application Amount, or the Issue is cancelled post Allocation, or where our Company has Allotted the Equity Shares but final listing and trading approvals are refused by the Stock Exchanges, our Company shall repay the Application Amount within 15 days from expiry of 60 days or such other time period as applicable under applicable law, failing which our Company shall repay that money with interest at such rate and in such manner as prescribed under the Companies Act, 2013.

We, at our sole discretion, reserve the right to cancel the Issue at any time up to Allotment without assigning any reason whatsoever. Following the Allotment and credit of Equity Shares into the Eligible QIBs' Depository Participant accounts, we will apply for final trading and listing approvals from the Stock Exchanges. In the event of any delay in the Allotment or credit of Equity Shares, or receipt of trading or listing approvals or cancellation of the Issue, no interest or penalty would be payable by us.

Other Instructions

Right to reject applications

Our Company, in consultation with the Book Running Lead Managers, reserved the right to reject Bids, in part or in full, without assigning any reason whatsoever. The decision of our Company in consultation with the Book Running Lead Managers in relation to the rejection of Bids is final and binding. In the event the Bid is rejected by our Company, the Application Amount paid by the Bidder shall be refunded to the same bank account from which the Application Amount was remitted by such Bidder. For details see – "*Bid Process*" and – "*Refund*" above.

Equity Shares in dematerialised form with NSDL or CDSL

The Allotment of the Equity Shares in this Issue shall be only in dematerialised form (i.e., not in physical certificates but be fungible and be represented by the statement issued through the electronic mode).

An Eligible QIB applying for Equity Shares to be issued pursuant to the Issue must have at least one beneficiary account with a Depository Participant of either NSDL or CDSL prior to making the Bid. Equity Shares Allotted to a successful QIB will be credited in electronic form directly to the specified beneficiary account (with the Depository Participant) of the QIB, as indicated in the Application Form.

Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchanges have electronic connectivity with NSDL and CDSL.

The trading of the Equity Shares issued pursuant to the Issue would be in dematerialised form only for all QIBs in the demat segment of the respective Stock Exchanges.

Our Company and the Book Running Lead Managers will not be responsible or liable for the delay in the credit of Equity Shares issued pursuant to the Issue due to errors in the Application Form or otherwise on the part of the QIBs.

Release of funds to our Company

The Escrow Bank shall not release the monies lying to the credit of the "*Transformers and Rectifiers (India) Limited– QIP Escrow Account 2024*" to our Company until receipt of notice from the Book Running Lead Managers, the trading and listing approvals of the Stock Exchanges for Equity Shares offered in the Issue and filing of return of Allotment under Form PAS-3 with the RoC.

PLACEMENT AND LOCK-UP

Placement Agreement

The Book Running Lead Managers and our Company have entered into the Placement Agreement dated June 10, 2024 ("**Placement Agreement**"), pursuant to which the Book Running Lead Managers have agreed, subject to certain conditions, to use its reasonable efforts to place the Equity Shares with Eligible QIBs to subscribe to such number of our Equity Shares as may be agreed among our Company and the Book Running Lead Managers, pursuant to Chapter VI of the SEBI ICDR Regulations, the Companies Act, 2013 read with Rule 14 of the PAS Rules, to the extent applicable, as amended, and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.

The Placement Agreement contains customary representations and warranties, as well as indemnity from our Company and the Issue is subject to the satisfaction of certain conditions and subject to the termination of the Placement Agreement in accordance with the terms contained therein.

Applications shall be made to list the Equity Shares offered pursuant to this Issue and admit them to trading on the Stock Exchanges. No assurance can be given as to the liquidity or sustainability of the trading market for such Equity Shares, the ability of holders of the Equity Shares to sell their Equity Shares or the price at which holders of the Equity Shares will be able to sell their Equity Shares.

The Preliminary Placement Document has not been, and this Placement Document have not been and will not be filed as a prospectus with the Registrar of Companies, and no Equity Shares have been offered in India or overseas to the public or any members of the public in India or any other class of investors, other than Eligible QIBs.

The Equity Shares offered in the Issue have not been and will not be registered, listed or otherwise qualified in any jurisdiction except India and may not be offered or sold, and Bids may not be made by persons in any jurisdiction, except in compliance with the applicable laws of such jurisdiction. In particular, the Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. The Equity Shares offered in the Issue are being offered and sold only outside the United States in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act and in accordance with the applicable laws of the jurisdictions where those offers and sales are made. The Equity Shares sold in this Issue are transferable only in accordance with the restrictions described under "*Selling Restrictions*" and "*Transfer Restrictions*" on pages 214 and 223, respectively.

Relationship with the Book Running Lead Managers

In connection with the Issue, the Book Running Lead Managers (or its affiliates) may, for their own account, subscribe to the Equity Shares or enter into asset swaps, credit derivatives or other derivative transactions relating to the Equity Shares to be issued pursuant to the Issue at the same time as the offer and sale of the Equity Shares or in secondary market transactions. As a result of such transactions, the Book Running Lead Managers may hold long or short positions in the Equity Shares. These transactions may comprise a substantial portion of the Issue and no specific disclosure will be made of such positions. Affiliates of the Book Running Lead Managers may purchase Equity Shares. See "*Offshore Derivative Instruments*" and "*Representations by Investors*" on pages 11 and 5, respectively.

From time to time, the Book Running Lead Managers and their respective affiliates may engage in transactions with and perform services for our Company or its affiliates in the ordinary course of business and have engaged, or may in the future engage, in commercial banking, investment banking and other banking transactions with our Company, its affiliates or shareholders, for which they have received compensation and may in the future receive compensation.

Lock-up

Under the Placement Agreement, our Company undertakes that it will not, for a period till 60 days from the date of allotment of Equity Shares pursuant to the Issue ("**Lock-up Period**"), without the prior written consent of the Placement Agent, do the following:

(a) directly or indirectly, offer, issue, contract to issue, lend, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, or otherwise transfer or dispose of, any of the Equity Shares or any securities convertible into or exercisable for the Equity Shares or file any registration statement under the U.S. Securities Act, with respect to any of the foregoing;

(b) enter into any swap or other agreement or any transaction that transfers, in whole or in part, directly or indirectly, any of the economic consequences associated with the ownership of any of the Equity Shares or any securities convertible into or exercisable or exchangeable for the Equity Shares (regardless of whether any of the transactions described in clause (a) or (b) is to be settled by the delivery of the Equity Shares or such other securities, in cash or otherwise);

(c) enter into any transaction (including a transaction involving derivatives) having an economic effect similar to that of an issue, offer, sale or deposit of the Equity Shares in any depository receipt facility; or

(d) publicly announce any intention to enter into any transaction falling within (a), (b) or (c) above or enter into any transaction (including a transaction involving derivatives) having an economic effect similar to that of a sale or deposit of the Equity Shares in any depositary receipt facility or publicly announce any intention to enter into any transaction falling within (a), (b) or (c) above.

In addition, the undersigned agree that, without the prior written consent of the Placement Agent, it shall not, during the Lock-up Period, make any demand for or exercise any right with respect to, the registration of any Equity Shares or any other securities of the Company substantially similar to the Equity Shares, including, but not limited to options, warrants or other securities that are convertible into, exercisable or exchangeable for, or that represent the right to receive Equity Shares or any such substantially similar securities, whether now owned or hereinafter acquired, except for preferential or rights issue or allotment of Equity Shares pursuant to an employee stock option scheme or in the ordinary course of business.

This lock-up undertaking shall stand terminated if the Placement Agreement terminates in accordance with its terms prior to the date of the issuance of the Equity Shares under the Issue or upon the expiration of the Lock-up Period.

Promoter’s and Promoter Group’s lock-up

Under the Placement Agreement, to encourage the Placement Agent to enter into the Agreement and continue their effort in connection with the Issue and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, our Promoter and Promoter Group hereby agree that, without the prior written consent of the Placement Agent (which such consent shall not be unreasonably withheld), our Promoter and Promoter Group will not, for a period till 60 days after the date of allotment of the Equity Shares pursuant to the Issue (the “**Lock-up Period**”, which shall be communicated by the Placement Agent in writing immediately on the completion of the allotment of the Equity Shares), directly or indirectly:

a) sell, lend, pledge, contract to sell, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend or otherwise transfer or dispose off, directly or indirectly, any Lock-up Shares or publicly announce an intention with respect to any of the foregoing (regardless of whether any of the transactions described in this clause (a) is to be settled by the delivery of the Lock-up Shares or such other securities, in cash or otherwise);

b) enter into any swap or other agreement or any transaction that transfers, directly or indirectly, in whole or in part, any of the economic consequences of ownership of the Lock-up Shares or any securities convertible into or exercisable or exchangeable for any of the Lock-up Shares (regardless of whether any of the transactions described in this clause (b) is to be settled by the delivery of the Lock-up Shares or such other securities, in cash or otherwise);

c) deposit any of the Lock-up Shares with any depository receipt facilities or enter into any such transactions (including a transaction involving derivatives) having an economic effect similar to that of a sale or deposit of the Lock-up Shares in any depository receipt facility; or

d) publicly announce any intention to enter into any transaction whether any such transaction described in (a), (b) or (c) above is to be settled by delivery of the Lock-up Shares, or such other securities, in cash or otherwise;

provided however that the foregoing restrictions will not be applicable to (i) pledge or mortgage of the Lock-up Shares already existing on the date of this lock-up undertaking or transfer of such existing pledge or mortgage; (ii) any inter group transfer made to any member of Promoter Group, subject to compliance with Applicable Laws and subject to observance by the transferee Promoter Group entities of the foregoing restrictions on transfer of the Lock-up Shares until the expiry of the Lock-up Period; (iii) preferential or rights issue or allotment of Equity Shares pursuant to an employee stock option scheme or in the ordinary course of business and (iv) pledge or mortgage of the Promoter's Lock-up Shares, if the circumstances require, in the best interest of the Company, for funding business requirements of the Company.

SELLING RESTRICTIONS

The distribution of the Preliminary Placement Document, this Placement Document, or any offering material and the offer, sale or delivery of the Equity Shares in this Issue is restricted by law in certain jurisdictions. Therefore, persons who may come into possession of the Preliminary Placement Document and this Placement Document are advised to consult with their own legal advisors as to what restrictions may be applicable to them and to observe such restrictions. The Preliminary Placement Document and this Placement Document may not be used for the purpose of an offer or invitation in any circumstances in which such offer or invitation is not authorised.

General

Except in India, no action has been taken or will be taken by our Company or the Book Running Lead Managers that would permit the offering of the Equity Shares in the Issue to occur in any jurisdiction, or the possession, circulation or distribution of the Preliminary Placement Document, the Placement Document, or any other material relating to the Issue in any jurisdiction where action for such purpose is required. Accordingly, the Equity Shares offered in the Issue may not be offered or sold, directly or indirectly, and neither the Preliminary Placement Document, the Placement Document, any offering materials, or advertisements in connection with the Issue may be distributed or published in or from any country or jurisdiction except under circumstances that will result in compliance with any applicable rules and regulations of any such jurisdiction. Persons who come into possession of the Preliminary Placement Document, the Placement Document, or any other materials related to the Issue are advised to consult with their own legal advisors as to what restrictions may be applicable to them and to observe such restrictions.

Each purchaser of the Equity Shares in the Issue is deemed to have made the representations, warranties, acknowledgments and agreements as described below and under "*Notice to Investors*", "*Representations by Investors*" and "*Transfer Restrictions*", on pages 3, 5 and 223, respectively.

Republic of India

The Issue has been made in compliance with the applicable SEBI ICDR Regulations, Section 42 of the Companies Act, 2013 read with Rule 14 of the PAS Rules and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended.

The Preliminary Placement Document was not and this Placement Document will not be distributed directly or indirectly in India or to residents of India and no Equity Shares have been offered or sold directly or indirectly in India to, or for the account or benefit of, any resident of India except as permitted by applicable Indian laws and regulations, under which an offer is strictly on a private and confidential basis and is limited to Eligible QIBs and is not an offer to the public or any other class of investors other than Eligible QIBs. The Preliminary Placement Document and this Placement Document have not been and will not be filed as a prospectus with the RoC, or an advertisement and will not be circulated or distributed to the public in India or any other jurisdiction and will not constitute a public offer in India or any other jurisdiction.

Australia

This Placement Document is not a disclosure document or a prospectus under Chapter 6D.2 of the Corporations Act 2001 (Cth) ("**Corporations Act**") and has not been lodged with the Australian Securities and Investments Commission and it does not purport to include the information required of a disclosure document under Chapter 6D.2 of the Corporations Act.

No offer will be made under this Placement Document to investors to whom disclosure is required to be made under Chapter 6D of the Corporations Act. Each purchaser of the Equity Shares offered in the Issue in Australia shall be deemed to represent and warrant that it is either a "sophisticated investor" or a "professional investor" and that not it is not a "retail client" within the meaning of those terms in the Corporations Act.

The Equity Shares acquired in the Issue in Australia must not be offered for sale in Australia in the period of 12 months after the date of the Allotment, except in circumstances where disclosure to investors under Chapter 6D of the Corporations Act would not be required pursuant to an exemption under Section 708 of the Corporations Act or otherwise or where the offer is pursuant to a disclosure document that complies with Chapter 6D of the Corporations Act. Each purchaser of the Equity Shares offered in the Issue in Australia shall be deemed to undertake to our Company that it will not, for a period of 12 months from the date of issue of the Equity Shares, offer, transfer, assign or otherwise alienate those Equity Shares to investors in Australia except in circumstances where disclosure to investors is not required under Chapter 6D.2 of the Corporations Act or where or where the offer is pursuant to a disclosure document that complies with Chapter 6D of the Corporations Act.

No financial product advice is provided in this Placement Document and nothing in this Placement Document should be taken to constitute a recommendation or statement of opinion that is intended to influence a person or persons in making a decision to invest in the Equity Shares offered in the Issue.

This Placement Document does not take into account the objectives, financial situation or needs of any particular person. Before acting on the information contained in this Placement Document or making a decision to invest in the Equity Shares offered in the Issue, prospective investors should seek professional advice as to whether investing in the Equity Shares is appropriate in light of their own circumstances.

None of the Book Running Lead Managers or any of their respective affiliates is the holder of an Australian Financial Services Licence.

Bahrain

All marketing and offering of the Equity Shares in the Issue has been made and will be made outside the Kingdom of Bahrain. This Placement Document and the Equity Shares offered in the Issue have not been registered, filed, approved or licensed by the Central Bank of Bahrain ("**CBB**"), the Bahrain Bourse, the Ministry of Industry, Commerce and Tourism ("**MOICT**") or any other relevant licensing authorities in the Kingdom of Bahrain.

The CBB, the Bahrain Bourse and the MOICT of the Kingdom of Bahrain takes no responsibility for the accuracy of the statements and information contained in this Placement Document, nor shall they have any liability to any person, investor or otherwise for any loss or damage resulting from reliance on any statements or information contained herein. This Placement Document is only intended for Accredited Investors as defined by the CBB and the Equity Shares offered by way of private placement may only be offered in minimum subscriptions of USD 100,000 (or equivalent in other currencies). No invitation to the public in the Kingdom of Bahrain to subscribe to the Equity Shares is being made and this Placement Document will not be issued to, passed to, or made available to the public generally in the Kingdom of Bahrain. The CBB has not reviewed, nor has it approved this Placement Document and any related offering documents or the marketing thereof in the Kingdom of Bahrain. The CBB is not and will not be responsible for the performance of the Equity Shares.

British Virgin Islands

This Placement Document is not an offer to sell, or a solicitation or invitation to make offers to purchase or subscribe for, the Equity Shares offered in the Issue in the British Virgin Islands (the "**BVI**"). This Placement Document may not be sent or distributed to persons in the BVI and the Equity Shares are not available to, and no invitation or offer to subscribe, purchase or otherwise acquire the Equity Shares may be made to, persons in the BVI. However, the Equity Shares may be offered and sold to business companies incorporated in the BVI pursuant to the BVI Business Companies Act, international limited partnerships formed in the BVI pursuant to the Limited Partnership Act 1996 and limited partnerships formed in the BVI pursuant to the Limited Partnership Act, 2017 provided that any such offering and sale is made outside the BVI.

Cayman Islands

The Placement Document does not constitute an offer or invitation to the public in the Cayman Islands to subscribe for Equity Shares in the Issue.

People's Republic of China

This Placement Document does not constitute an offer of the Equity Shares offered in the Issue, whether by way of sale or subscription, in the People's Republic of China (the "**PRC**"). The Equity Shares offered in the Issue are not being offered or sold, directly or indirectly, in the PRC or for the benefit of legal or natural persons in the PRC. According to legal and regulatory requirements of the PRC, the Equity Shares offered in the Issue may, subject to the laws and regulations of the relevant jurisdictions, only be offered or sold to non-PRC natural or legal persons in any country other than the PRC.

European Economic Area

In relation to each Member State of the European Economic Area (each a "**Relevant State**"), an offer to the public of any Equity Shares in the Issue may not be made in that Relevant State, except if the Equity Shares are offered to the public in that Relevant State at any time under the following exemptions under the Prospectus Regulation (EU) 2017/1129 (and any amendment thereto) (the "**Prospectus Regulation**"):

- to any legal entity that is a qualified investor, as defined in the Prospectus Regulation;
- to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation) subject to obtaining the prior consent of the Book Running Lead Managers for any such offer;
- or in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of Equity Shares shall result in a requirement for the publication by the Company or the Book Running Lead Managers of a prospectus pursuant to Article 3 of the Prospectus Regulation.

For the purposes of this section, the expression an "offer of Equity Shares to the public" in relation to any Equity Shares in any Relevant State means a communication to persons in any form and by any means presenting sufficient information on the terms of the offer and the Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Equity Shares.

Each person in a Relevant State who acquires Equity Shares in the Issue or to whom any offer is made shall be deemed to have represented that it is a "qualified investor" as defined in the Prospectus Regulation.

In the case of any Equity Shares being offered to a financial intermediary, as that term is used in Article 5 of the Prospectus Regulation, such financial intermediary will also be deemed to have represented, acknowledged and agreed that the Equity Shares subscribed for or acquired by it in the Issue have not been subscribed for or acquired on a non-discretionary basis on behalf of, nor have they been subscribed for or acquired with a view to their offer or resale to persons in circumstances which may give rise to an offer of any Equity Shares to the public other than their offer or resale in a Relevant State to qualified investors (as so defined) or in circumstances in which the prior consent of the Book Running Lead Managers has been obtained to each such proposed offer or resale.

Our Company, the Book Running Lead Managers and their respective affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and agreements.

Hong Kong

This Placement Document has not been reviewed or approved by any regulatory authority in Hong Kong. In particular, this Placement Document has not been, and will not be, registered as a "prospectus" in Hong Kong under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32) ("**CO**") nor has it been authorised by the Securities and Futures Commission ("**SFC**") in Hong Kong pursuant to the Securities and Futures Ordinance (Cap 571) ("**SFO**"). Recipients are advised to exercise caution in relation to the Issue. If recipients are in any doubt about any of the contents of this Placement Document, they should obtain independent professional advice.

This Placement Document does not constitute an offer or invitation to the public in Hong Kong to acquire any Equity Shares nor an advertisement of the Equity Shares in Hong Kong. This Placement Document must not be issued, circulated or distributed in Hong Kong other than:

(a) to "professional investors" within the meaning of the SFO and any rules made under that ordinance ("**Professional Investors**"); or

(b) in other circumstances which do not result in this Placement Document being a prospectus as defined in the CO nor constitute an offer to the public which requires authorization by the SFC under the SFO.

Unless permitted by the securities laws of Hong Kong, no person may issue or have in its possession for issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Equity Shares, which is directed at, or the content of which is likely to be accessed or read by, the public of Hong Kong other than with respect to the Equity Shares which are or are intended to be disposed of only to persons outside Hong Kong or only to Professional Investors.

Any offer of the Equity Shares will be personal to the person to whom relevant offer documents are delivered, and a subscription for the Equity Shares will only be accepted from such person. No person who has received a copy of this Placement Document may issue, circulate or distribute this Placement Document in Hong Kong or make or give a copy of this Placement Document to any other person. No person allotted Equity Shares may sell, or offer to sell, such Equity Shares to the public in Hong Kong within six months following the date of issue of such Equity Shares.

Japan

No securities registration statement in relation to the solicitations of the Equity Shares offered in the Issue in Japan (the "**Solicitations**") has been or will be filed pursuant to Article 4, Paragraph 1 of the Financial Instrument and Exchange Law of Japan (the "**FIEL**"). The Solicitations shall only be made (i) to Qualified Institutional Investors and (ii) to no more than 49 persons (excluding any Qualified Institutional Investors) during the six-month period prior to the contemplated date of the allotment of the Equity Shares in the Issue.

Any Qualified Institutional Investors who acquire Equity Shares in the Issue (a) may not, directly or indirectly, resell, assign, transfer, or otherwise dispose of the Equity Shares to any person in Japan or to or for the benefit of any resident of Japan, including any corporation or other entity organised under the laws of Japan, except to Qualified Institutional Investors; and (b) shall deliver a notification indicating (a) and (b) herein to any transferee of the Equity Shares.

Capitalized terms used in this sub-section and not defined in this Placement Document have the meanings given to those terms in the FIEL.

Jordan

The Equity Shares offered in the Issue have not been and will not be offered, sold or delivered at any time, directly or indirectly, in the Hashemite Kingdom of Jordan in a manner that would constitute a public offering. This Placement Document has not been and will not be reviewed or approved by, or registered with, the Jordan Securities Commission in accordance with its regulations and any other regulations in the Hashemite Kingdom of Jordan. The Equity Shares are not and will not be traded on the Amman Stock Exchange. The Equity Shares have not been and will not be offered, sold or promoted or advertised in Jordan other than in compliance with the Securities Law No. (76) of 2002, as amended, the Law Regulating Dealings in Foreign Exchange No. (50) of 2008, and regulations issued pursuant thereto governing the issue of offering and sale of securities. Without limiting the foregoing, the Equity Shares have not been and will not, in any manner, be offered, sold, promoted or advertised to more than thirty (30) persons in Jordan, without complying with the required approval and notification requirements set-out under the above-referenced laws and the regulations issued pursuant to them.

Kuwait

This Placement Document has not been licensed for the offering, promotion, marketing, advertisement or sale of the Equity Shares offered in the Issue in the State of Kuwait by the Capital Markets Authority or any other relevant Kuwaiti government agency. The offering, promotion, marketing, advertisement or sale of the Equity Shares offered in the Issue in the State of Kuwait on the basis of a private placement or public offering is, therefore, prohibited in accordance with Law No. 7 of 2010 and the Executive Bylaws for Law No. 7 of 2010, as amended, which govern the issue, offer, marketing and sale of securities in the State of Kuwait ("**Kuwait Securities Laws**"). Therefore, in accordance with the Kuwait Securities Laws, no private or public offering of the Equity Shares is or will be made in the State of Kuwait, no agreement relating to the sale of the Equity Shares will be concluded in the State of Kuwait and no marketing or solicitation or inducement activities are being used to offer or market the Equity Shares in the State of Kuwait.

Mauritius

In accordance with The Securities Act 2005 of Mauritius, no offer of the Equity Shares offered in the Issue may be made to the public in Mauritius without, amongst other things, the prior approval of the Mauritius Financial Services Commission. This Placement Document has not been approved or registered by the Mauritius Financial Services Commission. Accordingly, this Placement Document does not constitute a public offering. This Placement Document is for the exclusive use of the person to whom it has been given by the Book Running Lead Managers and is a private concern between the sender and the recipient.

New Zealand

This Placement Document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "**FMA Act**"). The Equity Shares offered in the Issue may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who: (a) is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act; (b) meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act; (c) is large within the meaning of clause 39 of Schedule 1 of the FMC Act; (d) is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or (e) is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Oman

This Placement Document does not constitute an offer to sell or the solicitation of any offer to buy non-Omani securities in the Sultanate of Oman. This Placement Document is strictly private and confidential and is being provided to a limited number of sophisticated investors solely to enable them to decide whether or not to invest in the Equity Shares outside of the Sultanate of Oman, upon the terms and subject to the restrictions set out herein and may not be reproduced or used for any other purpose or provided to any person other than the original recipient.

This Placement Document has not been approved by the Capital Market Authority of Oman (the "**CMA**") or any other regulatory body or authority in the Sultanate of Oman ("**Oman**"), nor have the Book Running Lead Managers received authorisation, licensing or approval from the CMA or any other regulatory authority in Oman, to market, offer, sell, or distribute the Equity Shares in Oman.

No marketing, offering, selling or distribution of any Equity Shares has been or will be made from within Oman and no subscription for any Equity Shares may or will be consummated within Oman. None of the Book Running Lead Managers is a company licensed by the CMA to provide investment advisory, brokerage, or portfolio management services in Oman, nor a bank licensed by the Central Bank of Oman to provide investment banking services in Oman. None of the Book Running Lead Managers advise persons or entities resident or based in Oman as to the appropriateness of investing in or purchasing or selling securities or other financial products.

The Equity Shares offered in the Issue have not and will not be listed on any stock exchange in the Sultanate of Oman.

Nothing contained in this Placement Document is intended to constitute Omani investment, legal, tax, accounting or other professional advice. This Placement Document is for your information only, and nothing herein is intended to endorse or recommend a particular course of action. You should consult with an appropriate professional for specific advice on the basis of your situation.

Qatar (excluding the Qatar Financial Centre)

This Placement Document does not, and is not intended to, constitute an invitation or an offer of Equity Shares in the State of Qatar and accordingly should not be construed as such. The Equity Shares offered in the Issue have not been, and shall not be, offered, sold or delivered at any time, directly or indirectly, in the State of Qatar. Any offering of the Equity Shares shall not constitute a public offer of the Equity Shares in the State of Qatar.

By receiving this Placement Document, the person or entity to whom it has been provided to understands, acknowledges and agrees that: (a) neither this Placement Document nor the Equity Shares have been registered, considered, authorised or approved by the Qatar Central Bank, the Qatar Financial Markets Authority, or any other authority or agency in the State of Qatar; (b) our Company and the Book Running Lead Managers are not authorised or licensed by the Qatar Central Bank, the Qatar Financial Markets Authority or any other authority or agency in the State of Qatar, to market or sell the Equity Shares within the State of Qatar; (c) this Placement Document may not be provided to any person other than the original recipient and is not for general circulation in the State of Qatar; and (d) no agreement relating to the sale of the Equity Shares shall be consummated within the State of Qatar.

No marketing of the Issue has been or will be made from within the State of Qatar and no subscription to the Equity Shares may or will be consummated within the State of Qatar. Any applications to invest in the Equity Shares shall be received from outside of Qatar. This Placement Document shall not form the basis of, or be relied on in connection with, any contract in Qatar. Our Company and the Book Running Lead Managers are not, by distributing this Placement Document, advising individuals resident in the State of Qatar as to the appropriateness of purchasing Equity Shares in the Issue. Nothing contained in this Placement Document is intended to constitute investment, legal, tax, accounting or other professional advice in, or in respect of, the State of Qatar.

Qatar Financial Centre

This Placement Document does not, and is not intended to, constitute an invitation or offer of Equity Shares from or within the Qatar Financial Centre ("**QFC**"), and accordingly should not be construed as such. This Placement Document has not been reviewed or approved by or registered with the Qatar Financial Centre Authority, the Qatar Financial Centre Regulatory Authority or any other competent legal body in the QFC. This Placement Document is strictly private and confidential, and may not be reproduced or used for any other purpose, nor provided to any person other than the recipient thereof. Our Company has not been approved or licenced by or registered with any licensing authorities within the QFC.

Singapore

This Placement Document has not been and will not be registered as a prospectus with the Monetary Authority of Singapore ("**MAS**") under the Securities and Futures Act (Chapter 289) of Singapore ("**SFA**"). Accordingly, the Equity Shares offered in the Issue may not be offered or sold, or made the subject of an invitation for subscription or purchase nor may this Placement Document or any other document or material in connection with the offer or sale, or invitation for subscription or purchase of the Equity Shares be circulated or distributed, whether directly or indirectly, in Singapore other than (i) to an "institutional investor" within the meaning of Section 274 of the SFA and in accordance with the conditions of an exemption invoked under Section 274, (ii) to a relevant person pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275, of the SFA, or (iii) other pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Equity Shares are purchased under Section 275 of the SFA by a relevant person which is: (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor, shares, debentures and units of shares and debentures of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Equity Shares pursuant to an offer made under Section 275 except: (1) to an institutional investor under Section 274 of the SFA or to a relevant person defined in Section 275(2) of the SFA, or to any person pursuant to an offer that is made on terms that such shares, debentures and units of shares and debentures of that corporation or such rights or interest in that trust are acquired at a consideration of not less than S$200,000 (or its equivalent in a foreign currency) for each transaction, whether such amount is to be paid for in cash or by exchange of securities or other assets, and further for a corporation, in accordance with the conditions specified in Section 275 of the SFA; (2) where no consideration is or will be given for the transfer; or (3) where the transfer is by operation of law.

In connection with Section 309B of the SFA and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the "**CMP Regulations 2018**"), our Company has determined, and hereby notifies all relevant persons (as defined in Section 309(A)(1) of the SFA) that the Equity Shares are 'prescribed capital markets products' (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

South Africa

In South Africa, the offering of the Equity Shares in the Issue will only be made by way of private placement to:

(a) selected persons falling within one of the specified categories listed in section 96(1)(a) of the South African Companies Act of 2008, as amended (the "**South African Companies Act**"); and

(b) selected persons, acting as principal, acquiring Equity Shares for a total acquisition cost of ZAR1,000,000 or more, as contemplated in section 96(1)(b) of the South African Companies Act,

and in each case to whom the offer of the Equity Shares will specifically be addressed, and only by whom the offer will be capable of acceptance (the "**South African Qualifying Investors**"). This Placement Document is being made available only to such South African Qualifying Investors. The information contained in this Placement Document does not constitute, nor form part of, any offer or invitation to sell or issue, an advertisement or any solicitation of any offer or invitation to purchase or subscribe for any Equity Shares and is not an "offer to the public" as contemplated in the South African Companies Act. This Placement Document does not, nor does it intend to, constitute a "registered prospectus" or an "advertisement", as contemplated by the South African Companies Act and no prospectus has been filed with the Companies and Intellectual Property Commission (the "**CIPC**") in respect of the Issue. As a result, this Placement Document does not comply with the substance and form requirements for a prospectus set out in the South African Companies Act and the South African Companies Regulations of 2011, and has not been approved by, and/or registered with, the CIPC.

The information contained in this Placement Document constitutes factual information as contemplated in section 1(3)(a) of the South African Financial Advisory and Intermediary Services Act of 2002, as amended (the "**FAIS**

Act"), and should not be construed as an express or implied recommendation, guide or proposal that any particular transaction in respect of the Equity Shares or in relation to the business or future investments is appropriate to the particular investment objectives, financial situation or needs of a prospective investor, and nothing in this Placement Document should be construed as constituting the canvassing for, or marketing or advertising of, financial services in South Africa. Our Company is not a financial services provider licenced as such under the FAIS Act.

South Korea (Republic of Korea)

No securities registration statement in relation to the Solicitations (as defined under Financial Investment Services and Capital Markets Act of the Republic of Korea ("**South Korea**") (the "**FISCMA**") of the Equity Shares offered in the Issue in South Korea has been or will be filed pursuant to the FISCMA. The Solicitations shall only be made (i) to certain professionals as prescribed in the FISCMA and the enforcement decree promulgated thereunder ("**Professional Investors**") and (ii) to no more than 49 persons (excluding any Professional Investors) during the six-month period prior to the contemplated date of the allotment of the Equity Shares in the Issue.

Furthermore, the Equity Shares may not be offered, sold, transferred or delivered for reoffering or resale, directly or indirectly, in South Korea or to, or for the account or benefit of, any resident (as defined under the Foreign Exchange Transactions Act of South Korea and the decree, rules and regulations promulgated thereunder) thereof for a period of one year from the date of the issuance of the Equity Shares, except as otherwise permitted under applicable South Korean laws and regulations.

Switzerland

The offering of the Equity Shares offered in the Issue in Switzerland is exempt from the requirement to prepare and publish a prospectus under the Swiss Financial Services Act ("**FinSA**") because such offering in Switzerland is directed only at investors classified as "professional clients" within the meaning of the FinSA and the Equity Shares offered in the Offer will not be admitted to trading on any trading venue (exchange or multilateral trading facility) in Switzerland. This document does not constitute a prospectus pursuant to the FinSA, and no such prospectus has been or will be prepared for or in connection with the Issue.

No key information document under article 58 of the FinSA or article 59(2) of the FinSA in respect of the Issue has been prepared and published. Accordingly, the Equity Shares offered in the Issue may not be offered to "private clients" within the meaning of the FinSA in Switzerland.

Each person in Switzerland who acquires Equity Shares in the Issue shall be deemed to have represented to our Company and the Book Running Lead Managers that it is a "professional client" within the meaning of the FinSA and that it has not opted-in to be treated as a "private client" on the basis of article 5(5) of the FinSA.

This document is not intended to constitute an advertising document within the meaning of article 68 of the FinSA and article 95 of the Swiss Federal Financial Services Ordinance.

The Equity Shares do not constitute a participation in a collective investment scheme within the meaning of the Swiss Federal Act on Collective Investment Schemes and are not licensed by the Swiss Financial Market Supervisory Authority ("**FINMA**") thereunder. Accordingly, neither the Equity Shares nor the Shareholders benefit from protection under the Swiss Federal Act on Collective Investment Schemes or supervision by FINMA.

United Arab Emirates (excluding the Dubai International Financial Centre)

No offering, marketing, promotion, advertising or distribution (collectively, "**Promotion"**) of this Placement Document or the Equity Shares may be made in the United Arab Emirates (the "**UAE**") unless: (a) such Promotion has been approved by the UAE Securities and Commodities Authority (the "**SCA**") and is made in accordance with the laws and regulations of the UAE, including SCA Board of Directors' Chairman Decision no. (3/R.M.) of 2017 (the "**Promotion and Introduction Regulations**"), and is made by an entity duly licensed to conduct such Promotion activities in the UAE; or (b) such Promotion is conducted by way of private placement made: (i) only to Qualified Investors who are not high net worth individuals (as such terms are defined in the Promotion and Introduction Regulations); or (ii) otherwise in accordance with the laws and regulations of the UAE; or (c) such Promotion is carried out by way of reverse solicitation only upon an initiative made in writing by an investor in the UAE.

The Promotion of this Placement Document and the Equity Shares has not been and will not be approved by the SCA and, as such, this Placement Document does not constitute an offer to the general public in the UAE to acquire any Equity Shares. Except where the Promotion of this Placement Document and the Equity Shares is carried out by way of reverse solicitation only upon an initiative made in writing by an investor in the UAE, the Promotion of this Placement Document and the Equity Shares in the UAE is being made only to Qualified Investors who are not high net worth individuals (as such terms are defined in the Promotion and Introduction Regulations).

None of the SCA, the Central Bank of the United Arab Emirates or any other regulatory authority in the UAE has reviewed or approved the contents of this Placement Document and nor does any such entity accept any liability for the contents of this Placement Document.

Dubai International Financial Centre

The Equity Shares offered in the Issue are not being offered to any persons in the Dubai International Financial Centre except on that basis that an offer is: (i) an "Exempt Offer" in accordance with the Markets Rules (MKT) (the "**Markets Rules**") adopted by the Dubai Financial Services Authority (the "**DFSA**"); and (ii) made only to persons who meet the Professional Client criteria set out in Rule 2.3.3 of the DFSA Conduct of Business Module of the DFSA rulebook and are not natural Persons. This Placement Document must not be delivered to, or relied on by, any other person. The DFSA has not approved this Placement Document nor taken steps to verify the information set out in it and has no responsibility for it. Capitalised terms not otherwise defined in this Placement Document have the meaning given to those terms in the Markets Rules.

The Equity Shares may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the Equity Shares offered in the Issue should conduct their own due diligence on the Equity Shares. If you do not understand the contents of this Placement Document, you should consult an authorised financial adviser.

United Kingdom

No Equity Shares have been offered pursuant to the Issue to the public in the United Kingdom prior to the publication of a prospectus in relation to the Equity Shares which is to be treated as if it had been approved by the Financial Conduct Authority in accordance with the transitional provisions in Article 74 (transitional provisions) of the Prospectus (Amendment etc.) (EU Exit) Regulations 2019/1234, except that it may make an offer to the public in the United Kingdom of any Equity Shares at any time:

(a) to any legal entity which is a qualified investor as defined under Article 2 of the UK Prospectus Regulation;

(b) to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2 of the UK Prospectus Regulation), subject to obtaining the prior consent of the Book Running Lead Managers for any such offer; or

(c) in any other circumstances falling within Article 1(4) of the UK Prospectus Regulation,

provided that no such offer of the Equity Shares shall require our Company or the Book Running Lead Managers to publish a prospectus pursuant to Article 3 of the UK Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation. For the purposes of this provision, the expression an "offer to the public" in relation to the Equity Shares in the United Kingdom means the communication in any form and by any means of sufficient information on the terms of the offer and any Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Equity Shares and the expression "UK Prospectus Regulation" means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

This Placement Document may not be distributed or circulated to any person in the United Kingdom other than to (i) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Financial Promotion Order**"); and (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Financial Promotion Order (all such persons together being referred to as "relevant persons"). This Placement Document is directed only at relevant persons. Other persons should not act on this Placement Document or any of its contents. This Placement Document is confidential and is being supplied to you solely for your information and may not be reproduced, redistributed or passed on to any other person or published, in whole or in part, for any other purpose.

United States

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. The Equity Shares offered in the Issue are being offered and sold only outside the United States in "offshore transactions" as defined in and in reliance on Regulation S. To help ensure compliance with Regulation S, each purchaser of Equity Shares in the Issue will be deemed to have made the representations, warranties, acknowledgements and agreements set forth in "*Transfer Restrictions*" on page 223. The Equity Shares purchased in the Issue are transferable only in accordance with the restrictions described in "*Transfer Restrictions*" on page 223.

Until the expiry of 40 days after the commencement of the Issue, an offer or sale of Equity Shares offered in the Issue within the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the U.S. Securities Act.

TRANSFER RESTRICTIONS

Due to the following restrictions, investors are advised to consult their legal counsel prior to subscribing for Equity Shares or making any resale, pledge or transfer of the Equity Shares.

Pursuant to Chapter VI of the SEBI ICDR Regulations, the Equity Shares Allotted in the Issue are not permitted to be sold for a period of one year from the date of Allotment, except on the floor of BSE or NSE. Due to the following restrictions, investors are advised to consult legal counsel prior to making any offer, resale, pledge or transfer of the Equity Shares, except if the resale of the Equity Shares is by way of a regular sale on BSE or NSE. In addition to the above, allotments made to Eligible QIBs, in the Issue may be subject to lock-in requirements, if any, under the rules and regulations that are applicable to them.

The Equity Shares Allotted in the Issue are also subject to the resale restrictions in "*Selling Restrictions*" on page 214 and the following resale restrictions.

United States

Each purchaser of the Equity Shares offered in the Issue is deemed to have represented, warranted and acknowledged to and agreed with our Company and the Book Running Lead Managers as follows:

- It understands that the Equity Shares offered in the Issue have not been and will not be registered under the Securities Act or the securities laws of any state of the United States and have been offered and sold to it in reliance on Regulation S.

- It was outside the United States at the time the offer of the Equity Shares offered in the Issue was made to it and it was outside the United States when its buy order for the Equity Shares offered in the Issue was originated.

- It did not purchase the Equity Shares offered in the Issue as a result of any "directed selling efforts" (as defined in Regulation S).

- It has bought the Equity Shares offered in the Issue for investment purposes and not with a view to the distribution thereof. If in the future it decides to offer, resell, pledge or otherwise transfer any of the Equity Shares offered in the Issue, it agrees that it will not offer, sell, pledge or otherwise transfer the Equity Shares offered in the Issue except in transactions complying with Rule 903 or Rule 904 of Regulation S or an available exemption from registration under the Securities Act and in accordance with all applicable securities laws of the states of the United States and any other jurisdiction, including India.

- Where it subscribed to the Equity Shares offered in the Issue as fiduciary or agent for one or more investor accounts, it had sole investment discretion with respect to each such account and it has full power to make the representations, warranties, agreements and acknowledgements herein.

- Where it subscribed to the Equity Shares offered in the Issue for one or more managed accounts, it represented and warranted that it was authorised in writing by each such managed account to subscribe to the Equity Shares offered in the Issue for each managed account and to make (and it hereby makes) the representations, warranties, agreements and acknowledgements herein for and on behalf of each such account, reading the reference to "it" to include such accounts.

- It agrees to indemnify and hold our Company and the Book Running Lead Managers harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties or agreements. It agrees that the indemnity set forth in this paragraph shall survive the resale of the Equity Shares purchased in the Issue.

- It acknowledges that our Company, the Book Running Lead Managers and their respective affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and agreements.

Our Company, our representatives and our agents will not be obligated to recognize any acquisition, transfer or resale of the Equity Shares made other than in compliance with the restrictions set forth herein.

THE SECURITIES MARKET OF INDIA

The information in this section has been extracted from documents available on the website of SEBI and the Stock Exchanges and has not been prepared or independently verified by our Company or the Book Running Lead Managers or any of their respective affiliates or advisors.

The Indian securities market

India has a long history of organized securities trading. In 1875, the first stock exchange was established in Mumbai. BSE and NSE are the significant stock exchanges in terms of the number of listed companies, market capitalisation and trading activity.

Indian stock exchanges

Indian stock exchanges are regulated primarily by SEBI, as well as by the Government of India acting through the Ministry of Finance, Capital Markets Division, under the Securities Contracts (Regulation) Act, 1956 ("**SCRA**") and the SCRR. On October 3, 2018, SEBI, in exercise of its powers under the SCRA and the SEBI Act, notified the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 ("**SCR (SECC) Regulations**"), which regulate *inter alia* the recognition, ownership and internal governance of stock exchanges and clearing corporations in India together with providing for minimum capitalisation requirements for stock exchanges. The SCRA, the SCRR and the SCR (SECC) Regulations along with various rules, byelaws and regulations of the respective stock exchanges, regulate the recognition of stock exchanges, the qualifications for membership thereof and the manner, in which contracts are entered into, settled and enforced between members of the stock exchanges.

The SEBI Act empowers SEBI to regulate the Indian securities markets, including stock exchanges and intermediaries in the capital markets, protect the interests of investors in securities, promote and monitor self-regulatory organisations and prohibit fraudulent and unfair trade practices. Regulations concerning minimum disclosure requirements by public companies, rules and regulations concerning investor protection, insider trading, substantial acquisitions of shares and takeover of companies, buy-backs of securities, employee stock option schemes, stockbrokers, merchant bankers, underwriters, mutual funds, foreign institutional investors, credit rating agencies and other capital market participants have been notified by the relevant regulatory authority.

BSE

Established in 1875, it is the oldest stock exchange in India. In 1956, it became the first stock exchange in India to obtain permanent recognition from the Government under the SCRA. Pursuant to the BSE (Corporatization and Demutualization) Scheme 2005 of the SEBI, with effect from August 19, 2005, BSE was incorporated as a company under the Companies Act, 1956. BSE was listed on NSE with effect from February 3, 2017.

NSE

NSE was established by financial institutions and banks to provide nationwide online, satellite-linked, screen-based trading facilities with market-makers and electronic clearing and settlement for securities including government securities, debentures, public sector bonds and units. NSE was recognised as a stock exchange under the SCRA in April 1993 and commenced operations in the wholesale debt market segment in June 1994. The capital market (equities) segment commenced operations in November 1994 and operations in the derivatives segment commenced in June 2000.

Listing and delisting of securities

The listing of securities on a recognised Indian stock exchange is regulated by the applicable Indian laws including the Companies Act, 2013, the SCRA, the SCRR, the SEBI Act and various guidelines and regulations issued by the SEBI including the SEBI ICDR Regulations and the SEBI Listing Regulations. The SCRA empowers the governing body of each recognised stock exchange to suspend trading of or withdraw admission to dealings in a listed security for breach of or non-compliance with any conditions or breach of company's obligations under the SEBI Listing Regulations or for any reason, subject to the issuer receiving prior written notice of the intent of the exchange and upon granting of a hearing in the matter. SEBI also has the power to amend the SEBI Listing Regulations and byelaws of the stock exchanges in India, to overrule a stock exchange's governing body and withdraw recognition of a recognized stock exchange.

Further, SEBI has notified the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 in relation to the voluntary and compulsory delisting of equity shares from the stock exchanges. In addition, certain amendments to the SCRR have also been notified in relation to delisting.

The SCRR requires all listed companies to maintain a minimum public shareholding of 25%, subject to certain time bound exceptions.

Disclosures under the SEBI Listing Regulations

Public listed companies are required to prepare and circulate to their shareholders audited annual accounts which comply with the disclosure requirements and regulations governing their manner of presentation and which include sections relating to corporate governance, related party transactions and management's discussion and analysis as required under the SEBI Listing Regulations. In addition, a listed company is subject to continuing disclosure requirements pursuant to the terms of the SEBI Listing Regulations.

Minimum level of public shareholding

All listed companies (except public sector undertakings) are required to maintain a minimum public shareholding of 25%. In this regard, SEBI has provided several mechanisms to comply with this requirement. Where the public shareholding in a listed company falls below 25% at any time, such company shall bring the public shareholding to 25% within a maximum period of twelve months from the date of such public shareholding having fallen below the 25% threshold. However, every listed public sector company whose public shareholding falls below 25% at any time, such company shall increase its public shareholding to at least 25%, within a period of twelve months from the date of such fall, respectively, in the manner specified by SEBI. Further, every listed public sector company whose public shareholding falls below 25% at any time after the commencement of the Securities Contracts (Regulation) (Second Amendment) Rules, 2018, shall increase its public shareholding to at least 25%, within a period of two years from the date of such fall, in the manner specified by SEBI. Consequently, a listed company may be delisted from the Stock Exchanges for not complying with the above-mentioned requirements. Our Company is in compliance with this minimum public shareholding requirement.

Index-based market-wide circuit breaker system

In order to restrict abnormal price volatility in any particular stock, the SEBI has instructed stock exchanges to apply daily circuit breakers which do not allow transactions beyond a certain level of price volatility. The index-based market-wide circuit breaker system (equity and equity derivatives) applies at three stages of the index movement, at 10%, 15% and 20%. The Stock Exchanges on a daily basis translate the circuit breaker limits based on previous day's closing level of the index. These circuit breakers, when triggered, bring about a co-ordinated trading halt in all equity and equity derivative markets nationwide. The market-wide circuit breakers are triggered by movement of either the SENSEX of BSE or the CNX NIFTY of NSE, whichever is breached earlier.

In addition to the market-wide index-based circuit breakers, there are currently in place individual scrip-wise price bands of 5%, 10% and 20% movements either up or down. However, no price bands are applicable on scrips on which derivative products are available or scrips included in indices on which derivative products are available.

The stock exchanges in India can also exercise the power to suspend trading during periods of market volatility. Margin requirements are imposed by stock exchanges that are required to be paid by the stockbrokers.

Internet-based securities trading and services

Internet trading takes place through order routing systems, which route client orders to exchange trading systems for execution. Stockbrokers interested in providing this service are required to apply for permission to the relevant stock exchange and also have to comply with certain minimum conditions stipulated by SEBI and other applicable laws. NSE became the first exchange to grant approval to its members for providing internet based trading services. Internet trading is possible on both the "equities" as well as the "derivatives" segments of NSE.

Trading hours

Trading on both, NSE and BSE occurs from Monday to Friday, between 9:15 a.m. and 3:30 p.m. IST (excluding the 15 minutes pre-open session from 9:00 a.m. to 9:15 a.m.). BSE and NSE are closed on public holidays. The recognised stock exchanges have been permitted to set their own trading hours (in the cash and derivatives segments) subject to the condition that (i) the trading hours are between 9.00 a.m. and 5.00 p.m.; and (ii) the stock exchange has in place a risk management system and infrastructure commensurate to the trading hours.

Trading procedure

In order to facilitate smooth transactions, BSE replaced its open outcry system with BSE on-line trading facility in 1995. This totally automated screen based trading in securities was put into practice nation-wide. This has enhanced transparency in dealings and has assisted considerably in smoothening settlement cycles and improving efficiency in back-office work. In the year 2014, BSE introduced its new generation fully automated BSE on-line trading platform (**"BOLT+"**) through which all trades on the equity cash, equity derivatives and currency segments of the exchange are executed.

NSE has introduced a fully automated trading system called National Exchange for Automated Trading ("**NEAT**"), which operates on strict time/ price priority besides enabling efficient trade. NEAT has provided depth in the market by enabling large number of members all over India to trade simultaneously, narrowing the spreads.

SEBI Listing Regulations

Public listed companies are required under the SEBI Listing Regulations to prepare and circulate to their shareholders audited annual accounts which comply with the disclosure requirements and regulations governing their manner of presentation and which include sections relating to corporate governance, related party transactions and management's discussion and analysis as required under the SEBI Listing Regulations. In addition, a listed company is subject to continuing disclosure requirements pursuant to the terms of the SEBI Listing Regulations.

SEBI Takeover Regulations

Disclosure and mandatory bid obligations for listed Indian companies under Indian law are governed by the SEBI Takeover Regulations, which provides for specific regulations in relation to substantial acquisition of shares and takeover. Once the equity shares of a company are listed on a stock exchange in India, the provisions of the SEBI Takeover Regulations will apply to any acquisition of the company's shares/ voting rights/ control. The SEBI Takeover Regulations prescribes certain thresholds or trigger points in the shareholding a person or entity has in the listed Indian company, which give rise to certain obligations on part of the acquirer. Acquisitions up to a certain threshold prescribed under the SEBI Takeover Regulations mandate specific disclosure requirements, while acquisitions crossing particular thresholds may result in the acquirer having to make an open offer of the shares of the target company. The SEBI Takeover Regulations also provides for the possibility of indirect acquisitions, imposing specific obligations on the acquirer in case of such indirect acquisition. The SEBI Takeover Regulations also provides certain general exemptions which exempt certain acquisitions from the obligation to make an open offer. Subsequently, the SEBI Takeover Regulations were amended on August 13, 2021 exempting (a) persons, together with persons acting in concert with him, holding shares or voting rights entitling him to exercise twenty-five per cent or more of the voting rights in a target company; and (b) promoter of the target company, together with persons acting in concert with him, from making continual disclosures in relation to aggregate shareholding and voting rights in the target company. These relaxations have been given on account of implementation of the System Driven Disclosures ("**SDD**").

Prohibition of SEBI Insider Trading Regulations

The SEBI Insider Trading Regulations were notified on January 15, 2015 and came into effect on May 15, 2015, which repealed the regulations of 1992. The SEBI Insider Trading Regulations prohibit and penalize insider trading in India and impose certain restrictions on the communication of information by listed companies. An insider is, among other things, prohibited from dealing in the securities of a listed company when in possession of unpublished price sensitive information ("**UPSI**"), subject to certain limited exceptions. Under the SEBI Insider Trading Regulations, (i) no insider shall communicate, provide or allow access to any UPSI relating to such companies and securities to any person including other insiders; and (ii) no person shall procure or cause the communication by any insider of UPSI relating to such companies and securities, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. However, UPSI may be communicated, provided or allowed access to or procured, under certain circumstances specified in the SEBI Insider Trading Regulations.

Further, the SEBI Insider Trading Regulations makes it compulsory for listed companies and certain other entities that are required to handle UPSI in the course of business operations to establish an internal code of practices and procedures for fair disclosure of UPSI and to regulate, monitor and report trading by insiders. To this end, the SEBI Insider Trading Regulations provide principles of fair disclosure for purposes of code of practices and procedures for fair disclosure of UPSI and minimum standards for code of conduct to regulate, monitor and report trading by insiders.

The SEBI Insider Trading Regulations also provides for initial and continuing disclosure obligations for shareholders holding more than a pre-defined percentage, and directors and officers, with respect to their shareholding in the company, and the changes therein. Initial disclosures are required from promoters, key managerial personnel, directors as well as continual disclosures by every promoter, employee or director in case value of trade exceed monetary threshold of ₹1 million over a calendar quarter, within two days of reaching such threshold. The board of directors of all listed companies are required to formulate and publish on the company's website a code of procedure for fair disclosure of UPSI along with a code of conduct for its employees for compliances with the SEBI Insider Trading Regulations. The definition of "insider" includes any person who has received or has had access to unpublished price sensitive information in relation to securities of a company or any person reasonably expected to have access to unpublished price sensitive information in relation to securities of a company and who is or was connected with the company or is deemed to have been connected with the company. On July 17, 2020, SEBI amended the SEBI Insider Trading Regulations to prescribe that the board of directors or head(s) of listed companies shall ensure that a structured digital database containing the nature of unpublished price sensitive information, the names and details of persons who have shared the information and the names and details persons with whom information is shared shall be maintained.

Depositories

The Depositories Act provides a legal framework for the establishment of depositories to record ownership details and effect transfer in book-entry form. Further, SEBI has framed regulations in relation to, among other things, the formation and registration of such depositories, the registration of participants as well as the rights and obligations of the depositories, participants, companies and beneficial owners. The Depository system has significantly improved the operation of the Indian securities markets.

Derivatives (Futures and Options)

Trading in derivatives is governed by the SCRA, the SCRR and the SEBI Act. The SCRA was amended in February 2000 and derivatives contracts were included within the term "securities", as defined by the SCRA. Trading in derivatives in India takes place either on separate and independent derivatives exchanges or on a separate segment of an existing stock exchange. The derivatives exchange or derivatives segment of a stock exchange functions as a self-regulatory organisation under the supervision of the SEBI.

DESCRIPTION OF THE EQUITY SHARES

Set out below is certain information relating to the share capital of our Company, including a brief summary of certain provisions of our Company's Memorandum and Articles of Association and the Companies Act, 2013 and certain related legislations of India, all as currently in effect. Prospective investors are urged to read the Memorandum and Articles of Association carefully, and consult with their advisers, as the Memorandum and Articles of Association and applicable Indian law, and not this summary, govern the rights attached to the Equity Shares.

General

The authorized share capital of our Company as of the date of this Placement Document is ₹200,000,000 divided into 200,000,000 Equity Shares of ₹1 each. Our issued, subscribed and paid-up equity share capital as of the date of this Placement Document is ₹142,564,121 divided into 142,564,121 Equity Shares of ₹1 each.

Dividends

Under the Companies Act, 2013, an Indian company pays dividend upon a recommendation by its board of directors and subject to approval by a majority of the shareholders. The dividend on equity shares can be declared/paid only after declaration/payment of applicable dividend on preference shares. Unless the board of directors of a company recommends the payment of a dividend, the shareholders at a general meeting have no power to declare any dividend. Subject to certain conditions laid down by Section 123 of the Companies Act, 2013, no dividend can be declared or paid by a company for any fiscal except, among other things, out of the profits of the company for that year, calculated in accordance with the provisions of the Companies Act, 2013 or out of the profits of the company for any previous fiscal arrived at as laid down by the Companies Act, 2013. Further, under the Companies Act, 2013, a company is not permitted to declare any dividends unless carried over previous losses and depreciation not provided in previous year or years are set off against the profit of the company for the current year.

According to the Articles of Association, our Company in a general meeting may declare dividends, but no dividend shall exceed the amount recommended by our Board. Subject to the provisions of the Companies Act, 2013, our Board may from time to time pay to the Shareholders such interim dividends as appear to it to be justified by the profits of our Company. Our Board may, before recommending any dividend, set aside out of the profits of our Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of our Board, be applicable for any purpose to which the profits of our Company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of our Company or be invested in such investments (other than Equity Shares of our Company) as our Board may, from time to time, think fit. Our Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

Under the Companies Act, 2013, dividends must be paid within thirty days from the date of its declaration. Where our Company has declared dividend, but which has not been paid or claimed within thirty days from the date of declaration, our Company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of the unpaid or unclaimed dividend to the unpaid dividend account. All Equity Shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by our Company in the name of Investor Education and Protection Fund (IEPF), established by the Central Government.

Issue of bonus shares and capitalization of reserves

In addition to permitting dividends to be paid out of current or retained earnings, the Companies Act, 2013 permits the board of directors, if so approved by the shareholders in a general meeting, to distribute an amount transferred in the free reserves, the securities premium account or the capital redemption reserve account, to its shareholders, in the form of fully paid up bonus shares. Bonus shares are distributed to shareholders in the proportion of the number of ordinary shares owned by them as recommended by the board of directors. The shareholders on record on a fixed record date are entitled to receive such bonus shares. Any issue of bonus shares is subject to regulations issued by SEBI. Further, as per the Companies Act, 2013, bonus shares can only be issued if the company has not defaulted in payments of statutory dues of the employees, such as, contribution to provident fund, gratuity and bonus or principal/ interest payments on fixed deposits or debt securities issued by it. The bonus issue must be made out of free reserves built out of profits or share premium account collected in cash only and not from reserves created by revaluation of fixed assets. Further, bonus shares cannot be issued in lieu of dividend.

Pre-emptive rights and alteration of share capital

Under Section 62(1)(a) of the Companies Act, 2013, the shareholders have the pre-emptive right to subscribe for new shares in proportion to the amount paid up on those shares at that date. The offer shall be made by notice specifying the number of shares offered and the date (being not less than fifteen days and not exceeding thirty days from the date of the offer) within which the offer, if not accepted, will be deemed to have been declined. The offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him in favour of any person, and the notice shall contain a statement of this right. The board of directors is authorized to distribute any new shares not purchased by the pre-emptive rights holders in a manner which is not disadvantageous to the shareholders and the company.

Our Articles of Association provide that our Company may, from time to time, by ordinary resolution in its general meetings, undertake any of the following:

- increase the share capital by such sum, to be divided into shares of such amounts or such class as may be specified in the resolution;
- divide, sub-divide or consolidate its shares, or any of them, and the resolution whereby any share is sub-divided, may determine that as between the holders of the shares resulting from such sub-division one or more of such shares have some preference or special advantage in relation to dividend, capital or otherwise as compared with others;
- cancel shares which on the date of such general meeting have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of shares so cancelled;
- consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of any denomination.

Preference shares

Subject to Section 55 of the Companies Act, 2013, any new shares may be issued as preference shares which are liable to be redeemed within a period not exceeding twenty years from the date of their issue, and the resolution authorizing such issue shall prescribe the manner, terms and conditions of redemption subject to the conditions provided in the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, as amended.

Our Articles of Association provide that our Company shall have power to issue, subject to the provisions of the Companies Act, 2013 and consent of our Board, any preference shares on the terms that they are, or at the option of our Company, liable to be redeemed on such terms and in any manner permissible under the Companies Act, 2013 and the Directors may, subject to the applicable provisions of the Companies Act, 2013, exercise such power as they deem fit and provide for redemption at a premium or otherwise as they deem fit.

General meetings of shareholders

There are two types of general meetings of the Shareholders:

(i) Annual General Meeting, and

(ii) Extraordinary General Meeting.

As per the provisions of our Articles of Association, all general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

In accordance with Section 96 of the Companies Act, 2013, a company must hold its annual general meeting within six months after the expiry of each fiscal provided that not more than fifteen months shall elapse between the annual general meeting and the next one, unless extended by the Registrar of Companies at its request for any special reason for a period not exceeding three months. Our Company shall, in addition to any other meetings, hold a general meeting which shall be styled as an Annual General Meeting at intervals and in accordance with the following provisions: (a) our Company shall hold its Annual General Meetings within such intervals as are specified in Section 96 read with Section 129 of the Companies Act, 2013 and subject to the provisions of Section 96(2) of the Companies Act, 2013 at such times and places as may be determined by our Board.

Our Board may, whenever it thinks fit, call an Extraordinary General Meeting. Further, our Board may call an Extraordinary General Meeting on requisition in compliance with the provisions of the Companies Act, 2013.

Whenever our Company proposes to undertake any action that statutorily requires the approval of the Shareholders of our Company, our Company shall call for an Extraordinary General Meeting in accordance with the provisions of the Companies Act, 2013 by serving at least twenty-one days' written notice to all Shareholders, with an explanatory statement containing all relevant information relating to the agenda for the Extraordinary General Meeting. Unless waived in writing by all the Shareholders, any item not specifically included in the agenda of a Shareholders' meeting shall not be considered or voted upon at that meeting of the Shareholders (including at any adjournments thereof).

Our Company may also pass resolutions by means of postal ballot and/or other ways as may be prescribed under Section 110 of the Companies Act, 2013 and/or other applicable provisions, if any, and any future amendments or re-enactments, in respect of any business that can be transacted by our Company in a general meeting, instead of transacting the business therein. Further, in the case of resolutions relating to such business as the Government of India may prescribe, to be conducted only by postal ballot and/or other ways as may be prescribed, our Company shall get such resolutions passed only by postal ballot and/or other ways as may be prescribed, instead of transacting the business in a general meeting of the Company.

Voting rights

Subject to the provisions of the Companies Act, 2013 and our Articles of Association, votes may be given either personally or by proxy, and in the case of a body corporate, a duly authorized representative under Section 113 of the Companies Act, 2013 shall be entitled to exercise the same powers on behalf of the corporation as if it were an individual member of the company.

On a show of hands, every member holding Equity Shares and present in person shall have one vote. On a poll, every member holding Equity Shares in our Company shall have voting rights in proportion to his share of the paid-up equity share capital. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members. Further, upon a show of hands or upon a poll, the voting right of every member holding preference shares shall be subject to the provisions of Section 47 of the Companies Act, 2013. A member who is of unsound mind may vote whether on a show of hands or a poll by his committee or any other legal guardian and such person may give their votes by proxy.

Any business other than upon which a poll has been demanded may be proceeded with, pending the taking of the poll. No Shareholder shall be entitled to exercise any voting right, either personally or by proxy at any meeting of the Company unless all calls or other sums presently payable by him in respect of the shares in the Company have been paid, or in regard to which the Company has exercised any right of lien. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting, whose determination made in good faith shall be final and conclusive.

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the Registered Office of our Company at least forty-eight hours before the time of holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid. A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the prior death or insanity of the principal, or revocation of the instrument, or transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death, insanity, revocation or transfer shall have been received by our Company at the Registered Office before the vote is given. However, the chairman of that meeting shall be entitled to require such evidence as he may think fit, of the due execution of the instrument of proxy and that such instrument has not been revoked.

Transfer and transmission of Equity Shares

Equity shares held through depositories are transferred in the form of book entries or in electronic form in accordance with the regulations laid down by SEBI. These regulations provide the regime for the functioning of the depositories and the Depository Participants and set out the manner in which the records are to be kept and maintained and the safeguards to be followed in this system. Transfers of beneficial ownership of shares held through a depository are subject to securities transaction tax (levied on and collected by the stock exchanges on which such equity shares are sold). Further, SEBI has mandated that securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019.

The executor or administrator of a deceased member (not being one of the several joint-holders) shall be the only person recognised in the name of such member, and in case of the death of anyone or more of the joint holders of any registered Equity Share, the survivor shall be the only person recognised by the Company as having any title to or interest in such Equity Share. However, the above stated shall not release the estate of a deceased joint holder from any liability in respect of any Equity Share which had been jointly held by him with other persons.

If any person becoming entitled to Equity Shares in consequence of the death of a Shareholder, elects to be registered as holder of the Equity Share himself, he shall deliver or send to the Company, a notice signed by him stating that he so elects. If the said person elects to transfer the Equity Shares, he shall testify his election by executing an instrument of transfer of the Equity Shares. Our Board shall, in either case, have the same right to decline or suspend registration as it would have had if the deceased, lunatic, insolvent, bankrupt shareholder had transferred the Equity Share(s) before his death, lunacy, bankruptcy or insolvency.

Any person becoming entitled to Equity Shares by reason of the death, lunacy, bankruptcy or insolvency of a Shareholder shall, subject to Section 123 of the Companies Act, 2013, be entitled to the same dividends and other advantages as he would be entitled to if he were the registered holder of the Equity Shares.

Acquisition by our Company of its own Equity Shares

The Company is permitted to buy-back its securities including shares in accordance with the provisions of Sections 68, 69 and 70 and other applicable provisions, if any, of the Companies Act, 2013 (including any future amendments or re-enactments) and as per the rules and procedures prescribed therein and in compliance with the prevailing regulatory provisions and guidelines.

Winding up

As per the provisions of our Articles of Association, our Company may be wound up in accordance with the Companies Act, 2013 and the Insolvency and Bankruptcy Code, 2016, as amended (to the extent applicable).

STATEMENT OF POSSIBLE TAX BENEFITS

The Board of Directors
Transformers and Rectifiers (India) Limited
Survey No. 427 P/3-4 & 431
P/1-2 Sarkhej Bavla Highway
Moraiya, Sanand, Ahmedabad
Gujarat, India, 382 213

Nuvama Wealth Management Limited
(*Formerly known as Edelweiss Securities Limited*)
801 to 804 Wing A Building No. 3, Inspire BKC
G Block BKC, Bandra (East)
Mumbai 400 051
Maharashtra, India

ITI Capital Limited
ITI House 36, Dr. R.K. Shirodkar Marg
Parel, Mumbai 400 012
Maharashtra, India

(Nuvama Wealth Management Limited and ITI Capital Limited hereinafter referred to as the "**Book Running Lead Managers**" or "**BRLMs**")

Re: Proposed Qualified Institutional Placement ("QIP") of equity shares of face value of ₹ 1 each ("Equity Shares") of Transformers and Rectifiers (India) Limited (the "Company" and such placement, the "Issue").

Dear Sir/ Ma'am,

1. This certificate is issued in accordance with the terms of our engagement letter dated May 14, 2024.

2. The accompanying Statement of Tax Benefits available to the Company and its shareholders (hereinafter referred to as the "**Statement**") in accordance with the provisions of the Income Tax Act, 1961 (read together with the rules, circulars, and notifications issued thereinunder) [as amended by the Finance Act, 2024 (hereinafter referred to as the "**Income Tax Regulations**") and the Central Goods and Services Act 2017 (read together with rules, circulars, and notifications issued thereinunder), the Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2015-20), Central Excise Act, 1944 (together referred to as "**Indirect Tax Laws**")] has been prepared by the management of the Company in connection with the Issue, which we have attached for identification purposes.

Management's Responsibility

3. The preparation of this Statement as of the date of our report which is to be included in the placement document and placement document, as amended or supplemented thereto to be filed by the Company with the stock exchanges where the Equity Shares are listed ("**Stock Exchanges**"), the Securities and Exchange Board of India, and the Registrar of Companies, and any other authority and in any other document issued in connection with the Issue (the "**Placement Documents**") is the responsibility of the management of the Company (the "**Management**").

4. The Management is also responsible for ensuring that the Company complies with the requirements of the SEBI ICDR Regulations, the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("**ICAI**"), Companies Act, 2013, ("**Companies Act**") as amended, Income Tax Regulations, and applicable Indian Accounting Standards.

5. The Management's responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Statement, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances. The Management is also responsible for identifying and ensuring that the Company complies with the laws and regulations applicable to its activities.

6. The Management is further responsible to communicate to us in writing about any change to the information/ confirmation given in the certificate after its signing as and when the Management become aware of any such changes. In the absence of any such communication from the Management until the Equity Shares proposed to be issued pursuant to the Issue are listed and commence trading on National Stock Exchange of India Limited ("**NSE**") or BSE Limited (**BSE**", and collectively, the "**Stock Exchanges**"), we can assume that there is no change to the information/ confirmations forming the certificate and accordingly, information given and prepared by the Management in respect of certificate is true and accurate.

Auditor's Responsibility

7. We understand that the Company is required to disclose such details in the Placement Documents to be prepared by the Company in relation to the Issue, pursuant to requirements under the SEBI ICDR Regulations, the Companies Act and the Companies (Prospectus and Allotment of Securities) Rules, 2014.

8. Our responsibility is to obtain reasonable assurance and to form an opinion as to whether information given in the certificate is correct and in compliance of SEBI ICDR Regulations, Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by ICAI, the Companies Act, Income Tax Regulations, and applicable Indian Accounting Standards.

9. In this connection, we have performed the following procedures:

    - Reviewed relevant provisions of the tax Regulations.
    - Reviewed Income Tax return filed by the Company for the financial year ended on March 31, 2023.
    - Discussion with the Company officials about the tax benefits.

10. We have conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the "**Guidance Note**") in accordance with the generally accepted auditing standards in India and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those standards require that we plan and perform the examination to obtain reasonable assurance about the 'Reporting Criteria'. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India. 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.

11. Pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**") and the Companies Act 2013, as amended (the "**Act**"), it is our responsibility to report whether the Statement prepared by the Company, presents, in all material respects, the tax benefits available to the Company and its shareholders, in accordance with the Income Tax Regulations as at the date of our report.

12. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act and the SEBI ICDR Regulations in connection with the Issue.

Inherent Limitations

13. We draw attention to the fact that the Statement includes certain inherent limitations that can influence the reliability of the information.

14. The benefits mentioned in the accompanying statement in **Annexure I** are not exhaustive. Several of the benefits mentioned in **Annexure I** are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the tax laws. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which may or may not be fulfilled.

15. The Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue.

16. Further, we give no assurance that the Revenue Authorities/ Courts will concur with our views expressed herein. Our views are based on the existing provisions of law and their interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

Opinion

17. In our opinion, the Statement prepared by the Company presents, in all material respects, the tax benefits available to the Company and its shareholders, in accordance with the Income Tax Regulations as at the date of our report.

18. Considering the matter referred hereinabove, we are unable to express any opinion or provide any assurance as to whether:

    (i) the Company or its shareholders will continue to obtain the benefits per the Statement in future;
    (ii) the conditions prescribed for availing the benefits per the Statement have been/ would be met with; or
    (iii) the revenue authorities / courts will concur with the views expressed herein.

Restriction on distribution or Use

19. This report is addressed to and is provided to enable the Board of Directors of the Company to include this report in the Placement Documents prepared in connection with the Issue to be filed by the Company with the Stock Exchanges and should not be used by any other person or for any other purpose and is not designed nor intended to be a substitute for professional tax advice. Further it should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. We will not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom the annexed certificates are shown or into whose hands it may come without our prior consent in writing.

20. This certificate is for information and for inclusion (in part or full) in the Placements Documents or any other document in relation to the Issue or any other Issue-related material (collectively, "**Issue Documents**"), and may be relied upon by the Company, the book running lead managers ("**BRLMs**") and legal advisors appointed in relation to the Issue. We hereby consent to the submission of this certificate as may be necessary to SEBI, the Registrar of Companies, Gujarat at Ahmedabad, the Stock Exchanges, any other regulatory or statutory authority and/or for the records to be maintained by the BRLMs and in accordance with applicable laws.

    We hereby consent to this certificate being disclosed by the BRLMs, if required (i) by reason of any law, regulation or order of a court or by any governmental or competent regulatory or statutory authority in connection with the contents of the Issue Documents; or (ii) in seeking to establish a defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation in connection with the contents of the Issue Documents.

    We undertake to immediately inform the Company and the BRLMs in case of any changes to the above, that has come to our knowledge/attention or, if informed to us by the Company, till the date when the Equity Shares issued pursuant to the Issue commence trading on the Stock Exchanges. In the absence of any such communication, you may assume that there is no change, in respect of the matters covered in this certificate.

    Capitalized terms used herein, unless otherwise specifically defined, shall have the same meaning as ascribed to them in the Placement Documents prepared in connection with the Issue.

Yours faithfully,

For **M/s Manubhai & Shah LLP**
Chartered Accountants
ICAI firm registration number: **106041W/W100136**

Partner: K. B. Solanki
Membership No. 110299
Place: Ahmedabad
UDIN: 24110299BKCUTM6630

Annexure I

STATEMENT OF TAX BENEFITS AVAILABLE TO TRANSFORMERS AND RECTIFIERS (INDIA) LIMITED ("COMPANY") AND ITS SHAREHOLDERS UNDER THE APPLICABLE INCOME TAX LAWS OF INDIA

Outlined below are the possible special tax benefits available to the Company and its shareholders under the Income-Tax Act, 1961 as amended by the Finance Act, 2024 (hereinafter referred to as the '**Act**') read along with applicable Income-Tax Rules, Circulars and Notifications (hereafter referred to as '**Indian Income Tax Regulations**') and the Central Goods and Services Act 2017 (read together with rules, circulars, and notifications issued thereinunder), the Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2015-20), Central Excise Act, 1944 (together referred to as "**Indirect Tax Laws**"). These special tax benefits are dependent on the Company and its shareholders fulfilling the conditions prescribed under the relevant Income Tax Laws.

I. Under the Income Tax Laws.

A. Special tax benefits available to the Company

1. <u>Beneficial corporate tax rates - section 115BAA of the Act</u>

The Taxation Laws (Amendment) Act, 2019 introduced section 115BAA wherein domestic companies are entitled to avail a beneficial tax rate of 22% (plus applicable surcharge and cess) on fulfilment of certain conditions. The option to apply this tax rate is available from Financial Year ('FY') 2019-20 relevant to Assessment Year ('AY') 2020-21 and the option once exercised shall apply to subsequent AYs. The beneficial tax regime is subject to a company not availing any of the following deductions under the provisions of the Act:

- Section10AA: Tax holiday available to units in a Special Economic Zone.
- Section 32(1)(iia): Additional depreciation;
- Section 32AD: Investment allowance.
- Section 33AB/3ABA: Tea coffee rubber development expenses/site restoration expenses
- Section 35(1) (ii), (iia) & (iii) / 35(2AA) / 35(2AB): Expenditure on scientific research.
- Section 35AD: Deduction for capital expenditure incurred on specified businesses.
- Section 35CCC/35CCD: expenditure on agricultural extension /skill development.
- Chapter VI-A except for the provisions of section 80JJAA and section 80M.

The total income of a company availing the beneficial tax rate of 25.17% (i.e., 22% plus 10% surcharge and 4% health & education cess) is required to be computed without set-off of any carried forward loss and depreciation attributable to any of the aforesaid deductions/incentives. A company can exercise the option to apply for the beneficial tax regime in its return of income filed under section 139(1) of the Act. Further, provisions of Minimum Alternate Tax ('MAT') under section 115JB of the Act shall not be applicable to companies availing this beneficial tax regime, thus, any carried forward MAT credit also cannot be claimed.

The provisions do not specify any limitation/condition on account of turnover, nature of business or date of incorporation for opting for the beneficial tax regime. Accordingly, all existing as well as new domestic companies are eligible to avail this beneficial tax regime.

Note: The Company has opted for beneficial tax regime under section 115BAA of the Act from the financial year 2022 – 23.

2. Deduction in respect of inter-corporate dividends – section 80M of the Act

As per the provisions of section 80M of the Act, inserted with effect from 01 April 2021, a domestic company, shall be allowed to claim a deduction of dividend income earned from any other domestic company or a foreign company or a business trust. However, such deduction shall be restricted to the amount of dividend distributed by it to its shareholders on or before the due date i.e., one month prior to the date of furnishing the return of income under sub-section (1) of section 139 of the Act.

3. Deductions in respect of employment of new employees –section 80JJAA of the Act

As per section 80JJAA of the Act, where a company is subject to tax audit under section 44AB of the Act and derives income from business, it shall be allowed to claim a deduction of an amount equal to 30% of additional employee cost incurred in the course of such business in a previous year, for 3 consecutive assessment years including the assessment year relevant to the previous year in which such additional employment cost is incurred.

The eligibility to claim the deduction is subject to fulfilment of prescribed conditions specified in sub-section (2) of section 80JJAA of the Act.

B. Special tax benefits available to the shareholders under the Act

1. Dividend income earned by the shareholders would be taxable in their hands at the applicable rates. However, in case of a domestic corporate shareholder, benefit of deduction under section 80M of the Act would be available on fulfilling the conditions (as discussed in A.3 above).

2. As per section 111A of the Act, short-term capital gains arising from transfer of equity shares on which securities transaction tax (STT) is paid at the time of sale, shall be taxed at the rate of 15%. This is subject to fulfilment of prescribed conditions under the Act.

3. As per section 112A of the Act, long-term capital gains arising from transfer of equity shares on which STT is paid at the time of acquisition and sale, shall be taxed at the rate of 10% (without indexation). This is subject to fulfilment of prescribed additional conditions as per Notification No. 60/2018/F. No.370142/9/2017-TPL dated 01 October 2018. It is worthwhile to note that tax shall be levied where such aggregate capital gains exceed INR 1,00,000 in a year.

4. As per section 115A of the Act, dividend income earned by a non-resident (not being a company) or of a foreign company, shall be taxed at the rate of 20% subject to fulfilment of prescribed conditions under the Act.

5. As per section 115E of the Act, long term capital gains arising to non-resident Indian from transfer of shares in an Indian company which the assessee has acquired in convertible foreign exchange shall be taxed at the rate of 10% subject to fulfilment of prescribed conditions under the Act.

6. As per section 90(2) of the Act, non-resident shareholders will be eligible to take advantage of the beneficial provisions under the respective Double Taxation Avoidance Agreement ("DTAA"), if any, applicable to such non-residents. This is subject to fulfilment of conditions prescribed to avail treaty benefits.

7. Further, any income by way of capital gains, dividends accruing to non-residents may be subject to withholding tax per the provisions of the Act or under the relevant DTAA, whichever is more beneficial to such non-resident. However, where such non-resident has obtained a lower withholding tax certificate from the tax authorities, the withholding tax rate would be as per the said certificate. The non-resident shareholders can also avail credit of any taxes paid by them, subject to local laws of the country in which such shareholder is resident.

Notes:

1. The ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company or its shareholders may or may not choose to fulfil.

2. The special tax benefits discussed in the Statement are not exhaustive and is only intended to provide general information to the investors and hence, is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

3. The Statement is prepared based on information available with the management of the Company and there is no assurance that:

- the Company or its shareholders will continue to obtain these benefits in future.
- the conditions prescribed for availing the benefits have been/ would be met with; and
- the revenue authorities/courts will concur with the view expressed herein.

4. The above views are based on the existing provisions of law and its interpretation, which are subject to change from time to time.

5. The above Statement of Special Tax Benefits sets out the provisions of law in a summarized manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership, and disposal of shares.

II. Under the Indirect Tax Laws.

Special tax benefits available to the Company
As represented by the management, there are no special tax benefits available to the Company under The Central Goods and Services Tax Act, 2017, The Integrated Goods and Services Tax Act, 2017 and applicable State Goods and Services Tax Act, 2017 along with the Central Goods and Services Tax Rules, 2017, The Integrated Goods 270 and Services Tax Rules, 2017, the applicable State Goods and Services Tax Rules, 2017. The Custom Act, 1962, the Custom Tariff Act, 1975 and its relevant Rules and The Foreign Trade Policy 2023, the Handbook of Procedures and its relevant Rules.

Special tax benefits available to Shareholders
As represented by the management, the shareholders of the Company are not required to discharge any GST on transaction in securities of the Company. Securities are excluded from the definition of Goods as defined u/s 2(52) of the Central Goods and Services Tax Act, 2017 as well from the definition of services as defined u/s 2(102) of the Central Goods and Services Tax Act, 2017. Accordingly, transactions in the security of the Company may not attract GST. Apart from above, the shareholders of the Company are not eligible for any possible special tax benefits under the provisions of the GST Acts, Custom Act, Customs Tariff Act as amended by the Finance Act, 2024 and Foreign Trade Policy including the relevant rules, regulations, notifications, and circulars issued there under.

Sincerely,

For and on behalf of **Transformers and Rectifiers (India) Limited**

____
Authorised Signatory
Chanchal S Rajora
Chief Financial Officer
Place: Ahmedabad
Date: June 10, 2024

LEGAL PROCEEDINGS

Our Company and Subsidiaries have been involved in certain legal proceedings from time to time, which are primarily in the nature of civil suits, criminal complaints, tax disputes and petitions pending before various adjudicating authorities. These legal proceedings may have been initiated by us or by other parties against us and are pending at different levels of adjudication before various courts, tribunals and appellate tribunals in various jurisdictions.

*As on date of this Placement Document, except as disclosed below, there are no outstanding litigations, suits, including any tax proceedings or any other claims, disputes, legal or show cause notices, investigations or complaints determined as material in accordance with the Company's 'Policy on Determination of Materiality' framed in accordance with Regulation 30 of the SEBI Listing Regulations and adopted by the Board on August 10, 2023 (the "**Policy**").*

*Notwithstanding the Policy, the disclosures hereinbelow have been made solely for the purpose of the Issue in accordance with the materiality policy approved for the Issue by the Allotment Committee through its resolution dated June 10, 2024. Except as disclosed below, there are no (i) outstanding criminal proceedings involving our Company, our Subsidiaries, our Directors and our Promoters; (ii) outstanding actions (including show cause notices) by statutory or regulatory authorities involving our Company, our Subsidiaries, our Directors and our Promoters (such as SEBI, RBI, Stock Exchanges or such similar authorities); (iii) outstanding civil and tax proceedings involving our Company, our Subsidiaries, our Directors and our Promoters, which involve an amount equivalent to or above ₹ 17.27 million, which is 5% of our Company's average of absolute value of profit or loss after tax as per the audited consolidated financial statements of the Company for Fiscals 2022, 2023 and 2024 ("**Materiality Threshold**"); and (iv) other civil and tax proceedings involving our Company, our Subsidiaries, our Directors and our Promoters, wherein a monetary liability is not determinable or quantifiable, or which does not exceed the Materiality Threshold as specified in (iii) above and which if results in an adverse outcome, could, individually or in the aggregate, have a material and adverse effect on the financial position, business, operations, prospects or reputation of our Company.*

Further, as on the date of this Placement Document, except as disclosed below, (i) there is no litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against our Promoters during the last three years immediately preceding the year of circulation of this Placement Document and no directions have been issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action; (ii) there are no inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or the Companies Act, 1956 in the last three years immediately preceding the year of circulation of this Placement Document involving our Company and our Subsidiaries, and no prosecutions filed (whether pending or not), fines imposed, compounding of offences in the last three years immediately preceding the year of this Placement Document involving our Company and our Subsidiaries; (iii) there are no defaults by our Company or our Subsidiaries, including therein the amount involved, duration of default and present status in the repayment of statutory dues, dues payable to instrument holders like holders of any debentures and interest thereon, in respect of deposits and interests thereon, or in repayment of any loan obtained from any bank or financial institution and interest thereon, as of the date of this Placement Document; (iv) there are no material frauds committed against our Company in the last three years; (v) there are no defaults in annual filings of our Company or our Subsidiaries under the Companies Act, 2013 and the rules made thereunder; (vi) there are no significant and material orders passed by the regulators, courts and tribunals impacting the going concern status of our Company and its future operations on a consolidated basis; and (vii) there are no reservations, qualifications or adverse remarks of our auditors in their respective reports on our audited financial statements for the last five Fiscal s preceding the date of this Placement Document.

It is clarified that for the purposes of the above, pre-litigation notices received by our Company, our Subsidiaries, our Directors and our Promoters from third parties (excluding statutory/ regulatory authorities or notices threatening criminal action) shall, in no event be considered as litigation till such time that any of the Company or its Subsidiaries, are impleaded as parties in any such litigation proceedings before any judicial forum and accordingly have not been disclosed in this section.

Capitalised terms used herein shall, unless otherwise specified, have the meanings ascribed to such terms in this section.

A. Litigation involving our Company

Litigation initiated by our Company

Material civil proceedings

a. Our Company has initiated a recovery process of ₹ 84.72 million against Shreem Electric Limited (the "**Defendant**") by filing Commercial Suit No.1 of 2018 before the Commercial Court in Ahmedabad on August 6, 2018. The Defendant had entered into a contract with our Company for the supply of transformers in connection to which our Company agreed to submit certain bank guarantees (the "**Bank Guarantees**") amounting to 10% of the purchase order value, valid until the expiry of the Bank Guarantees, from any nationalised bank. Our Company alleging fraudulent invocation of some of the Bank Guarantees amounting to ₹ 62.07 million challenged the invocation letters sent by the Defendant to the banks. The Defendant has filed a written statement denying the allegations made by our Company. The matter is currently pending.

b. Our Company has filed a civil application dated May 2, 2017, for an injunction before the Commercial Court in the City Civil Court, Ahmedabad, seeking to secure a stay on the potential invocation of the bank guarantees (the "**Bank Guarantees**") of ₹44.57 million issued to Shreem Electric Limited for various purchase orders. The court by way of its order dated October 12, 2023 has ordered the extension of these Bank Guarantees until the conclusion of the proceeding. The matter is currently pending.

c. Our Company (the "**Appellant**") has filed a commercial court appeal in the High Court of Telangana against the order no. 77 of 2021 dated March 28, 2022 (the "**Impugned Order**"), passed by the Principal Special Court in the cadre of District Judge, Hyderabad. Our Company has contended that the Impugned Order, whereby IDBI Bank Limited has been directed to withhold the account of Vijai Electricals Limited (the "**Respondent**") to the extent of ₹220.00 million, is akin to an attachment before the final judgment and fails to meet the intent of law. Our Company has further alleged that the Appellant was not obligated to maintain any bank guarantees beyond January 28, 2019, which was agreed upon pursuant to the contract entered into between the Appellant and Respondent. The matter is at the admission stage.

Criminal Proceedings

a. Our Company initiated a complaint, pursuant to the First Information Report (the "**FIR**") No. 1/69/2018 dated August 4, 2018, before the Special Investigation Team (the "**SIT**") against Jayantibhai Gohil (the "**Accused**"). Pursuant to an agreement executed with the Accused, our Company had transferred certain sum of money for the purchase of a piece of land, the title of which was subsequently discovered to be unclear by our Company. Post investigation by the police, a case numbered CC/370/2019 was instituted before Taluka Court, Sanand. The matter is currently pending.

b. Our Company has filed a complaint numbered 1721/2012 dated November 3, 2012 (the "**Complaint**") against Jayantibhai Gohil (the "**Accused**"), under Section 138 of the Negotiable Instruments Act, 1881, before the Metropolitan Magistrate, Ahmedabad (the "**Magistrate**"). Our Company and the Accused had entered into a Memorandum of Understanding dated May 2, 2012 (the "**MOU**") for purchase of land by our Company. Pursuant to the MOU, the Accused had issued a cheque amounting to ₹ 5.70 million, for due discharge of his liability, which when submitted by our Company to the bank of the Accused, was allegedly returned unpaid due to insufficient funds. Our Company has filed a quashing application number CR.MA 17266 of 2022 dated July 28, 2022 (the "**Quashing Application**") before the High Court of Gujarat, Ahmedabad, praying to overturn the order of the Magistrate permitting the Accused to produce evidence for the fourth time pursuant to the Compliant. The Complaint has been stayed by the Magistrate *vide* its order dated June 28, 2022, until the Quashing Application filed by our Company is decided. The matters are currently pending.

Tax Proceedings

a. Our Company has filed an appeal dated February 1, 2020 (the "**Appeal**") before the Customs, Excise and Service Tax Appellate Tribunal, Mumbai, against the order number original F. No. S/26-69/ADJ.DRI/Transformers/2018-19 dated November 14, 2019 (the "**Impugned Order**") passed by the Additional Director General (Adjudication), Mumbai (the "**ADG**"), which imposed penalties of approximately ₹ 16.10 million. Our Company through the Appeal has contended that the Impugned Order be quashed on account violation of the principles of natural justice. The matter has not yet been listed before the appellate authority.

b. Our Company has filed an appeal dated January 1, 2014 (the "**Appeal**") under Section 35-F of the Central Excise Act, 1944 (the "**Act**"), before the Customs, Excise and Service Tax Appellate Tribunal, West Zonal Bench. The Appeal has been filed to seek an unconditional waiver of the requirement to pre-deposit the mandatory penalty of ₹ 0.85 million under Section 11-A of the Act which has been imposed on our Company by the Commissioner (Appeals-I) pursuant to the order no. 187/2013(Ahd-II) CE/AK/Com (A)/Ahd dated September 30, 2013. The matter is currently pending.

c. Our Company has filed a special civil application number 15304 of 2023 before the High Court of Gujarat at Ahmedabad seeking (i) a writ of mandamus to quash and set aside the instructions bearing reference no. CBIC-240137/14/2022 – Service Ta Section – CBEC, issued by the Central Board of Indirect Taxes and Customs (the "**CBIC"**) on October 28, 2022 (the "**Impugned Instructions**"), whereby payment of pre-deposit of ₹ 0.34 million through electronic credit ledger was declared as an invalid mode of payment under Section 83 of the Finance Act, 1994, read with Section 35F of the Central Excise Act, 1944 (the "**Act**"); and (ii) a writ of certiorari or in the nature of certiorari to quash and set aside the order passed in appeal no. AHM-EXCUS-002-APP-210/2022-23 dated March 24, 2023 (the "**Impugned Order**"), whereby the appeal dated May 25, 2022 (the "**Appeal**") filed by our Company had been dismissed for non-compliance of the provisions of the Act. Our Company has alleged that the Impugned Instructions are ex-facie illegal, arbitrary and in violation of the provisions of the Act. The matter is currently pending.

d. Our Company has filed a special civil application number 15336 of 2023 before the High Court of Gujarat at Ahmedabad seeking (i) a writ of mandamus to quash and set aside the instructions bearing reference no. CBIC-240137/14/2022 – Service Ta Section – CBEC, issued by the Central Board of Indirect Taxes and Customs (the "**CBIC"**) on October 28, 2022 (the "**Impugned Instructions**"), whereby payment of pre-deposit of ₹ 0.57 million through electronic credit ledger was declared as not a valid mode of payment under Section 83 of the Finance Act, 1994, read with Section 35F of the Central Excise Act, 1944 (the "**Act**"); and (ii) a writ of certiorari or in the nature of certiorari to quash and set aside the order in appeal no. AHM-EXCUS-002-APP-209/2022-23 dated March 24, 2023 (the "**Impugned Order**"), whereby the appeal dated May 25, 2022 (the "**Appeal**") filed by our Company had been dismissed for non-compliance of the provisions of the Act. Our Company has alleged that the Impugned Instructions are ex-facie illegal, arbitrary and violative of the provisions of the Act. The matter is currently pending.

Other litigation considered material by our Company

NIL

Litigation against our Company

Material civil proceedings

a. Allcargo Logistics Limited (the "**Claimant**") has instituted arbitration proceedings before the sole arbitrator (the "**Arbitrator**") seeking relief through payment of the outstanding dues on account of breaches allegedly committed by our Company under the terms of the Logistics Service Agreement (the "**Agreement**") entered into between the Claimant and our Company. Our Company has responded with a counterclaim of ₹ 43.38 million, on account of damages allegedly suffered due to Claimant's failure to fulfil its obligation under the Agreement, along with an interest at 18 % p.a. from the date of risk purchase being November 2, 2021 till the date of payment. The matter is currently pending.

b. Shreem Electric Limited (the "**Appellant**") has filed an appeal before the High Court of Judicature at Bombay (the "**Bombay High Court**") against (i) the order dated July 25, 2018, passed by the District Judge-I Kolhapur (the "**District Judge**", and its order dated July 25, 2018, the "**Impugned Order-I**") whereby the plaint was ordered to be returned and presented before the appropriate court, and (ii) the order dated February 28, 2019 rejecting the application seeking review of the Impugned Order-I (the "**Impugned Order-II**", and together with Impugned Order-I, the "**Impugned Orders**"). The Bombay High Court has set aside the Impugned Orders, noting that the District Judge only relied upon the pendency of the suit before another forum, thereby making the Impugned Orders indefensible, and has restored the matter before the District Judge. The matter is currently pending.

Details of Insolvency and Bankruptcy Code (IBC) proceedings

a. Our Company has entered into a supply contract with Vijai Electricals Limited (the "**Appellant**"), which included a provision regarding bank guarantees ("**Bank Guarantees**"). Under the contract, the Appellant could encash our Company's Bank Guarantees only after the Appellant's Bank Guarantees were encashed by their end customer, Comptoir Algerien du Material et Electrique et Gazier ("**CAMEG**"). The Appellant submitted an application dated February 26, 2021 before the National Company Law Tribunal, Ahmedabad

("**NCLT, Ahmedabad**") under Section 9 of the Insolvency and Bankruptcy Code, 2016 for initiation of corporate insolvency resolution process, appointment of interim resolution professional and declaration of moratorium for having defaulted in repayment of operational debt amounting to ₹ 99.72 million. Our Company alleged that despite CAMEG not encashing the Appellant's Bank Guarantees, the Appellant proceeded to encash our Company's Bank Guarantees. The NCLT, Ahmedabad disposed off the matter *vide* order dated December 8, 2023 (the "**Impugned Order**"). The Appellant has further filed an appeal before the National Company Law Appellate Tribunal, New Delhi and the matter is currently pending. The Appellant has also filed an interim application no. IA-2632/ND/2024 before the National Company Law Appellate Tribunal, Delhi, against our Company, under which our Company has not yet received a copy of the interim application from the Appellant. The matter is currently pending.

Other litigation considered material by our Company

NIL

B. Litigation involving our Subsidiaries

Litigations against and/or by our Subsidiaries

Criminal Litigation

NIL

Actions initiated by statutory or regulatory authorities

NIL

Material civil litigation

NIL

Material tax litigation

NIL

Other litigation considered material by our Company

NIL

C. Litigation involving our Directors

Litigation against and/or by our Directors

Criminal Litigation

NIL

Actions initiated by statutory or regulatory authorities

NIL

Material civil litigation

NIL

Material tax litigation

NIL

Other litigation considered material by our Company

NIL

D. Litigation involving our Promoters

Litigation against and/or by our Promoters

Criminal Litigation

NIL

Actions initiated by statutory or regulatory authorities

NIL

Material civil litigation

NIL

Material tax litigation

NIL

Other litigation considered material by our Company

NIL

E. Litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against our Promoters during the last three years immediately preceding the year of this Placement Document and directions, if any, issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action.

Except as disclosed above and under "— *Litigation involving our Promoters*" on page 242, there have been no litigation or legal action pending or taken by any Ministry or Department of the Government or any statutory authority and as such, there are no directions issued by the Ministry or Department of the government or statutory authority upon conclusion of any litigation or legal action against our Promoters during the last three years immediately preceding the year of the issue of this Placement Document.

F. Inquiries, inspections, or investigations under the Companies Act, 2013 or the Companies Act, 1956 initiated or conducted in the last three years involving our Company or our Subsidiaries, or any prosecutions filed (whether pending or not), fines imposed, compounding of offences in the last three years involving our Company or our Subsidiaries.

Except as disclosed under "— *Litigation involving our Company*" and "— *Litigation involving our Subsidiaries"*' on page 238 and 241, respectively, there have not been any inquiries, inspections or investigations under the Companies Act, 2013, as amended, or the Companies Act, 1956 initiated or conducted in the last three years or any prosecutions filed (whether pending or not), fines imposed, compounding of offences in the last three years preceding the year of this Placement Document involving our Company and our Subsidiaries.

G. Details of acts of material fraud committed against our Company in the last three years, if any, and if so, the action taken by our Company.

There have been no material frauds committed against our Company in the last three years preceding the date of this Placement Document.

H. Details of default, if any, by our Company or our Subsidiaries including therein the amount involved, duration of default, and present status, in repayment of statutory dues; debentures and interests thereon; deposits and interest thereon; and any loan from any bank or financial institution and interest thereon.

As on the date of this Placement Document, our Company or our Subsidiaries has no outstanding defaults in relation to repayment of statutory dues, dues payable to holders of any debentures and interest thereon, deposits and interest thereon, and in repayment of loans from any bank or financial institution and interest thereon.

I. Details of defaults in annual filing of our Company under the Companies Act, 2013 and the rules made thereunder.

As on the date of this Placement Document, our Company or our Subsidiaries has not made any default in their respective annual filings under the Companies Act, 2013 and the rules made thereunder.

J. Details of significant and material orders passed by the regulators, courts and tribunals impacting the going concern status of our Company and its future operations on a consolidated basis.

As on the date of this Placement Document, there are no significant and material orders passed by the regulators, courts and tribunals impacting the going concern status of our Company and its future operations on a consolidated basis.

K. Reservations, qualifications or adverse remarks of auditors in the last five Fiscals immediately preceding the year of issue of this Placement Document and their impact on the financial statements and financial positions of our Company and the corrective steps taken and proposed to be taken by our Company for each of the said reservations or qualifications or adverse remarks.

For the reservations, qualifications or adverse remarks of the auditors in the last five Fiscals immediately preceding the year of issue of this Placement Document and their impact on the financial statements and financial positions of our Company and the corrective steps taken and proposed to be taken by our Company, please see "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 93.

OUR STATUTORY AUDITORS

In terms of the provisions of Section 139 of the Companies Act, 2013, M/s Manubhai and Shah LLP, Chartered Accountants, were appointed as our Company's Statutory Auditors pursuant to a resolution passed by our Shareholders at the AGM held on August 01, 2022 for a period of five years, from Fiscal 2023 to Fiscal 2028.

The Fiscal 2023 Audited Consolidated Financial Statements and Fiscal 2024 Audited Consolidated Financial Statements have been audited, by our Statutory Auditors, M/s Manubhai and Shah LLP and have issued the audit reports thereon.

Fiscal 2022 Audited Consolidated Financial Statements have been audited by our erstwhile statutory auditors M/s KC Mehta and Co and have issued audit report thereon.

The peer review certificate of our current Statutory Auditor, Manubhai and Shah LLP, Chartered Accountants is valid till February 28, 2025.

The Audited Consolidated Financial Statement and audit reports issued thereon, are included in this Placement Document in "*Financial Information*" on page 245.

Changes in auditors

Changes in the Statutory Auditors during the three years immediately preceding the date of this Placement Document are as disclosed below:

From	To	Reason	Date
Name: M/s KC Mehta and Co LLP **Address:** 204, Meghdhanush, Race Course, Racecourse, Vadodara, Vadodara, Gujarat, India, 390007 **Email:** neela.shah@kcmehta.com **Peer Review Certificate No.: 012675** **Firm Registration No.:** 106237W/W100829	**Name:** M/s Manubhai and Shah LLP **Address:** G-4, CAPSTONE, Opp. Chirag Motors Sheth Mangaldas Road, Ellisbridge Ahmedabad, Ahmedabad, Gujarat, India, 380006 **Email:** kk@msglobal.co.in **Peer Review Certificate No.: 14039** **Firm Registration No.:** 106041W/W100136	Auditor appointed in case of casual vacancy	August 01, 2022

FINANCIAL INFORMATION

Transformers and Rectifiers (India) Ltd

Consolidated Financial statements

For the year ended 31st March 2022

AUDITORS

K C Mehta & Co.
Chartered Accountants

Meghdhanush,
Race Course,
Vadodara - 390 007

Phone: +91 265 2341626 / 2440400
Fax: +91 265 2440455
E-Mail: office@kcmehta.com

INDEPENDENT AUDITORS' REPORT

To the Members of
Transformers and Rectifiers (India) Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **Transformers and Rectifiers (India) Limited** ("the Holding Company" or "the Company"), its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") and its Joint Venture, which comprise of the Consolidated Balance Sheet as at March 31, 2022, the Consolidated Statement of Profit and Loss including other comprehensive income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries and joint venture as referred to in the "Other Matter" Paragraph below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group and Joint Venture as at March 31, 2022, of their consolidated total comprehensive income (comprising of profit and other comprehensive income), their consolidated changes in equity and their consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group and Joint Venture in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and ICAI's Code of Ethics.

We believe that the audit evidence we have obtained, and the audit evidence obtained by the other auditors in terms of their reports referred in to the "Other Matter" paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of these consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matters	How our audit addressed the key audit matters
1	**Recoverability assessment of trade receivables** (Refer note 12 to the consolidated financial statements) There is a risk in respect of default on receivables from the Holding Company's customers. The Holding Company is exposed to potential risk of financial loss when the customers fail to meet their contractual obligations in accordance with the requirements of the agreements. The recoverable amount was estimated by management based on their specific recoverability assessment on major individual debtors with reference to the aging profile, historical payment pattern and the past record of default by the customers. Management uses provision matrix for estimating and recognizing loss allowance for other trade receivables. For the purpose of loss allowance / impairment assessment, significant judgements and assumptions, including historically observed default rates over the expected life, the credit risks of customers, the timing and amount of realisation of these receivables, are required. Therefore, it is considered, a key audit matter.	Our audit procedures, inter alia, included following: - Tested the accuracy of aging of trade receivables at year end on a sample basis; - Obtained a list of outstanding receivables and identified any debtors with financial difficulty through discussion with management of Holding Company; - Assessed the recoverability of the unsettled receivables on a sample basis through our evaluation of management's assessment with reference to the credit profile of the customers and historical payment pattern of customers, - Tested subsequent settlement of trade receivables after the balance sheet date on a sample basis, if any, and; - Considered whether any additional impairment provision is required to be made. **Conclusion:** Based on the procedures described above, we did not find any material exceptions to the key judgements and assumptions used by management in the recoverability assessment of trade receivables.

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

2	**<u>Litigations and claims</u>** <u>(Refer note 43(A) to the consolidated financial statements)</u> The cases are pending with multiple tax authorities like Excise, service tax, Customs, etc. and there are claims from customers which have not been acknowledged as debt by the Holding Company. In normal course of business, financial exposures may arise from pending proceedings and from claims of the customers not acknowledged as debt by the Holding Company. Whether a claim needs to be recognized as liability or disclosed as contingent liability in the consolidated financial statements is dependent on a number of significant assumptions and judgments. The amounts involved are potentially significant and determining the amount, if any, to be recognised or disclosed in the consolidated financial statements, is inherently subjective. We have considered Litigations and claims, a Key Audit Matter as it requires significant management judgement, including accounting estimates that involves high estimation uncertainty.	Our audit procedures, inter alia, included following: - Discussed disputed litigation matters with the management of Holding Company. - Evaluated the management's judgment of tax risks, estimates of tax exposures, other claims and contingencies. Further, past and current experience with the tax authorities and management's correspondence / response including on the claims lodged by customers, were used to assess the appropriateness of management's best estimate of the most likely outcome of each uncertain contingent liability. - Critically assessed the Holding Company's assumptions and estimates in respect of claims, included in the contingent liabilities disclosed in the consolidated financial statements. Also, assessed the probability of negative result of litigation and the reliability of estimates of related obligations. **<u>Conclusion:</u>** Based on the procedures described above, we did not find any material exceptions to the management's assertions and treatment, presentation & disclosure of the subject matter in the consolidated financial statements.

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

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Management Discussion and Analysis/Corporate Governance Report and Shareholder's Information but does not include the consolidated financial statements and our Auditors' report thereon. The above-referred information is expected to be made available to us after the date of this audit report

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

When we read the information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions necessitated by the circumstances & the applicable laws and regulations.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group including its joint venture in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act.

The respective Board of Directors of the companies included in the Group and its joint venture 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 its joint venture and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and its joint venture are responsible for assessing the ability of the Group and its joint venture to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and its joint venture are also responsible for overseeing the financial reporting process of the Group and its Joint Venture.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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.

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

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 Group and its Joint Venture incorporated in India have adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its Joint Venture to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' 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 auditors' report. However, future events or conditions may cause the Group and its joint venture to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its joint venture to express an opinion on the consolidated financial statements. For the entities included in the consolidated financial statements of which we are not the auditors and have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance 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.

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

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

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

Other Matters

a. We did not audit the financial statements of 4 subsidiaries, whose financial statements reflect total assets of Rs. 8,135.25 Lakhs as at March 31, 2022, total revenues of Rs. 9,800.91 Lakhs, total comprehensive income (comprising of profit and other comprehensive income) of Rs. 298.48 Lakhs and net cash inflow amounting to Rs. 90.28 Lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's proportionate share in net loss including other comprehensive income of Rs. Nil for the year ended March 31, 2022, in respect of 1 joint venture, whose financial statements have not been audited by us. The financial statements of above referred companies have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint venture, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and joint venture, is based solely on the reports of the other auditors.

b. Vortech Private Limited ('Vortech"), wholly owned subsidiary of the Company, has been struck off and dissolved as on October 26, 2021, as per the Notice of Striking off and Dissolution dated October 26, 2021, received from the Office of the Registrar of Companies, Gujarat. Vortech does not have any assets/liabilities or any transactions from the date on which strike off application was made (i.e. March 04, 2021) till the date of receipt of strike off order from Ministry of Corporate Affairs and therefore, there are no amounts in respect of said company which require consolidation from the beginning of current financial year.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters.

K. C. MEHTA & CO. • VADODARA • CHARTERED ACCOUNTANTS •

Meghdhanush, Race Course, Vadodara 390 007, INDIA Phone: +91 265 2341626 / 2440400
Mumbai • Ahmedabad • Bengaluru
e-mail: office@kcmehta.com; website: www.kcmehta.com

Report on Other Legal and Regulatory Requirements

1. As required by Sec on 143(3) of the Act, we report, to the extent applicable, that:

   a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;

   b. in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;

   c. the Consolidated Balance Sheet, the Consolidated Statement of Profit and loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account and records maintained for the purpose of preparation of the consolidated financial statements;

   d. in our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act;

   e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2022 and taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and joint venture company incorporated in India, none of the directors of the Group companies and joint venture company incorporated in India is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act;

   f. with respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Group and joint venture incorporated in India and the operating effectiveness of such controls, refer to our separate report in Annexure "A";

   g. with respect to the other matters to be included in the Auditors' Report in accordance with the requirements of section 197(16) of the Act, as amended:

      In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements of subsidiaries and joint venture, the remuneration paid by the Holding Company, subsidiary and its joint venture company incorporated in India to whom section 197 read with Schedule V of the Act is applicable, to its directors during the year is in accordance with the provisions of section 197 read with Schedule V of the Act; and

   h. with respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

i. the consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its joint venture – Refer Note 43(A) to the consolidated financial statements;

ii. the Group and its joint venture have long-term contracts as at March 31, 2022, for which there are no material foreseeable losses. The Group and its joint venture did not have any derivative contracts as at March 31, 2022;

iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company;

iv. (a) The respective management of the Holding Company and its subsidiaries and its joint venture has represented that, no funds have been advanced or loaned or invested by the Holding Company or any of its subsidiaries or joint venture to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the Holding Company or any of its subsidiaries or joint venture (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries.

(b) The respective management of the Holding Company and its subsidiaries and its joint venture has represented that, no funds have been received by the company or any of its subsidiaries or joint venture from any person(s) or entities including foreign entities ("Funding Parties") with the understanding that such Holding Company or any of its subsidiaries or joint venture 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 guarantee, security, or the like on behalf of the Ultimate beneficiaries.

(c) Based on the audit procedures performed us and those performed by the auditors of the subsidiaries and joint venture, nothing has come to our or other auditor's notice that has caused us or other auditor's to believe that the representations under sub clause (iv)(a) and (iv)(b) contain any material misstatement.

v. Dividend declared and paid during the year by the group is in compliance with section 123 of the Act.

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditors' Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and respective auditors of its subsidiaries and its joint venture included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports. However, the auditor of one of the subsidiaries has reported following facts related to fraud occurred in its CARO report:

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

Name of the Subsidiary	Paragraph reference	Comment
Transweld Mechanical Engineering Works Limited	xi (a)	Fraud involving embezzlement of fund by employee of company during the year have been identified by management same have been dealt with as per provision of section 143(12). Amount involved in fraud is Rs. 28.73 lakhs.

For K. C. Mehta & Co.
Chartered Accountants
Firm's Registration No.106237W

Neela R. Shah
Partner
Membership No. 045027
UDIN: 22045027AIZPKS5453
Place: Vadodara
Date: May 14, 2022

ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **Transformers and Rectifiers (India) Limited** on the consolidated financial statements of even date)

Report on the Internal Financial Controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act.

In conjunction with our audit of the consolidated financial statements of the **Transformers and Rectifiers (India) Limited** for the year ended March 31, 2022, we have audited the internal financial controls with reference to consolidated financial statements of Transformers and Rectifiers (India) Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") and its Joint Venture, as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Group and joint venture, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the Group and its joint venture.

Meaning of Internal Financial Controls with reference to financial statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Group and its Joint Venture incorporated in India have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2022 based on the internal control over financial reporting criteria established by the 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.

K. C. MEHTA & CO. • VADODARA • CHARTERED ACCOUNTANTS

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements in so far as it relates to subsidiary companies and a joint venture company incorporated in India, is based on the corresponding reports of the auditors of such companies. Our opinion is not modified in respect of this matter.

For K. C. Mehta & Co.
Chartered Accountants
Firm's Registration No.106237W

K. C. MEHTA & CO. • VADODARA • CHARTERED ACCOUNTANTS •

Neela R. Shah
Partner
Membership No. 045027
UDIN: 22045027AIZPKS5453
Place: Vadodara
Date: May 14, 2022

Transformers and Rectifiers (India) Limited
Consolidated Balance Sheet as at 31st March 2022

Particulars	Notes	As at 31st March 2022	As at 31st March 2021
I. Assets			
(1) Non Current Assets			
(a) Property, Plant & Equipment	5	16,195.82	17,327.75
(b) Capital work-in-progress	5(e)	63.35	5.11
(C) Right of Use of Asset	5	116.72	88.44
(d) Intangible Assets	5	533.89	674.46
(e) Intangible asset under development	5(h)	279.35	-
(f) Financial Assets			
(i) Investment	6	34.22	29.46
(ii) Loans	7	114.70	105.20
(iii) Others	8	1,167.49	1,791.07
(g) Deferred Tax Assets	24(a)	166.15	-
(h) Other Non Current Assets	9	1,348.98	1,348.25
Total Non Current Assets		**20,020.66**	**21,369.74**
(2) Current Assets			
(a) Inventories	10	26,184.65	21,797.22
(b) Financial Assets			
(i) Investment	11	17.01	14.03
(ii) Trade receivables	12	52,177.57	41,578.81
(iii) Cash and Cash Equivalents	13	1,207.67	98.27
(iv) Other Bank Balances	14	3,430.21	2,584.55
(v) Loans	15	30.64	28.77
(vi) Others	16	217.87	305.70
(c) Current Tax Assets (net)	17	6.33	16.27
(d) Other Current Assets	18	7,638.82	4,669.51
Total Current Assets		**90,910.77**	**71,093.13**
Total Assets		**1,10,931.43**	**92,462.87**
II. Equity and Liabilities			
Equity			
(a) Equity Share Capital	19	1,325.64	1,325.64
(b) Other Equity	20	34,327.85	32,966.06
Equity attributable to owners of Company		**35,653.49**	**34,291.70**
Non Controlling Interests		**673.67**	**717.46**
Total Equity		**36,327.16**	**35,009.16**
Liabilities			
(1) Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	21	5,553.26	6,809.10
(ia) Lease Liabilities		65.52	74.97
(b) Provisions	23	392.73	326.11
(c) Deferred Tax Liabilities (Net)	24(b)	883.57	508.17
(d) Other Non current liabilities	25	527.81	409.89
Total Non Current Liabilities		**7,422.89**	**8,128.24**
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	26	26,774.70	19,500.88
(ia) Lease Liabilities	27	58.99	24.84
(ii) Trade Payables	28		
(a) Due to Micro and Small Enterprises		1,745.28	586.03
(b) Due to other than Micro and Small		30,916.81	26,013.11
(iii) Others	29	512.11	391.51
(b) Other Current Liabilities	30	6,612.04	2,678.17
(c) Short Term Provisions	31	66.61	62.77
(d) Current Tax Liabilities (Net)	32	494.84	68.16
Total Current Liabilities		**67,181.38**	**49,325.47**
Total Liabilities		**74,604.27**	**57,453.71**
Total Equity and Liabilities		**1,10,931.43**	**92,462.87**

Significant Accounting Policies and Notes to Consolidated Financial Statements 1-66

As per our report of even date attached

For K C Mehta & Co.
Chartered Accountants

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

Neela R Shah
Partner
Membership No. 045027

For and on behalf of the Board

Satyen J. Mamtora
Managing Director
(DIN : 00139984)

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

Rakesh Kiri
Company Secretary

Ramesh Birajdar
Chief Financial Officer

Place : Ahmedabad
Date : 14th May 2022

Transformers and Rectifiers (India) Limited
Consolidated Statement of Profit and Loss for the Year ended 31st March 2022

(Rs. In Lakhs)

Particulars	Notes	Year Ended 31st March 2022	Year Ended 31st March 2021
I. Revenue from Operations	33	1,15,833.45	74,208.45
II. Other Income	34	1,325.82	959.91
III. Total Revenue (I + II)		**1,17,159.27**	**75,168.36**
IV. Expenses			
(a) Cost of Materials Consumed	35	97,489.17	53,421.26
(b) Changes in Inventories of Finished Goods and Process Stock	36	(5,091.90)	728.59
(c) Employee Benefits Expense	37	3,244.02	2,844.39
(d) Finance Cost	38	4,358.71	4,621.49
(e) Depreciation & Amortization Expense	5	1,698.92	1,933.65
(f) Other Expenses	39	13,130.31	10,366.47
Total Expenses		**1,14,829.23**	**73,915.85**
V. Share in Profit of Joint Venture		-	**(1.59)**
VI. Profit Before Tax (III-IV+V)		**2,330.04**	**1,250.92**
VII. Tax Expenses:	40		
(a) Current Tax		681.99	212.41
(b) Tax relating to Earlier Years		9.23	11.78
(c) Deferred Tax		210.83	263.71
Net Tax Expenses		**902.05**	**487.90**
VIII. Profit for The Year (VI-VII)		**1,427.99**	**763.02**
IX. Other Comprehensive Income (OCI)			
(a) Items that will not be reclassified subsequently to profit or loss			
(i) Re-measurement of defined benefit plans		(5.18)	9.35
(ii) Income Tax relating to above		2.02	(3.12)
(b) Items that will be reclassified subsequently to profit or loss		-	-
Total Comprehensive Income for The Year		**(3.16)**	**6.23**
X. Total Comprehensive Income for The Year (VIII+IX)		**1,424.83**	**769.25**
Profit for the year attributable to:			
- Owners of the Company		**1,398.70**	**705.94**
- Non Controlling Interests		**29.29**	**57.08**
Other Comprehensive Income for the year			
- Owners of the Company		**(3.63)**	**5.99**
- Non Controlling Interests		**0.47**	**0.24**
Total Comprehensive Income for the year			
- Owners of the Company		**1,395.07**	**711.93**
- Non Controlling Interests		**29.76**	**57.32**
XI. Earnings Per Equity Share			
(1) Basic (Rs.)	42	1.06	0.53
(2) Diluted (Rs.)		1.06	0.53
Nominal Value per Share (Rs.)		1.00	1.00
Significant Accounting Policies and Notes to Consolidated Financial Statements	1-66		

As per our report of even date attached

For K C Mehta & Co.
Chartered Accountants

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

Neela R Shah
Partner
Membership No. 045027

For and on behalf of the Board

Satyen J. Mamtora
Managing Director
(DIN : 00139984)

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

Rakesh Kiri
Company Secretary

Ramesh Birajdar
Chief Financial Officer

Place : Ahmedabad
Date : 14th May 2022

Transformers and Rectifiers (India) Limited

Consolidated Statement of Changes in Equity for the year ended 31st March 2022

(A) Equity Share Capital

(Rs. In Lakhs)

Particulars	Amount
Balance as at 1st April 2020	1,325.64
Changes during the year	-
Balance as at 31st March 2021	1,325.64
Changes during the year	-
Balance as at 31st March 2022	**1,325.64**

(B) Other Equity

(Rs. In Lakhs)

Particulars	Reserves and Surplus				Equity Instrument through OCI	Attributable to owners of Parent	Non Controlling Interests	Total
	Securities Premium	General Reserve	Capital Reserve on Consolidation	Retained Earnings				
Balance as at 1st April 2021	**13,474.85**	**2,286.87**	**46.29**	**16,446.55**	-	**32,254.56**	**733.68**	**32,988.24**
Profit for the year	-	-	-	705.94	-	**705.94**	57.08	**763.02**
Remeasurement of defined benefit plans (net of tax)	-	-	-	5.99	-	**5.99**	-	**5.99**
Dividend Paid							(73.54)	**(73.54)**
Other Adjustment				(0.43)		**(0.43)**		**(0.43)**
Other Comprehensive Income for the Year	-	-	-	-	-	-	0.24	**0.24**
Balance as at 31st March 2021	**13,474.85**	**2,286.87**	**46.29**	**17,158.05**	-	**32,966.06**	**717.46**	**33,683.52**
Profit for the year	-	-	-	1,398.68	-	**1,398.68**	29.29	**1,427.97**
Remeasurement of defined benefit plans (net of tax)	-	-	-	(3.63)	-	**(3.63)**	-	**(3.63)**
Other Comprehensive Income for the Year	-	-	-	-	-	-	0.47	**0.47**
Dividend Paid	-	-	-	(33.26)	-	**(33.26)**	(73.55)	**(106.81)**
Balance as at 31st March 2022	**13,474.85**	**2,286.87**	**46.29**	**18,519.84**	-	**34,327.85**	**673.67**	**35,001.52**

As per our report of even date attached

For K C Mehta & Co.
Chartered Accountants

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

Neela R Shah
Partner
Membership No. 045027

For and on behalf of the Board

Satyen J. Mamtora
Managing Director
(DIN : 00139984)

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

Rakesh Kiri
Company Secretary

Ramesh Birajdar
Chief Financial Officer

Place : Ahmedabad
Date : 14th May 2022

Transformers and Rectifiers (India) Limited

Consolidated Statement of Cash Flow for the Year ended 31st March 2022

(Rs. In Lakhs)

	Year Ended 31st March 2022	Year Ended 31st March 2021
(A) Cash flow From Operating Activities		
1. Net Profit Before Tax	2,330.04	1,250.92
2. Adjustments for:		
(a) Depreciation and Amortization	1,698.92	1,933.65
(b) Finance Cost	4,343.85	4,609.06
(c) Finance Charges on Lease Liability	14.86	12.43
(d) Interest Income	(291.86)	(294.09)
(e) Finance Income	(0.38)	(8.46)
(f) Unrealized foreign exchange losses/(gain)	(100.71)	(137.53)
(g) Sundry balance written back	(21.36)	(70.46)
(h) Excess Provision written back	(198.91)	(219.47)
(i) Provision for doubtful debts and Impairment/Bad debts written off	1,224.88	722.30
(j) Interest received from Income Tax	(20.12)	(5.67)
(k) Loss on Sales of Property, Plant and Equipment	3.82	16.67
(l) Fair value (gain)/loss on Investment in Mutual Funds	(7.74)	(18.24)
(m) Insurance claim receivable	(34.29)	(115.74)
(n) Loss on Insurance Claim	30.73	31.00
(o) Share of Profit in Joint Venture	-	1.59
(p) Amortisation of lease deposit	0.42	16.91
	6,642.11	**6,473.95**
Operating Profit Before Working Capital Changes (1 + 2)	**8,972.15**	**7,724.87**
3. Adjustments for Working Capital Changes:		
(i) (Increase)/ Decrease in Operating Assets		
(a) Trade receivables	(11,390.49)	(127.86)
(b) Loans & Advances	(11.37)	17.95
(c) Other assets	(3,223.56)	(787.27)
(d) Other Financial assets	150.77	256.98
(ii) (Increase)/ Decrease in Operating Liabilities		
(a) Trade Payables	6,084.21	4,156.06
(b) Provisions	66.41	(0.44)
(c) Other Financial Liabilities	(23.51)	39.26
(d) Other Liabilities	4,051.79	(1,195.96)
(iii) (Increase)/ Decrease in Inventories	(4,387.43)	(452.85)
Cash generated from operations	**288.97**	**9,630.74**
Less: Direct Taxes Paid (Net Refund)	101.70	(12.24)
Net Cash from Operating Activities (A)	**187.27**	**9,642.98**
(B) Cash flow from Investing Activities		
(a) Purchase of Property, Plant and Equipment, Intangible Assets, Capital Advance, Intangible Asset under development and Capital work in progress (including recognition of Right of Use Assets)	(851.99)	(599.44)
(b) Sale of Property, Plant & Equipment	42.50	64.82
(c) Earmarked deposits / balances with bank (Placed) / Realized	(200.76)	(529.79)
(d) Interest received	211.12	368.18
Net Cash from Investing Activities (B)	**(799.13)**	**(696.23)**
(C) Cash flow From Financing Activities		
(a) Proceeds from Long term Borrowing	190.28	4,412.82
(b) Repayment from Long term Borrowings	(1,802.28)	(1,773.96)
(c) Net Increase/(Decrease) in Working Capital Borrowings	7,629.98	(7,138.03)
(d) Finance Cost	(4,199.74)	(4,677.21)
(e) Dividend paid by Parent Company	(33.26)	-
(f) Dividend declared by subsidiary (Non-controlling Interests)	(73.55)	(73.55)
(g) Recognition of Lease Obligations	85.33	-
(h) Reveresal of Lease Obligations	(9.44)	-
(i) Payment of Lease Obligations (including finance cost of Rs. 14.86 lakhs (P.Y. Rs.12.43 Lakhs))	(66.06)	(58.51)
Net Cash From Financing Activities (C)	**1,721.26**	**(9,308.44)**
(D) Net Increase/(Decrease) In Cash & Cash Equivalents (A+B+C)	**1,109.40**	**(361.69)**
(E) Cash & Cash Equivalents-Opening Balance	**98.27**	**459.96**
(F) Cash & Cash Equivalents-Closing Balance	**1,207.67**	**98.27**

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

Transformers and Rectifiers (India) Limited
Consolidated Statement of Cash Flow for the Year ended 31st March 2022

(Rs. In Lakhs)

	As at 31st March 2022	As at 31st March 2021
Note :		
1 **A) Components of Cash & Cash Equivalents :**		
Cash on hand	3.93	5.26
Balances with Banks		
In Current Accounts	164.16	29.07
In Cash Credit accounts	1,032.48	-
In Deposits	7.10	63.94
	1,207.67	**98.27**

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

3 **Reconciliation of change in liabilities and assets arising from financing activities :**

(Rs. In Lakhs)

Particular	Opening Balance	Cash Flow	Non Cash Changes	Closing Balance
Long Term Borrowings	8,476.94	(1,612.00)	-	6,864.94
Short Term Borrowings	17,833.04	7,629.98	-	25,463.02

As per our report of even date attached

For K C Mehta & Co.
Chartered Accountants

Neela R Shah
Partner
Membership No. 045027

K. C. MEHTA & CO. CHARTERED ACCOUNTANTS VADODARA

For and on behalf of the Board

Satyen J. Mamtora
Managing Director
(DIN : 00139984)

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

Rakesh Kiri
Company Secretary

Ramesh Birajdar
Chief Financial Officer

Place : Ahmedabad
Date : 14th May 2022

COMPANY OVERVIEW AND SIGNIFICANT ACCOUNTING POLICIES

1 Corporate Information

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

The Consolidated Financial Statements comprise financial statements of Transformers and Rectifiers (India) Ltd. ('TRIL' or 'the Holding Company'), its Subsidiaries and its Joint Venture for the year ended 31st March 2022

2 Basis of Preparation

(a) Statement of Compliance

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

(b) Basis of Measurement

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

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

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

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

(c) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions.
The Group categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed in their measurement which are described as follows:

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

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

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

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

(d) Principles of Consolidation:

The Consolidated Financial Statements incorporate the financial statements of the Holding Company and its subsidiaries (collectively referred as "the Group"). The Holding Company has investments in joint ventures which are accounted using equity method in these Consolidated Financial Statements. Refer note 2(g) for the accounting policy of investment in joint ventures in the Consolidated Financial Statements.

Subsidiaries are entities controlled by the Holding Company. The Holding Company controls an entity when it is exposed or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are consolidated from the date of their acquisition, being the date on which the Holding Company obtains control and continue to be consolidated until the date that such control ceases.

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

The Consolidated Financial Statements are prepared using uniform accounting policies consistently for material like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Holding Company's Standalone Financial Statements except otherwise stated. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

The Consolidated Financial Statements have been prepared by combining the financial statements of the Holding Company and its subsidiaries on a line-by-line basis by adding together the book values of like items of assets, liabilities, equity, income, expenses and cash flow after eliminating in full intra-group assets, liabilities, equity, income, expenses and cash flow relating to intra-group transactions and unrealized profits. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Such unrealized profit/losses are fully attributed to the Holding Company.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Holding Company and to the non-controlling interests. Total comprehensive income is attributed to the owners of the Holding Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Holding Company.

When the Group looses control of a subsidiary, a gain or loss is recognised in the consolidated statement of profit and loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill) and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to the consolidated statement of profit and loss or transferred to another category of equity as specified/permitted by applicable Ind AS). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under Ind AS 109, or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

(e) Non-controlling Interests

Non-controlling interests represent the proportion of income, other comprehensive income and net assets in subsidiaries that are not attributable to the Holding Company's shareholders.

Non-controlling interests are initially measured at proportionate share of the recognised amounts of the acquiree's identifiable net assets. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of the interest at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

(f) Goodwill on Consolidation

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the cash generating unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the cash generating unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in Consolidated Statement of Profit and Loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the Profit and Loss.

(g) Investments in Joint Ventures

A Joint Venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results, assets and liabilities of joint ventures is incorporated in the Consolidated Financial Statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with Ind AS 105 'Non-current Assets Held for Sale and Discontinued Operations'. Under the equity method, an investment in a joint venture is initially recognised in the Consolidated Balance Sheet at cost and adjusted thereafter to recognize the Group's share of profit or loss and other comprehensive income of the joint venture. Distributions received from a joint venture reduces the carrying amount of investment. When the Group's share of losses of a joint venture exceeds the Group's interest in that joint venture (which includes any long term interests that, in substance, form part of the Group's net investment in the joint venture), the Group discontinues recognizing its share of further losses. Additional losses are recognized only to the extent that the Group has legal or constructive obligations or made payments on behalf of the joint venture.

Unrealized gains on transactions between the group and its Joint venture are eliminated to the extent of the Group's interest in Joint venture. Unrealized losses are also eliminated to the extent of Group's interest unless the transaction provides evidence of an impairment of the asset transferred.

If a joint venture uses accounting policies other than those of the Group accounting policies for like transactions and events in similar circumstances, adjustments are made to make the joint venture's financial statements confirm to the Group's accounting policies before applying the equity method, unless, in case of an joint venture where it is impracticable to do so.

An investment in a Joint Venture is accounted for using the equity method from the date on which the investee becomes a Joint Venture. On acquisition of the investment in a Joint Venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised directly in equity as capital reserve in the period in which the investment is acquired.

(h) Recent Accounting Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 23rd March 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from 1st April 2022, as below:
The following amendments are relevant to the Group:
(i) Ind AS 37 "Provisions, Contingent Liabilities and Contingent Assets"- The cost of fulfilling a contract includes not only incremental costs but also other allocable costs that relate directly to fulfilling the contract.

(b) Clarifications (Effective retrospectively):
(i) Ind AS 16 "Property, Plant and Equipment" - Net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment.

The above amendments and clarifications are not expected to have any material effect on the Group's financial statements.

3 Significant Accounting Policies

(a) Property, Plant and Equipment

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

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

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

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

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

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

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

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

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

Asset Description	Assets Useful life (in Years)
Factory Building	30
Building other than Factory Building	60
Plant and Equipment	15
Electrical installation	10
Air conditioners & refrigerators	5
Office Equipments	5
Computers	3
Furniture and Fixtures	10
Vehicles	8 & 10

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

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

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

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

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

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

(b) Intangible Assets

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

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

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

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

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

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

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

(c) Impairment of non-financial assets

The Group reviews at each reporting period whether there is any indication that an asset may be impaired. If at the end of reporting period any such indication exists, the Group estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit & Loss. If at the reporting period, there is an indication that there is change in the previously assessed impairment loss, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

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

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

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

(d) Inventories

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

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

(e) Revenue and Income Recognition

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

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

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

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

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

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

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

Service Support income is recognized on accrual basis at point in time as per the terms of the contract.

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

(f) Foreign Exchange Transactions

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

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

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

(g) Leases

As Lessee

The Group assesses whether a contract, is, or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

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

At the date of commencement of the lease, the Group recognises a lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases and corresponding Right-of-use Asset . For these short-term and low value leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The Right-of-use Assets are initially recognized at cost, which comprises the initial amount of the lease liabilities adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses and adjusted for any remeasurement of the lease liabilities.

Right-of-use Assets are depreciated on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if it is not readily determinable, using the incremental borrowing rate. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option.

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

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

Short-term leases and leases of low-value assets

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

As lessor

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

(i) Another systematic basis is more representative of the time pattern of the benefit derived from the asset given on lease.; or

(ii) The payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

(h) Employees Benefits

(i) Defined Contribution Plan

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

(ii) Defined Benefit Plan

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

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

(iii) Short Term Employee Benefits

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

(iv) Other Long Term Employee Benefits

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

(i) Borrowing Cost

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

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

(j) Income Taxes

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

(i) Current Tax

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

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

(ii) Deferred Tax

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

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

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

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

Deferred tax assets and liabilities are presented separately in the consolidated Balance sheet except where there is a right of set - off within fiscal jurisdictions and an intention to settle such balances on a net basis.

Deferred Tax Liabilities are recognised for taxable temporary differences associated with investment in subsidiaries and associate and interest in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such interest are recognised only to the extend that it is probable that there will be sufficient taxable profits against which is to utilise the benefits of the temporary difference and they are expected to reverse in the foreseeable future .

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

(iii) Current and Deferred Tax Expense for the Year

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

(k) Financial Instruments

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

(l) Financial Assets - Classification and Measurement

(i) Cash and Cash Equivalents

The Group considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

(ii) Financial Assets at Amortized Cost

Financial assets are subsequently measured at amortized cost using the effective interest method if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

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

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

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

(v) Impairment of Financial Assets

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

Simplified Approach

The Group follows 'simplified approach' for recognition of impairment loss allowance on Trade Receivables.

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

General Approach

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

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

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

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

(vi) Derecognition of Financial Assets

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

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

(m) Financial Liabilities - Classification and Measurement

(i) Financial Liabilities measured at amortized cost

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

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

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

(ii) Financial Liabilities and Equity Instruments

Classification as Debt or Equity:

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

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of it's Equity Instruments issued by a Group are recognized at the proceeds received.

(iii) Derecognition of Financial Liabilities

The Group derecognizes a financial liability when its contractual obligations are discharged or cancelled or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in Statement of profit or loss.

Offsetting

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

(n) Government grants

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

(o) Earnings Per Share

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

(p) Provisions, Contingent Liabilities and Contingent Assets

(i) Provisions

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

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

(ii) Contingent Liabilities and Assets

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

The treatment in respect of disputed obligations are as under:

a) a provision is recognized in respect of present obligations where the outflow of resources is probable;

b) all other cases are disclosed as contingent liabilities unless the possibility of outflow of resources is remote.

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

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

Estimated amount of contracts remaining to be executed on capital account are considered for disclosure.

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

(q) Statement of Cash Flow

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

(r) Segment Reporting

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

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

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

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

(a) Judgements

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

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

The Holding Company has 60% participating interest in T&R Jingke Electrical Equipments Pvt. Ltd as a Joint Venture Agreement.

The Management has however evaluated the interest in T&R Jingke Electrical Equipments Pvt. Ltd. to be in the nature of joint venture as the Joint Venture Agreement between the parties provides for sharing of control of the decisions of relevant activities that require the unanimous consent of all the parties sharing control.

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

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

(b) Assumptions and Estimation Uncertainties

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

(i) Defined Benefit Obligations

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

The parameter most subject to change is the discount rate. In determining the appropriate discount rate, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

(ii) Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

The Group has Rs. 596.72 lakhs (31st March 2021: Rs.695.09 lakhs) of tax losses carried forward on which deferred tax asset is created, based on probability that future profits will be available against which the deductible temporary difference can be realized. Deferred Tax liability is disclosed net of deferred tax assets.

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

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

(iv) Contingent Liabilities

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

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

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

(vi) Allowance for impairment of trade receivables

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

(vii) Provisions

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

(viii) Revenue Recognition

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

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

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

(Rs. In Lakhs)

Particulars /Assets	Tangible Assets										Intangible Assets				Gross Total
	Freehold Land	Building	Plant & Equipments	Electric Installations	Furniture & Fixtures	Vehicles	Office Equipments	Computers	Right of Use Assets	Total	Computer Software	Technical Know - How	Design and Prototypes	Total	
GROSS BLOCK															
At 1st April 2020	471.24	8,051.04	12,260.14	726.81	288.13	1,681.45	286.61	90.57	187.14	24,043.13	71.37	1,165.20	889.45	2,126.02	26,169.15
Additions	-	12.69	696.91	34.51	3.19	45.23	7.87	4.59	-	804.99	3.26		-	3.26	808.25
Deduction/Adjustments		-	89.95	-	-	70.56	4.12	0.56	-	165.19	-	-	-	-	165.19
At 31st March 2021	471.24	8,063.73	12,867.10	761.32	291.32	1,656.12	290.36	94.60	187.14	24,682.93	74.63	1,165.20	889.45	2,129.28	26,812.21
Additions	-	11.10	165.04	4.86	1.75	80.12	35.77	24.86	92.55	416.05	92.07	-	-	92.07	508.12
Deduction/Adjustments	-	-	44.25	-	-	52.21	0.31	-	7.10	103.87	-	-	-	-	103.87
At 31st March 2022	471.24	8,074.83	12,987.89	766.18	293.07	1,684.03	325.82	119.46	272.59	24,995.11	166.70	1,165.20	889.45	2,221.35	27,216.46
ACCUMULATED DEPRECIATION															
At 1st April 2020	-	907.59	3,022.78	371.25	154.30	1,007.02	166.39	61.03	50.29	5,740.65	51.04	499.79	580.13	1,130.96	6,871.61
Charge for the year		240.13	939.43	67.39	32.01	239.20	30.92	12.30	48.41	1,609.79	9.12	153.63	161.11	323.86	1,933.65
Deduction/Adjustments	-	-	32.33	-	-	48.97	2.06	0.34	-	83.70	-	-	-	-	83.70
At 31st March 2021	-	1,147.72	3,929.88	438.64	186.31	1,197.25	195.25	72.99	98.70	7,266.74	60.16	653.42	741.24	1,454.82	8,721.56
Charge for the year		232.93	966.04	64.99	31.63	72.34	30.38	10.80	57.17	1,466.28	14.53	153.63	64.48	232.64	1,698.92
Deduction/Adjustments	-	-	16.91	-	-	33.31	0.23	-	-	50.45	-	-	-	-	50.45
At 31st March 2022	-	1,380.65	4,879.01	503.63	217.94	1,236.28	225.40	83.79	155.87	8,682.57	74.69	807.05	805.72	1,687.46	10,370.03
Net Block															
At 31st March 2021	471.24	7,143.45	8,937.22	322.68	105.01	458.87	95.11	21.61	88.44	17,416.19	14.47	511.78	148.21	674.46	18,090.65
At 31st March 2022	471.24	6,916.01	8,108.88	262.55	75.13	447.75	100.42	35.67	116.72	16,312.54	92.01	358.15	83.73	533.89	16,846.43

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

5(b) Contractual obligations: Refer note 43(b) for disclosure on contractual commitments for the acquisition and construction of property, plant and equipment.

5(c) Refer note 21 and 26 for information on property plant and equipment pledged as security by the Group.

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

K. C. MEHTA & CO. • VADODARA • CHARTERED ACCOUNTANTS

5(e) **Capital work-in-progress**

(Rs. In Lakhs)

Particulars	As at 31st March, 2022		As at 31st March, 2021	
Construction Work in Progress - Fixed Assets	(Rs)	(Rs)	(Rs)	(Rs)
Balance as at beginning of the year	5.11		162.18	
Add: Additions during the year	71.76		95.78	
Less: Transfer to Property, Plant and Equipment	8.41		252.85	
Less: Transfer to Statement of Profit and Loss	5.11		-	
Balance as at ending of the year		63.35		5.11
TOTAL		63.35		5.11

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

As at 31st March 2022

(Rs. In Lakhs)

Particulars	(Rs) Less than 1 year	(Rs) 1 to 2 years	(Rs) 2 to 3 years	(Rs) 3 and more	Total (Rs)
i) Projects in Progress	63.35				63.35
ii) Projects temporarily suspended					

As at 31st March 2021

(Rs. In Lakhs)

Particulars	(Rs) Less than 1 year	(Rs) 1 to 2 years	(Rs) 2 to 3 years	(Rs) 3 and more	Total (Rs)
i) Projects in Progress	-	5.11			5.11
ii) Projects temporarily suspended					

5(g) The Company had started construction of Bushing auto clave machine, but in absence of technical feasibility it has been suspended the said activity and the materials purchased for the same is used in other production process.

5(h) **Intangible Assets Under Development**

(Rs. In Lakhs)

Particulars	As at 31st March, 2022		As at 31st March, 2021	
	(Rs)	(Rs)	(Rs)	(Rs)
Work in Progress - Intangible Asset:				
Balance as at beginning of the year	-		-	
Add: Net expenditure during the year	279.34			
Less: Transfer to Intangible Assets	-			
Less: Transfer to Statement of P & L	-			
Balance as at ending of the year		279.34		-
TOTAL		279.34		-

5(i) **Ageing Schedule of Intangible Assets Under Development (Projects in process):**

As at 31st March 2022

(Rs. In Lakhs)

Particulars	(Rs) Less than 1 year	(Rs) 1 to 2 years	(Rs) 2 to 3 years	(Rs) 3 and more	Total (Rs)
i) Projects in Progress	279.34	-	-	-	279.34
ii) Projects temporarily suspended	-	-	-	-	

As at 31st March 2021

(Rs. In Lakhs)

Particulars	(Rs) Less than 1 year	(Rs) 1 to 2 years	(Rs) 2 to 3 years	(Rs) 3 and more	Total (Rs)
i) Projects in Progress	-	-	-	-	-
ii) Projects temporarily suspended	-	-	-	-	-

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

(Rs. In Lakhs)

6 Investments	As at 31st March 2022	As at 31st March 2021
Investments in Unquoted Equity Instruments	-	-
Other investments	34.22	29.46
Total	**34.22**	**29.46**

(Rs. In Lakhs)

6(a) Investments	As at 31st March 2022		As at 31st March 2021	
	Nos.	Amount	Nos.	Amount
1) Investment in Joint Venture (At Cost)				
T&R Switchgear Private Limited (formally known as T&R Jingke Electrical Equipments Pvt. Ltd.) - (Unquoted Equity Shares of Rs.10 each fully paid up - (Refer Note 6(b) and	12,61,140	17.11	12,61,140	17.11
Add : Share in Loss of Joint Venture		(17.11)		(17.11)
Total		-		-
2) Investments Carried at fair value through Profit and Loss (FVTPL)				
Investments in Mutual Funds				
SBI Bluechip Fund (Quoted Units of face value Rs.10 each fully paid up)	1,00,000	34.22	1,00,000	29.46
Total		**34.22**		**29.46**
Aggregate carrying value of unquoted Investments		-		-
Aggregate carrying value of quoted Investments		34.22		29.46
Aggregate market value of quoted Investments		34.22		29.46

6(b) Details and financial information of Joint Venture

(Rs. In Lakhs)

Particulars	Company's Participating Interest (PI)		Other Partners and their PI in the Joint Ventures
	As at 31st March 2022	As at 31st March 2021	
T&R Switchgear Private Limited (formally known as T&R Jingke Electrical Equipments Pvt. Ltd.)	60%	60%	Jiangsu Jingke Smart Electricals Co. Ltd. - 40%

6(c) Investment in Joint Venture is accounted under equity method as under:

(Rs. In Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
Share in Net Worth of T&R Switchgear Private Limited (formally known as T&R Jingke Electrical Equipments Pvt. Ltd.)	2.46	2.46
Add: Goodwill	14.65	14.65
Investment made by Transformers & Rectifiers (India) Limited	17.11	17.11
Carrying Amount of Investment		
Acquisition Cost	17.11	17.11
Add: Post acquisition share in other equity as at the date of financial statements	(17.11)	(17.11)
Carrying Amount of Investment	-	-

Note:
Share of loss for the year ended 31st March 2022 is Rs.101.52 Lakhs and the same is not considered for consolidation. Share of loss for the year ended 31st March 2021 was Rs. 17.50 Lakhs. However, Rs.1.59 Lakhs loss was absorbed during the previous year and Rs.15.91 lakhs was not considered for consolidation since the losses were restricted to the carrying amount of the investment. The holding company does not carry any further liability to said Joint venture or third party on account of this arrangement.

(Rs. In Lakhs)

7 Loans	As at 31st March 2022	As at 31st March 2021
Unsecured, Considered Good unless otherwise stated		
Loans to Related Parties		
Loan to Director	16.26	15.90
Other loans		
Loan to Employees	98.44	89.30
Total	**114.70**	**105.20**

7.1 Details regarding loans and advances given to related parties:

Type of Borrower	As at 31st March 2022		As at 31st March 2021	
	Total Amount Outstanding	% of total loans and advances given	Total Amount Outstanding	% of total loans and advances given
Related Parties-Director's Loan	16.26	11.19%	15.90	11.87%

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

(Rs. In Lakhs)

8 Others	As at 31st March 2022	As at 31st March 2021
Unsecured, Considered Good unless otherwise stated		
Other Deposits	57.77	57.02
Other receivables	105.65	105.65
Margin Money deposits with Bank having more than 12 months maturity*	935.13	1,580.03
Interest Receivable	68.94	48.37
Total	**1,167.49**	**1,791.07**

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

(Rs. In Lakhs)

9 Other Non-Current Assets	As at 31st March 2022	As at 31st March 2021
Unsecured, Considered Good unless otherwise stated		
Advances given for capital assets	41.96	28.59
Deposits and balances with government and other authorities	931.20	989.08
Advance Tax & TDS(net of provisions)	59.52	-
Prepaid Expenses	316.30	311.61
Advance to Employee	-	18.97
Unsecured, Considered doubtful		
Advances given for capital assets	85.59	57.00
Less : Provision for Impairment	(85.59)	(57.00)
Deposits and balances with government and other authorities	78.00	-
Less : Impairment on Doubtful asset	(78.00)	-
Total	**1,348.98**	**1,348.25**

(Rs. In Lakhs)

10 Inventories	As at 31st March 2022	As at 31st March 2021
Raw materials	5,625.68	5,812.71
Raw materials in transit	380.83	793.99
Finished goods (Including FG in Transit)	8,510.20	7,568.74
Process stock	11,617.18	7,473.40
Scrap	156.07	203.64
Process Scrap	14.69	8.03
	26,304.65	**21,860.51**
Less: Impairment for Non - Moving Inventories	120.00	63.29
Total	**26,184.65**	**21,797.22**

10(a) Increase /(Reversal) of write down of inventories amounted to Rs. 56.71 lakhs (31st March 2021 Rs (7.24) lakhs).

10(b) For details of inventories given as security against borrowings (Refer Note: 21 & 26).

(Rs. In Lakhs)

11 Investment	As at 31st March 2022	As at 31st March 2021
Investments Carried at fair value through Profit and Loss (FVTPL)		
Investments in Mutual Funds		
Quoted		
IDBI MF Dividend Yield Fund-Regular Plan Growth		
100,000(P.Y.: Nil) Units of face value of 10 each	17.01	14.03
Total	**17.01**	**14.03**
Aggregate carrying value of quoted Investment	**17.01**	**14.03**
Aggregate market value of quoted Investment	**17.01**	**14.03**

(Rs. In Lakhs)

12 Trade Receivables	As at 31st March 2022	As at 31st March 2021
Unsecured, Considered Good unless otherwise stated		
Others	52,906.55	41,959.24
Less: Allowance for expected credit Loss	728.98	380.43
	52,177.57	41,578.81
Credit Impaired	2023.48	1,605.84
Less: Allowance for Doubtful receivables	2023.48	1,605.84
	-	-
Total	**52,177.57**	**41,578.81**

12(a) Movement in Allowance for Doubtful receivables

(Rs. In Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
Balance at the beginning of the year	**1,986.27**	**2,186.07**
Add: Allowance loss recognized	965.10	440.76
Less: Reversed during the year	198.91	219.24
Less: Amount written off as a bad debts	-	421.32
Balance at the end of the year	**2,752.46**	**1,986.27**

K. C. MEHTA & CO. CHARTERED ACCOUNTANTS VADODARA

12(b) Ageing Schedule for Trade receivables

As at 31st March 2022

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
i) Undisputed - considered good	40,333.97	6,588.37	3,987.01	0.24	1.28	50,910.87
ii) Undisputed - which have significant increase in credit risk	82.31			1,035.60	572.60	1,690.51
iii) Undisputed - credit impaired	-	-	-		1,165.16	1,165.16
iv) Disputed - considered good						-
v) Disputed - which have significant increase in credit risk	55.61	72.62	108.87	58.71	9.36	305.17
vi) Disputed - credit impaired		-	-	-	858.32	858.32
Total	**40,471.89**	**6,660.99**	**4,095.88**	**1,094.55**	**2,606.72**	**54,930.03**
Less: Impairment						2,752.46
Total						**52,177.57**

As at 31st March 2021

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
i) Undisputed - considered good	29,949.69	5,733.98	4,983.70	11.40	14.30	40,693.07
ii) Undisputed - which have significant increase in credit risk				802.07	211.87	1,013.95
iii) Undisputed - credit impaired	-	-	-	40.72	849.57	890.29
iv) Disputed - considered good						-
v) Disputed - which have significant increase in credit risk	100.09	-	142.77	-	9.36	252.22
vi) Disputed - credit impaired	-	-	-	-	715.55	715.55
Total	**30,049.78**	**5,733.98**	**5,126.47**	**854.19**	**1,800.66**	**43,565.08**
Less: Impairment						1,986.27
Total						**41,578.81**

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

(Rs. In Lakhs)

13 Cash & Cash Equivalents	As at 31st March 2022	As at 31st March 2021
Balances with banks		
In Current accounts	164.16	29.07
In Cash Credit accounts	1,032.48	-
In Deposits	7.10	63.94
Cash On Hand	3.93	5.26
Total	**1,207.67**	**98.27**

(Rs. In Lakhs)

14 Other Bank Balances	As at 31st March 2022	As at 31st March 2021
Earmarked Balances with Banks		
Unpaid Dividend Account	0.46	0.41
Margin Money Deposits with Banks*	3,429.75	2,584.14
Total	**3,430.21**	**2,584.55**

* The Group has pledged above deposits with bank as margin money against credit facilities toward bank guarantee and letter of Credit.

(Rs. In Lakhs)

15 Loans	As at 31st March 2022	As at 31st March 2021
Unsecured, Considered Good unless otherwise stated		
Loans		
Loan to Employees	30.64	28.77
Total	**30.64**	**28.77**

(Rs. In Lakhs)

16 Others	As at 31st March 2022	As at 31st March 2021
Unsecured, Considered Good unless otherwise stated		
Deposits		
- Considered Good	135.66	283.66
Interest Receivable		
- Considered Good	82.21	22.04
Total	**217.87**	**305.70**

(Rs. In Lakhs)

17 Current Tax Assets (Net)	As at 31st March 2022	As at 31st March 2021
Current Tax Assets		
Advance Tax and TDS (Net of Provisions)	6.33	16.27
Total	**6.33**	**16.27**

(Rs. In Lakhs)

18 Other Current Assets	As at 31st March 2022	As at 31st March 2021
Deposits & balances with government & other authorities	4,605.71	2,259.30
Advance Tax & TDS (net of provisions)	53.09	244.21
Export Benefit Receivable	98.26	207.43
Prepaid expenses	457.55	433.79
Advances to suppliers	1,702.40	1,324.24
Other Deposit	-	3.93
Contract Assets (Unbilled Revenue)	698.64	182.42
Employee Advances	51.90	14.19
Provision for doubtful employee advance	(28.73)	-
Total	**7,638.82**	**4,669.51**

(Rs. In Lakhs)

19 Equity Share Capital	As at 31st March 2022	As at 31st March 2021
Authorised		
20,00,00,000 (P.Y. 20,00,00,000) Equity Shares of Re. 1/- each	2,000.00	2,000.00
Total	**2,000.00**	**2,000.00**
Issued, Subscribed and Fully Paid Up		
13,25,64,110 (P.Y. 13,25,64,110) Equity Shares of Re. 1/- each	1,325.64	1,325.64
Total	**1,325.64**	**1,325.64**

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

Particulars		As at 31st March 2022	As at 31st March 2021
At the Beginning of the Period	Nos.	13,25,64,110	13,25,64,110
Issued during the period	Nos.	-	-
Outstanding at the end of Period	Nos.	13,25,64,110	13,25,64,110

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

19(b) Details of Promoters holding :

Name of Promoters	Shareholding at the beginning of the year (01.04.2021)		Shareholding at the end of the year (31.03.2022)			% change during the year
	No. of Shares	% of total Shares of the company	NO of Shares	No. of Shares	% of total Shares of the company	% of total Shares of the company
Jitendra Mamtora	8,85,89,920	66.83%	8,85,89,920	8,85,89,920	66.83%	-
Jitendra Mamtora (HUF)	68,29,310	5.15%	68,29,310	68,29,310	5.15%	-
Karuna Mamtora	26,77,360	2.02%	26,77,360	26,77,360	2.02%	-
Satyen Mamtora	9,70,000	0.73%	9,70,000	9,70,000	0.73%	-
Janki Mamtora	2,13,640	0.16%	2,13,640	2,13,640	0.16%	-
Aakanksha Mamtora	15,000	0.01%	15,000	15,000	0.01%	-
Dilip Mamtora	1,960	0.00%	1,960	1,960	0.00%	-
Bipin Mamatora	1,960	0.00%	1,960	1,960	0.00%	-

Name of Promoters	Shareholding at the beginning of the year (01.04.2020)		Shareholding at the end of the year (31.03.2021)			% change during the year
	NO of Shares	% of total Shares of the company	NO of Shares	NO of Shares	% of total Shares of the company	% of total Shares of the company
Jitendra Mamtora	8,85,89,920	66.83%	8,85,89,920	8,85,89,920	66.83%	-
Jitendra Mamtora (HUF)	68,29,310	5.15%	68,29,310	68,29,310	5.15%	-
Karuna Mamtora	26,77,360	2.02%	26,77,360	26,77,360	2.02%	-
Satyen Mamtora	9,70,000	0.73%	9,70,000	9,70,000	0.73%	-
Janki Mamtora	2,13,640	0.16%	2,13,640	2,13,640	0.16%	-
Aakanksha Mamtora	15,000	0.01%	15,000	15,000	0.01%	-
Dilip Mamtora	1,960	0.00%	1,960	1,960	0.00%	-
Bipin Mamatora	1,960	0.00%	1,960	1,960	0.00%	-

19(c) Details of Shareholders holding more than 5 % of equity Shares:

Particulars		As at 31st March 2022	As at 31st March 2021
Jitendra U Mamtora	Nos	8,85,89,920	8,85,89,920
	Holding %	**66.83%**	**66.83%**
Jitendra U Mamtora (HUF)	Nos	68,29,310	68,29,310
	Holding %	**5.15%**	**5.15%**

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

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

(Rs. In Lakhs)

20 Other Equity	As at 31st March 2022	As at 31st March 2021
Securities Premium Reserve	13,474.85	13,474.85
General Reserve	2,286.87	2,286.87
Retained Earnings	18,519.84	17,158.05
Capital Reserve On Consolidation	46.29	46.29
Total	**34,327.85**	**32,966.06**

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

20(a) Particulars relating to Other Equity

(Rs. In Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
Securities Premium Reserve		
Balance as per last year	13,474.85	13,474.85
	13,474.85	**13,474.85**
General Reserve		
Balance as per last year	2,286.87	2,286.87
	2,286.87	**2,286.87**
Surplus in Profit and Loss Statement		
Opening Balance	17,158.05	16,446.55
Add : Profit for the year	1,398.68	705.93
Less Appropriations		
Dividend Paid	(33.26)	-
Other Adjustment	-	(0.42)
Other comprehensive income arising from remeasurement of defined benefit obligation net of income tax	(3.63)	5.99
Net surplus in profit and loss statement	**18,519.84**	**17,158.05**
Capital Reserve On Consolidation		
Balance as per last year	46.29	46.29
	46.29	**46.29**

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

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

(Rs. In Lakhs)

21 Borrowing - Non - Current	As at 31st March 2022	As at 31st March 2021
Secured Loans		
From Banks		
Term Loans	2,519.61	3,725.91
From Others		
Term Loans	-	24.06
Unsecured Loans		
From Banks		
Term Loans	1,215.35	1,259.13
From others		
Term Loans	18.30	
From Promoters/Directors*	1,800.00	1,800.00
Total	**5,553.26**	**6,809.10**

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

21(a) Loans consist of the following:

(Rs. In Lakhs)

Term Loans from Banks	Year Ended	Current Maturities of each Loan	Amount of Each Loan Outstanding
RBL Bank (Exclusive charge on industrial property of Moraiya and pledge of company's 10,00,000 shares owned by a director of face value Rs.1 and personal guarantee of some of the directors)	**31/03/2022** 31/03/2021	**980.75** 712.58	**3,353.67** 4,065.80
Yes Bank (Exclusive charge over plant and machinery and personal guarantee of some of the directors)	**31/03/2022** 31/03/2021	**115.06** 153.41	**114.96** 267.87
HDFC Bank (Secured against vehicles)	**31/03/2022** 31/03/2021	**18.23** 37.11	**18.23** 55.34
ICICI Bank (in respect of Holding and Subsidiary Company) (Secured against vehicles)	**31/03/2022** 31/03/2021	**9.24** 9.65	**20.44** 31.49
BOB Bank (in respect of Holding Company) (Secured Cash Credit limit)	**31/03/2022** 31/03/2021	**26.26** 157.32	**26.26** 183.56
SBI Bank (in respect of Holding Company) (Secured Cash Credit limit)	**31/03/2022** 31/03/2021	- 531.85	- 531.85
Axis Bank (in respect of Subsidiary Company) (Secured against vehicles)	**31/03/2022** 31/03/2021	**14.42** 13.23	**21.18** 34.40
Axis Bank ECLGS Loan (in respect of Subsidiary Company) (Secured against assets of the Subsidiary Company)	**31/03/2022** 31/03/2021	**39.49** -	**92.17** 118.50
IDBI Bank Loan (in respect of Subsidiary Company) (Secured against assets of the Subsidiary Company)	**31/03/2022** 31/03/2021	**19.00** 4.75	**52.25** 57.00
BOB Bank (Secured against vehicles)	**31/03/2022** 31/03/2021	**13.69** -	**56.62** -

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

(Rs. In Lakhs)

Term Loans from Others	Year Ended	Current Maturities of each Loan	Current Maturities of each Loan
BMW Financial Services (in respect of Holding Company) (Secured against vehicles)	**31/03/2022**	**23.98**	**23.98**
	31/03/2021	8.34	32.40

(Rs. In Lakhs)

Unsecured Term Loan	Year Ended	Current Maturities of each Loan	Current Maturities of each Loan
Standard Chartered Bank (in respect of Holding Company) (Secured against personal property of Promoter)	**31/03/2022**	**43.78**	**1,259.13**
	31/03/2021	39.60	1,298.73
Bajaj Finance Limited (in respect of Subsidiary Company)	**31/03/2022**	**7.75**	**26.05**
	31/03/2021	-	-

21(b) The terms of repayment of the above loans are as

(Rs. In Lakhs)

Term Loans from Banks	Year Ended	No. of Instalments Due after the Balance Sheet Date	Amount of each Instalment (Rs.)
RBL Bank (Date of Maturity: Different Loans are having different dates of maturity, last being January, 2026. The rate of Interest is between 9.25% to 10.15%). One loan is for working capital. (The instalment is either quarterly or monthly exclusive of interest. Interest is payable on monthly basis.)	**31/03/2022**	47	Min. instalment of Rs. 69.79 lakhs (P.Y. 83.33 lakhs) Lakhs depending on maturity of loan
	31/03/2021	53	
Yes Bank (Date of Maturity: December, 2022; Rate of Interest: 10.05% Quarterly Instalment amount exclusive of interest. Interest is payable on monthly basis.)	**31/03/2022**	6	Min. instalment of Rs. 8,48 Lakhs (P.Y. 8,48 Lakhs) depending on maturity of loan
	31/03/2021	14	
HDFC Bank (Date of Maturity: Different Loans are having different dates of maturity, last being 7th Oct,2022. The rate of Interest is between 7.75% to 10.25%)	**31/03/2022**	7	Min. EMI of Rs. 3.34 Lakhs (P.Y. 3.34 Lakhs) depending on maturity of loan
	31/03/2021	31	
SBI Bank (Date of Maturity: April, 2022; Rate of Interest: 7.75% Monthly Instalment amount exclusive of interest. Interest is payable on monthly basis.)	**31/03/2022**	-	44.44 Lakhs
	31/03/2021	12	
BOB Bank (Date of Maturity: May, 2022; Rate of Interest: 8.0% Monthly Instalment amount exclusive of interest. Interest is payable on monthly basis.)	**31/03/2022**	2	13.11 Lakhs
	31/03/2021	12	-
Axis Bank Vehicle Loan Date Of Maturity: 10th Sep, 2023 Rate of interest - 8.71%. Instalment amount is inclusive of interest.)	**31/03/2022**	18	EMI of Rs.1.31 Lakhs depending on maturity of loan
	31/03/2021	30	
Axis Bank ECLGS Loan Date Of Maturity: 07th Aug, 2024 Rate of interest - 8.85%.	**31/03/2022**	24	EMI of Rs.3.29 Lakhs depending on maturity of loan
	31/03/2021	36	-

Loans from Others	Year Ended	No. of Instalments Due after the Balance Sheet Date	Amount of each Instalment (Rs.)
BMW Finance Services India Pvt. Ltd. (Date of Maturity: October, 2022; Rate of Interest: 10.35%)	**31/03/2022**	7	EMI of Rs.0.95 Lakhs (P.Y. 0.95 Lakhs) depending on maturity of loan
	31/03/2021	18	

Term Loan from Bank	Year Ended	No. of Instalments Due after the Balance Sheet Date	Amount of each Instalment (Rs.)
Standard Chartered Bank (Date of Maturity: March,2035; Rate of Interest: 10.10% Monthly EMI Payments)	**31/03/2022**	159	14.10 Lakhs
	31/03/2021	171	14.10 Lakhs
Bajaj Finance Limited (Unsecured Loan)(Repayable in 36 monthly installment of Rs 98,045 including interest commencing from 02-03-22)	**31/03/2022**	35	33.79 Lacs
	31/03/2021	-	-

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

21(c) The Group has borrowed funds from Banks and Financial Institutions. The borrowed funds are utilised for the specific purpose for which it was taken at the Balance Sheet date.

(Rs. In Lakhs)

22 Lease Liability	As at 31st March 2022	As at 31st March 2021
Lease Liability Obligation	65.52	74.97
Total	**65.52**	**74.97**

(Rs. In Lakhs)

23 Provisions	As at 31st March 2022	As at 31st March 2021
Provision for Employee Benefits		
Gratuity	282.04	222.78
Compensated Absences	110.69	103.33
Total	**392.73**	**326.11**

(Rs. In Lakhs)

24 Deferred Tax

24(a) Deffered Tax Asset(Net)	As at 31st March 2022	As at 31st March 2021
Deffered tax liability		
Property, plant and equipment & Intangible Assets	69.65	-
Total (A)	**69.65**	-
Deffered Tax Asset		
In respect of unabsorbed Depreciation	220.82	-
Tax Adjustment on unrealised Profit	13.59	-
Others	1.38	
Total (B)	**235.79**	-
Total (A-B)	**166.15**	-

24(b) Deferred Tax Liabilities (Net)	As at 31st March 2022	As at 31st March 2021
Deferred Tax Liabilities		
Property, plant and equipment & Intangible Assets	2,407.07	2,524.06
Total (A)	2,407.07	2,524.06
Deferred Tax Assets		
Difference between Fair Value of Investment	(6.10)	(4.90)
Impairment/Expenses Disallowed Under Income Tax	1,511.79	1,146.84
In respect of unabsorbed Depreciation	-	180.72
Tax Adjustment on Unrealized Profit	17.81	2.05
MAT Credit Entitlement	-	691.18
Total (B)	1,523.50	2,015.89
Total (A-B)	883.57	508.17

(Rs. In Lakhs)

2021-22	Opening Balance	Recognise in Profit or Loss	Recognise in OCI	Closing Balance
Deferred tax (liabilities)/assets in relation to:				
Deferred Tax Assets				
Difference between Fair Value of Investment	(4.90)	1.20	-	(6.10)
Impairment/Expenses Disallowed Under Income Tax	1,146.84	(366.97)	2.02	1,511.79
In respect of unabsorbed Depreciation	180.72	180.72	-	-
Tax Adjustment on Unrealized Profit	2.05	(15.76)	-	17.81
MAT Credit Entitlement	691.18	691.18	-	-
Total Deferred Tax Assets	**2,015.89**	**490.37**	**2.02**	1,523.50
Deferred Tax Liabilities				
Property, plant and equipment & Intangible Assets	2,524.06	116.99	-	2,407.07
Total Deferred Tax Liabilities	**2,524.06**	**116.99**	-	2,407.07
Deferred Tax Liabilities (Net)	**508.17**	**(373.39)**	**(2.02)**	883.57

(Rs. In Lakhs)

2020-21	Opening Balance	Recognise in Profit or Loss	Recognise in OCI	Closing Balance
Deferred tax (liabilities)/assets in relation to:				
Deferred Tax Assets				
Difference between Fair Value of Investment	(1.74)	3.16	-	(4.90)
Impairment/Expenses Disallowed Under Income Tax	1,116.99	(26.73)	(3.12)	1,146.84
In respect of unabsorbed Depreciation	623.34	442.62	-	180.72
Tax Adjustment on Unrealized Profit	1.09	(0.96)	-	2.05
MAT Credit Entitlement	621.16	(70.02)	-	691.18
Total Deferred Tax Assets	**2,360.84**	**348.07**	**(3.12)**	2,015.89
Deferred Tax Liabilities				
Property, plant and equipment & Intangible Assets	2,602.17	78.11	-	2,524.06
Others	-	-	-	-
Total Deferred Tax Liabilities	**2,602.17**	**78.11**	-	2,524.06
Deferred Tax Liabilities (Net)	**241.33**	**(269.96)**	**3.12**	508.17

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

(Rs. In Lakhs)

25 Other Non Current Liabilities	As at 31st March 2022	As at 31st March 2021
Contract liability-Unaccrued Warranty	527.81	409.89
Total	**527.81**	**409.89**

(Rs. In Lakhs)

26 Borrowings - Current	As at 31st March 2022	As at 31st March 2021
Secured Loans		
From Banks	20,134.70	15,874.22
Term Loan Installments due with in 12 Months	1,311.68	1,667.84
Unsecured Loans		
From Banks (Vendor Financing)	4,079.23	1,709.43
From Banks	943.32	-
From Director	305.77	249.39
From Banks	-	-
Total	**26,774.70**	**19,500.88**

26(a) Secured Loans comprise of cash credit & short term loans from banks.

In case of Holding Company: Secured Loans comprise of cash credit & short term loans from banks which are secured by hypothecation of current assets of the Company on pari passu basis and collaterally secured by residual value of net fixed assets of the Company excluding fixed assets of Moraiya plant. The facilities are further secured by collateral legal mortgage on pari passu basis on immovable properties situated at Changodar, Moraiya and Odhav at Ahmedabad and Commercial office at Gurugram. It is further secured by pledge of 2,11,00,000 equity shares of Re. 1 each held by a director and personal guarantee of some of the directors.

In case of Transpares Limited: Secured loans are secured by hypothecation of current assets of the Subsidiary Company on pari passu basis and collateral secured by residual value of net fixed assets of the Subsidiary Company and also collateral legal mortgage on pari passu basis on immovable properties situated at Changodar.

In case of Savas Engineering Company Private Limited: Secured loans are secured by First & Exclusive rights on current assets of the Subsidiary Company and also further secured by first charge on entire fixed assets of the Subsidiary Company. It is further secured by Corporate Guarantee of Holding Company & Personal Guarantee of Directors of the subsidiary company.

26(b) The Group has availed borrowings from Bank against security of current assets. The Quarterly Returns or the Current Assets Statements filed by the group with the respective Bank are in the agreement with the books of account.

(Rs. In Lakhs)

27 Lease Liability	As at 31st March 2022	As at 31st March 2021
Lease Liability Obligation	58.99	24.84
Total	**58.99**	**24.84**

(Rs. In Lakhs)

28 Trade Payables	As at 31st March 2022	As at 31st March 2021
Micro, Small and Medium Enterprises*	1,745.28	586.03
Others	30,916.81	26,013.11
Total	**32,662.09**	**26,599.14**

*The amount due to Micro and Small Enterprises as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" has been determined to the extent such parties have been identified on the basis of information available with the Group.

(Rs. In Lakhs)

28(a) Trade Payables -Total outstanding dues of Micro & Small Enterprises	As at 31st March 2022	As at 31st March 2021
(a) Principal and Interest amount remaining unpaid and due as at year end		
Principal Amount	1,745.28	586.03
Interest	128.42	22.61
(b) Interest paid by the Group in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during	-	-
(c) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium	-	-
(d) Interest accrued and remaining unpaid as at year end	128.42	22.61
(e) Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small	203.90	75.48

28(b) **Ageing Schedule for MSME and other Trade payables**
As at 31st March 2022

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date				Total
	Less than Year 1	1 to 2 years	2 to 3 years	More than 3 years	
MSME:					
- Disputed Dues					
- Undisputed Dues	1,679.11	5.88	60.29	-	1,745.28
Other Trade payables					
- Disputed Dues					
- Undisputed Dues	29,454.41	1,235.14	221.45	5.81	30,916.81
Total	**31,133.52**	**1,241.02**	**281.74**	**5.81**	**32,662.09**

K. C. MEHTA & CO. CHARTERED ACCOUNTANTS VADODARA

As at 31st March 2021

Particulars	Outstanding for following periods from due date			Total
	Less than Year 1	1 to 2 years	More than 3 years	
MSME:				
- Disputed Dues				
- Undisputed Dues	525.91	45.52	-	586.03
Other Trade payables				
- Disputed Dues				
- Undisputed Dues	25,577.92	362.14	8.49	26,013.11
Total	**26,103.83**	**407.66**	**8.49**	**26,599.14**

(Rs. In Lakhs)

29 Other Financial Liabilities	As at 31st March 2022	As at 31st March 2021
Interest accrued but not due	23.61	25.08
Interest accrued and due	230.48	84.90
Unclaimed dividend	0.46	0.41
Security deposit from Customer	0.82	0.82
Liability for Employees	228.75	247.10
Others	27.99	33.20
Total	**512.11**	**391.51**

(Rs. In Lakhs)

30 Other Current Liabilities	As at 31st March 2022	As at 31st March 2021
Contract Liability - Advance from customers	6,058.00	2,205.77
Liability for statutory payments	225.72	136.54
Contract liability-Unaccrued Warranty	281.81	296.70
Other Liabilities	46.51	39.16
Total	**6,612.04**	**2,678.17**

(Rs. In Lakhs)

31 Provisions	As at 31st March 2022	As at 31st March 2021
Provision for Gratuity	59.41	56.23
Provision for Compensated Absences	7.20	6.54
Total	**66.61**	**62.77**

(Rs. In Lakhs)

32 Current Tax Liabilities (net)	As at 31st March 2022	As at 31st March 2021
Current Tax Liabilities		
Provision of Income tax (Net of Advance Tax and TDS)	494.84	68.16
Total	**494.84**	**68.16**

(Rs. In Lakhs)

33 Revenue from Operations	Year Ended 31st March 2022	Year Ended 31st March 2021
Sale of Products	1,12,524.39	71,542.97
Sale of Services	1,641.64	1,732.75
Other Operating Income		
Scrap sales	1,471.72	627.93
Export Incentive	195.70	304.80
Total	**1,15,833.45**	**74,208.45**

(Rs. In Lakhs)

34 Other Income	Year Ended 31st March 2022	Year Ended 31st March 2021
Interest Income	291.86	294.09
Foreign exchange gain (net)	343.24	174.22
Finance Income	0.38	8.46
Discount Received	-	6.69
Other Non-Operating Income		
Miscellaneous income	57.17	46.87
Service Support Income	341.19	-
Gain on Lease Modification	9.56	-
Insurance Claim Receivable	34.29	115.74
Net gain on Investments carried at FVTPL (Refer Note no 34(a))	7.74	18.24
Interest on Income Tax Refund	20.12	5.67
Miscellaneous amount written back	21.36	70.46
Excess Provision Written Back	198.91	219.47
Total	**1,325.82**	**959.91**

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

34(a) Net gains on fair value changes

(Rs. In Lakhs)

Particulars	Year Ended 31st March 2022	Year Ended 31st March 2021
Investments Classified at FVTPL	7.74	18.24
Total	**7.74**	**18.24**

(Rs. In Lakhs)

35 Cost of Materials Consumed	Year Ended 31st March 2022	Year Ended 31st March 2021
Opening Stock	6,747.05	5,565.61
Add : Purchases (Net of Cenvat Credit)	96,784.70	54,602.70
	1,03,531.75	60,168.31
Less : Closing Stock	6,042.58	6,747.05
Raw Material Consumed	**97,489.17**	**53,421.26**

(Rs. In Lakhs)

36 Changes in Inventories of Finished Goods and Process Stock	Year Ended 31st March 2022	Year Ended 31st March 2021
Opening Inventories		
Finished Goods	7,568.74	4,330.95
Scrap	8.03	2.95
Process Stock	7,473.40	11,447.81
	15,050.17	15,778.76
Less: Closing Inventories		
Finished Goods	8,510.20	7,568.74
Scrap	14.69	8.03
Process Stock	11,617.18	7,473.40
	20,142.07	15,050.17
(Increase)/ Decrease in Inventories	**(5,091.90)**	**728.59**

(Rs. In Lakhs)

37 Employee Benefits Expense	Year Ended 31st March 2022	Year Ended 31st March 2021
Salaries, Wages and Bonus	2,905.87	2,480.63
Contribution to Provident and other funds	209.31	194.89
Employee Welfare Expenses	128.84	168.87
Total	**3,244.02**	**2,844.39**

(Rs. In Lakhs)

38 Finance Costs	Year Ended 31st March 2022	Year Ended 31st March 2021
Interest to Banks	2,492.00	2,564.30
Interest to Others	819.19	1,026.69
Other Finance Cost	1,047.52	1,030.50
Total	**4,358.71**	**4,621.49**

(Rs. In Lakhs)

39 Other Expenses	Year Ended 31st March 2022	Year Ended 31st March 2021
Stores & Spares Consumed	46.46	40.89
Tools Purchase	27.77	21.58
Power & Fuel	1,252.28	884.64
Wages to Contractors	3,392.81	2,800.79
Testing-Calibration & Other Manufacturing Expense	139.90	448.52
Consultancy Charges	330.93	306.03
Miscellaneous Manufacturing Expenses	111.84	99.53
Repairs and Maintenance:		
- Buildings	55.20	22.65
- Plant & Machinery	307.17	171.21
- Others	75.80	16.28
Audit Fees	16.68	14.80
Selling Expenses	886.44	831.00
Erection, Commissioning and Repairing Expenses	1,212.07	688.05
Legal and Professional Charges	209.51	233.51
Insurance Premium	330.56	332.23
Loss on Sale of Fixed Assets (Net)	3.82	16.67
Rates and taxes	3.24	18.10
Rent	35.93	27.26
Late delivery charges	526.15	695.52
Corporate Social Responsibility	14.00	9.00
Freight & Forwarding Charges	1,389.56	1,117.61
Stationary, Printing, Postage and Telephone Expenses	68.68	58.34
Travelling Expenses & Conveyance	669.01	404.76
Directors Siting Fees	2.45	2.65
Impairment of Doubtful Debts	851.78	420.64
Impairment of Goodwill	-	16.91
Provision for other advances	113.32	6.19
Loss on damaged goods	30.73	31.00
Bad debts/Misc. written off	259.78	295.47
Excise, Service & GST Expenses	341.27	10.96
Advertisement Expense and Exhibition Expense	38.42	21.73
Miscellaneous Expenses	386.75	301.23
Total	**13,130.31**	**10,366.47**

K. C. MEHTA & CO. CHARTERED ACCOUNTANTS VADODARA

39(a) Payment to Auditors comprises (net of GST input credit, wherever applicable):

(Rs. In Lakhs)

Particulars	Year Ended 31st March 2022	Year Ended 31st March 2021
As auditors	17.40	15.35
For taxation matters	0.53	0.50
For other services	0.10	0.03
For reimbursement of expenses	0.03	-
Total	18.06	15.88

39(b) Expenditure towards Corporate Social Responsibility (CSR) activities:

(i) Gross amount required to be spent by the Holding Company during the year: Rs.13.11 Lakhs (Previous Year: Rs.8.27 Lakhs)

(ii) The Holding Company has spent of Rs. 14.00 Lakhs during current year for CSR activities.

(Rs. In Lakhs)

Particulars	In Cash	Yet to be paid in Cash	Total
Construction/acquisition of any asset	-	-	-
On purpose other than above	14.00	-	14.00
Total	14.00	-	14.00

In respect of Subsidiary companies, the average net profit as per Section 198 of the Companies Act, 2013 for the preceding three financial years is below the limit, and therefore the Subsidiaries are not required to spend any amount on CSR activities during the financial year 2021-22(P.Y Rs.Nil).

Nature of Activity

(Rs. In Lakhs)

Particulars	2021-22	2020-21
Promotion of Education in rural areas	14.00	9.00
Total	**14.00**	**9.00**

(Rs. In Lakhs)

40 Tax Expenses	Year Ended 31st March 2022	Year Ended 31st March 2021
Current tax in relation to:		
- Current years	681.99	212.41
- Earlier years	9.23	11.78
Deferred Tax		
In respect of current year	210.83	263.71
Total income tax expense recognised in the current year	**902.05**	**487.90**

40(a) The income tax expense for the year can be reconciled to the accounting profit as follows:

(Rs. In Lakhs)

Tax Expenses	Year Ended 31st March 2022	Year Ended 31st March 2021
Profit before tax	**2,330.04**	**1,250.92**
Income tax expense calculated at 34.944% (P.Y. 34.608%)	814.21	437.12
Tax effects of amounts which are not deductible/(taxable) in calculating taxable income		
Expenses not allowed in Income Tax	(7.25)	56.83
Un used tax credit pertaining to earlier years	85.86	-
Dividend Income taxable at differential rate	-	(17.83)
Other	9.23	11.78
Total	**902.05**	**487.90**
Effective Tax Rate	**38.71%**	**39.00%**

(Rs. In Lakhs)

41 Other Comprehensive Income	Year Ended 31st March 2022	Year Ended 31st March 2021
Items that will not be reclassified subsequently to profit or loss		
Re-measurements of the defined benefit plans	(5.18)	9.35
Income tax related to above	2.02	(3.12)
Total	**(3.16)**	**6.23**

42 Earning Per Share	Year Ended 31st March 2022	Year Ended 31st March 2021
Profit after tax for the year attributable to equity shareholders of Parent (Rs. In Lakhs)	1,398.70	705.94
Weighted Average Number of Equity Shares(Nos.)	**13,25,64,110**	**13,25,64,110**
Basic EPS (Rs.)	1.06	0.53
Diluted EPS (Rs.)	1.06	0.53
Nominal Value Per Share (Rs.)	1.00	1.00

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

(Rs. In Lakhs)

43 Contingent Liabilities and Commitments	Year Ended 31st March 2022	Year Ended 31st March 2021
(A) Contingent Liabilities not provided for in respect of :		
Pending Litigations*		
(a) Excise duty, Service tax, Custom duty matters	1,545.56	1,326.21
(b) Claims against the Group/ Disputed Demands not acknowledged as debts	450.00	452.00
Others		
Guarantees given by bankers on behalf of Savas Engineering Company Private Limited	303.10	190.89
(B) Commitments:		
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances)	376.54	276.10
(ii) Other Commitments		
Import duty benefit towards duty free import of raw materials made in respect of which export obligations are yet to be discharged	-	89.06

* The Group's pending litigations comprise of claims against the Group and proceedings pending with Tax/ Statutory/ Government Authorities. The Group has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its financial statements. The Group is confident of receiving adjudications in its favour in respect of all its pending litigations. Expected timing of outflow is not ascertainable at this stage, if any, the matters being under dispute/ contingent.

g

44 Employee Benefit Plans

In accordance with the stipulations of the Indian Accounting Standard 19 "Employee Benefits", the disclosures of employee benefits as defined in the Indian Accounting Standard are given below:

(a) Defined Contribution Plan

The Group has recognized an amount of Rs. 130.18 Lakhs (P.Y. Rs. 122.72 Lakhs) as expenses under the defined contribution plan in the Statement of Profit and Loss.

(b) Defined Benefit Plan

Gratuity

General description and benefits of the plan

Under the gratuity plan, the eligible employees are entitled to post retirement benefit at the rate of 15 days salary for each completed year of service. Vesting period is 5 years and the payment is at actual on superannuation, resignation, termination, disablement or on death. The liability for gratuity as above is recognized on the basis of actuarial valuation.

The Group makes contribution to Life Insurance Corporation (LIC) for gratuity benefits according to the Payment of Gratuity Act, 1972.

The Group recognizes the liability towards the gratuity at each Balance Sheet date.

The most recent actuarial valuation of the defined benefit obligation for gratuity was carried out at 31st March 2022 by an actuary. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of benefit entitlement and measures each unit separately to build up the final obligation. Scheme is funded through LIC, Canara Bank and India First.

Major Risks to the Plan

(i) Actuarial Risk

It is the risk that benefits will come more than expected. This can arise due to one of the following reasons:

Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected.

Actual Mortality rates are higher than assumed mortality rate assumption than the Gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of Cashflow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

The actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

(ii) Investment Risk

Investment performance is below expectations there would be a plan deficit.

(iii) Liquidity Risk

Employees with long duration and high salaries resign earlier than expected or in short span of time there may be liquidity concern for the Gratuity fund.

(iv) Legislative Risk

Changes benefit formula mentioned in Gratuity Act, especially an increase in upper limit could very significantly increase the amount of Obligation.

(v) Market Risk

Discount rates are to be based on the yield on Government bonds with tenures matching the expected payments of Gratuity Liability. Discount rate will have to be reduced if yields drop and this would result in an increase in Obligation.

The following table sets out the status of the gratuity and the amounts recognized in the Consolidated financial statements as at 31st March 2022.

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

The principal assumptions used for the purposes of the actuarial valuations were as follows:

Actuarial Assumptions	Year Ended 31st March 2022	Year Ended 31st March 2021
Discount Rate	6.80%	6.50%
Expected rate of return on plan assets	6.80%	6.50%
Salary Growth Rate	4.50%	4.00%
Mortality	Indian Assured Lives Mortality (2012-14) Table	Indian Assured Lives Mortality (2012-14) Table
Withdrawal Rates	3% at younger ages and reducing to 1% at older ages	3% at younger ages and reducing to 1% at older ages

(Rs. In Lakhs)

Sr. No.	Particulars	Gratuity (Funded) 2021-22	Gratuity (Funded) 2020-21
(i)	**Present Value Obligation**		
	Present Value of funded Obligation	388.90	346.57
	Fair Value of Plan Assets	47.44	67.56
	Net Liability (Asset)	**341.46**	**279.01**
(ii)	**Expenses recognized during the year**		
	Current Service Cost	40.98	37.82
	Net Interest Cost	17.26	18.70
	Total included in 'Employee Benefit Cost'	**58.24**	**56.52**
(iii)	**Amount recognized in Other Comprehensive Income**		
	Components of actuarial gain/ losses on obligations:		
	Due to change in financial assumptions	5.29	(7.84)
	Due to experience adjustments	(2.61)	(1.98)
	Return on plan assets excluding amounts included in interest income	0.17	(0.35)
	Amounts recognized in Other Comprehensive Income	**2.85**	**(10.17)**
(iv)	**Reconciliation of Defined Benefit Obligation**		
	Opening Defined Benefit Obligation	351.93	343.95
	Current Service Cost	40.98	37.82
	Interest Cost	19.78	22.02
	Actuarial loss/ (gain) due to change in financial assumptions	5.29	(7.84)
	Actuarial loss/ (gain) due to experience adjustments	(2.61)	(1.98)
	Benefits Paid	(24.88)	(42.04)
	Closing Defined Benefit Obligation	**390.49**	**351.93**
(v)	**Reconciliation of Plan Assets**		
	Opening Value of plan assets	61.25	68.35
	Interest Income	2.52	3.32
	Return on plan assets excluding amounts included in interest income	1.17	1.50
	Contributions by employer	30.12	30.12
	Benefits Paid	(24.88)	(42.04)
	Closing Value of Plan Assets	**70.18**	**61.25**
(vi)	**Reconciliation of net defined benefit liability**		
	Net opening provision in books of accounts	388.46	311.99
	Employee Benefit Expense	58.24	56.52
	Amounts recognized in Other Comprehensive Income	2.85	(10.17)
		449.55	**358.34**
	Contributions to plan assets	30.12	30.12
	Closing Provision in books of accounts	**479.67**	**388.46**
(vii)	**Composition of the Plan Assets**		
	Insurer Managed Funds	100%	100%
	Total	**100%**	**100%**
(viii)	**Bifurcation of Liability as per Schedule III**		
	Current Liability	59.41	56.23
	Non - Current Liability	282.05	222.78
	Net Liability	**341.46**	**279.01**

(ix) Maturity Profile of Defined Benefit Obligation - Gratuity Liability

Particulars	As at 31st March 2022	As at 31st March 2021
Less Than One Year	74.49	71.02
One to Three Years	36.92	29.09
Three to Five Years	26.60	27.91
More than Five Years	242.14	150.98

The future accrual is not considered in arriving at the cash - flows.

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

(c) **Sensitivity Analysis**

(Rs. In Lakhs)

Particulars	As at 31st March 2022 Defined Benefit Obligation	As at 31st March 2021 Defined Benefit Obligation
Discount Rate Varied by 1% (FY 2021-22) and 0.5%(FY 2020-21)		
Impact due to increase of 100/50 basis points	343.10	323.77
Impact due to decrease of 100/50 basis points	416.19	325.86
Salary Growth Rate Varied by 1%(FY 2021-22) and 0.5%(FY 2020-21)		
Impact due to increase of 100/50 basis points	416.71	334.77
Impact due to decrease of 100/50 basis points	342.11	333.44
Withdrawal Rate (W.R) Varied by 1%(FY 2021-22) and 10%(FY 2020-21)		
W.R x 101%(2021-22) W.R x 110%(2020-21)	379.73	351.04
WR x 99%(2021-22) W.R x 90%(2020-21)	373.59	350.91

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

45 Leases

Amount Recognized in Statement of Profit and Loss or Carrying Amount of Another Asset and Cash Flows

(Rs. In Lakhs)

Particulars	Year Ended 31st March 2022	Year Ended 31st March 2021
Depreciation recognized in the Statement of Profit and Loss	57.17	48.41
Interest on lease liabilities	14.86	12.43
Expenses relating to short-term leases (leases less than 12 months)	-	4.10
Total cash outflow for leases	58.51	58.51
Additions to RoU during the year	92.55	-
Reduction in ROU during the year	(7.10)	-
Net Carrying Amount of RoU at the end the year	116.72	88.44
Impact during the year		
Statement of Profit & Loss		
Net Decrease in Profit after Tax	62.47	60.84
Increase in Depreciation & Amortization	57.17	48.41
Increase in Finance Cost	14.86	12.43
Net gain on lease modification	(9.56)	-
Balance Sheet		
Net Increase/(Decrease) in Property, Plant & Equipment (Net Block of Operating Lease (During the year))	28.28	(48.41)
Increase/(Decrease) in Lease Obligation	24.68	(46.08)

(Rs. in Lakhs)

Asset Class	Net Carrying value as on 01.04.2021	Additions	Reversal	Depreciation Recognized	Net Carrying value as on 31.03.2022
Building	22.58	92.55	1.27	22.05	91.81
Transport Equipments	65.86	-	5.83	35.12	24.91
Total	88.44	92.55	7.10	57.17	116.72

(Rs. in Lakhs)

Asset Class	Net Carrying value as on 01.04.2020	Additions	Reversal	Depreciation Recognized	Net Carrying value as on 31.03.2021
Building	54.52	-	-	31.94	22.58
Transport Equipments	82.33	-	-	16.47	65.86
Total	136.85	-	-	48.41	88.44

As Lessor

Operating Lease

(Rs. in Lakhs)

Particulars	Year Ended 31st March 2022	Year Ended 31st March 2021
Operating Lease	45.75	30.00

Operating lease pertains to part of factory building given on short term lease. This lease is for a period of 12 months.

46 Disclosures under Ind AS 115 Revenue from Contracts with Customers

The Group derives revenues from sale of goods, services and scrap from its contract with customers. The revenue have been disclosed in Note 33.

(a) Disaggregation of Revenue from Contracts with Customers

The Group derives revenue from the transfer of goods and services at a point in time in the following major product lines:

(Rs. in Lakhs)

Particulars	As at 31st March 2022	As at 31st March 2021
Revenue from Contracts with Customers		
Revenue from sale of products	1,12,524.39	71,542.97
Revenue from service income	1,641.64	1,732.75
Revenue from sale of scrap - (Other Operating Revenue)	1,471.72	627.93

(b) The revenues are further disaggregated into revenues from domestic as well as export market as follows:

(Rs. in Lakhs)

Particulars	Year Ended 31st March 2022		Year Ended 31st March 2021	
	Domestic	Export	Domestic	Export
Revenue from sale of products	96,036.34	16,488.05	61,626.47	9,916.50
Revenue from service income	729.09	912.55	1,637.80	94.95
Revenue from sale of scrap - (Other Operating Revenue)	1,471.72	-	627.93	-

(c) Receivables and Contract Liabilities

The Group has recognised the following revenue-related receivables and contract liabilities:

(Rs. in Lakhs)

Particulars	Year Ended 31st March 2022		
	Contract Assets	Contract Liabilities	Receivables
Balance as the beginning of the year	182.42	2,947.86	41,578.81
Additions/Adjustment (Net)	516.22	3,919.76	10,598.76
Balance as the end of the year	**698.64**	**6,867.62**	**52,177.57**

(Rs. in Lakhs)

Particulars	Year Ended 31st March 2021		
	Contract Assets	Contract Liabilities	Receivables
Balance as the beginning of the year	535.23	4,041.00	41,845.00
Additions/Adjustment (Net)	(352.81)	(1,093.14)	(266.19)
Balance as the end of the year	**182.42**	**2,947.86**	**41,578.81**

(d) Revenue recognised in relation to contract liabilities

The following table shows how much of the revenue recognised in the current reporting period relates to carried-forward contract liabilities:

(Rs. in Lakhs)

Particulars	Year Ended 31st March 2022	Year Ended 31st March 2021
Revenue recognised that was included in the contract liability balance at the beginning of the period	1,968.46	2,887.45

(e) The company provides service type warranty to its customers, such type of warranty are considered as distinct service. The company uses expected value method in measuring the performance obligation. The revenue from contracts with customers for the year includes service type warranty of Rs. 399.72 lakhs (Previous Year Rs. 280.09 lakhs), which has been deducted from the transaction price.

(f) The revenue from contracts with customers for the year includes variable consideration relating to price variation of Rs. 5,377.81 lakhs (Previous Year Rs. 495.26 lakhs), which has been considered in the transaction price. There were no significant financing component in the contracts with customers or in revenues recognised from these contracts.

(g) Unsatisfied long-term contracts

The following table shows unsatisfied performance obligations resulting from fixed-price long-term contracts.

(Rs. in Lakhs)

Particulars	Year Ended 31st March 2022	Year Ended 31st March 2021
Aggregate amount of the transaction price allocated to long-term supply contracts that are partially or fully unsatisfied as at year end	30,048.72	28,271.00

Management expects that 90% of the transaction price allocated to the unsatisfied contracts as of 31st March 2022 will be recognised as revenue during the next reporting period.

All other contracts are for periods of one year or less or are billed based on time incurred. The Group has applied practical expedient referred to in paragraph 121 of Ind AS 115 and accordingly, has not disclosed information related to remaining performance obligations.

(h) Performance obligations

Sale of Transformers and its components

The performance obligation is satisfied upon delivery of the equipment and payment is generally due within 1 to 3 months from delivery.

The performance obligation to deliver the transformer with a manufacturing lead time of 4 to 8 months has a single payment option. The customer can pay the transaction price upon delivery of the transformer within the credit period, as mentioned in the contract with respective customer.

In contracts, 3 years warranty is provided to all the customers. The warranty is accounted for as a separate performance obligation and a portion of the transaction price is allocated. The performance obligation for the warranty service is satisfied over 3 years based on time elapsed.

Services Income

Service Income primarily is pertaining to installation and commissioning of the Transformer. The performance obligation is satisfied at the point in time and payment is generally due upon completion of installation and acceptance of the customer. The performance obligation of warranty is satisfied over the time.

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

47 Operating Segment

The Group's operations fall under single segment namely "Transformers and its components", taking into count the risks and returns, the organization structure and the internal reporting systems.

All assets are located in the Group's country of domicile.

Company's significant revenues (more than 60%) are derived from major 6 entities in current financial year and 11 entities in previous financial year. The total revenue from such entities amounted to Rs. 68,575 lakhs in FY 2021-22 and Rs. 48,867 Lakhs in FY 2020-21.

Three customer contributed 10% or more to the company's revenue for FY 2021-22 amounting to Rs 56,447.82 lakhs and Two customers contributed 10% or more to the company's revenue for FY 2020-21 amounting to Rs. 27,441.05 lakhs .

48 Related Party Disclosures

(a) List of Related Parties

Name of Related Parties
1. Joint Venture
T & R Switchgear Private Limited w.e.f 30th June 2020 (Earlier known as a T&R Jingke Electrical Equipments Private Limited)
2. Key Management Personnel
Mr. Jitendra U. Mamtora ,Chairman & Whole time Director
Mr. Satyen J. Mamtora ,Managing Director
Mrs. Karuna J. Mamtora,Executive Director
Mr. Bhaskar Sen,Independent Director
Mr. Rajendra Shah, Independent Director
Mr. Subirkumar Das,Independent Director
Mrs. Akansha Mamtora,Director - Savas Engineering Company Private Limited And Transpares Limited
Mr. Hitendra M Doshi,Chairman & Managing Director - Transpares Limited
Mr. Sunil Jain, Whole Time Director - Savas Engineering Company Private Limited
Mr. Mahendra Vyas, Director - Savas Engineering Company Private Limited, TARIL Infrastructure Limited
Mr. Ramesh Birajdar ,Director - T&R Switchgear Private Limited, TARIL Infrastructure Limited
Mr. Mehul Dave, Director- T&R Switchgear Private Limited

3. Relative of Key Managerial Personnel
Mr. Mohnish Jain
4. Enterprise over which Key Managerial Personnel is able to exercise significant Influence
Benchmark HR Solutions (India) LLP
Skytrek Tours & Travels

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

(b) Transactions with Related Parties

(Rs. in Lakhs)

Name of Related Party		Nature of Relationship	2021-22	2020-21
Purchase of Services		**Enterprises over which Key Managerial Personnel is able to exercise Significant Influence**		
Benchmark HR Solutions (India) LLP			11.46	11.37
Skytrek Tours & Travels			112.49	45.33
Services Received		**Relative of Key Managerial Personnel**		
Mr. Mohnish Jain			6.72	3.51
Sale of Goods		**Joint Venture**		
T&R Switchgear Private Limited			725.08	580.51
Rent Expense		**Key Managerial Personnel**		
Mrs. Karuna Mamtora			0.60	0.60
Rent Income		**Joint Venture**		
T&R Switchgear Private Limited			51.33	35.40
Loan Taken		**Key Managerial Personnel**		
Mr. Jitendra U. Mamtora				
Loan taken			216.43	215.18
Loan repaid			46.64	51.21
Interest Expenses			113.24	104.86
Balance as at 31st March			1,214.94	1,150.01
Balance as at 1st April			1,045.15	986.04
Ms. Karuna J Mamtora				
Loan taken			-	11.20
Loan repaid			-	12.10
Interest Expenses			-	0.90
Balance as at 31st March			-	-
Balance as at 1st April			-	-
Mr. Satyen J Mamtora				
Loan taken			208.67	327.60
Loan repaid			322.07	239.00
Interest Expenses			100.27	99.35
Balance as at 31st March			890.84	1,103.59
Balance as at 1st April			1,004.24	1,014.99
Mr. Hitendra M. Doshi				
Loan taken			181.00	-
Loan repaid			181.00	-
Interest Expenses			3.24	-
Balance as at 31st March			-	-
Balance as at 1st April			-	-
Loan given to WTD		**Key Managerial Personnel**		
Mr. Sunil Jain			16.26	15.90
Managerial Remuneration*		**Key Managerial Personnel**		
Mr. Jitendra U. Mamtora			60.10	48.18
Mr. Satyen J. Mamtora			64.21	43.62
Mrs. Karuna J. Mamtora			22.06	18.55
Mr. Hitendra M Doshi			34.91	35.02
Mr. Sunil Jain			18.96	18.96
*The Key Management Personnel are entitled to other benefits also as per the company policy				
Balance Due to be Paid - End of the Year		**Enterprises over which Key Managerial Personnel is able to exercise Significant Influence**		
Skytrek Tours & Travels			12.12	24.98
Benchmark HR Solutions (India) LLP.			20.88	19.93
Balance Due to be Paid - End of the Year		**Key Managerial Personnel**		
Mrs. Karuna J. Mamtora			0.60	-
Mr. Hitendra M Doshi			1.97	3.12
Balance Due to be Received - Advances - End of the Year		**Joint Venture**		
T&R Switchgear Private Limited			561.12	535.70

K. C. MEHTA & CO.
VADODARA
CHARTERED ACCOUNTANTS

The remuneration of director and other members of Key Management Personnel during the year was as follows:

(Rs. in Lakhs)

Particulars	2021-22	2020-21
Short-term benefits	199.59	163.71
Post employment benefits*	0.65	0.62

*Does not include post-employment benefit based on actuarial valuation as this is done for the Company as a whole.

49 The Group has sought balance confirmations from trade receivables and trade payables. Wherever such balance confirmations are received by the Group, the same are reconciled and appropriate adjustments if required, are made in the books of account.

50 Financial Instruments Disclosure

Capital Management

For the purpose of the Group's Capital Management, Capital includes issued Equity Capital and all Other Reserves attributable to the Equity shareholders of the Company. The Primary objective of the Group's Capital Management is to maximise the shareholders' value. The Group's Capital Management objectives are to maintain equity including all reserves to protect economic viability and to finance any growth opportunities that may be available in future so as to maximise shareholder's value. The Group is monitoring Capital using debt equity ratio as its base, which is total debt divided by total equity.

Rs. In Lakhs

Particulars	Year Ended 31st March 2022	Year Ended 31st March 2021
Total Debt	32,327.96	26,309.98
Total Equity	36,327.16	35,009.16
Total Debt Equity Ratio	0.89	0.75

Disclosures

This section gives an overview of the significance of financial instruments for the Group and provides additional information on balance sheet items that contain financial instruments.

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 3 (k), (l) and (m).

(i) Categories of Financial Instruments

(Rs. in Lakhs)

Particulars	Year Ended 31st March 2022	Year Ended 31st March 2021
Financial Assets		
Measured at fair value through profit or loss (FVTPL)		
(i) Investment in Mutual Fund	51.23	43.49
Measured at Amortized Cost		
(i) Trade and Other Receivables	52,177.57	41,578.81
(ii) Cash and Cash Equivalents	1,207.67	98.27
(iii) Other Bank Balances	3,430.21	2,584.55
(iv) Loans	145.34	133.97
(v) Other Financial Assets	1,385.36	2,096.77
Total	**58,397.38**	**46,535.86**
Financial Liabilities		
Measured at Amortized Cost		
(i) Borrowings	32,327.96	26,309.98
(ii) Trade Payables	32,662.09	26,599.14
(iii) Other Financial Liabilities	512.11	391.51
Total	**65,502.16**	**53,300.63**

(ii) Fair Value Measurement:

This note provides information about how the Group determines fair values of various financial assets.

Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined.

Financial assets at fair value through profit and loss (FVTPL)

(Rs. in Lakhs)

Particulars	Level 1	Level 2	Level 3
As at 31st March 2022			
Financial Assets			
Measured at fair value through profit or loss (FVTPL)			
(i) Investment in Mutual Fund	**51.23**	-	-
As at 31st March 2021			
Financial Assets			
Measured at fair value through profit or loss (FVTPL)			
(i) Investment in Mutual Fund	**43.49**	-	-

Valuation technique and key input: NAV declared by respective Asset Management Companies.

K. C. MEHTA & CO.
VADODARA
CHARTERED ACCOUNTANTS

Fair Value of financial assets and liabilities that are not measured at fair value (but fair value disclosures are required)

Management considers that the carrying amounts of financial assets and financial liabilities recognized in the financial statements approximate their fair values.

(iii) Financial Risk Management Objectives

While ensuring liquidity is sufficient to meet Group's operational requirements, the Group's Board of Directors also monitors and manages key financial risks relating to the operations of the Group by analysing exposures by degree and magnitude of risks. These risks include market risk (including currency risk and price risk), credit risk and liquidity risk.

Market Risk

Market risk is the risk of uncertainty arising from possible market price movements and their impact on the future performance of a business. The major components of market risk are commodity price risk, foreign currency risk and interest rate risk.

The primary commodity price risk that the group is exposed to include the price variations in the price of Copper and Cold Rolled Grain Oriented Steel (CRGO). The mentioned components form a major part of manufacturing of Transformers. The prices of these commodities lead to increase/ decrease in the cost of Transformers.

Foreign Currency Risk Management

The Group undertakes transactions denominated in different foreign currencies and consequently exposed to exchange rate fluctuations. Exchange rate exposures are managed within approved policy parameters.

The carrying amounts of the Group's unhedged foreign currency transactions at the end of the reporting period are as follows:

(Rs. in Lakhs)

Particulars	Reporting Currency Amount	
	2021-22	2020-21
Accounts Receivable		
USD	1,744.88	4,348.06
AUD	1,522.56	2,144.66
Account Payable		
USD	104.89	140.17
JPY	-	14.23
SEK	0.76	129.40
EURO	121.81	477.05

Sensitivity to risk

A 5% strengthening of the INR against key currencies to which the Group is exposed would have led to approximately an additional Rs.152.00 Lakhs gain in the Statement of Profit and Loss. A 5% weakening of the INR against these currencies would have led to an equal but opposite effect of Rs. 152.00 Lakhs.

Interest Rate Risk

It is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligations with floating interest rates.

Price Risk

The Group has deployed its surplus funds into units of mutual fund. The Group is exposed to NAV (net asset value) price risks arising from investments in these funds. The value of these investments is impacted by movements in liquidity and credit quality of underlying securities.

NAV price sensitivity analysis

The Sensitivity analyses below have been determined based on the exposure to NAV price risks at the end of the reporting period. If NAV prices had been 1% higher/lower:

Profit for the year ended 31st March 2022 would increase/decrease by Rs. 0.17 lakhs (Previous Year Rs. 0.43 Lakhs).

Liquidity Risk

The Group manages liquidity risk by maintaining sufficient cash and cash equivalents and availability of funding through an adequate amount of committed credit facilities to meet the obligations when due. Group monitors rolling forecasts of liquidity position and cash and cash equivalents on the basis of expected cash flows. In addition, liquidity management also involves projecting cash flows considering level of liquid assets necessary to meet obligations by matching the maturity profiles of financial assets & liabilities and monitoring balance sheet liquidity ratios.

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The information included in the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows. The contractual maturity is based on the earliest date on which the Group may be required to pay.

The following are the contractual maturities of non-derivative financial liabilities, based on contractual cash flows:

(Rs. in Lakhs)

Particulars		Due in 1 Year	1 Year - 3 Years	More than 3 Years	Total
As at 31st March 2022					
Borrowings		26,774.70	1,898.98	3,654.28	32,327.96
Lease Liability		58.99	65.52		124.51
Trade Payables		32,662.09	-	-	32,662.09
Other Financial Liabilities		512.11	-	-	512.11
Total		**60,007.89**	**1,964.50**	**3,654.28**	**65,626.67**
As at 31st March 2021					
Borrowings		19,500.88	2,120.10	4,689.00	26,309.98
Lease Liability		24.84	53.52	21.45	99.81
Trade Payables		26,599.14	-	-	26,599.14
Other Financial Liabilities		391.51	-	-	391.51
Total		**46,516.37**	**2,173.62**	**4,710.45**	**53,400.44**

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

Credit Risk

The Group's customer profile include Government Companies and Industries. Accordingly, the Group's customer credit risk is moderate. The Group has a detailed review mechanism of overdue customer receivables at various levels within organization to ensure proper attention and focus for realization.

An impairment analysis is performed at each reporting date on an individual basis for major customers. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The Company applies Simplified approach for providing the expected credit losses on Trade Receivables as per the accounting policy of the company.

The following are the contractual maturities of financial assets, based on contractual cash flows:

(Rs. in Lakhs)

Particulars		Up to 1 Year	1 Year - 3 Years	More Than 3 Years	Total
As at 31st March 2022					
Loans to Employees		33.64	34.82	76.88	145.34
Trade Receivables		52,163.22	14.35	-	52,177.57
Other Financial Assets		217.87	927.37	240.12	1,385.36
Total		**52,414.73**	**976.54**	**317.00**	**53,708.27**
As at 31st March 2021					
Loans to Employees		28.77	28.11	77.09	133.97
Trade Receivables		41,556.28	22.53	-	41,578.81
Other Financial Assets		305.70	-	1,791.07	2,096.77
Total		**41,890.75**	**50.64**	**1,868.16**	**43,809.55**

51 Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act 2013 :

Particulars		Net asset/ (Liabilities), i.e. Total asset minus Total liabilities	Share in Statement of Profit and Loss	Share in Other Comprehensive Income	Share in Total Comprehensive Income
Parent Company					
Transformers and Rectifiers (India) Limited					
- As % of		95.58%	91.28%	103.02%	91.25%
- Amount (Rs. In Lakhs)		34,723.28	1303.46	-3.26	1,300.20
Indian Subsidiaries :					
Transpares Limited					
- As % of		2.11%	4.64%	-15.49%	4.68%
- Amount (Rs. In Lakhs)		767.78	66.22	0.49	66.71
Taril Infrastructure Limited					
- As % of		0.73%	14.84%	0.00%	14.87%
- Amount (Rs. In Lakhs)		265.79	211.94	-	211.94
Transweld Mechanical Engineering Works Limited					
- As % of		1.57%	-1.10%	0.00%	-1.10%
- Amount (Rs. In Lakhs)		572.06	(15.66)	-	(15.66)
Savas Engineering Company Private Limited					
- As % of		1.04%	0.47%	27.34%	0.41%
- Amount (Rs. In Lakhs)		379.02	6.65	(0.86)	5.78
Vortech Private Limited*					
- As % of		0.00%	0.00%	0.00%	0.00%
- Amount (Rs. In Lakhs)		-	-	-	-
Non Controlling Interests in all Subsidiaries					
- As % of		1.85%	2.05%	-14.86%	2.09%
- Amount (Rs. In Lakhs)		673.67	29.29	0.47	29.76
Joint Venture (Investments as per equity method) :					
T&R Switchgear Private Limited					
- As % of		0.00%	0.00%	0.00%	0.00%
- Amount (Rs. In Lakhs)		-	-	-	-
Intra Group Eliminations					
- As % of		-2.90%	-12.18%	0.00%	-12.21%
- Amount (Rs. In Lakhs)		(1,054.46)	(173.90)	-	(173.90)
Total					
- As % of		**100%**	**100%**	**100%**	**100%**
- Amount (Rs. In Lakhs)		**36,327.16**	**1,427.99**	**(3.16)**	**1,424.83**

* Vortech Private Limited ('Vortech") which was wholly owned subsidiary of the Company, has been struck off and stands dissolved as on 26th October 2021, as per the Notice of Striking off and Dissolution dated 26th October 2021, received from the Office of the Registrar of Companies, Gujarat ("the Registrar"), Ministry of Corporate Affairs, Gujarat. Vortech does not have any assets/liabilities or any transactions from the date on which strike off application was made (i.e. 4th March 2021) till the date of receipt of strike off order from Ministry of Corporate Affairs.

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

52 Relationship with Struck off Companies

The Group has not carried out any transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.

However, there was outstanding balance payable of Rs. 0.50 Lakh to one Supplier Company which is already struck off from Registrar of Companies. During the year, the management of the holding company has written back said outstanding balance. There is no outstanding balance as at 31st March 2022 in case of said struck off company.

53 The Group has long-term contracts as at March 31, 2022 for which there are no material foreseeable losses. The group did not have any derivative contracts as at March 31 2022.

54 Details of Creation/Satisfaction of Charges which are yet not registered with Ministry of Corporate Affairs beyond the statutory limits:

The Group has duly completed process for Registration or Satisfaction of Charges with ROC as and when required. There is no charge pending to be registered / satisfied with ROC except in one case, which is explained as under:

The Holding Company had taken vehicle loan from ICICI Bank in March 2018. The charge was not created during that year i.e. when the hypothecation agreement was executed. During the year, the said loan is repaid completely, and NOC received from the bank.

55 Compliance with number of layers of companies:

The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017

56 The Group do not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

57 Utilisation of Borrowed funds and share premium

Details of Funds advanced or loaned or invested by the group

The Group has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;

58 Details of funds received by the group

The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

59 Compliance with approved Scheme(s) of Arrangements

The Company has not applied for any Scheme of Arrangements under Sections 230 to 237 of the Companies Act, 2013.

60 Undisclosed Income

During the year under consideration, no tax assessment under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961) has been initiated/ongoing by the Income Tax Department.

61 Wilful Defaulter

The Group is not declared as wilful defaulter (as defined under the Companies Act, 2013) by any Bank or Financial Institution or other lender.

62 In the opinion of the management and to the best of their knowledge and belief the value on realisation of current assets, loans & advances in the ordinary course of business will not be less than the amount at which they are stated in the Balance Sheet.

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

63 Ratio Analysis

(Rs. In Lakhs)

Particulars	Numerator	Denominator	2021-22	2020-21	% Change	Remarks
(a) Current Ratio (in times)	Total Current Assets	Total Current Liabilities	1.35	1.44	-6.25%	
(b) Debt-Equity Ratio (in times)	Debt Consists of borrowings & lease liabilities	Total equity	0.89	0.75	18.67%	
(c) Debt Service Coverage Ratio (in times)	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt service = Interest and lease payments + Principal repayments	4.81	3.49	37.82%	Due to increase in profits in current year and reduction of long term loans
(d) Return on Equity Ratio (in %)	Profit for the year less Preference dividend (if any)	Average total equity	3.99%	2.20%	81.80%	Due to increased Sales and Profit
(e) Inventory Turnover Ratio (in %)	Cost of Goods sold	Average Inventory	385%	248%	55.24%	Due to increased export sales and private utility sales and decreased production time
(f) Trade Receivables Turnover Ratio (in times)	Net Sales	Average trade receivables	2.47	1.78	38.76%	Due to Increase in sales by more than 50% as compared to last year. (18% sales increased in last quarter as compared to quarter pertaining to last year)
(g) Trade Payables Turnover Ratio (in times)	Net Purchase + Other Expenses	Average trade payables	3.71	2.44	52.05%	Due to increased sales and simultaneous increase in purchase of raw materials and increase in credit period for payment to Creditors
(h) Net Capital Turnover Ratio (in times)	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	5.09	3.41	49.36%	Due to increase in production and maximum utilisation of working captital
(i) Net Profit Ratio (in %)	Profit for the year	Net Sales	1.23%	1.04%	18.66%	
(j) Return On Capital Employed (in %)	Profit before tax and finance costs	Capital employed = Net worth + Total Debt + Deferred tax liabilities	9.62%	9.50%	1.27%	
(k) Return On Investment (in %)	Income generated from invested funds	Average invested funds	16.34%	37.34%	-56.23%	Due to fluctuation in NAV driven by market and external factors

K. C. MEHTA & CO. • VADODARA • CHARTERED ACCOUNTANTS •

64 The Group has assessed internal and external information upto the date of approval of the Audited financial statements while reviewing the recoverability of assets, adequacy of financial resources, performance of contractual obligations, ability to service the debt & liabilities, etc. Based on such assessment, the group expects to fully recover the carrying amounts of the assets and comfortably discharge its debts & obligations. Hence, the management does not envisage any material impact on the Audited consolidated financial statements of the company for the year ended 31st March 2022.

65 Figures of corresponding previous year have been regrouped /rearranged wherever necessary, to make them comparable.

66 The Consolidated Financial Statements were approved for issue by the Board of Directors on 14th May,2022.

As per our report of even date attached

For K C Mehta & Co.
Chartered Accountants

K. C. MEHTA & CO. VADODARA CHARTERED ACCOUNTANTS

Neela R Shah
Partner
Membership No. 045027

Place : Ahmedabad
Date : 14th May 2022

For and on behalf of the Board

Satyen J. Mamtora
Managing Director
(DIN : 00139984)

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

Rakesh Kiri
Company Secretary

Ramesh Birajdar
Chief Financial Officer

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF
Transformers and Rectifiers (India) Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

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

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (hereinafter referred to as "the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (hereinafter referred to as "Ind AS") and other accounting principles generally accepted in India, of their consolidated state of affairs of the Company as at March 31, 2023, of the consolidated profit and total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

<table>
<tr><th>Sr. No.</th><th>Key Audit Matter</th><th>Auditor's Response</th></tr>
<tr><td>1</td><td>Revenue recognition

The Holding Company is in the business of supplying transformers and rectifiers. The Holding Company has major types of customers such as state electricity board and industrial customers.

Revenue from sale of transformers and rectifiers is considered as key audit matter as there is a risk of accuracy of recognition and measurement of sales in the Consolidated Financial Statements considering following aspects:

- Determination of performance obligations for recognition of revenue.
- Estimation of variable consideration in pricing.
- Cut off transactions.</td><td>Principal audit procedure

Our approach was a combination of test of internal controls and substantive procedures which included the following:

- Evaluated the design of internal control.

- For evaluation of operative effectiveness of internal control, tested revenue by verifying, on sample basis, agreements executed with the customers, relevant documentary evidence of satisfaction of performance obligation for timing of recognition of revenue, accuracy of revenue recognition including variable consideration included in pricing, cut off transactions at the year-end and tax amount of invoice.

- Performed substantive testing by verifying invoices and relevant documentary evidence on sample basis.

- Obtained balance confirmation for selected samples and verified the reconciliation, if any, for the confirmation received.

- Evaluated the appropriateness of accounting policies, related disclosure made and overall presentation in the Consolidated Financial Statements in terms of Ind AS 115.</td></tr>
</table>

Sr. No.	Key Audit Matter	Auditor's Response
2	**Recoverability of assessment of trade receivables** In case of Holding Company, as at the balance sheet date, the value of trade receivable is Rs. 63,021 lakhs representing 53.15 % of total assets. Trade receivables of the Holding Company comprises mainly receivables from state electricity board and industrial customers. Recoverability of assessment of trade receivables is considered as a key audit matter because of the significance of trade debtors to the financial statements as a whole and assessing the allowance for impairment of debtors requires management to make subjective judgement over both the timing of recognition and estimation of amount required for such impairment.	**Principal audit procedure** - Obtained understanding of the process implemented by the Company for impairment of trade receivables. - Tested the accuracy of ageing of trade receivables at year end on a sample basis. - Verified the working of impairment of trade receivables. - Obtained a list of outstanding receivables and identified any debtors with financial difficulty through discussion with management. - Evaluated the historical accuracy of impairment of trade receivables on a sample basis by examining the actual write-offs, the reversal of previous recorded allowance and new allowance recorded. - Tested subsequent settlement of trade receivables after the balance sheet date on a sample basis. - Evaluated the appropriateness of accounting policy as per Ind AS 109 and overall presentation in the Consolidated Financial Statements with reference to trade receivables.
3	**Contingent Liabilities** Contingent Liabilities are for ongoing litigations and claims with various authorities and third parties. These relate to indirect tax and claims not acknowledge as debt. Contingent liabilities are considered as key audit matters as the amount involved is significant and it also involves significant management judgement to determine	**Principal audit procedure:** - Obtained details of disputed claims as on March 31, 2023 from the management. - Discussed with the management about the significant judgment considered in determining possible outcome and future cash outflows of these disputes. - Verified relevant documents related to disputes. - Evaluated the appropriateness of accounting policies, related disclosure made and overall presentation in the

Sr. No.	Key Audit Matter	Auditor's Response
	possible outcome and future cash outflows of these disputes.	Consolidated Financial Statements in terms of Ind AS 37.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

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

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information consider whether the other information is materially inconsistent with the Consolidated Financial Statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of the preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

MANUBHAI & SHAH LLP * CHARTERED ACCOUNTANTS *

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting of the Group.

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

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

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

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention to our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

MANUBHAI & SHAH LLP * CHARTERED ACCOUNTANTS *

- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entity included in the Consolidated Financial Statements of which we are the independent auditors. For the other entity included in the Consolidated Financial Statements, which have been audited by other auditor, such other auditor remains responsible for the direction, supervision and performance of the audit carried out by them. We remain solely responsible for our audit opinion.

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

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

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

Other Matter

- We did not audit the financial statements of subsidiaries; whose financial statements reflect total assets of Rs. 9,082.65 Lakhs as at March 31, 2023, total revenues of Rs. 13,415.66 Lakhs, total net profit after tax of Rs. 483.45, and net cash inflow is Rs. 259.27 Lakhs for the year ended on that date, as considered in the Consolidated Financial Statements. The Consolidated Financial Statements also include the Group's share of net profit (including other comprehensive income) of Rs. 486.67 Lakhs for the year ended March 31, 2023 as considered in the consolidated financial statements, in respect of subsidiaries, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiaries and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the report of the other auditor.

Our opinion on the Consolidated Financial Statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditors.

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books.

   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.

   d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Ind AS specified under Section 133 of the Act.

   e) On the basis of the written representations received from the directors of Holding Company as on March 31, 2023 taken on board by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiaries incorporated in India, none of directors of the Group companies incorporated in India is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.

   f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in **"Annexure – A"**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Group's internal financial controls over financial reporting.

   g) With respect to the other matters to be included in the Auditors' Report in accordance with the requirements of section 197(16) of the Act, as amended:

      In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements of subsidiaries the remuneration paid by the Holding Company and subsidiary companies incorporated in India to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The Group has disclosed the impact of pending litigations on its financial position in its Consolidated Financial Statements – Refer Note 45 to the Consolidated Financial Statements.

ii. The Group did not have any long-term contracts, including derivative contracts for which there were any material foreseeable losses.

iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Group.

iv. (a) The Managements of the Holding Company have represented to us that, to the best of their knowledge and belief and based on consideration of reports of other auditors on separate financial statements of subsidiaries incorporated in India, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company and its subsidiaries to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company and its subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The Managements of the Holding Company have represented to us that, to the best of their knowledge and belief and based on consideration of reports of other auditors on separate financial statements of subsidiaries incorporated in India, no funds (which are material either individually or in the aggregate) have been received by the Holding Company and its subsidiaries from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company and its subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and those performed by other auditors of the subsidiaries which are incorporated

MANUBHAI & SHAH LLP * CHARTERED ACCOUNTANTS *

in India whose financial statements are audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. (a) The final dividend proposed in the previous year, declared and paid by the Holding Company during the year is in accordance with Section 123 of the Act, as applicable. Based on the reports of other auditors on separate financial statements of subsidiaries incorporated in India, the interim dividend declared and paid by the subsidiaries during the year is in accordance with Section 123 of the Act.

(b) The Board of Directors of the Holding Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

vi. 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 with effect from April 1, 2023 to the Company and its subsidiaries, which are incorporated in India, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO report issued by other auditor of subsidiaries included in the Consolidated Financial Statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in this CARO report.

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

K. B. Solanki
Partner
Membership No.110299
UDIN: 23110299BGYAPZ8500

Place: Ahmedabad
Date: May 04, 2023

ANNEXURE – A TO THE INDEPENDENT AUDITOR'S REPORT

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

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

In conjunction with our audit of the Consolidated Financial Statements of **Transformers and Rectifiers (India) Limited** ("the Holding Company") as of the for the year ended March 31, 2023, we have audited the internal financial controls with reference to Consolidated Financial Statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") which are incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the companies included in the Group, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Consolidated Financial Statements included obtaining an understanding of internal financial controls with reference to Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected

MANUBHAI & SHAH LLP * CHARTERED ACCOUNTANTS *

depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls with reference to Consolidated Financial Statements.

Meaning of Internal Financial Controls with reference to Consolidated Financial Statements

A company's internal financial control with reference to Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to Consolidated Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to Consolidated Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Consolidated Financial Statements to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiaries, which are incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to Consolidated Financial Statements and such internal financial controls with reference to Consolidated Financial Statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

MANUBHAI & SHAH LLP * CHARTERED ACCOUNTANTS *

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to Consolidated Financial Statements of the Holding Company, in so far as it relates to these 5 subsidiaries, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiaries incorporated in India.

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

K. B. Solanki
Partner
Membership No.110299
UDIN: 23110299BGYAPZ8500

Place: Ahmedabad
Date: May 04, 2023

Transformers and Rectifiers (India) Limited
CIN:L33121GJ1994PLC022460
Consolidated Balance Sheet as at 31st March 2023

(Rs. in Lakhs)

Particulars	Notes	As at 31st March, 2023	As at 31st March 2022
I. Assets			
(1) Non Current Assets			
(a) Property, Plant & Equipment	5	14,654.22	16,195.82
(b) Capital work-in-progress	5(f)	336.83	63.35
(C) Right of Use of Asset	5	67.77	116.72
(d) Intangible Assets	5	586.49	533.89
(e) Intangible asset under development	5(h)	0.54	279.35
(f) Financial Assets			
(i) Investments	6	35.13	34.22
(ii) Loans	7	117.76	114.70
(iii) Others	8	1,825.46	1,167.49
(iv) Trade Receivables	9	420.75	14.36
(g) Deferred Tax Assets	25(a)	0.02	166.15
(h) Other Non Current Assets	10	1,555.57	1,348.98
Total Non Current Assets		**19,600.54**	**20,035.02**
(2) Current Assets			
(a) Inventories	11	27,138.52	26,184.65
(b) Financial Assets			
(i) Investments	12	49.98	17.01
(ii) Trade receivables	13	63,526.56	52,163.21
(iii) Cash and Cash Equivalents	14	474.90	1,207.66
(iv) Bank Balances other than (iii) above	15	1,812.76	3,430.21
(v) Loans	16	40.25	30.64
(vi) Others	17	169.71	217.87
(c) Current Tax Assets (net)	18	4.10	6.33
(d) Other Current Assets	19	5,750.83	7,638.83
Total Current Assets		**98,967.61**	**90,896.41**
Total Assets		**1,18,568.15**	**1,10,931.44**
II. Equity and Liabilities			
Equity			
(a) Equity Share Capital	20	1,325.64	1,325.64
(b) Other Equity	21	37,996.38	34,327.85
Equity attributable to owners of Company		**39,322.02**	**35,653.49**
Non Controlling Interests		**764.58**	**673.67**
Total Equity		**40,086.60**	**36,327.16**
Liabilities			
(1) Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	22	6,379.02	5,553.26
(ii) Lease Liabilities	23	8.63	65.52
(b) Provisions	24	427.93	392.73
(c) Deferred Tax Liabilities (Net)	25(b)	184.26	883.57
(d) Other Non current liabilities	26	713.02	527.81
Total Non Current Liabilities		**7,712.86**	**7,422.89**
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	27	26,571.05	26,774.70
(ii) Lease Liabilities	28	66.40	58.99
(iii) Trade Payables	29		
(a) Total outstanding dues to Micro and Small Enterprises		645.96	1,745.28
(b) Total outstanding dues to other than Micro and Small Enterprises		33,990.75	30,916.82
(iv) Others	30	319.12	283.36
(b) Other Current Liabilities	31	7,885.34	6,840.79
(c) Short Term Provisions	32	81.85	66.61
(d) Current Tax Liabilities (Net)	33	1,208.22	494.84
Total Current Liabilities		**70,768.69**	**67,181.39**
Total Liabilities		**78,481.55**	**74,604.28**
Total Equity and Liabilities		**1,18,568.15**	**1,10,931.44**
Significant Accounting Policies and Notes to Consolidated Financial Statements	1-68		

As per our report of even date attached

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

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

For and on behalf of the Board

Satyen J. Mamtora
Managing Director
(DIN : 00139984)

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

Rakesh Kiri
Company Secretary

Amarendra Kumar Gupta
Chief Financial Officer

Transformers and Rectifiers (India) Limited
CIN:L33121GJ1994PLC022460
Consolidated Statement of Profit and Loss for the year ended 31st March 2023

(Rs. in Lakhs)

Particulars	Notes	Year Ended 31st March 2023	Year Ended 31st March 2022
I. Revenue from Operations	34	1,38,084.50	1,16,174.64
II. Other Income	35	816.50	980.81
III. Total Income (I + II)		**1,38,901.00**	**1,17,155.45**
IV. Expenses			
(a) Cost of Materials Consumed	36	99,571.91	97,489.17
(b) Purchase of Stock in Trade	37	4,942.37	-
(c) Changes in Inventories of Finished Goods and Work in Progress	38	2,784.81	(5,091.90)
(d) Employee Benefits Expenses	39	4,117.85	3,244.02
(e) Finance Cost	40	4,796.79	4,358.71
(f) Depreciation & Amortization Expenses	5	2,452.67	1,698.92
(g) Other Expenses	41	14,527.77	13,126.49
Total Expenses		**1,33,194.17**	**1,14,825.41**
V. Share in Profit of Joint Venture		-	-
VI. Profit Before Tax (III-IV+V)		**5,706.83**	**2,330.04**
VII. Tax Expenses:	42		
(a) Current Tax		1,895.82	681.99
(b) Tax relating to Earlier Years		115.41	9.23
(c) Deferred Tax		(538.92)	210.83
Net Tax Expenses		**1,472.31**	**902.05**
VIII. Profit for The Year (VI-VII)		**4,234.52**	**1,427.99**
IX. Other Comprehensive Income (OCI)	43		
(a) Items that will not be reclassified to profit or loss			
(i) Re-measurement of defined benefit plans		22.78	(5.18)
(ii) Income Tax relating to above		(5.37)	2.02
(b) Items that will be reclassified to profit or loss		-	-
Total Comprehensive Income for The Year		**17.41**	**(3.16)**
X. Total Comprehensive Income for The Year (VIII+IX)		**4,251.93**	**1,424.83**
Profit for the year attributable to:			
- Owners of the Company		**4,070.81**	**1,398.70**
- Non Controlling Interests		**163.71**	**29.29**
Other Comprehensive Income for the year			
- Owners of the Company		**16.66**	**(3.63)**
- Non Controlling Interests		**0.75**	**0.47**
Total Comprehensive Income for the year			
- Owners of the Company		**4,087.47**	**1,395.07**
- Non Controlling Interests		**164.46**	**29.76**
XI. Earnings Per Equity Share			
(1) Basic (Rs.)	44	3.07	1.06
(2) Diluted (Rs.)		3.07	1.06
Nominal Value per Share (Rs.)		1.00	1.00
Significant Accounting Policies and Notes to Consolidated Financial Statements	1-68		

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

Krishnakant Solanki
Partner
Membership No. 110299

Place : Ahmedabad
Date: 4th May 2023

For and on behalf of the Board

Satyen J. Mamtora
Managing Director
(DIN : 00139984)

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

Rakesh Kiri
Company Secretary

Amarendra Kumar Gupta
Chief Financial Officer

Transformers and Rectifiers (India) Limited
CIN:L33121GJ1994PLC022460
Consolidated Statement of Changes in Equity for the year ended 31st March 2023

(A) Equity Share Capital

(Rs. in Lakhs)

Particulars	Amount
Balance as at 1st April 2021	**1,325.64**
Changes during the year	-
Balance as at 31st March 2022	**1,325.64**
Changes during the year	-
Balance as at 31st March 2023	**1,325.64**

(B) Other Equity

Particulars	Reserves and Surplus				Attributable to owners of Parent	Non Controlling Interests	Total
	Securities Premium	General Reserve	Capital Reserve on Consolidation	Retained Earnings			
Balance as at 1st April 2021	13,474.85	2,286.87	46.29	17,158.05	32,966.04	717.46	33,683.50
Profit for the year	-	-	-	1,398.70	1,398.70	29.29	1,427.99
Remeasurement of defined benefit plans (net of tax)	-	-	-	(3.63)	(3.63)	-	(3.63)
Dividend Paid				(33.26)	(33.26)	(73.55)	(106.81)
Other Comprehensive Income for the Year	-	-	-	-	-	0.47	0.47
Balance as at 31st March 2022	13,474.85	2,286.87	46.29	18,519.86	34,327.85	673.67	35,001.52
Profit for the year	-	-	-	4,070.81	4,070.81	160.67	4,231.48
Remeasurement of defined benefit plans (net of tax)	-	-	-	16.66	16.66	-	16.66
Other Comprehensive Income for the Year	-	-	-	-	-	0.75	0.75
Current year Share of Loss of Minority interest of Taril Switchgear Private Limited(Formerly T&R Switchgear Private Limited) transfered to retained earnings				(3.04)	(3.04)	3.04	-
Minority Share in Networth of Taril Switchgear Private Limited(Formerly T&R Switchgear Private Limited) as on 01.04.2022	-	-	-	-	-	(88.05)	(88.05)
Minority Share in Networth of Taril Switchgear Private Limited(Formerly T&R Switchgear Private Limited) as on 01.04.2022 transfered to retained earnings				(88.05)	(88.05)	88.05	-
Other Adjustment				(129.03)	(129.03)		(129.03)
Dividend Paid	-	-	-	(198.82)	(198.82)	(73.55)	(272.37)
Balance as at 31st March 2023	13,474.85	2,286.87	46.29	22,188.39	37,996.38	764.58	38,760.96

Proposed Dividend

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

The Board of Directors, in its meeting on 13th May 2022, had proposed a final dividend of Rs. 0.15/- per equity share (Face value of Re. 1/- each) for the financial year ended on 31st March 2022. The proposal was approved by shareholders at the Annual General Meeting and this resulted in a cash outflow of Rs. 198.82 Lakhs.

As per our report of even date attached

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

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

For and on behalf of the Board

Satyen J. Mamtora
Managing Director
(DIN : 00139984)

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

Rakesh Kiri
Company Secretary

Amarendra Kumar Gupta
Chief Financial Officer

Transformers and Rectifiers (India) Limited
CIN:L33121GJ1994PLC022460
Consolidated Statement of Cash Flow for the Year ended 31st March, 2023

(Rs. in Lakhs)

	Year Ended 31st March 2023	Year Ended 31st March 2022
(A) Cash flow From Operating Activities		
1. Net Profit Before Tax	5,706.83	2,330.04
2. Adjustments for:		
(a) Depreciation and Amortization	2,452.67	1,698.92
(b) Finance Cost	4,786.94	4,343.85
(c) Finance Charges on Lease Liability	9.85	14.86
(d) Interest Income	(246.14)	(291.86)
(e) Finance Income	(0.45)	(0.38)
(f) Unrealized foreign exchange losses/(gain)	(155.95)	(100.72)
(g) Sundry balance written back	(179.80)	(21.36)
(h) Excess Provision written back	(268.85)	(198.91)
(i) Provision for doubtful debts and Impairment/Bad debts written off	1,216.27	1,224.88
(j) Interest received from Income Tax	(4.00)	(20.12)
(k) Loss on Sales of Property, Plant and Equipment	(2.80)	5.74
(l) Fair value (gain)/loss on Investment in Mutual Funds	(1.71)	(7.74)
(m) Insurance claim receivable	-	(34.29)
(n) Loss on Insurance Claim	-	30.73
(o) Amortisation of lease deposit	0.46	0.42
(p) Other Adjustment to Reconcile Profit	(220.12)	-
	7386.37	**6,644.02**
Operating Profit Before Working Capital Changes (1 + 2)	**13093.20**	**8,974.06**
3. Adjustments for Working Capital Changes:		
(i) (Increase)/ Decrease in Operating Assets		
(a) Trade receivables	(11,402.76)	(11,390.49)
(b) Loans & Advances	(12.67)	(11.37)
(c) Other assets	497.70	(3,223.56)
(d) Other Financial assets	(609.82)	150.77
(ii) (Increase)/ Decrease in Operating Liabilities		
(a) Trade Payables	2,179.67	6,084.21
(b) Provisions	50.44	66.41
(c) Other Financial Liabilities	58.54	(23.51)
(d) Other Liabilities	1,229.76	4,051.79
(iii) (Increase)/ Decrease in Inventories	(953.86)	(4,387.43)
Cash generated from operations	**4130.21**	**290.88**
Less: Direct Taxes Paid (Net Refund)	1291.26	101.70
Net Cash from Operating Activities (A)	**2838.94**	**189.18**
(B) Cash flow from Investing Activities		
(a) Purchase of Property, Plant and Equipment, Intangible Assets, Capital Advance, Intangible Asset under development and Capital work in progress (including recognition of Right of Use Assets)	(1,028.36)	(851.99)
(b) Sale of Property, Plant & Equipment	113.14	40.58
(c) Earmarked deposits / balances with bank (Placed) / Realized	1,617.45	(200.76)
(d) Interest received	246.14	211.12
(e) (Purchase)/ Sale of Mutual Funds	(32.17)	-
Net Cash from Investing Activities (B)	**916.20**	**(801.05)**
(C) Cash flow From Financing Activities		
(a) Proceeds from Long term Borrowing	5,088.01	190.28
(b) Repayment from Long term Borrowings	(4,262.25)	(1,802.28)
(c) Net Increase/(Decrease) in Working Capital Borrowings	(203.65)	7,629.98
(d) Finance Cost	(4,786.94)	(4,199.74)
(e) Dividend paid by holding Company	(198.82)	(33.26)
(f) Dividend declared by subsidiary (Non-controlling Interests)	(73.55)	(73.55)
(g) Recognition of Lease Obligations	12.45	85.33
(h) Reverasal of Lease Obligations	(3.82)	(9.44)
(i) Payment of Lease Obligations (including finance cost of Rs. 9.85 lakhs (P.Y. Rs.14.86 Lakhs))	(59.33)	(66.06)
Net Cash From Financing Activities (C)	**(4,487.90)**	**1,721.26**
(D) Net Increase/(Decrease) In Cash & Cash Equivalents (A+B+C)	**(732.76)**	**1,109.39**
(E) Cash & Cash Equivalents-Opening Balance	**1,207.66**	**98.27**
(F) Cash & Cash Equivalents-Closing Balance	**474.90**	**1,207.66**

(Rs. in Lakhs)

	As at 31st March, 2023	As at 31st March 2022
Note :		
1 **A) Components of Cash & Cash Equivalents :**		
Cash on hand	1.62	3.93
Balances with Banks		
In Current Accounts	422.89	155.10
In Cash Credit accounts	43.05	1,041.53
In Deposits	7.34	7.10
	474.90	**1,207.66**

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

3 **Reconciliation of change in liabilities and assets arising from financing activities :**

Particular	Opening Balance	Cash Flow	Non Cash Changes	Closing Balance
Long Term Borrowings	5,553.26	825.76	-	6,379.02
Short Term Borrowings	26,774.70	(203.65)	-	26,571.05

As per our report of even date attached

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

Krishnakant Solanki
Partner
Membership No. 110299

Place : Ahmedabad
Date: 4th May 2023

For and on behalf of the Board

Satyen J. Mamtora
Managing Director
(DIN : 00139984)

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

Rakesh Kiri
Company Secretary

Amarendra Kumar Gupta
Chief Financial Officer

COMPANY OVERVIEW AND SIGNIFICANT ACCOUNTING POLICIES

1 Corporate Information

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

The Consolidated Financial Statements comprise financial statements of Transformers and Rectifiers (India) Ltd. ('TRIL' or 'the Holding Company') and its Subsidiaries for the year ended 31st March 2023.

2 Basis of Preparation

(a) Statement of Compliance

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

(b) Basis of Measurement

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

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

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

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

(c) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions.

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

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

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

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

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

(d) Principles of Consolidation:

The Consolidated Financial Statements incorporate the financial statements of the Holding Company and its subsidiaries (collectively referred as "the Group").

Subsidiaries are entities controlled by the Holding Company. The Holding Company controls an entity when it is exposed or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are consolidated from the date of their acquisition, being the date on which the Holding Company obtains control and continue to be consolidated until the date that such control ceases.

The Consolidated Financial Statements are prepared using uniform accounting policies consistently for material like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Holding Company's Standalone Financial Statements except otherwise stated. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

The Consolidated Financial Statements have been prepared by combining the financial statements of the Holding Company and its subsidiaries on a line-by-line basis by adding together the book values of like items of assets, liabilities, equity, income, expenses and cash flow after eliminating in full intra-group assets, liabilities, equity, income, expenses and cash flow relating to intra-group transactions and unrealized profits. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Such unrealized profit/losses are fully attributed to the Holding Company.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Holding Company and to the non-controlling interests. Total comprehensive income is attributed to the owners of the Holding Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Holding Company.

When the Group looses control of a subsidiary, a gain or loss is recognised in the consolidated statement of profit and loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill) and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to the consolidated statement of profit and loss or transferred to another category of equity as specified/permitted by applicable Ind AS). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under Ind AS 109, or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

Non-controlling Interests

Non-controlling interests represent the proportion of income, other comprehensive income and net assets in subsidiaries that are not attributable to the Holding Company's shareholders.

Non-controlling interests are initially measured. at proportionate share of the recognised amounts of the acquiree's identifiable net assets. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of the interest at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

Goodwill on Consolidation

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the cash generating unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the cash generating unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in Consolidated Statement of Profit and Loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the Profit and Loss.

(e) Investments in Joint Ventures

A Joint Venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results, assets and liabilities of joint ventures is incorporated in the Consolidated Financial Statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with Ind AS 105 'Non-current Assets Held for Sale and Discontinued Operations'. Under the equity method, an investment in a joint venture is initially recognised in the Consolidated Balance Sheet at cost and adjusted thereafter to recognize the Group's share of profit or loss and other comprehensive income of the joint venture. Distributions received from a joint venture reduces the carrying amount of investment. When the Group's share of losses of a joint venture exceeds the Group's interest in that joint venture (which includes any long term interests that, in substance, form part of the Group's net investment in the joint venture), the Group discontinues recognizing its share of further losses. Additional losses are recognized only to the extent that the Group has legal or constructive obligations or made payments on behalf of the joint venture.

Unrealized gains on transactions between the group and its Joint venture are eliminated to the extent of the Group's interest in Joint venture. Unrealized losses are also eliminated to the extent of Group's interest unless the transaction provides evidence of an impairment of the asset transferred.

If a joint venture uses accounting policies other than those of the Group accounting policies for like transactions and events in similar circumstances, adjustments are made to make the joint venture's financial statements confirm to the Group's accounting policies before applying the equity method, unless, in case of an joint venture where it is impracticable to do so.

An investment in a Joint Venture is accounted for using the equity method from the date on which the investee becomes a Joint Venture. On acquisition of the investment in a Joint Venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised directly in equity as capital reserve in the period in which the investment is acquired.

Name of the Enterprises	Consolidated as	Proportion of Ownership	
		2022-23	2021 - 22
Transpares Limited	Subsidiary	51%	51%
Transweld Mechanical EngineeringWorks Limited	Subsidiary	100%	100%
TARIL Infrastructure Limited	Subsidiary	100%	100%
Savas Engineering Company Private Limited	Subsidiary	100%	100%
TARIL Switchgear Private Limited (Previously known as T & R Switchgear Private Limited)	Joint Venture	-	60%
TARIL Switchgear Private Limited (Previously known as T & R Switchgear Private Limited)	Subsidiary	60%	-

(f) Recent Accounting Pronouncements

Recent pronouncements Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023, as below:
The following amendments are relevant to the Group:

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

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

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

3 Significant Accounting Policies

(a) Property, Plant and Equipment

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

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

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

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

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

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

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

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

Asset Description	Assets Useful life (in Years)
Factory Building	30
Building other than Factory Building	60
Plant and Equipment	15
Electrical installation	10
Air conditioners & refrigerators	5
Office Equipments	5
Computers	3
Furniture and Fixtures	10
Vehicles	8 & 10

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

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

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

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

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

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

(b) Intangible Assets

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

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

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

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

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

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

(c) Impairment of non-financial assets

The Group reviews at each reporting period whether there is any indication that an asset may be impaired. If at the end of reporting period any such indication exists, the Group estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit & Loss. If at the reporting period, there is an indication that there is change in the previously assessed impairment loss, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

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

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

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

(d) Inventories

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

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

(e) Revenue and Income Recognition

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

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

Revenue is measured at the transaction price of the consideration received or receivable duly adjusted for variable consideration and the same represents amounts receivable for goods and services provided in the normal course of business. Revenue also excludes tax collected from customers. Contract modifications are accounted for as a part of existing contract or separate contract based on conditions prescribed in Ind AS 115.
Any retrospective revision in prices is accounted for in the year of such revision.
Interest on investments is booked on a time proportion basis taking into account the amounts invested and the rate of interest.
Dividend income is recognised when the right to receive the same is established.

Export incentives are accrued in the year when the right to receive the same is established in respect of exports made and are accounted to the extent there is no significant uncertainty about the measurability and ultimate realization/ utilization of such benefits/ duty credit.
Service Support income is recognized on accrual basis at point in time as per the terms of the contract.
Other income is recognized on accrual basis except when realization of such income is uncertain.

(f) Foreign Exchange Transactions

Transactions in currencies other than the Group's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated using exchange rate prevailing on the last day of the reporting period.
Non monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of transaction.
Exchange differences on monetary items are recognized in the consolidated Statement of Profit and Loss in the period in which they arise.

(g) Leases

As Lessee

The Group assesses whether a contract, is, or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

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

At the date of commencement of the lease, the Group recognises a lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases and corresponding Right-of-use Asset . For these short-term and low value leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The Right-of-use Assets are initially recognized at cost, which comprises the initial amount of the lease liabilities adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses and adjusted for any remeasurement of the lease liabilities.

Right-of-use Assets are depreciated on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if it is not readily determinable, using the incremental borrowing rate. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option.

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

Short-term leases and leases of low-value assets

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

As lessor

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

(i) Another systematic basis is more representative of the time pattern of the benefit derived from the asset given on lease.; or

(ii) The payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

(h) **Employees Benefits**

(i) Defined Contribution Plan

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

(ii) Defined Benefit Plan

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

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

(iii) Short Term Employee Benefits

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

(iv) Other Long Term Employee Benefits

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

(i) **Borrowing Cost**

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

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

(j) **Income Taxes**

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

(i) Current Tax

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

(ii) Deferred Tax

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

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

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

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

Deferred tax assets and liabilities are presented separately in the consolidated Balance sheet except where there is a right of set -off within fiscal jurisdictions and an intention to settle such balances on a net basis.

Deferred Tax Liabilities are recognised for taxable temporary differences associated with investment in subsidiaries and associate and interest in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such interest are recognised only to the extend that it is probable that there will be sufficient taxable profits against which is to utilise the benefits of the temporary difference and they are expected to reverse in the foreseeable future .

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

(iii) Current and Deferred Tax

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

(k) Financial Instruments

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

(l) Financial Assets

(a) Classificaion and Measurements

(i) Cash and Cash Equivalents

The Group considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

(ii) Financial Assets at Amortized Cost

Financial assets are subsequently measured at amortized cost using the effective interest method if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

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

(b) Impairment of Financial Assets

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

(i) Simplified Approach

The Group follows 'simplified approach' for recognition of impairment loss allowance on Trade Receivables.

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

(ii) General Approach

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

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

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

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

(c) Derecognition of Financial Assets

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

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

(II) Financial Liabilities

(a) Classification and Measurement

(i) Financial Liabilities measured at amortized cost

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

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

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

(ii) Other Financial Liabilities

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

(iii) Financial Liabilities and Equity Instruments

Classification as Debt or Equity:

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

(iv) Derecognition of Financial Liabilities

The Group derecognizes a financial liability when its contractual obligations are discharged or cancelled or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in Statement of profit or loss.

(III) Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of it's liabilities.
Equity Instruments issued by a Group are recognized at the proceeds received.

(IV) Offsetting

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

(n) Government grants

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

(o) Earnings Per Share

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

(p) Provisions, Contingent Liabilities and Contingent Assets

(i) Provisions

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

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

(ii) Contingent Liabilities and Assets

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

MANUBHAI & SHAH LLP CHARTERED ACCOUNTANTS

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

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

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

(q) Statement of Cash Flow

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

(r) Segment Reporting

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

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

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

(a) Judgements

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

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

The Company has entered into a Joint Venture Agreement on October 5 2016 with Jiangsu Jingke Smart Electric Company Limited (aJV partner incorporated under the laws of People's Republic of China). As per agreement, the company acquired 60% equity shares in the special purpose entity incorporated namely TARIL Switchgear Private Limited (formely known as TT&R Jingke Electrical Equipments Private Limited). Till March 31, 2022, the Company accounted for investment in TARIL Switchgear Private Limited as joint venture.The company has reassessed such investment and considered such investment as investment in subsidiary due to control over board of the special purpose entity from the current financial year.On account of negative net worth of said special purpose entity, the company has made full impairment provision against its investment in equity shares.

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

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

(b) Assumptions and Estimation Uncertainties

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

(i) Defined Benefit Obligations

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

The parameter most subject to change is the discount rate. In determining the appropriate discount rate, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

(ii) Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The Group has Rs. 630.35 Lakhs (31st March 2022: Rs.609.81 lakhs) of tax losses carried forward on which deferred tax asset is created, based on probability that future profits will be available against which the deductible temporary difference can be realized. Deferred Tax liability is disclosed net of deferred tax assets.

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

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

(iv) Contingent Liabilities

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

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

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

(vi) Allowance for impairment of trade receivables

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

(vii) Provisions

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

(viii) Revenue Recognition

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

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

(Rs. in Lakhs)

Particulars /Assets	Tangible Assets										Intangible Assets				Gross Total
	Freehold Land	Building	Plant & Equipments	Electric Installations	Furniture & Fixtures	Vehicles	Office Equipments	Computers	Right of Use Assets	Total	Computer Software	Technical Know - How	Design and Prototypes	Total	
GROSS BLOCK															
At 1st April 2021	471.24	8,063.73	12,867.10	761.32	291.32	1,656.12	290.36	94.60	187.14	24,682.93	74.63	1,165.20	889.45	2,129.28	26,812.21
Additions	-	11.10	165.04	4.86	1.75	80.12	35.77	24.86	92.55	416.05	92.07	-	-	92.07	508.12
Deduction/Adjustments	-	-	44.25	-	-	52.21	0.31	-	7.10	103.87	-	-	-	-	103.87
At 31st March 2022	471.24	8,074.83	12,987.89	766.18	293.07	1,684.03	325.82	119.46	272.59	24,995.11	166.70	1,165.20	889.45	2,221.35	27,216.46
Adjustment in opening due to Taril Switchgear Private Limited(formerly known as T&R Switchgear Private Limited)addition in consolidation	-	-	8.09	0.44	9.78	-	-	2.25	-	20.56	-	-	-	-	20.56
Additions	2.75	2.96	299.36	80.66	1.80	255.37	27.73	35.75	12.45	718.83	18.25	-	270.00	288.25	1,007.08
Deduction/Adjustments	1.50	4.41	35.29	-	-	470.38	0.63	-	3.82	516.03	-	-	-	-	516.03
At 31st March 2023	472.49	8,073.38	13,260.05	847.28	304.65	1,469.02	352.92	157.46	281.22	25,218.47	184.95	1,165.20	1,159.45	2,509.60	27,728.07
ACCUMULATED DEPRECIATION															
At 1st April 2021	-	1,147.72	3,929.88	438.64	186.31	1,197.25	195.25	72.99	98.70	7,266.74	60.16	653.42	741.24	1,454.82	8,721.56
Charge for the year	-	232.93	966.04	64.99	31.63	72.34	30.38	10.80	57.17	1,466.28	14.53	153.63	64.48	232.64	1,698.92
Deduction/Adjustments	-	-	16.91	-	-	33.31	0.23	-	-	50.45	-	-	-	-	50.45
At 31st March 2022	-	1,380.65	4,879.01	503.63	217.94	1,236.28	225.40	**83.79**	155.87	8,682.57	74.69	807.05	805.72	1,687.46	10,370.03
Adjustment in opening due to Taril Switchgear Private Limited(formerly known as T&R Switchgear Private Limited)addition in consolidation	-	-	0.34	0.02	0.48	-	-	1.74	-	2.58	-	-	-	-	2.58
Charge for the year	-	245.90	1,613.16	67.81	28.97	161.13	26.74	15.73	57.58	2,217.02	35.79	172.79	27.07	235.65	2,452.67
Deduction/Adjustments	-	2.39	8.00	-	-	394.71	0.59	-	-	405.69	-	-	-	-	405.69
At 31st March 2023	-	1,624.16	6,484.51	571.46	247.39	1,002.70	251.55	101.26	**213.45**	10,496.48	110.48	979.84	832.79	1,923.11	12,419.59
Net Block															
At 31st March 2022	471.24	6,694.18	8,108.88	262.55	75.13	447.75	100.42	35.67	**116.72**	16,312.54	92.01	358.15	83.73	533.89	16,846.43
At 31st March 2023	472.49	6,449.22	6,775.54	275.82	57.26	466.32	101.37	56.20	67.77	14,721.99	74.47	185.36	326.66	586.49	15,308.48

5(a) The aggregate depreciation charge for the year has been included under depreciation and amortisation expense in the Statement of Profit and Loss.
5(b) Contractual obligations: Refer note 47 for disclosure on contractual commitments for the acquisition and construction of property, plant and equipment.
5(c) Refer note 22 and 27 for information on property plant and equipment given as security by the Group.
5(d) The Group has elected to continue with the carrying value of its Property Plant & Equipment (PPE) & Intangible assets recognised as of 1st April 2016 (transition date) measured as per the Previous GAAP and used that carrying value as its deemed cost as on the transition date as per Para D7AA of Ind AS 101.
5(e) The group has not carried revalution of Property Plant and Equipment.

5(f) Capital work-in-progress

(Rs. in Lakhs)

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

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

As at 31st March 2023

(Rs. in Lakhs)

Particulars	(Rs) Less than 1 year	(Rs) 1 to 2 years	(Rs) 2 to 3 years	(Rs) 3 and more	Total (Rs)
i) Projects in Progress	279.84	56.99	-	-	336.83
ii) Projects temporarily suspended	-	-	-	-	-

As at 31st March 2022

(Rs. in Lakhs)

Particulars	(Rs) Less than 1 year	(Rs) 1 to 2 years	(Rs) 2 to 3 years	(Rs) 3 and more	Total (Rs)
i) Projects in Progress	63.35	-	-	-	63.35
ii) Projects temporarily suspended	-	-	-	-	-

No Capital Work in Progress assets are impaired and suspended during the year.

5(h) Intangible Assets Under Development

(Rs. in Lakhs)

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

5(i) Ageing Schedule of Intangible Assets Under Development (Projects in process):

As at 31st March 2023

(Rs. in Lakhs)

Particulars	(Rs) Less than 1 year	(Rs) 1 to 2 years	(Rs) 2 to 3 years	(Rs) 3 and more	Total (Rs)
i) Projects in Progress	0.54	-	-	-	0.54
ii) Projects temporarily suspended	-	-	-	-	

As at 31st March 2022

(Rs. in Lakhs)

Particulars	(Rs) Less than 1 year	(Rs) 1 to 2 years	(Rs) 2 to 3 years	(Rs) 3 and more	Total (Rs)
i) Projects in Progress	279.35	-	-	-	279.35
ii) Projects temporarily suspended	-	-	-	-	

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

5(j) Till March 31, 2022, the Holding Company accounted for investment in TARIL Switchgear Private Limited(formerly known as T&R Switchgear Private Limited) as joint venture.The reason for considering such investment as joint venture was the joint venture agreement with Jiangsu Jingke Smart Electric Co. Ltd of the comapny.Transformers and Rectifiers (India) Limited holds 60% stake in the joint venture. The holding company has reassessed such investment and considered such investment as investment in subsidiary due to control over board of the company from the current financial year 2022-23 and accordingly consolidated financial statements have been prepared.

MANUBHAI & SHAH LLP CHARTERED ACCOUNTANTS

(Rs. in Lakhs)

6 Investments	As at 31st March, 2023	As at 31st March 2022
Investments in Unquoted Equity Instruments	-	-
Other investments	35.13	34.22
Total	35.13	34.22

(Rs. in Lakhs)

6(a) Investments	As at 31st March, 2023		As at 31st March 2022	
	Nos.	Amount	Nos.	Amount
1) Investment in Joint Venture (At Cost)				
TARIL Switchgear Private Limited (formerly known as T&R Switchgear Private Limited) - (Unquoted Equity Shares of Rs.10 each fully paid up - (Refer Note 5(j), 6(b) and 6(c))	-	-	12,61,140	17.11
Add : Share in Loss of Joint Venture	-	-	-	(17.11)
Total		-		-
2) Investments Carried at fair value through Profit and Loss (FVTPL)				
Investments in Mutual Funds				
SBI Blue Chip Fund - 100,000 units of face value Rs.10/- each, fully paid up	1,00,000	35.13	1,00,000	34.22
Total		35.13		34.22
Aggregate carrying value of unquoted Investments		-		-
Aggregate carrying value of quoted Investments		35.13		34.22
Aggregate market value of quoted Investments		35.13		34.22

6(b) Details and financial information of Joint Venture

Particulars	Company's Participating Interest (PI)		Other Partners and their PI in the Joint Ventures
	As at 31st March, 2023	As at 31st March 2022	
TARIL Switchgear Private Limited (formerly known as T&R Switchgear Private Limited)	60%	60%	Jiangsu Jingke Smart Electricals Co. Ltd. - 40%

6(c) Investment in Joint Venture is accounted under equity method as under:

(Rs. in Lakhs)

Particulars	As at 31st March, 2023	As at 31st March 2022
Share in Net Worth of Taril Switchgear Private Limited (formerly known as T&R Switchgear Private Limited)	-	2.46
Add: Goodwill	-	14.65
Investment made by Transformers & Rectifiers (India) Limited	-	17.11
Carrying Amount of Investment		
Acquisition Cost	-	17.11
Add: Post acquisition share in other equity as at the date of	-	(17.11)
Carrying Amount of Investment	-	-

(Rs. in Lakhs)

7 Loans	As at 31st March, 2023	As at 31st March 2022
Unsecured, Considered Good unless otherwise stated		
Loans to Related Parties		
Loan to Director	3.69	16.26
Other loans		
Loan to Employees	114.07	98.44
Total	117.76	114.70

7.1 Details regarding loans and advances given to related parties:

(Rs. in Lakhs)

Type of Borrower	As at31st March, 2023		As at31st March 2022	
	Total Amount Outstanding	% of total loans and advances given	Total Amount Outstanding	% of total loans and advances given
Related Parties-Director's Loan	3.69	2.34%	16.26	11.19%

(Rs. in Lakhs)

8 Others	As at 31st March, 2023	As at 31st March 2022
Unsecured, Considered Good unless otherwise stated		
Other Deposits	58.44	57.77
Other receivables	105.64	105.65
Margin Money deposits with Bank having more than 12 months maturity*	1,616.72	935.13
Interest Receivable	44.66	68.94
Total	1,825.46	1,167.49

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

(Rs. in Lakhs)

9 Trade Receivables	As at 31st March, 2023	As at 31st March 2022
Unsecured, Considered Good unless otherwise stated		
Others	420 75	14.36
Less: Allowance for expected credit Loss	-	-
	420.75	14.36
Credit Impaired	243.20	238.42
Less: Allowance for Doubtful receivables	243.20	238.42
	-	-
Total	**420.75**	**14.36**

9A Ageing Schedule for non current Trade Receivables

(Rs. in Lakhs)

Particulars	As at 31st March,2023		As at 31st March,2022	
	Undisputed Considered Good	Undisputed Credit Impaired	Undisputed Considered Good	Undisputed Credit Impaired
Not Due	328.49	-	-	-
Less than 6 Months	-	-	-	-
6 Months to 1 Year	-	-	-	-
1 to 2 Year	82.80	-	1.51	-
2 to 3 Years	1.05	-	12.85	-
More than 3 Years	8.41	243.20	-	238.42
Less: Allowance for Credit impaired	-	(243.20)	-	(238.42)
Total	**420.75**	**-**	**14.36**	**-**

(Rs. in Lakhs)

10 Other Non-Current Assets	As at 31st March, 2023	As at 31st March 2022
Unsecured, Considered Good unless otherwise stated		
Advances given for capital assets	149.28	41.96
Deposits and balances with government and other authorities	930.61	931.20
Advance Tax & TDS(net of provisions) & Income Tax Receivable	75.99	59.52
Prepaid Expenses	399.69	316.30
Unsecured, Considered doubtful		
Advances given for capital assets	85.59	85.59
Less :Impairment of Advances	(85.59)	(85.59)
Deposits and balances with government and other authorities	78.00	78.00
Less : Impairment	(78.00)	(78.00)
Total	**1,555.57**	**1,348.98**

(Rs. in Lakhs)

11 Inventories	As at 31st March, 2023	As at 31st March 2022
Raw materials	9,292.67	5,625.68
Raw materials in transit	170.80	380.83
Finished goods (Including FG in Transit)(refer note 11(b))	6,797.33	8,510.20
Process stock	10,757.00	11,617.18
Scrap	267.84	156.08
Process Scrap	8.34	14.69
	27,293.98	**26,304.65**
Less: Impairment for Non - Moving Inventories	155.46	120.00
Total	**27,138.52**	**26,184.65**

11(a) For details of inventories given as security against borrowings (Refer Note: 22 & 27).
11(b) Finished goods includes Rs.1,474.85 lakhs Goods in Transit during the year. (P.Y. Rs. 5,067.78 lakhs)

(Rs. in Lakhs)

12 Investment	As at 31st March, 2023	As at 31st March 2022
Investments Carried at fair value through Profit and Loss (FVTPL)		
Investments in Mutual Funds(unquoted)		
IDBI MF Dividend Yield Fund-Regular Plan Growth Nil(P.Y.: 1,00,000) Units of face value of 10 each	-	17.01
Baroda BNP Paribus Flexi Multi Asset Fund- MF Regular Plan Growth 499,965(P.Y.: Nil) units of face value of 10 each	49.98	-
Total	**49.98**	**17.01**
Aggregate carrying value of unquoted Investment	**49.98**	**17.01**
Aggregate market value of unquoted Investment	**49.98**	**17.01**

(Rs. in Lakhs)

13 Trade Receivables	As at 31st March, 2023	As at 31st March 2022
Unsecured, Considered Good unless otherwise stated		
Others	63,526.56	52,892.19
Less: Allowance for expected credit Loss	-	728.98
	63,526.56	52,163.21
Credit Impaired	2622.73	2023.48
Less: Allowance for Doubtful receivables	2622.73	2023.48
	-	-
Total	**63,526.56**	**52,163.21**

13(a) Ageing Schedule for Trade receivables

As at 31st March 2023

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
i) Undisputed - considered good	53,406.85	5,437.17	3,943.89	13.92	2.05	62,803.88
ii) Undisputed - which have significant increase in credit risk	-	-	-	1,084.84	-	1,084.84
iii) Undisputed - credit impaired	-	-	127.49	389.80	1,027.73	1,545.02
iv) Disputed - considered good	-	-	-	-	-	-
v) Disputed - which have significant increase in credit risk	-	-	-	-	-	-
vi) Disputed - credit impaired	-	-	-	-	715.55	715.55
Total	**53,406.85**	**5,437.17**	**4,071.38**	**1,488.56**	**1,745.33**	**66,149.29**
Less: Impairment						2,622.73
Total						**63,526.56**

As at 31st March 2022

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
i) Undisputed - considered good	40,333.84	6,588.37	3,972.78	0.24	1.28	50,896.51
ii) Undisputed - which have significant increase in credit risk	82.31	-	-	1,035.60	572.60	1,690.51
iii) Undisputed - credit impaired	-	-	-	-	1,165.16	1,165.16
iv) Disputed - considered good	-	-	-	-	-	-
v) Disputed - which have significant increase in credit risk	55.61	72.62	108.87	58.71	9.36	305.17
vi) Disputed - credit impaired	-	-	-	-	858.32	858.32
Total	**40,471.76**	**6,660.99**	**4,081.65**	**1,094.55**	**2,606.72**	**54,915.67**
Less: Impairment						2,752.46
Total						**52,163.21**

13(b) Movement in Allowance for Doubtful receivables

(Rs. in Lakhs)

Particulars	As at 31st March, 2023	As at 31st March 2022
Balance at the beginning of the year	2,752.46	1,986.27
Add: Allowance loss recognized	1,404.58	965.10
Less: Reversed during the year	541.85	198.91
Less: Amount written off as a bad debts	992.46	-
Balance at the end of the year	**2,622.73**	**2,752.46**

13(c) For details of security against borrowings (Refer Note: 22 & 27).

(Rs. in Lakhs)

14 Cash & Cash Equivalents	As at 31st March, 2023	As at 31st March 2022
Balances with banks		
In Current accounts	422 89	155.10
In Cash Credit accounts	43.05	1,041.53
In Deposits	7.34	7.10
Cash On Hand	1.62	3.93
Total	**474.90**	**1,207.66**

(Rs. in Lakhs)

15 Other Bank Balances	As at 31st March, 2023	As at 31st March 2022
Earmarked Balances with Banks		
Unpaid Dividend Account	0.47	0.46
Margin Money Deposits with Banks*	1,812.29	3,429.75
Total	**1,812.76**	**3,430.21**

* The Group has pledged above deposits with bank as margin money against credit facilities toward bank guarantee and letter of Credit.

(Rs. in Lakhs)

16 Loans	As at 31st March, 2023	As at 31st March 2022
Unsecured, Considered Good unless otherwise stated		
Loans		
Loan to Employees	40.25	30.64
Total	**40.25**	**30.64**

(Rs. in Lakhs)

17 Others	As at 31st March, 2023	As at 31st March 2022
Unsecured, Considered Good unless otherwise stated		
Deposits		
- Considered Good	153.86	135.66
Interest Receivable		
- Considered Good	15.85	82.21
Total	**169.71**	**217.87**

(Rs. in Lakhs)

18 Current Tax Assets (Net)	As at 31st March, 2023	As at 31st March 2022
Current Tax Assets		
Advance Tax and TDS (Net of Provisions)	4.10	6.33
Total	**4.10**	**6.33**

(Rs. in Lakhs)

19 Other Current Assets	As at 31st March, 2023	As at 31st March 2022
Deposits & balances with government & other authorities	1,985.66	4,605.72
Advance Tax & TDS (net of provisions)	6.44	53.09
Export Benefit Receivable	67.24	98.26
Prepaid expenses	500.31	457.55
Advances to suppliers	3,056.39	1,702.40
Contract Assets (Unbilled Revenue)	81.56	698.64
Other Current Asset	26.98	-
Employee Advances	26.25	51.90
Provision for doubtful employee advance	-	(28.73)
Total	**5,750.83**	**7,638.83**

(Rs. in Lakhs)

20 Equity Share Capital	As at 31st March, 2023	As at 31st March 2022
Authorised		
20,00,00,000 (P.Y. 20,00,00,000) Equity Shares of Re. 1/- each	2,000.00	2,000.00
Total	**2,000.00**	**2,000.00**
Issued, Subscribed and Fully Paid Up		
13,25,64,110 (P.Y. 13,25,64,110) Equity Shares of Re. 1/- each	1,325.64	1,325.64
Total	**1,325.64**	**1,325.64**

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

Particulars		As at 31st March, 2023	As at 31st March 2022
At the Beginning of the Period	Nos	13,25,64,110	13,25,64,110
Issued during the period	Nos.	-	-
Outstanding at the end of Period	Nos.	13,25,64,110	13,25,64,110

20(b) Details of Promoters holding :

Name of Promoters	Shareholding at the beginning of the year (01.04.2022)		Shareholding at the end of the year (31.03.2023)		% change during the year
	No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company	
Jitendra U. Mamtora	8,85,89,920	66.83%	8,85,89,920	66.83%	-
Jitendra U. Mamtora (HUF)	68,29,310	5.15%	68,29,310	5.15%	-
Karuna J. Mamtora	26,77,360	2.02%	26,77,360	2.02%	-
Satyen J. Mamtora	9,70,000	0.73%	9,70,000	0.73%	-
Janki Mamtora	2,13,640	0.16%	2,13,640	0.16%	-
Aakanksha Mamtora	15,000	0.01%	15,000	0.01%	-
Dilip Mamtora	1,960	0.00%	1,960	0.00%	-
Bipin Mamatora	1,960	0.00%	1,960	0.00%	-

Name of Promoters	Shareholding at the beginning of the year (01.04.2021)		Shareholding at the end of the year (31.03.2022)		% change during the year
	No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company	
Jitendra U. Mamtora	8,85,89,920	66.83%	8,85,89,920	66.83%	-
Jitendra U. Mamtora (HUF)	68,29,310	5.15%	68,29,310	5.15%	-
Karuna J. Mamtora	26,77,360	2.02%	26,77,360	2.02%	-
Satyen J. Mamtora	9,70,000	0.73%	9,70,000	0.73%	-
Janki Mamtora	2,13,640	0.16%	2,13,640	0.16%	-
Aakanksha Mamtora	15,000	0.01%	15,000	0.01%	-
Dilip Mamtora	1,960	0.00%	1,960	0.00%	-
Bipin Mamatora	1,960	0.00%	1,960	0.00%	-

20(c) Details of Shareholders holding more than 5 % of equity Shares:

Particulars		As at 31st March, 2023	As at 31st March 2022
Jitendra U Mamtora	Nos	8,85,89,920	8,85,89,920
	Holding %	**66.83%**	**66.83%**
Jitendra U Mamtora (HUF)	Nos	68,29,310	68,29,310
	Holding %	**5.15%**	**5.15%**

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

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

(Rs. in Lakhs)

21 Other Equity	As at 31st March, 2023	As at 31st March 2022
Securities Premium Reserve	13,474.85	13,474.85
General Reserve	2,286.87	2,286.87
Retained Earnings	22,188.37	18,519.84
Capital Reserve On Consolidation	46.29	46.29
Total	**37,996.38**	**34,327.85**

MANUBHAI ... CHARTE...

21(a) Particulars relating to Other Equity

(Rs. in Lakhs)

Particulars	As at 31st March, 2023	As at 31st March 2022
Securities Premium Reserve		
Balance as per last year	13,474.85	13,474.85
	13,474.85	**13,474.85**
General Reserve		
Balance as per last year	2,286.87	2,286.87
	2,286.87	**2,286.87**
Surplus in Profit and Loss Statement		
Opening Balance	18,519.84	17,158.05
Add : Profit for the year	4,070.81	1,398.68
Less Appropriations		
Dividend Paid	(198.82)	(33.26)
Other Adjustment	(129.03)	-
Other comprehensive income arising from remeasurement of defined benefit obligation net of income tax	16.66	(3.63)
Current year Share of Loss of Minority interest of Taril Switchgear Private Limited(Formerly T&R Switchgear Private Limited) transfered to retained earnings	(3.04)	-
Minority Share in Networth of Taril Switchgear Private Limited(Formerly T&R Switchgear Private Limited) as on 01.04.2022 transfered to retained earnings	(88.05)	-
Net surplus in profit and loss statement	**22,188.37**	**18,519.84**
Capital Reserve On Consolidation		
Balance as per last year	46.29	46.29
	46.29	**46.29**

21(b) Securities Premium Reserve is used to record the premium on issue of equity shares. The reserve shall be utilized in accordance with the provision of the Companies Act, 2013.
21(c) The General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes.
21(d) Revaluation reserve pertains to revaluation of Land of Subsidiary Comapany.

(Rs. in Lakhs)

22 Borrowing - Non - Current	As at 31st March, 2023	As at 31st March 2022
Secured Loans		
From Banks		
Term Loans	3,201.55	2,519.61
From Others		
Term Loans	153.20	-
Unsecured Loans		
From Banks		
Term Loans	1,181.24	1,215.35
From others		
Term Loans	10.02	18.30
From Promoters/Directors*	1,833.01	1,800.00
Total	**6,379.02**	**5,553.26**

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

22(a) Loans consist of the following:

Term Loans from Banks/Others	Nature of Security
Bandhan Bank(in respect of the Holding Company)	Exclusive charge on industrial property of Moraiya and pledge of company's 10,00,000 shares owned by a director of face value Rs.1 and personal guarantee of some of the directors(In previous year- same securities to RBL Bank)
Yes Bank (in respect of the Holding Company)	Secured against vehicles
HDFC Bank (in respect of the Holding Company)	Secured against vehicles
ICICI Bank (in respect of Holding Company)	Secured against vehicles
BOB Bank (in respect of Holding Company)	Secured against vehicles
Axis Bank (in respect of Subsidiary Company)	Secured against vehicles
Axis Bank ECLGS Loan (in respect of Subsidiary Company)	Secured against assets of the Subsidiary Company
IDBI Bank Loan (in respect of Subsidiary Company)	Secured against assets of the Subsidiary Company
Standard Chartered Bank (in respect of Holding Company)	Secured against personal property of Promoter

Loans from Others	Nature of Security
BMW Financial Services (in respect of Holding Company)	Secured against vehicles

22(b) The terms of repayment of the above loans are as follows:

(Rs. in Lakhs)

Term Loans from Banks	Maturity of Loan
Bandhan Bank(in respect of the Holding Company)	Date of Maturity: Different Loans are having different dates of maturity, last being Sept-2030
Yes Bank (in respect of the Holding Company)	Date of Maturity: December, 2022
HDFC Bank (in respect of the Holding Company)	Date of Maturity: Different Loans are having different dates of maturity, last being October,2022
ICICI Bank (in respect of Holding Company)	Date of Maturity: Different Loans are having different dates of maturity, last being May,2024
BOB Bank (in respect of Holding Company)	Date of Maturity : Different Loans are having different dates of maturity, last month being December,2027
Axis Bank (in respect of Subsidiary Company)	Date Of Maturity: 10th September, 2023
Axis Bank ECLGS Loan (in respect of Subsidiary Company)	Date Of Maturity: 07th August, 2024
Standard Chartered Bank	Date of Maturity: March,2035
IDBI Bank Loan (in respect of Subsidiary Company)	Date of Maturity: March,2035

Loans from Others	Maturity of Loan
BMW Finance Services India Pvt. Ltd.	Date of Maturity: October, 2022

22(c) The Group has borrowed funds from Banks and other lenders. The borrowed funds are utilised for the specific purpose for which it was taken.

22(d) The Group do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(Rs. in Lakhs)

23 Lease Liability	As at 31st March, 2023	As at 31st March 2022
Lease Liability Obligation	8.63	65.52
Total	**8.63**	**65.52**

(Rs. in Lakhs)

24 Provisions	As at 31st March, 2023	As at 31st March 2022
Provision for Employee Benefits		
Gratuity	300.56	282.04
Compensated Absences	127.37	110.69
Total	427.93	392.73

(Rs. in Lakhs)

25 Deferred Tax

25(a) Deffered Tax Asset(Net)	As at 31st March, 2023	As at 31st March 2022
Deffered tax liability		
Property, plant and equipment & Intangible Assets	-	69.65
	-	**69.65**
Deffered Tax Asset		
In respect of unabsorbed Depreciation	-	220.82
Tax Adjustment on unrealised Profit	-	13.59
Others	0.02	1.38
	0.02	**235.79**
Deffered Tax Asset (Net)	**0.02**	**166.15**

(Rs. in Lakhs)

25(b) Deferred Tax Liabilities (Net)		As at 31st March, 2023	As at 31st March 2022
Deferred Tax Liabilities			
Property, plant and equipment & Intangible Assets		1,552.05	2,407.07
In respect of Land Revaluation		-	
	Total (A)	**1,552.05**	**2,407.07**
Deferred Tax Assets			
Difference between Fair Value of Investment		(6.33)	(6.10)
Impairment/Expenses Disallowed Under Income Tax		1,260.27	1,511.79
In respect of unabsorbed Depreciation		115.74	-
Tax Adjustment on Unrealized Profit		(1.89)	17.81
MAT Credit Entitlement		-	-
	Total (B)	**1,367.79**	**1,523.50**
	Total (A-B)	**184.26**	**883.57**

(Rs. in Lakhs)

2022-23	Opening Balance	Recognise in Profit or Loss	Recognise in OCI	Closing Balance
Deferred tax (liabilities)/assets in relation to:				
Deferred Tax Assets				
Difference between Fair Value of Investment	(6.10)	0.23	-	**(6.33)**
Impairment/Expenses Disallowed Under Income Tax	1,511.79	256.89	(5.37)	**1,260.27**
In respect of unabsorbed Depreciation	220.82	105.08	-	**115.74**
Tax Adjustment on Unrealized Profit	31.40	33.29	-	**(1.89)**
MAT Credit Entitlement	-	-	-	-
Total Deferred Tax Assets	**1,757.91**	**395.49**	**(5.37)**	**1,367.79**
Deferred Tax Liabilities				
Property, plant and equipment & Intangible Assets	2,475.73	923.68	-	**1,552.05**
Total Deferred Tax Liabilities	**2,475.73**	**923.68**	-	**1,552.05**
Deferred Tax Liabilities (Net)	**717.82**	**528.18**	**5.37**	**184.26**

(Rs. in Lakhs)

2021-22	Opening Balance	Recognise in Profit or Loss	Recognise in OCI	Closing Balance
Deferred tax (liabilities)/assets in relation to:				
Deferred Tax Assets				
Difference between Fair Value of Investment	(4.90)	1.20	-	**(6.10)**
Impairment/Expenses Disallowed Under Income Tax	1,146.84	(366.97)	2 02	**1,511.79**
In respect of unabsorbed Depreciation	180.72	(40.10)	-	**220.82**
Tax Adjustment on Unrealized Profit	2.05	(29.35)	-	**31.40**
MAT Credit Entitlement	691.18	691.18	-	-
Total Deferred Tax Assets	**2,015.89**	**255.96**	**2.02**	**1,757.91**
Deferred Tax Liabilities				
Property, plant and equipment & Intangible Assets	2,524.06	47.34	-	**2,476.72**
Total Deferred Tax Liabilities	**2,524.06**	**47.34**	-	**2,475.36**
Deferred Tax Liabilities (Net)	**508.17**	**(208.62)**	**(2.02)**	**717.45**

(Rs. in Lakhs)

26 Other Non Current Liabilities	As at 31st March, 2023	As at 31st March 2022
Contract liability-Warranty	713.02	527.81
Total	**713.02**	**527.81**

(Rs. in Lakhs)

27 Borrowings - Current	As at 31st March, 2023	As at 31st March 2022
Secured Loans		
From Banks	20,745.54	20,134.70
Current Maturities of Long Term Debt	1,271.69	1,311.68
Unsecured Loans		
From Banks (Vendor Financing)	4,475.48	4,079.23
From Banks	-	943.32
From Director	78.34	305.77
Total	**26,571.05**	**26,774.70**

27(a) Secured Loans comprise of cash credit & short term loans from banks.

In case of Holding Company: Secured Loans comprise of cash credit & short term loans from banks which are secured by hypothecation of current assets of the holding Company on pari passu basis and collaterally secured by residual value of net fixed assets of the Company excluding fixed assets of Moraiya plant. The facilities are further secured by collateral charge on pari passu basis on immovable properties situated at Changodar, Moraiya and Odhav at Ahmedabad and Commercial office at Gurugram. It is further secured by pledge of 2,11,00,000 equity shares of Re. 1 each held by a director and personal guarantee of some of the directors.

In case of Transpares Limited: Secured loans are secured by hypothecation of current assets of the Subsidiary Company on pari passu basis and collateral secured by residual value of net fixed assets of the Subsidiary Company and also collateral legal mortgage on pari passu basis on immovable properties situated at Changodar.

In case of Savas Engineering Company Private Limited: Secured loans are secured by First & Exclusive rights on current assets of the Subsidiary Company and also further secured by first charge on entire fixed assets of the Subsidiary Company. It is further secured by Corporate Guarantee of Holding Company & Personal Guarantee of Directors of the subsidiary company.

27(b) The Group has availed borrowings from Bank against security of current assets. The Quarterly Returns or the Current Assets Statements filed by the group with the respective Bank are in the agreement with the books of account.

(Rs. in Lakhs)

28 Lease Liability	As at 31st March, 2023	As at 31st March 2022
Lease Liability Obligation	66.40	58.99
Total	**66.40**	**58.99**

MANUBHAI & ... CHARTERED ACC...

29 Trade Payables	As at 31st March, 2023	(Rs. in Lakhs) As at 31st March 2022
Micro and small Enterprises*	645.96	1,745.28
Others	33,990.75	30,916.82
Total	**34,636.71**	**32,662.10**

*The amount due to Micro and Small Enterprises as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" has been determined to the extent such parties have been identified on the basis of information available with the Group.

29(a) Trade Payables -Total outstanding dues of Micro & Small Enterprises	As at 31st March, 2023	(Rs. in Lakhs) As at 31st March 2022
(a) Principal and Interest amount remaining unpaid and due as at year end		
Principal Amount	645.96	1,745.28
Interest	176.18	200 32
(b) Interest paid by the Group in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
(c) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006	-	-
(d) Interest accrued and remaining unpaid as at year end	176.18	200.32
(e) Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise	-	-

29(b) Ageing Schedule for MSME and other Trade payables

As at 31st March, 2023

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than Year 1	1 to 2 years	2 to 3 years	More than 3 years	
MSME:	-	-	-	-	-
- Disputed Dues	-	-	-	-	-
- Undisputed Dues	645.96	-	-	-	645.96
Other Trade payables	-	-	-	-	-
- Disputed Dues	-	11.81	-	-	11.81
- Undisputed Dues	33,719.62	53.76	141.14	64.42	33,978.94
Total	**34,365.58**	**65.57**	**141.14**	**64.42**	**34,636.71**

As at 31st March, 2022

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than Year 1	1 to 2 years	2 to 3 years	More than 3 years	
MSME:	-	-	-	-	-
- Disputed Dues	-	-	-	-	-
- Undisputed Dues	1,679.11	5.88	60.29	-	1,745.28
Other Trade payables	-	-	-	-	-
- Disputed Dues	-	-	-	-	-
- Undisputed Dues	29,454.41	1,235.14	221.45	5.81	30,916.81
Total	**31,133.52**	**1,241.02**	**281.74**	**5.81**	**32,662.09**

30 Other Financial Liabilities	As at 31st March, 2023	(Rs. in Lakhs) As at 31st March 2022
Interest accrued	287.66	254.09
Unclaimed dividend	0.47	0.46
Security deposit from Customer	0.82	0.82
Others	30.17	27.99
Total	**319.12**	**283.36**

31 Other Current Liabilities	As at 31st March, 2023	(Rs. in Lakhs) As at 31st March 2022
Contract Liability - Advance from customers	6,664.37	6,058.00
Liability for statutory payments	237.27	225.72
Contract liability-Warranty	340.55	281.81
Other Liabilities	66.22	46.51
Liability for Employees	576.93	228.75
Total	**7,885.34**	**6,840.79**

(Rs. in Lakhs)

32 Provisions	As at 31st March, 2023	As at 31st March 2022
Provision for Gratuity	71.68	59.41
Provision for Compensated Absences	10.17	7.20
Total	**81.85**	**66.61**

(Rs. in Lakhs)

33 Current Tax Liabilities (net)	As at 31st March, 2023	As at 31st March 2022
Current Tax Liabilities		
Provision of Income tax (Net of Advance Tax and TDS)	1,208.22	494.84
Total	**1,208.22**	**494.84**

(Rs. in Lakhs)

34 Revenue from Operations	Year Ended 31st March 2023	Year Ended 31st March 2022
Sale of Products	1,31,160.53	1,12,524.39
Sale of Services	2,148.73	1,641.64
Other Operating Income		
Scrap sales	2,079.62	1,471.72
Export Incentive	226.58	195.70
Support Service Income	-	341.19
Trading sales	2,469.04	-
Total	**1,38,084.50**	**1,16,174.64**

(Rs. in Lakhs)

35 Other Income	Year Ended 31st March 2023	Year Ended 31st March 2022
Interest Income	246.14	291.86
Foreign exchange gain (net)	85.91	343.24
Finance Income	0.45	0.38
Discount Received	6.28	-
Other Non-Operating Income		
Miscellaneous income	20.56	57.17
Gain on Sale of Fixed Asset	2.80	5.74
Insurance Claim Receivable	-	34.29
Net gain on Investments carried at FVTPL	1.71	7.74
Interest on Income Tax Refund	4.00	20.12
Miscellaneous amount written back	179.80	21.36
Excess Provision Written Back	268.85	198.91
Total	816.50	980.81

(Rs. in Lakhs)

36 Cost of Materials Consumed	Year Ended 31st March 2023	Year Ended 31st March 2022
Opening Stock	6,269.65	6,747.05
Add : Purchases (Net of GST Credit)	1,02,765.73	96,784.70
	1,09,035.38	1,03,531.75
Less : Closing Stock	9,463.47	6,042.58
Raw Material Consumed	99,571.91	97,489.17

37 Purchase of Stock in Trade	Year Ended 31st March 2023	Year Ended 31st March 2022
Trading purchase	4,942.37	-
Total	**4,942.37**	-

(Rs. in Lakhs)

38 Changes in Inventories of Finished Goods and Work in Progress	Year Ended 31st March 2023	Year Ended 31st March 2022
Opening Inventories		
Finished Goods	8,664.16	7,568.74
Scrap	14.69	8.03
Work in Progress	11,668.63	7,473.40
	20,347.48	15,050.17
Less: Closing Inventories		
Finished Goods	6,797.33	8,510.20
Scrap	8.34	14.69
Work in Progress	10,757.00	11,617.18
	17,562.67	20,142.07
(Increase)/ Decrease in Inventories	2,784.81	(5,091.90)

MANUBHAI & SHAH LLP * CHARTERED ACCOUNTANTS

(Rs. in Lakhs)

39 Employee Benefits Expense	Year Ended 31st March 2023	Year Ended 31st March 2022
Salaries, Wages and Bonus	3,707.13	2,905.87
Contribution to Provident and other funds	286.70	209.31
Employee Welfare Expenses	124.02	128.84
Total	**4,117.85**	**3,244.02**

(Rs. in Lakhs)

40 Finance Costs	Year Ended 31st March 2023	Year Ended 31st March 2022
Interest to Banks	2,825.22	2,492.00
Interest to Others	892.23	819.19
Other Finance Cost	1,079.34	1,047.52
Total	**4,796.79**	**4,358.71**

(Rs. in Lakhs)

41 Other Expenses	Year Ended 31st March 2023	Year Ended 31st March 2022
Stores & Spares Consumed	62.24	46.46
Tools Purchase	2.17	27.77
Power & Fuel	1,482.04	1,252.28
Wages to Contractors	3,803.76	3,392.81
Testing-Calibration & Other Manufacturing Expense	272.17	139.90
Consultancy Charges	336.01	330.93
Miscellaneous Manufacturing Expenses	345.32	111.84
Repairs and Maintenance:		
- Buildings	72.11	55.20
- Plant & Machinery	410.42	307.17
- Others	106.81	75.80
Audit Fees	17.90	16.68
Selling Expenses	412.51	886.44
Service Expenses	960.13	1,212.07
Legal and Professional Charges	663.91	209.51
Insurance Premium	331.44	330.56
Rates and taxes	11.14	3.24
Rent	41.96	35.93
Late delivery charges	229.03	526.15
Corporate Social Responsibility	22.00	14.00
Freight & Forwarding Charges	1,375.59	1,389.56
Stationary, Printing, Postage and Telephone Expenses	76.35	68.68
Travelling Expenses & Conveyance	898.97	669.01
Directors Siting Fees	3.68	2.45
Impairment of Doubtful Debts	-	851.78
Impairment of inventory	35.45	-
Provision for other advances	1,183.71	113.32
Loss on damaged goods	-	30.73
Bad debts/Misc. written off	32.56	259.78
Excise, Service Tax & GST Expenses	40.98	341.27
Advertisement Expense and Exhibition Expense	116.43	38.42
Miscellaneous Expenses	1,180.98	386.75
Total	**14,527.77**	**13,126.49**

41(a) Payment to Auditors comprises (net of GST credit, wherever applicable):

(Rs. in Lakhs)

Particulars	Year Ended 31st March 2023	Year Ended 31st March 2022
As auditors	17.90	17.40
For taxation matters	-	0.53
For other services	-	0.10
For reimbursement of expenses	0.31	0.03
Total	18.21	18.06

41(b) Expenditure towards Corporate Social Responsibility (CSR) activities:

(Rs. in Lakhs)

Particulars	Year Ended 31st March 2023	Year Ended 31st March 2022
1 Amount required to be spent by the company during the year	21.14	13.11
2 Amount of expenditure incurred on:		
construction /acquisition of any asset	-	-
on purpose other than above	22.00	14.00
3 Shortfall at the year end	-	-
4 Total of Previous years shortfall	-	-
5 Reason of shortfall	NA	NA
6 Nature of CSR Activities	Healthcare	Education
7 Details of related party transaction in relation to CSR expenditure as per relevant Accounting Standard	-	-
8 Contribution Made to	Raginiben Bipinchandra Sevakarya Trust-Ahmedabad	Shri Jagatbharti Education & Charitable Trust

(Rs. in Lakhs)

42 Tax Expenses	Year Ended 31st March 2023	Year Ended 31st March 2022
Current tax in relation to:		
- Current years	1,895.82	681.99
- Earlier years	115.41	9.23
Deferred Tax		
In respect of current year	(538.92)	210.83
Total income tax expense recognised in the current year	**1,472.31**	**902.05**

42(a) The income tax expense for the year can be reconciled to the accounting profit as follows:

(Rs. in Lakhs)

Tax Expenses	Year Ended 31st March 2023	Year Ended 31st March 2022
Profit before tax	**5,706.83**	**2,330.04**
Income tax expense calculated at 25.168% (P.Y. 34.944%)	1,436.30	814.21
Tax effects of amounts which are not deductible/(taxable) in calculating taxable income		
Expenses not allowed in Income Tax	(79.40)	(7.25)
Un used tax credit pertaining to earlier years	-	85.86
Other	115.41	9.23
Total	**1,472.31**	**902.05**
Effective Tax Rate	**25.80%**	**38.71%**

(Rs. in Lakhs)

43 Other Comprehensive Income	Year Ended 31st March 2023	Year Ended 31st March 2022
Items that will not be reclassified subsequently to profit or loss		
Re-measurements of the defined benefit plans	22.78	(5.18)
Income tax related to above	(5.37)	2.02
Total	**17.41**	**(3.16)**

(Rs. in Lakhs)

44 Earning Per Share	Year Ended 31st March 2023	Year Ended 31st March 2022
Profit after tax for the year attributable to equity shareholders of Parent (Rs. In Lakhs)	4,070.81	1,398.70
Weighted Average Number of Equity Shares(Nos.)	**13,25,64,110**	**13,25,64,110**
Basic EPS (Rs.)	3.07	1.06
Diluted EPS (Rs.)	3.07	1.06
Nominal Value Per Share (Rs.)	1.00	1.00

(Rs. in Lakhs)

45 Contingent Liabilities and Commitments	Year Ended 31st March 2023	Year Ended 31st March 2022
(A) Contingent Liabilities not provided for in respect of :		
Pending Litigations*		
(a) Excise duty, Service tax, Custom duty matters	1,612.01	1,545.56
(b) Claims against the Group/ Disputed Demands not acknowledged as debts	450.00	450.00
(B) Commitments:		
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances)	416.27	376.54

* The Group's pending litigations comprise of claims against the Group and proceedings pending with Tax/ Statutory/ Government Authorities. The Group has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its financial statements. The Group is confident of receiving adjudications in its favour in respect of all its pending litigations. Expected timing of outflow is not ascertainable at this stage, if any, the matters being under dispute/ contingent.The Group has not considered those disputed demands/claims as contingent liabilities, for which, the outflow of resources has been considered as remote.

46 Employee Benefit Plans

In accordance with the stipulations of the Indian Accounting Standard 19 “Employee Benefits”, the disclosures of employee benefits as defined in the Indian Accounting Standard are given below:

(a) Defined Contribution Plan

The Group has recognized an amount of Rs. 149.73 Lakhs (P.Y. Rs. 122.72 Lakhs) as expenses under the defined contribution plan in the Statement of Profit and Loss.

(b) Defined Benefit Plan

Gratuity

General description and benefits of the plan

Under the gratuity plan, the eligible employees are entitled to post retirement benefit at the rate of 15 days salary for each completed year of service. Vesting period is 5 years and the payment is at actual on superannuation, resignation, termination, disablement or on death. The liability for gratuity as above is recognized on the basis of actuarial valuation.

The Group makes contribution to Life Insurance Corporation (LIC) for gratuity benefits according to the Payment of Gratuity Act, 1972.

The Group recognizes the liability towards the gratuity at each Balance Sheet date.

The most recent actuarial valuation of the defined benefit obligation for gratuity was carried out at 31st March 2023 by an actuary. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of benefit entitlement and measures each unit separately to build up the final obligation. Scheme is funded through LIC, Canara Bank and India First.

Major Risks to the Plan

(i) Actuarial Risk

It is the risk that benefits will come more than expected. This can arise due to one of the following reasons:

Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected.

Actual Mortality rates are higher than assumed mortality rate assumption than the Gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of Cashflow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

The actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

(ii) Investment Risk

Investment performance is below expectations there would be a plan deficit.

(iii) Liquidity Risk

Employees with long duration and high salaries resign earlier than expected or in short span of time there may be liquidity concern for the Gratuity fund.

(iv) Legislative Risk

Changes benefit formula mentioned in Gratuity Act, especially an increase in upper limit could very significantly increase the amount of Obligation.

(v) Market Risk

Discount rates are to be based on the yield on Government bonds with tenures matching the expected payments of Gratuity Liability. Discount rate will have to be reduced if yields drop and this would result in an increase in Obligation.

The following table sets out the status of the gratuity and the amounts recognized in the Consolidated financial statements as at 31st March 2023.

The principal assumptions used for the purposes of the actuarial valuations were as follows:

Actuarial Assumptions	Year Ended 31st March 2023	Year Ended 31st March 2022
Discount Rate	7.40%	6.80%
Expected rate of return on plan assets	7.40%	6.80%
Salary Growth Rate	4.50%	4.50%
Mortality	Indian Assured Lives Mortality (2012-14) Table	Indian Assured Lives Mortality (2012-14) Table
Withdrawal Rates	3% at younger ages and reducing to 1% at older ages	3% at younger ages and reducing to 1% at older ages

(Rs. in Lakhs)

Sr.	Particulars	Gratuity (Funded) 2022-23	Gratuity (Funded) 2021-22
(i)	**Present Value Obligation**		
	Present Value of funded Obligation	440.83	388.90
	Fair Value of Plan Assets	68.61	47.45
	Net Liability (Asset)	**372.22**	**341.45**
(ii)	**Expenses recognized during the year**		
	Current Service Cost	45.09	40.98
	Net Interest Cost	24.59	19.78
	Total included in 'Employee Benefit Cost'	**69.68**	**60.76**
(iii)	**Amount recognized in Other Comprehensive Income**		
	Components of actuarial gain/ losses on obligations:		
	Due to change in financial assumptions	(24.54)	6.97
	Due to experience adjustments	38.47	(3.25)
	Return on plan assets excluding amounts included in interest income	1.01	0.17
	Amounts recognized in Other Comprehensive Income	**14.94**	**3.89**
(iv)	**Reconciliation of Defined Benefit Obligation**		
	Opening Defined Benefit Obligation	388.90	346.55
	Current Service Cost	45.09	40.98
	Interest Cost	28.78	23.57
	Actuarial loss/ (gain) due to change in financial assumptions	(24.54)	6.47
	Actuarial loss/ (gain) due to experience adjustments	38.47	(3.78)
	Benefits Paid	(35.87)	(24.89)
	Closing Defined Benefit Obligation	**440.83**	**388.90**
(v)	**Reconciliation of Plan Assets**		
	Opening Value of plan assets	47.45	67.54
	Interest Income	4.19	2.52
	Return on plan assets excluding amounts included in interest income	(1.01)	1.16
	Contributions by employer	54.05	-
	Benefits Paid	(35.87)	(23.77)
	Closing Value of Plan Assets	**68.81**	**47.45**

(vi)	**Reconciliation of net defined benefit liability**		
	Net opening provision in books of accounts	328.60	266.39
	Employee Benefit Expense	65.56	57.23
	Amounts recognized in Other Comprehensive Income	18.97	4.98
		413.13	**328.60**
	Contributions to plan assets	(54.00)	-
	Closing Provision in books of accounts	**359.13**	**328.60**
(vii)	**Composition of the Plan Assets**		
	Insurer Managed Funds	100%	100%
	Total	**100%**	**100%**
(viii)	**Bifurcation of Liability as per Schedule III**		
	Current Liability	88.16	59.41
	Non - Current Liability	352.68	309.81
	Net Liability	**440.84**	**369.22**

(ix) Maturity Profile of Defined Benefit Obligation - Gratuity Liability

Particulars	**As at 31st March 2023**	**As at 31st March 2022**
Less Than One Year	88.15	75.12
One to Three Years	40.97	37.67
Three to Five Years	34.40	27.31
More than Five Years	224.78	162.49

The future accrual is not considered in arriving at the cash - flows.

(c) Sensitivity Analysis

Particulars	**As at 31st March, 2023**	**As at 31st March 2022**
	Defined Benefit Obligation	**Defined Benefit Obligation**
Discount Rate Varied by 1%		
Impact due to increase of 100 basis points	421.01	353.70
Impact due to decrease of 100 basis points	508.19	430.18
Salary Growth Rate Varied by 1%		
Impact due to increase of 100 basis points	508.86	430.74
Impact due to decrease of 100 basis points	401.99	352.66
Withdrawal Rate (W.R) Varied by 1%		
W.R. x 101%	443.39	392.06
W.R. x 99%	434.98	385.56

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

47 Leases

Amount Recognized in Statement of Profit and Loss or Carrying

(Rs. in Lakhs)

Particulars	**Year Ended 31st March 2023**	**Year Ended 31st March 2022**
Amortisation recognized in the Statement of Profit and Loss	57.58	57.17
Interest on lease liabilities	9.85	14.86
Expenses relating to short-term leases (leases less than 12 months)	-	-
Total cash outflow for leases	58.51	58.51
Additions to RoU during the year	12.45	92.55
Reduction in ROU during the year	(3.82)	(7.10)
Net Carrying Amount of RoU at the end the year	67.77	116.72
Impact during the year		
Statement of Profit & Loss		
Net Decrease in Profit after Tax	67.43	62.47
Increase in Depreciation & Amortization	57.58	57.17
Increase in Finance Cost	9.85	14.86
Net gain on lease modification	0.52	(9.56)
Balance Sheet		
Net Increase/(Decrease) in Property, Plant & Equipment (Net Block of Operating Lease (During the year))	(48.95)	28.28
Increase/(Decrease) in Lease Obligation	(49.48)	24.68

(Rs. in Lakhs)

Asset Class	**Net Carrying value as on 01.04.2022**	**Additions/ Adjustments**	**Reversal**	**Depreciation Recognized**	**Net Carrying value as on 31.03.2023**
Building	46.48	12.45	3.82	22.46	32.65
Transport Equipments	70.24			35.12	35.12
Total	116.72	12.45	3.82	57.58	67.77

(Rs. in Lakhs)

Asset Class	**Net Carrying value as on 01.04.2021**	**Additions/ Adjustments**	**Reversal**	**Depreciation Recognized**	**Net Carrying value as on 31.03.2022**
Building	22.58	47.22	1.27	22.05	46.48
Transport Equipments	65.86	45.33	5.83	35.12	70.24
Total	88.44	92.55	7.10	57.17	116.72

48 Disclosures under Ind AS 115 Revenue from Contracts with Customers

The Group derives revenues from sale of goods, services and scrap from its contract with customers. The revenue have been disclosed in Note 34.

(a) Disaggregation of Revenue from Contracts with Customers

The Group derives revenue from the transfer of goods and services at a point in time in the following major product lines:

(Rs. in Lakhs)

Particulars	As at 31st March, 2023	As at 31st March 2022
Revenue from Contracts with Customers		
Revenue from sale of products	1,31,160.53	1,12,524.39
Revenue from service income	2,148.73	1,641.64
Trading sales	2,469.04	
Revenue from sale of scrap - (Other operating income)	2,079.62	1,471.72

(b) The revenues are further disaggregated into revenues from

(Rs. in Lakhs)

Particulars	As at 31st March, 2023		Year Ended 31st March 2022	
	Domestic	Export	Domestic	Export
Revenue from sale of products	1,24,991.41	6,169.12	96,036.34	16,488.05
Revenue from service income	1,589.05	559.68	729.09	912.55
Trading sales	2,469.04	-	-	-
Revenue from sale of scrap - (Other operating income)	2,079.62	-	1,471.72	-

(c) Receivables and Contract Liabilities

The Group has recognised the following revenue-related receivables and contract liabilities:

(Rs. in Lakhs)

Particulars	Year Ended 31st March 2023		
	Contract Assets	Contract Liabilities	Receivables
Balance as the beginning of the year	698.64	6,867.62	52,177.57
Additions/Adjustment (Net)	(617.08)	850.32	11,348.99
Balance as the end of the year	**81.56**	**7,717.94**	**63,526.56**

(Rs. in Lakhs)

Particulars	Year Ended 31st March 2022		
	Contract Assets	Contract Liabilities	Receivables
Balance as the beginning of the year	182.42	2,947.86	41,578.81
Additions/Adjustment (Net)	516.22	3,919.76	10,598.76
Balance as the end of the year	**698.64**	**6,867.62**	**52,177.57**

(d) Revenue recognised in relation to contract liabilities

The following table shows how much of the revenue recognised in the current reporting period relates to carried-forward contract liabilities:

(Rs. in Lakhs)

Particulars	Year Ended 31st March 2023	Year Ended 31st March 2022
Revenue recognised that was included in the contract liability balance at the beginning of the period	5146.49	1,968.46

(e) The company provides service type warranty to its customers, such type of warranty are considered as distinct service. The company uses expected value method in measuring the performance obligation. The revenue from contracts with customers for the year includes service type warranty of Rs. 525.76 lakhs (Previous Year Rs. 399.72 lakhs), which has been deducted from the transaction price.

(f) The revenue from contracts with customers for the year includes variable consideration relating to price variation of Rs. 9,356.44 lakhs (Previous Year Rs. 10,766.07 lakhs), which has been considered in the transaction price. There were no significant financing component in the contracts with customers or in revenues recognised from these contracts.

(g) Performance obligations

Sale of Transformers and its components

The performance obligation is satisfied upon delivery of the equipment and payment is generally due within 1 to 3 months from delivery.

The performance obligation to deliver the transformer with a manufacturing lead time of 4 to 8 months has a single payment option. The customer can pay the transaction price upon delivery of the transformer within the credit period, as mentioned in the contract with respective customer.

Services Income

Service Income primarily is pertaining to installation and commissioning of the Transformer. The performance obligation is satisfied at the point in time and payment is generally due upon completion of installation and acceptance of the customer.

49 Operating Segment

The Group's operations fall under single segment namely "Transformers and its components", taking into count the risks and returns, the organization structure and the internal reporting systems.

All the non current assets are located in the Group's country of domicile.

One customer contributed 10% or more to the group's revenue for FY 2022-23 amounting to Rs 33,902.94 lakhs and Three customers contributed 10% or more to the group's revenue for FY 2021-22 amounting to Rs. 56,447.82 lakhs .

50 **Related Party Disclosures**
(a) List of Related Parties

Name of Related Parties
1. Subsidiary Company
TARIL Switchgear Private Limited (Earlier known as a T&R Switchgear Private Limited)*(till 31st March,2022 considered as joint venture)
2. Key Management Personnel
Mr. Jitendra U. Mamtora ,Chairman & Whole time Director
Mr. Satyen J. Mamtora ,Managing Director
Mrs. Karuna J. Mamtora,Executive Director
Mr. Bhaskar Sen,Independent Director
Mr. Rajendra Shantilal Shah, Independent Director
Mr. Subirkumar Das,Independent Director
Mr. Rakesh Kiri-Company Secretary
Mr. Amarendra Kumar Gupta- Chief Financial Officer(w.e.f. 4th July,2022)
Mr. Ramesh Birajdar- Chief Financial Officer(up to 4th July,2022)
Mr. Mathew Kurian-Chief Executive Officer(w.e.f. 6th February,2023)
Mrs. Akansha Mamtora,Director - Savas Engineering Company Private Limited And Transpares Limited
Mr. Hitendra M Doshi,Chairman & Managing Director - Transpares Limited
Mr. Sunil Jain, Whole Time Director - Savas Engineering Company Private Limited
Mr. Mahendra Vyas, Director - Savas Engineering Company Private Limited, TARIL Infrastructure Limited, Transweld Mechanical Engineering Private Limited
Mr. Ramesh Birajdar ,Director - TARIL Switchgear Private Limited, TARIL Infrastructure Limited
Mr. Mehul Dave, Director- TARIL Switchgear Private Limited

3. Relative of Key Managerial Personnel
Mr. Mohnish Jain
Ms. Janki Mamtora
Mrs. Aakanksha Mamtora
Mr. Dilip Mamtora
Mr. Bipin Mamatora
4. Enterprise over which Key Managerial Personnel is having control
Benchmark HR Solutions (India) LLP
Skytrek Tours & Travels*#

MANUBHAI & SHAH LLP CHARTERED ACCOUNTANTS

(b) Transactions with Related Parties

(Rs. in Lakhs)

Name of Related Party	Nature of Relationship	2022-23	2021-22
Purchase of Services	**Enterprises over which Key Managerial Personnel is able to exercise Significant Influence**		
Benchmark HR Solutions (India) LLP		12.49	11.46
Skytrek Tours & Travels		202.11	112.49
Services Received	**Relative of Key Managerial Personnel**		
Mr. Mohnish Jain		7.34	6.72
Sale of Goods	**Joint Venture**		
TARIL Switchgear Private Limited(formerly known as T&R Switchgear Private Limited)		*	725.08
Rent Expense	**Key Managerial Personnel**		
Mrs. Karuna Mamtora		0.35	0.60
Rent Income	**Joint Venture**		
TARIL Switchgear Private Limited(formerly known as T&R Switchgear Private Limited)		*	51.33
Loan Taken	**Key Managerial Personnel**		
Mr. Jitendra U. Mamtora			
Loan taken		319.00	216.43
Loan repaid		236.68	46.64
Interest Expenses		120.48	113.24
Balance as at 31st March		1,297.26	1,214.94
Balance as at 1st April		1,214.94	1,045.15
Mr. Satyen J. Mamtora			
Loan taken		268.40	208.67
Loan repaid		545.14	322.07
Interest Expenses		70.05	100.27
Balance as at 31st March		614.10	890.84
Balance as at 1st April		890.84	1,004.24
Mr. Hitendra M. Doshi			
Loan taken		83.00	181.00
Loan repaid		83.00	181.00
Interest Expenses		1.62	3.24
Balance as at 31st March		-	-
Balance as at 1st April		-	-
Loan given to Whole Time Director	**Key Managerial Personnel**		
Mr. Sunil Jain		3.69	16.26
Managerial Remuneration**	**Key Managerial Personnel**		
Mr. Jitendra U. Mamtora		60.61	60.10
Mr. Satyen J. Mamtora		73.62	64.21
Mrs. Karuna J. Mamtora		22.21	22.06
Mr. Hitendra M Doshi		34.00	34.91
Mr. Sunil Jain		38.96	18.96
Mr. Rakesh Kiri		6.50	5.10
Mr. Amaraendra Kumar Gupta(w.e.f. 4th July,2022)		43.69	-
Mr. Ramesh Birajdar(up to 4th July,2022)		10.29	65.64
Mr. Mathew Kurian(w.e.f. 6th February,2023)		19.05	-
**The Key Management Personnel are entitled to other benefits also as per the company policy			
Director sitting fees	**Key Managerial Personnel**		
Mr. Rajendra S Shah		1.08	0.40
Mr. Bhaskar Sen		1.28	1.00
Mr. Subir Kumar Das		1.33	1.05
Dividend Paid	**Relative of Key Management Personnel**		
Mr. Jitendra U. Mamtora		132.88	88.59
Mr. Satyen J. Mamtora		1.46	0.97
Mrs. Karuna J. Mamtora		4.02	2.68
Jitendra U. Mamtora (HUF)		10.24	6.83
Ms. Janki Mamtora		0.32	0.21
Mrs. Aakanksha Mamtora		0.02	0.02
Mr. Dilip Mamtora		-	-
Mr. Bipin Mamatora		-	-
Balance Due to be Paid - End of the Year	**Enterprises over which Key Managerial Personnel is able to exercise Significant Influence**		
Skytrek Tours & Travels		100.79	12.12
Benchmark HR Solutions (India) LLP.		21.57	20.88
Balance Due to be Paid - End of the Year	**Key Managerial Personnel**		
Mrs. Karuna J. Mamtora		-	0.60
Mr. Hitendra M Doshi		3.91	1.97
Balance Due to be Received - Advances - End of the Year	**Joint Venture**		
TARIL Switchgear Private Limited(formerly known as T&R Switchgear Private Limited)		*	561.12
Guarantee Given to Bank by holding company	**Subsidiary Company**		
Savas Engineering Company Private Limited		695.00	750.00

Figures of FY 22-23 are exclusive of GST and figures of FY 21-22 are inclusive of GST of Purachse and sale of Goods and Services.

* TARIL Switchgear Private limited(formerly known as T&R Switchgear Private limited) is considered as subsidiary for consolidation from 1st April,2022 So all the balances and transactions are eliminated in consolidated financial statement.

*# M/s Skytrek tours and travels service given of booking of Air and Railway ticket.

The remuneration of director and other members of Key Management Personnel during the year was as follows:

(Rs. in Lakhs)

Particulars	2022-23	2021-22
Short-term benefits	302.57	218.38
Post employment benefits***	6.36	5.92

***Does not include post-employment benefit based on actuarial valuation as this is done for the Company as a whole.

51 The Group has sought balance confirmations from trade receivables and trade payables. Wherever such balance confirmations are received by the Group, the same are reconciled and appropriate adjustments if required, are made in the books of account.

52 **Financial Instruments Disclosure**

Capital Management

For the purpose of the Group's Capital Management, Capital includes issued Equity Capital and all Other Reserves attributable to the Equity shareholders of the Company. The Primary objective of the Group's Capital Management is to maximise the shareholders' value. The Group's Capital Management objectives are to maintain equity including all reserves to protect economic viability and to finance any growth opportunities that may be available in future so as to maximise shareholder's value. The Group is monitoring Capital using debt equity ratio as its base, which is total debt divided by total equity.

(Rs. in Lakhs)

Particulars	Year Ended 31st March 2023	Year Ended 31st March 2022
Total Debt	32,950.07	32,327.96
Total Equity	40,086.60	36,327.16
Total Debt Equity Ratio	0.82	0.89

Disclosures

This section gives an overview of the significance of financial instruments for the Group and provides additional information on balance sheet items that contain financial instruments.

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 3 (k), (l) and (m).

(i) Categories of Financial Instruments

(Rs. in Lakhs)

Particulars	Year Ended 31st March 2023	Year Ended 31st March 2022
Financial Assets		
Measured at fair value through profit or loss (FVTPL)		
(i) Investment in Mutual Fund	49.98	51.23
Measured at Amortized Cost		
(i) Trade and Other Receivables	63,947.31	52,177.57
(ii) Cash and Cash Equivalents	474.90	1,207.66
(iii) Other Bank Balances	1,812.76	3,430.21
(iv) Loans	158.01	145.34
(v) Other Financial Assets	1,995.17	1,385.36
Total	68,438.13	58,397.37
Financial Liabilities		
Measured at Amortized Cost		
(i) Borrowings	32,950.07	32,327.96
(ii) Trade Payables	34,636.71	32,662.10
(iii) Other Financial Liabilities	319.12	283.36
Total	67,905.90	65,273.42

(ii) Fair Value Measurement:

This note provides information about how the Group determines fair values of various financial assets.

Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined.

Financial assets at fair value through profit and loss (FVTPL)

(Rs. in Lakhs)

Particulars	Level 1	Level 2	Level 3
As at 31st March 2023			
Financial Assets			
Measured at fair value through profit or loss (FVTPL)			
(i) Investment in Mutual Fund	-	49.98	-
As at 31st March 2022			
Financial Assets			
Measured at fair value through profit or loss (FVTPL)			
(i) Investment in Mutual Fund	-	51.23	-

Valuation technique and key input: NAV declared by respective Asset Management Companies.

Fair Value of financial assets and liabilities that are not measured at fair value (but fair value disclosures are required)

Management considers that the carrying amounts of financial assets and financial liabilities recognized in the financial statements approximate their fair values.

(iii) Financial Risk Management Objectives

While ensuring liquidity is sufficient to meet Group's operational requirements, the Group's Board of Directors also monitors and manages key financial risks relating to the operations of the Group by analysing exposures by degree and magnitude of risks. These risks include market risk (including currency risk and price risk), credit risk and liquidity risk.

Market Risk

Market risk is the risk of uncertainty arising from possible market price movements and their impact on the future performance of a business. The major components of market risk are commodity price risk, foreign currency risk and interest rate risk.

The primary commodity price risk that the group is exposed to include the price variations in the price of Copper and Cold Rolled Grain Oriented Steel (CRGO). The mentioned components form a major part of manufacturing of Transformers. The prices of these commodities lead to increase/ decrease in the cost of Transformers.

Foreign Currency Risk Management

The Group undertakes transactions denominated in different foreign currencies and consequently exposed to exchange rate fluctuations. Exchange rate exposures are managed within approved policy parameters.

The carrying amounts of the Group's unhedged foreign currency transactions at the end of the reporting period are as follows:

(Rs. in Lakhs)

Particulars	Reporting Currency Amount	
	2022-23	2021-22
Accounts Receivable		
USD(Equivalent INR)	598.66	1,744.88
AUD(Equivalent INR)	200.50	1,522.56
Account Payable		
USD(Equivalent INR)	1,411.59	104.89
SEK(Equivalent INR)	-	0.76
EURO(Equivalent INR)	309.56	121.81

Sensitivity to risk

A 5% strengthening of the INR against key currencies to which the Group is exposed would have led to approximately an additional Rs.152.00 Lakhs gain in the Statement of Profit and Loss. A 5% weakening of the INR against these currencies would have led to an equal but opposite effect of Rs. 152.00 Lakhs.

Interest Rate Risk

It is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligations with floating interest rates.

Price Risk

The Group has deployed its surplus funds into units of mutual fund. The Group is exposed to NAV (net asset value) price risks arising from investments in these funds. The value of these investments is impacted by movements in liquidity and credit quality of underlying securities.

NAV price sensitivity analysis

The Sensitivity analyses below have been determined based on the exposure to NAV price risks at the end of the reporting period. If NAV prices had been 1% higher/lower:

Profit for the year ended 31st March 2023 would increase/decrease by Rs. 25 lakhs (Previous Year Rs. 0.17 Lakhs).

Liquidity Risk

The Group manages liquidity risk by maintaining sufficient cash and cash equivalents and availability of funding through an adequate amount of committed credit facilities to meet the obligations when due. Group monitors rolling forecasts of liquidity position and cash and cash equivalents on the basis of expected cash flows. In addition, liquidity management also involves projecting cash flows considering level of liquid assets necessary to meet obligations by matching the maturity profiles of financial assets & liabilities and monitoring balance sheet liquidity ratios.

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The information included in the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows. The contractual maturity is based on the earliest date on which the Group may be required to pay.

The following are the contractual maturities of non-derivative financial liabilities, based on contractual cash flows:

(Rs. in Lakhs)

Particulars	Due in 1 Year	1 Year - 3 Years	More than 3 Years	Total
As at 31st March 2023				
Borrowings	26,571.05	2,572.81	3,806.21	32,950.07
Lease Liability	66.40	8.63	-	75.03
Trade Payables	34,636.71	-	-	34,636.71
Other Financial Liabilities	319.12	-	-	319.12
Total	**61,593.28**	**2,581.44**	**3,806.21**	**67,980.93**
As at 31st March 2022				
Borrowings	26,774.70	1,898.98	3,654.28	32,327.96
Lease Liability	58.99	65.52	-	124.51
Trade Payables	32,662.09	-	-	32,662.09
Other Financial Liabilities	512.11	-	-	512.11
Total	**60,007.89**	**1,964.50**	**3,654.28**	**65,626.67**

Credit Risk

The Group's customer profile include Government Companies and Industries. Accordingly, the Group's customer credit risk is moderate. The Group has a detailed review mechanism of overdue customer receivables at various levels within organization to ensure proper attention and focus for realization.

An impairment analysis is performed at each reporting date on an individual basis for major customers. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The Company applies Simplified approach for providing the expected credit losses on Trade Receivables as per the accounting policy of the company.

MANUBHAI & SHAH LLP CHARTERED ACCOUNTANTS

/

The following are the contractual maturities of financial assets, based on contractual cash flows:

(Rs. in Lakhs)

Particulars	Up to 1 Year	1 Year - 3 Years	More Than 3 Years	Total
As at 31st March 2023				
Loans to Employees	40.25	31.98	82.09	154.32
Trade Receivables	63,526.56	420.75	-	63,947.31
Other Financial Assets	481.05	961.62	552.50	1,995.17
Total	**64,047.86**	**1,414.35**	**634.59**	**66,096.80**
As at 31st March 2022				
Loans to Employees	33.64	34.82	60.62	129.08
Trade Receivables	52,163.22	14.35	-	52,177.57
Other Financial Assets	217.87	927.37	240.12	1,385.36
Total	**52,414.73**	**976.54**	**300.74**	**53,692.01**

53 Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act 2013 :

(Rs. in Lakhs)

Particulars	Net asset/ (Liabilities), i.e. Total asset minus Total liabilities	Share in Statement of Profit and Loss	Share in Other Comprehensive Income	Share in Total Comprehensive Income
Parent Company				
Transformers and Rectifiers (India) Limited				
- As % of	95.41%	87.58%	81.53%	87.55%
- Amount (Rs. In Lakhs)	38,247.11	3,708.45	14.19	3,722.64
Indian Subsidiaries :				
Transpares Limited				
- As % of	2.06%	3.18%	4.53%	3.19%
- Amount (Rs. In Lakhs)	826.66	134.69	0.79	135.48
Taril Infrastructure Limited				
- As % of	1.30%	6.06%	0.00%	6.04%
- Amount (Rs. In Lakhs)	522.55	256.75	-	256.75
Transweld Mechanical Engineering Works Limited				
- As % of	1.40%	-0.25%	0.00%	-0.25%
- Amount (Rs. In Lakhs)	561.28	(10.78)	-	(10.78)
Savas Engineering Company Private Limited				
- As % of	0.82%	-1.26%	9.67%	-1.21%
- Amount (Rs. In Lakhs)	327.38	(53.32)	1.68	(51.64)
Non Controlling Interests in all Subsidiaries				
- As % of	1.91%	3.87%	4.31%	3.87%
- Amount (Rs. In Lakhs)	764.58	163.71	0.75	164.46
Taril Switchgear Private Limited(formerly known as T&R Switchgear Private Limited)*				
- As % of	-0.57%	-0.18%	0.00%	-0.18%
- Amount (Rs. In Lakhs)	(227.74)	(7.60)	-	(7.60)
Intra Group Eliminations				
- As % of	-2.33%	1.01%	-0.04%	1.00%
- Amount (Rs. In Lakhs)	(935.22)	42.63	(0.01)	42.62
Total				
- As % of	**100%**	**100%**	**100%**	**100%**
- Amount (Rs. In Lakhs)	**40,086.60**	**4,234.52**	**17.41**	**4,251.93**

* From 1st April,2022 considered as subsidiary for consolidation purpose.

54 Relationship with Struck off Companies

The Group has not carried out any transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.

55 The Group has long-term contracts as at March 31, 2023 for which there are no material foreseeable losses. The group did not have any derivative contracts as at March 31, 2023.

56 Details of Creation/Satisfaction of Charges which are yet not registered with Ministry of Corporate Affairs beyond the statutory limits:

The Group has duly completed process for Registration or Satisfaction of Charges with ROC as and when required. There is no charge pending to be registered / satisfied with ROC.

57 Compliance with number of layers of companies:

The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

58 The Group do not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

59 Utilisation of Borrowed funds and share premium

Details of Funds advanced or loaned or invested by the group

The Group has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;

MANUBHAI & SHAH LLP CHARTERED ACCOUNTANTS

60 Ratio Analysis

(Rs. In Lakhs)

Particulars	Numerator	Denominator	2022-23	2021-22	% Change	Remarks
(a) Current Ratio (in times)	Total Current Assets	Total Current Liabilities	1.40	1.35	-3.36%	-
(b) Debt-Equity Ratio (in times)	Debt Consists of borrowings & lease liabilities	Total equity	0.82	0.89	7.63%	-
(c) Debt Service Coverage Ratio (in times)	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt service = Interest and lease payments + Principal repayments	1.09	0.55	-99.72%	Increased of Liability during the year due to holdingCompany have taken new WCD loan, open new overdraft facility with SBM Bank
(d) Return on Equity Ratio (in %)	Profit for the year less Preference dividend (if any)	Average total equity	11.13	7.84	-41.87%	Due to increased Sales and Profit
(e) Inventory Turnover Ratio (in %)	Cost of Goods sold	Average Inventory	402.45%	385.00%	-4.53%	-
(f) Trade Receivables Turnover Ratio (in times)	Net Sales	Average trade receivables	2.37	2.47	4.03%	-
(g) Trade Payables Turnover Ratio (in times)	Net Purchase + Other Expenses	Average trade payables	3.45	3.66	5.69%	-
(h) Net Capital Turnover Ratio (in times)	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	5.32	5.11	-4.17%	-
(i) Net Profit Ratio (in %)	Profit for the year	Net Sales	3.08%	1.23%	-151.06%	Increased in profit due to decreased in raw material cost from 80% to 78% and increase in revenue by 19%
(j) Return On Capital Employed (in %)	Profit before tax and finance costs	Capital employed = Net worth + Total Debt + Deferred tax liabilities	14.35%	9.62%	-49.14%	Increased in profit due to decreased in raw material cost from 80% to 78% and increase in revenue by 19%
(k) Return On Investment (in %)	Income generated from invested funds	Average invested funds	2.51%	16.34%	84.65%	Due to fluctuation in NAV driven by market and external factors

MANUBHAI & SHAH LLP CHARTERED

61 Details of funds received by the group

The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

62 Compliance with approved Scheme(s) of Arrangements
The Company has not applied for any Scheme of Arrangements under Sections 230 to 237 of the Companies Act, 2013.

63 Undisclosed Income
During the year under consideration, no tax assessment under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961) has been initiated/ongoing by the Income Tax Department.

64 Wilful Defaulter
The Group is not declared as wilful defaulter (as defined under the Companies Act, 2013) by any Bank or Financial Institution or other lender.

65 In the opinion of the management and to the best of their knowledge and belief the value on realisation of current assets, loans & advances in the ordinary course of business will not be less than the amount at which they are stated in the Balance Sheet.

66 The Group has assessed internal and external information upto the date of approval of the Audited financial statements while reviewing the recoverability of assets, adequacy of financial resources, performance of contractual obligations, ability to service the debt & liabilities, etc. Based on such assessment, the group expects to fully recover the carrying amounts of the assets and comfortably discharge its debts & obligations. Hence, the management does not envisage any material impact on the Audited consolidated financial statements of the company for the year ended 31st March, 2023.

67 Figures of corresponding previous year have been regrouped /rearranged wherever necessary, to make them comparable.

68 The Consolidated Financial Statements were approved for issue by the Board of Directors on 4th May,2023.

As per our report of even date attached

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

K Solanki

Krishnakant Solanki
Partner
Membership No. 110299

Place : Ahmedabad
Date: 4th May 2023

MANUBHAI & SHAH CHARTERED ACCOUNTANTS

For and on behalf of the Board

Satyen J. Mamtora
Managing Director
(DIN : 00139984)

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

R. D. Kiri

Rakesh Kiri
Company Secretary

Amarendra K. Gupta

Amarendra Kumar Gupta
Chief Financial Officer

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF
Transformers and Rectifiers (India) Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of **Transformers and Rectifiers (India) Limited** ("the Holding Company") and its subsidiaries (Holding Company and its subsidiaries collectively referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31, 2024, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and notes to the Consolidated Financial Statements, including a summary of the material accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (hereinafter referred to as "the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (hereinafter referred to as "Ind AS") and other accounting principles generally accepted in India, of their consolidated state of affairs of the Company as at March 31, 2024, of the consolidated profit and total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

MANUBHAI & SHAH LLP * CHARTERED ACCOUNTANTS

Sr. No.	Key Audit Matter	Auditor's Response
1	**Revenue recognition** The Holding Company is in the business of supplying transformers and rectifiers. The Holding Company has major types of customers such as state electricity companies and industrial customers. Revenue from sale of transformers and rectifiers is considered as key audit matter as there is a risk of accuracy of recognition and measurement of sales in the Consolidated Financial Statements considering following aspects: - Determination of performance obligations for recognition of revenue. - Estimation of variable consideration in pricing. - Cut off transactions.	**Principal audit procedure** Our approach was a combination of test of internal controls and substantive procedures which included the following: - Evaluated the design of internal control. - For evaluation of operative effectiveness of internal control, tested revenue by verifying, on sample basis, agreements executed with the customers, relevant documentary evidence of satisfaction of performance obligation for timing of recognition of revenue, accuracy of revenue recognition including variable consideration included in pricing, cut off transactions at the year-end and tax amount of invoice. - Performed substantive testing by verifying invoices and relevant documentary evidence on sample basis. - Obtained balance confirmation for selected samples and verified the reconciliation, if any, for the confirmation received. - Evaluated the appropriateness of accounting policies, related disclosure made and overall presentation in the Consolidated Financial Statements in terms of Ind AS 115. -
2	**Recoverability of assessment of trade receivables** In case of Holding Company, as at the balance sheet date, the value of trade receivable is Rs. 59,767.56 Lakhs representing 51.16% of total assets. Trade receivables of the Holding Company comprises mainly receivables from state electricity companies and industrial customers. Recoverability of assessment of trade receivables is considered as a key audit matter because of the	**Principal audit procedure** - Obtained understanding of the process implemented by the Company for impairment of trade receivables. - Tested the accuracy of ageing of trade receivables at year end on a sample basis. - Verified the working of impairment of trade receivables. - Obtained a list of outstanding receivables and identified any debtors with financial difficulty through discussion with management. - Evaluated the historical accuracy of impairment of trade receivables on a sample

Sr. No.	Key Audit Matter	Auditor's Response
	significance of trade debtors to the financial statements as a whole and assessing the allowance for impairment of debtors requires management to make subjective judgement over both the timing of recognition and estimation of amount required for such impairment.	basis by examining the actual write-offs, the reversal of previous recorded allowance and new allowance recorded. - Tested subsequent settlement of trade receivables after the balance sheet date on a sample basis. Evaluated the appropriateness of accounting policy as per Ind AS 109 and overall presentation in the Consolidated Financial Statements with reference to trade receivables.
3	**Contingent Liabilities** Contingent Liabilities are for ongoing litigations and claims before various authorities and third parties. These relate to indirect tax and claims not acknowledge as debt. Contingent liabilities are considered as key audit matters as the amount involved is significant and it also involves significant management judgement to determine possible outcome and future cash outflows of these disputes.	**Principal audit procedure:** - Obtained details of disputed claims as on March 31, 2024 from the management. - Discussed with the management about the significant judgment considered in determining possible outcome and future cash outflows of these disputes. - Verified relevant documents related to disputes. - Evaluated the appropriateness of accounting policies, related disclosure made and overall presentation in the Consolidated Financial Statements in terms of Ind AS 37.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated Financial Statements, Standalone 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 consider whether the other information is materially inconsistent with the Consolidated Financial Statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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.

MANUBHAI & SHAH LLP CHARTERED ACCOUNTANTS

Responsibilities of the Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Indian Accounting Standards (Ind AS) specified under section 133 of the Act and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of the preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting of the Group.

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

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

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

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls 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 information of the entities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entity included in the Consolidated Financial Statements of which we are the independent auditors. For the other entity included in the Consolidated Financial Statements, which have been audited by other auditor, such other auditor remains responsible for the direction, supervision and performance of the audit carried out by them. We remain solely responsible for our audit opinion.

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

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

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

MANUBHAI & SHAH LLP * ACCOUNTANTS

Other Matter

We did not audit the financial statements of subsidiaries whose financial statements reflect total assets of Rs. 9,731.01 Lakhs as at March 31, 2024, total revenues of Rs. 13,134.73 Lakhs, total net profit after tax of Rs. 513.01 Lakhs, and net cash outflow is Rs. 260.27 Lakhs for the year ended on that date, as considered in the Consolidated Financial Statements. The Consolidated Financial Statements also include the Group's share of net profit (including other comprehensive income) of Rs. 513.52 Lakhs for the year ended March 31, 2024 as considered in the consolidated financial statements, in respect of subsidiaries, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiaries and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the report of the other auditor.

Our opinion on the Consolidated Financial Statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books.

   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.

   d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Ind AS specified under Section 133 of the Act.

   e) On the basis of the written representations received from the directors of Holding Company as on March 31, 2024 taken on board by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiaries incorporated in India, none of directors of the Group's companies incorporated in India is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.

   f) With respect to the adequacy of the internal financial controls with reference to Consolidated Financial Statements and the operating effectiveness of such controls, refer to our separate Report in **"Annexure – A"**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to Consolidated Financial Statements of the Group.

MANUBHAI & SHAH LLP
CHARTERED ACCOUNTANTS

g) With respect to the other matters to be included in the Auditors' Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us the remuneration paid by the Holding Company to its directors during the year is in accordance with the section 197 read with Schedule V of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The Group has disclosed the impact of pending litigations on its financial position in its Consolidated Financial Statements – Refer Note 45 to the Consolidated Financial Statements.

ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group.

iv. (a) The Management of the Holding Company have represented to us that, to the best of their knowledge and belief and based on consideration of reports of other auditors on separate financial statements of subsidiaries incorporated in India, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company and its subsidiaries to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company and its subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The Management of the Holding Company have represented to us that, to the best of their knowledge and belief and based on consideration of reports of other auditors on separate financial statements of subsidiaries incorporated in India, no funds (which are material either individually or in the aggregate) have been received by the Holding Company and its subsidiaries from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company and its subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and those performed by other auditors of the subsidiaries which are incorporated in India, whose financial statements are audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. (a) The final dividend proposed in the previous year, declared and paid by the Holding Company during the year is in accordance with Section 123 of the Act, as applicable.

(b) The Board of Directors of the Holding Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

vi. Based on our examination which included test checks and that performed by the respective auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, the Holding Company and subsidiaries have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we and respective auditors of the above referred subsidiaries did not come across any instance of audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO report issued by other auditor of subsidiaries included in the Consolidated Financial Statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in this CARO report.

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

MANUBHAI & SHAH LLP * CHARTERED ACCOUNTANTS

K. B. Solanki
Partner
Membership No.110299
UDIN: 24110299BKCUSJ2042

Place: Ahmedabad
Date: April 08, 2024

ANNEXURE – A TO THE INDEPENDENT AUDITOR'S REPORT

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

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

In conjunction with our audit of the Consolidated Financial Statements of the Holding Company as of for the year ended March 31, 2024, we have audited the internal financial controls with reference to the Consolidated Financial Statements of **Transformers and Rectifiers (India) Limited** ("the Holding Company") and its subsidiaries which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the companies included in the Group, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies 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 respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Consolidated Financial Statements included obtaining an understanding of internal financial controls with reference to Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error.

MANUBHAI & SHAH LLP * ACCOUNTANTS

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system with reference to the Consolidated Financial Statements.

Meaning of Internal Financial Controls with reference to the Consolidated Financial Statements

A company's internal financial control with reference to the Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to 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 unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to the Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to Consolidated Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to the Consolidated Financial Statements to future periods are subject to the risk that the internal financial control with reference to the Consolidated Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company has, in all material respects, an adequate internal financial controls system with reference to the Consolidated Financial Statements and such internal financial controls with reference to the Consolidated Financial Statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

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

K. B. Solanki
Partner
Membership No.110299
UDIN: 24110299BKCUSJ2042

Place: Ahmedabad
Date: April 08, 2024

Transformers and Rectifiers (India) Limited
CIN:L33121GJ1994PLC022460
Consolidated Balance Sheet as at 31st March 2024

(Rs. in Lakhs)

Particulars	Notes	As at 31st March 2024	As at 31st March 2023
I. Assets			
(1) Non Current Assets			
(a) Property, Plant & Equipment	5	13,685.95	14,654.22
(b) Capital work-in-progress	5(f)	361.50	336.83
(c) Right of Use of Asset	5	6.80	67.77
(d) Intangible Assets	5	675.37	586.49
(e) Intangible asset under development	5(h)	156.33	0.54
Goodwill on Consolidation			
(f) Financial Assets			
(i) Investments	6	45.50	35.13
(ii) Loans	7	157.55	117.76
(iii) Others	8	1,607.48	1,825.46
(iv) Trade Receivables	9	217.06	420.75
(g) Deferred Tax Assets	25	364.17	-
(h) Other Non Current Assets	10	694.30	1,555.57
Total Non Current Assets		**17,972.01**	**19,600.52**
(2) Current Assets			
(a) Inventories	11	27,483.15	27,138.52
(b) Financial Assets			
(i) Investments	12	372.70	49.98
(ii) Trade receivables	13	61,409.05	63,526.56
(iii) Cash and Cash Equivalents	14	160.66	474.90
(iv) Bank Balances other than (iii) above	15	2,564.12	1,812.76
(v) Loans	16	39.14	40.25
(vi) Others	17	342.87	169.71
(c) Current Tax Assets (net)	18	7.14	4.10
(d) Other Current Assets	19	6,479.42	5,750.83
Total Current Assets		**98,858.25**	**98,967.61**
Total Assets		**1,16,830.26**	**1,18,568.13**
II. Equity and Liabilities			
Equity			
(a) Equity Share Capital	20	1,425.64	1,325.64
(b) Other Equity	21	54,016.88	38,087.47
Equity attributable to owners of Company		**55,442.52**	**39,413.11**
Non Controlling Interests		**850.99**	**673.49**
Total Equity		**56,293.51**	**40,086.60**
Liabilities			
(1) Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	22	5,313.47	6,379.02
(ii) Lease Liabilities	23	-	8.63
(b) Provisions	24	570.96	427.93
(c) Deferred Tax Liabilities (Net)	25	-	184.24
(d) Other Non current liabilities	26	715.42	713.02
Total Non Current Liabilities		**6,599.85**	**7,712.84**
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	27	20,266.10	26,571.05
(ii) Lease Liabilities	28	7.42	66.40
(iii) Trade Payables	29		
(a) Total outstanding dues to Micro and Small Enterprises		662.53	645.96
(b) Total outstanding dues to other than Micro and Small Enterprises		23,424.75	33,990.75
(iv) Others	30	432.74	319.12
(b) Other Current Liabilities	31	7,632.03	7,885.34
(c) Short Term Provisions	32	211.31	81.85
(d) Current Tax Liabilities (Net)	33	1,300.02	1,208.22
Total Current Liabilities		**53,936.90**	**70,768.69**
Total Liabilities		**60,536.75**	**78,481.53**
Total Equity and Liabilities		**1,16,830.26**	**1,18,568.13**
Material Accounting Policies and Notes to Consolidated Financial Statements	1-68		-

As per our report of even date attached

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

Krishnakant Solanki
Partner
Membership No. 110299

Place : Ahmedabad
Date: 8th April, 2024

For and on behalf of the Board

Satyen J. Mamtora
Managing Director
(DIN : 00139984)

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

Rakesh Kiri
Company Secretary

Chanchal Singh Satyendra Rajora
Chief Financial Officer

Place : Ahmedabad
Date: 8th April, 2024

Transformers and Rectifiers (India) Limited
CIN:L33121GJ1994PLC022460
Consolidated Statement of Profit and Loss for the Year ended 31st March 2024

(Rs. in Lakhs)

Particulars	Notes	Year ended 31st March, 2024	Year ended 31st March 2023
I. Revenue from Operations	34	1,29,467.64	1,39,597.02
II. Other Income	35	581.57	868.67
III. Total Income (I + II)		**1,30,049.21**	**1,40,465.69**
IV. Expenses			
(a) Cost of Materials Consumed	36	89,560.07	99,571.91
(b) Purchase of Stock in Trade	37	2,909.26	4,942.37
(c) Changes in Inventories of Finished Goods and Work in Progress	38	213.50	2,784.81
(d) Employee Benefits Expenses	39	4,770.31	4,117.85
(e) Finance Cost	40	5,079.95	4,796.79
(f) Depreciation & Amortization Expenses	5	2,473.18	2,452.67
(g) Other Expenses	41	18,603.64	16,092.46
Total Expenses		**1,23,609.91**	**1,34,758.86**
V. Share in Profit of Joint Venture		-	-
VI. Profit Before Tax (III-IV+V)		**6,439.30**	**5,706.83**
VII. Tax Expenses:	42		
(a) Current Tax		2,246.61	1,895.82
(b) Tax relating to Earlier Years		27.26	115.41
(c) Deferred Tax		(535.10)	(538.92)
Net Tax Expenses		**1,738.77**	**1,472.31**
VIII. Profit for The Year (VI-VII)		**4,700.53**	**4,234.52**
IX. Other Comprehensive Income (OCI)	43		
(a) Items that will not be reclassified to profit or loss			
(i) Equity Instrument through Other Comprehensive Income		-	-
(i) Re-measurement of defined benefit plans		57.67	22.78
(ii) Income Tax relating to above		(15.64)	(5.37)
(b) Items that will be reclassified to profit or loss		-	-
Total Comprehensive Income for The Year		**42.03**	**17.41**
X. Total Comprehensive Income for The Year (VIII+IX)		**4,742.56**	**4,251.93**
Profit for the year attributable to:			
- Owners of the Company		**4,449.73**	**4,073.85**
- Non Controlling Interests		**250.80**	**160.67**
Other Comprehensive Income for the year			
- Owners of the Company		**41.78**	**16.66**
- Non Controlling Interests		**0.25**	**0.75**
Total Comprehensive Income for the year			
- Owners of the Company		**4,491.51**	**4,090.51**
- Non Controlling Interests		**251.05**	**161.42**
XI. Earnings Per Equity Share			
(1) Basic (Rs.)	44	3.24	3.07
(2) Diluted (Rs.)		3.24	3.07
Nominal Value per Share (Rs.)		1.00	1.00
Material Accounting Policies and Notes to Consolidated Financial Statements	1-68		

As per our report of even date attached

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

Krishnakant Solanki
Partner
Membership No. 110299

Place : Ahmedabad
Date: 8th April, 2024

For and on behalf of the Board

Satyen J. Mamtora
Managing Director
(DIN : 00139984)

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

Rakesh Kiri
Company Secretary

Chanchal Singh Satyendra Rajora
Chief Financial Officer

Place : Ahmedabad
Date: 8th April, 2024

Transformers and Rectifiers (India) Limited
CIN:L33121GJ1994PLC022460
Consolidated Statement of Changes in Equity for the year ended 31st March 2024

(A) Equity Share Capital

(Rs. in Lakhs)

Particulars	Amount
Balance as at 1st April 2022	1,325.64
Changes during the year	-
Balance as at 31st March 2023	1,325.64
Changes during the year	100.00
Balance as at 31st March 2024	1,425.64

(B) Other Equity

Particulars	Reserves and Surplus				Attributable to owners of Parent	Non Controlling Interests	Total
	Securities Premium	General Reserve	Capital Reserve on Consolidation	Retained Earnings			
Balance as at 1st April 2022	13,474.85	2,286.87	46.29	18,519.84	34,327.85	673.67	35,001.52
Profit for the year	-	-	-	4,073.85	4,073.85	160.67	4,234.52
Remeasurement of defined benefit plans (net of tax)	-	-	-	16.66	16.66	-	16.66
Other Comprehensive Income for the Year	-	-	-	-	-	0.75	0.75
Minority Share in Networth of Taril Switchgear Private Limited as on 01.04.2022						(88.05)	(88.05)
Other Adjustment				(132.07)	(132.07)		(132.07)
Dividend Paid				(198.82)	(198.82)	(73.55)	(272.37)
Balance as at 31st March 2023	13,474.85	2,286.87	46.29	22,279.46	38,087.47	673.49	38,760.96
Profit for the year	-	-	-	4,449.73	4,449.73	250.80	4,700.53
Remeasurement of defined benefit plans (net of tax)	-	-	-	41.78	41.78	-	41.78
Other Comprehensive Income for the Year	-	-	-	-	-	0.25	0.25
Other Adjustment	-	(25.00)	-	23.79	(1.21)		(1.21)
Dividend Paid	-	-	-	(198.85)	(198.85)	(73.55)	(272.40)
Add : Received during the year for issuing equity shares	11,900.01	-	-	-	11,900.01		11,900.01
Less : Share issue expenses	262.05	-	-	-	262.05		262.05
Balance as at 31st March 2024	25,112.81	2,261.87	46.29	26,595.91	54,016.88	850.99	54,867.87

Proposed Dividend

The Board of Directors, in its meeting on 8th April 2024, has proposed a final dividend of Rs.0.20/- per equity share (Face value of Re. 1/- each) for the financial year ended on 31st March 2024. The proposal is subject to the approval of shareholders at the Annual General Meeting and, if approved, would result in a cash outflow of Rs.285.13 Lakhs.

The Board of Directors, in its meeting on 4th May 2023, had proposed a final dividend of Rs. 0.15/- per equity share (Face value of Re. 1/- each) for the financial year ended on 31st March 2023. The proposal was approved by shareholders at the Annual General Meeting and this resulted in a cash outflow of Rs. 198.82 Lakhs.

As per our report of even date attached

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

Krishnakant Solanki
Partner
Membership No. 110299

Place : Ahmedabad
Date: 8th April, 2024

MANUBHAI & SHAH LLP
CHARTERED ACCOUNTANTS

For and on behalf of the Board

Satyen J. Mamtora
Managing Director
(DIN : 00139984)

Rakesh Kiri
Company Secretary

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

Chanchal Singh Satyendra Rajora
Chief Financial Officer

Place : Ahmedabad
Date: 8th April, 2024

Transformers and Rectifiers (India) Limited
CIN:L33121GJ1994PLC022460
Consolidated Statement of Cash Flow for the Year ended on March 31, 2024

(Rs. in Lakhs)

	Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
(A)	**Cash flow From Operating Activities**		
1.	**Net Profit Before Tax**	6,439.31	5,706.83
2.	Adjustments for:		
	(a) Depreciation and Amortization	2,473.18	2,453.13
	(b) Finance Cost	5,076.86	4,786.94
	(c) Finance Charges on lease liability	3.09	9.85
	(d) Interest Income	(250.49)	(246.14)
	(e) Insurance claim receivable		-
	(f) Finance Income*	(0.60)	(0.45)
	(g) Unrealized foreign exchange losses/(gain)	(5.88)	(155.95)
	(h) Sundry amount written back	(131.29)	(179.80)
	(i) Excess Provision Written Back	(43.77)	(268.85)
	(j) Provision for doubtful debts and bad debts written off	1,774.61	1,216.27
	(k) Interest on refund from Income Tax	(16.70)	(4.00)
	(l) Loss on Sales of Property, Plant and Equipment	(41.96)	(2.80)
	(m) Fair value (gain)/loss on Investment in Mutual Funds	(44.27)	(1.71)
	(n) Other Adjustment to Reconcile Profit	38.74	(220.12)
		8,831.52	**7,386.37**
	Operating Profit Before Working Capital Changes (1 + 2)	**15,270.83**	**13,093.20**
3.	Adjustments for Working Capital Changes:		
	(i) (Increase)/ Decrease in Operating Assets		
	(a) Trade receivables	1,712.22	(11,402.76)
	(b) Loans & Advances	(39.07)	(12.67)
	(c) Other Assets	(1,228.18)	497.70
	(d) Other Financial assets	(22.58)	(609.82)
	(ii) Increase/ (Decrease) in Operating Liabilities		
	(a) Trade Payables	(10,412.34)	2,179.67
	(b) Provisions	330.56	50.44
	(c) Other Financial Liabilities	18.28	58.54
	(d) Other Liabilities	(237.05)	1,229.76
	(iii) (Increase)/ Decrease in Inventories	(344.63)	(953.86)
	Cash generated from operations	**5,048.04**	**4,130.21**
	Less: Direct Taxes Paid (Net Refund)	2,132.09	1,291.26
	Net Cash from Operating Activities (A)	**2,915.95**	**2,838.94**
(B)	**Cash flow from Investing Activities**		
	(a) Purchase of Property, Plant and Equipment, Intangible Assets, Capital Work in progress	(1,583.19)	(1,028.36)
	(b) Sale of Property, Plant and	60.74	113.14
	(c) Earmarked deposits / balances with bank (Placed) /	(683.64)	1,617.45
	(d) Interest received	250.65	246.14
	(e) (Purchase)/ Sale of Mutual Funds	(288.82)	(32.17)
	Net Cash from Investing Activities (B)	**(2,244.26)**	**916.20**

(C)	**Cash flow From Financing Activities**		
	(a) Proceeds from Long Term Borrowings	96.00	5,088.01
	(b) Repayment of Long Term Borrowings	(1,160.70)	(4,262.25)
	(c) Net Increase/(Decrease) in Working Capital Borrowings	(6,257.42)	(203.65)
	(d) Finance Cost	(5,078.16)	(4,786.94)
	(e) Interest on Refund from Income Tax	16.70	-
	(f) Proceeds from preferential equity shares	11,737.66	-
	(g) Dividend paid by holding company	(198.85)	(198.82)
	(h) Dividend declared by subsidiary (Non-controlling Interests)	(73.55)	(73.55)
	(i) Recognition of lease obligation	-	12.45
	(j) Reverasal of lease oblication	(5.89)	(3.82)
	(k) Payment of Lease	(61.72)	(59.33)
	Net Cash From Financing Activities (C)	**(985.93)**	**(4,487.90)**
(D)	**Net Increase/(Decrease) In Cash & Cash Equivalents (A+B+C)**	**(314.24)**	**(732.76)**
(E)	**Cash & Cash Equivalents-Opening Balance**	**474.90**	**1,207.66**
(F)	**Cash & Cash Equivalents-Closing Balance**	**160.66**	**474.90**

(Rs. in Lakhs)

	As at 31st March 2024	**As at 31st March 2023**
Note :		
1 **A) Components of Cash & Cash Equivalents :**		
Cash on hand	7.05	1.62
Balances with Banks		
In Current Accounts	135.19	422.89
In Cash credit account	11.07	43.05
In Fixed Deposit Accounts Maturing with in three months	7.35	7.34
Cash & Cash Equivalents	**160.66**	**474.90**

As per our report of even date attached

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

Krishnakant Solanki
Partner
Membership No. 110299

Place : Ahmedabad
Date: 8th April 2024

For and on behalf of the Board

Satyen J. Mamtora
Managing Director
(DIN : 00139984)

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

Rakesh Kiri
Company Secretary

Chanchal Singh Satyendra Rajora
Chief Financial Officer

Place : Ahmedabad
Date: 8th April 2024

COMPANY OVERVIEW AND MATERIAL ACCOUNTING POLICIES

1 Corporate Information

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

The Consolidated Financial Statements comprise financial statements of Transformers and Rectifiers (India) Ltd. ('TRIL' or 'the Holding Company') and its Subsidiaries for the year ended 31st March 2024.

2 Basis of Preparation

(a) Statement of Compliance

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

(b) Basis of Measurement

The Consolidated Financial Statements have been prepared on the historical cost on convention accrual basis except for certain financial assets and liabilities that are measured at fair value, amortised cost or present value, as disclosed in accounting policies and Defined Benefit Plans where Plan Assets are measured at fair value at the end of each reporting period:
Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.
As the operating cycle cannot be identified in normal course due to the special nature of the industry, the same has been assumed to have duration of 12 months. Accordingly, all assets and liabilities have been classified as current or non-current as per the Group's operating cycle and other criteria set out in Ind AS-1 'Presentation of Financial Statements' and Schedule III to the Companies Act, 2013.

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

(c) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions.
The Group categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed in their measurement which are described as follows:

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

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

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

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred among levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

(d) Principles of Consolidation:

The Consolidated Financial Statements incorporate the financial statements of the Holding Company and its subsidiaries (collectively referred as "the Group").

Subsidiaries are entities controlled by the Holding Company. The Holding Company controls an entity when it is exposed or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are consolidated from the date of their acquisition, being the date on which the Holding Company obtains control and continue to be consolidated until the date that such control ceases.

The Consolidated Financial Statements are prepared using uniform accounting policies consistently for material like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Holding Company's Standalone Financial Statements except otherwise stated. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

The Consolidated Financial Statements have been prepared by combining the financial statements of the Holding Company and its subsidiaries on a line-by-line basis by adding together the book values of like items of assets, liabilities, equity, income, expenses and cash flow after eliminating in full intra-group assets, liabilities, equity, income, expenses and cash flow relating to intra-group transactions and unrealized profits. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Such unrealized profit/losses are fully attributed to the Holding Company.
Profit or loss and each component of other comprehensive income are attributed to the owners of the Holding Company and to the non-controlling interests. Total comprehensive income is attributed to the owners of the Holding Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Holding Company.

MANUBHAI & SHAH LLP CHARTERED ACCOUNTANTS

When the Group loses control of a subsidiary, a gain or loss is recognised in the consolidated statement of profit and loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill) and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to the consolidated statement of profit and loss or transferred to another category of equity as specified/permitted by applicable Ind AS). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under Ind AS 109, or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

(e) Non-controlling Interests

Non-controlling interests represent the proportion of income, other comprehensive income and net assets in subsidiaries that are not attributable to the Holding Company's shareholders.

Non-controlling interests are initially measured at proportionate share of the recognised amounts of the acquiree's identifiable net assets. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of the interest at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

(f) Goodwill on Consolidation

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the cash generating unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the cash generating unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in Consolidated Statement of Profit and Loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the Profit and Loss.

(g) Following subsidiary companies have been considered in the preparation of Consolidated financial statement.

Name of the subsidiaries	% Holding	
	As at March 31, 2024	As at March 31, 2023
Transpares Limited	51%	51%
Transweld Mechanical Engineering Works Limited	100%	100%
TARIL Infrastructure Limited	100%	100%
Savas Engineering Company Private Limited	100%	100%
TARIL Switchgear Private Limited	60%	60%

(h) Recent Accounting Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1st, 2024.

3 Material Accounting Policies

(a) Property, Plant and Equipment

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

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

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

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

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

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

MANUBHAI & SHAH LLP CHARTERED ACCOUNTANTS

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

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

Asset Description	Assets Useful life (in Years)
Factory Building	30
Building other than Factory Building	60
Plant and Equipment	15
Electrical installation	10
Air conditioners & refrigerators	5
Office Equipments	5
Computers	3
Furniture and Fixtures	10
Vehicles	8 & 10

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

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

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

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

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

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

(b) Intangible Assets

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

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

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

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

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

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

(c) Impairment of non-financial assets

The Group reviews at each reporting period whether there is any indication that an asset may be impaired. If at the end of reporting period any such indication exists, the Group estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit & Loss. If at the reporting period, there is an indication that there is change in the previously assessed impairment loss, the recoverable amount is reassessed and the asset is reflected at the recoverable

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

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

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

(d) Inventories

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

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

(e) Revenue and Income Recognition

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

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

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

Interest on investments is booked on a time proportion basis taking into account the amounts invested and the rate of interest.
Dividend income is recognised when the right to receive the same is established.

Export incentives are accrued in the year when the right to receive the same is established in respect of exports made and are accounted to the extent there is no significant uncertainty about the measurability and ultimate realization/ utilization of such benefits/ duty credit.
Service Support income is recognized on accrual basis at point in time as per the terms of the contract.
Other income is recognized on accrual basis except when realization of such income is uncertain.

(f) Foreign Exchange Transactions

Transactions in currencies other than the Group's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated using exchange rate prevailing on the last day of the reporting period.
Non monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of transaction.
Exchange differences on monetary items are recognized in the consolidated Statement of Profit and Loss in the period in which they arise.

(g) Leases

As Lessee

The Group assesses whether a contract, is, or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:
- the contract involves the use of an identified asset;
- the Group has substantially all of the economic benefits from use of the asset throughout the period of the lease.
- the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognises a lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases and corresponding Right-of-use Asset . For these short-term and low value leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

SHAH & SHAH LLP CHARTERED ACCOUNTANTS

The Right-of-use Assets are initially recognized at cost, which comprises the initial amount of the lease liabilities adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses and adjusted for any remeasurement of the lease liabilities.

Right-of-use Assets are depreciated on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if it is not readily determinable, using the incremental borrowing rate. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option.

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

Short-term leases and leases of low-value assets

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

As lessor

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

(i) Another systematic basis is more representative of the time pattern of the benefit derived from the asset given on lease.; or

(ii) The payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

(h) Employees Benefits

(i) Defined Contribution Plan

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

(ii) Defined Benefit Plan

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

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

(iii) Short Term Employee Benefits

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

(iv) Other Long Term Employee Benefits

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

(i) Borrowing Cost

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

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

(j) Income Taxes

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

(i) Current Tax

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

MANUBHAI & SHAH LLP CHARTERED ACCOUNTANTS

(ii) Deferred Tax

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

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

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in

which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are presented separately in the consolidated Balance sheet except where there is a right of set -off within fiscal jurisdictions and an intention to settle such balances on a net basis.

Deferred Tax Liabilities are recognised for taxable temporary differences associated with investment in subsidiaries and associate and interest in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such interest are recognised only to the extend that it is probable that there will be sufficient taxable profits against which is to utilise the benefits of the temporary difference and they are expected to reverse in the foreseeable future .

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

(iii) Current and Deferred Tax Expense for the Year

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

(k) Financial Instruments

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

(l) Financial Assets - Classification and Measurement

(i) Cash and Cash Equivalents

The Group considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for

(ii) Financial Assets at Amortized Cost

Financial assets are subsequently measured at amortized cost using the effective interest method if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

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

(v) Impairment of Financial Assets

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

MANUBHAI & SHAH LLP CHARTERED ACCOUNTANTS

Simplified Approach

The Group follows 'simplified approach' for recognition of impairment loss allowance on Trade Receivables.

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

General Approach

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

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

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

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

(vi) Derecognition of Financial Assets

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

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

(m) Financial Liabilities - Classification and Measurement

(i) Financial Liabilities measured at amortized cost

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

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

(ii) Financial Liabilities and Equity Instruments

Classification as Debt or Equity:

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

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of it's Equity Instruments issued by a Group are recognized at the proceeds received.

(iii) Derecognition of Financial Liabilities

The Group derecognizes a financial liability when its contractual obligations are discharged or cancelled or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in Statement of profit or loss.

Offsetting

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

(n) Government grants

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

(o) Earnings Per Share

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

(p) Provisions, Contingent Liabilities and Contingent Assets

(i) Provisions

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

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

(ii) Contingent Liabilities and Assets

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

The treatment in respect of disputed obligations are as under:

a) a provision is recognized in respect of present obligations where the outflow of resources is probable;

b) all other cases are disclosed as contingent liabilities unless the possibility of outflow of resources is remote.

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

Estimated amount of contracts remaining to be executed on capital account are considered for disclosure.

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

(q) Statement of Cash Flow

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

(r) Segment Reporting

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

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

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

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

(a) Judgements

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

Evaluation of Indicators for Impairment of Property, Plant and Equipment

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

(b) Assumptions and Estimation Uncertainties

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

MANUBHAI & SHAH LLP CHARTERED ACCOUNTANTS

(i) Defined Benefit Obligations

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

The parameter most subject to change is the discount rate. In determining the appropriate discount rate, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

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

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

(iii) Contingent Liabilities

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

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

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

(v) Allowance for impairment of trade receivables

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

(vi) Provisions

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

(vii) Revenue Recognition

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

MANUBHAI & SHAH LLP CHARTERED ACCOUNTANTS

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

(Rs. in Lakhs)

Particulars /Assets	Tangible Assets										Intangible Assets				Gross Total
	Freehold Land	Building	Plant & Equipments	Electric Installations	Furniture & Fixtures	Vehicles	Office Equipments	Computers	Right of Use Assets	Total	Computer Software	Technical Know - How	Design and Prototypes	Total	
GROSS BLOCK															
At 1st April 2022	471.24	8,074.83	12,987.89	766.18	293.07	1,684.03	325.82	119.46	272.59	24,995.11	166.70	1,165.20	889.45	2,221.35	27,216.46
Additions	2.75	2.96	307.45	81.10	11.58	255.37	27.73	38.00	12.45	739.39	18.25	-	270.00	288.25	1,027.64
Deduction/Adjustments	1.50	4.41	35.29	-	-	470.38	0.63	-	3.82	516.03	-	-	-	-	516.03
At 31st March 2023	472.49	8,073.38	13,260.05	847.28	304.65	1,469.02	352.92	157.46	281.22	25,218.47	184.95	1,165.20	1,159.45	2,509.60	27,728.07
Additions	-		949.94	2.75	18.71	125.54	37.82	47.31	-	1,182.07	2.02	-	367.50	369.52	1,551.59
Deduction/Adjustments	-	3.46	8.14	-	-	15.93	-	-	5.89	33.42	-	-	-	-	33.42
At 31st March 2024	472.49	8,069.92	14,201.85	850.03	323.36	1,578.63	390.74	204.77	275.33	26,367.12	186.97	1,165.20	1,526.95	2,879.12	29,246.24
ACCUMULATED DEPRECIATION															
At 1st April 2022	-	1,380.65	4,879.01	503.63	217.94	1,236.28	225.40	83.79	155.87	8,682.57	74.69	807.05	805.72	1,687.46	10,370.03
Charge for the year		245.90	1,613.50	67.83	29.45	161.13	26.74	17.47	57.58	2,219.60	35.79	172.79	27.07	235.65	2,455.25
Deduction/Adjustments	-	2.39	8.00	-	-	394.71	0.59	-	-	405.69	-	-	-	-	405.69
At 31st March 2023	-	1,624.16	6,484.51	571.46	247.39	1,002.70	251.55	101.26	213.45	10,496.48	110.48	979.84	832.79	1,923.11	12,419.59
Additions	-	238.65	1,752.99	54.86	6.52	21.53	27.05	35.16	55.08	2,191.84	27.03	202.37	51.24	280.64	2,472.48
Deduction/Adjustments	-	1.96	0.17	-	-	11.82	-	-	-	13.95	-	-	-	-	13.95
At 31st March 2024	-	1,860.85	8,237.33	626.32	253.91	1,012.41	278.60	136.42	268.53	12,674.37	137.51	1,182.21	884.03	2,203.75	14,878.12
Net Block															
At 31st March 2023	472.49	6,449.22	6,775.54	275.82	57.26	466.32	101.37	56.20	67.77	14,721.99	74.47	185.36	326.66	586.49	15,308.48
At 31st March 2024	472.49	6,209.07	5,964.52	223.71	69.45	566.22	112.14	68.35	6.80	13,692.75	49.46	(17.01)	642.92	675.37	14,368.12

5(a) The aggregate depreciation charge for the year has been included under depreciation and amortisation expense in the Statement of Profit and Loss.
5(b) Contractual obligations: Refer note 45 for disclosure on contractual commitments for the acquisition and construction of property, plant and equipment.
5(c) Refer note 22(a) and 27 for information on property plant and equipment given as security by the Group.
5(d) The Group has elected to continue with the carrying value of its Property Plant & Equipment (PPE) & Intangible assets recognised as of 1st April 2016 (transition date) measured as per the Previous GAAP and used that carrying value as its deemed cost as on the transition date as per Para D7AA of Ind AS 101.
5(e) The group has not carried revalution of Property Plant and Equipment.

5(f) Capital work-in-progress

(Rs. in Lakhs)

Particulars	As at 31st March, 2024		As at 31st March, 2023	
Construction Work in Progress - Fixed Assets	(Rs)	(Rs)	(Rs)	(Rs)
Balance as at beginning of the year	336.83	-	63.35	-
Add: Additions during the year	453.40	-	279.84	-
Less: Transfer to Property, Plant and Equipment	428.73	-	6.36	-
Less: Transfer to Statement of Profit and Loss	-	-	-	-
Balance as at ending of the year		361.50		336.83
TOTAL		**361.50**		**336.83**

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

As at 31st March 2024 (Rs. in Lakhs)

Particulars	(Rs) Less than 1 year	(Rs) 1 to 2 years	(Rs) 2 to 3 years	(Rs) 3 and more	Total (Rs)
i) Projects in Progress	276.64	84.86	-	-	361.50
ii) Projects temporarily suspended	-	-	-	-	-

As at 31st March 2023 (Rs. in Lakhs)

Particulars	(Rs) Less than 1 year	(Rs) 1 to 2 years	(Rs) 2 to 3 years	(Rs) 3 and more	Total (Rs)
i) Projects in Progress	279.84	56.99	-	-	336.83
ii) Projects temporarily suspended	-	-	-	-	-

No Capital Work in Progress assets are impaired and suspended during the year.
There is no project whose completion is overdue or has exceeds its cost compared to its original plan.

5(h) Intangible Assets Under Development

(Rs. in Lakhs)

Particulars	As at 31st March, 2024		As at 31st March, 2023	
Work in Progress - Intangible Asset	(Rs)	(Rs)	(Rs)	(Rs)
Balance as at beginning of the year	0.54	-	279.35	-
Add: Net expenditure during the year	155.79	-	6.14	-
Less: Transfer to Intangible Assets		-	284.95	-
Less: Transfer to Statement of P & L	-	-	-	-
Balance as at ending of the year		156.33		0.54
TOTAL		**156.33**		**0.54**

5(i) Ageing Schedule of Intangible Assets Under Development (Projects in process):

As at 31st March 2024 (Rs. in Lakhs)

Particulars	(Rs) Less than 1 year	(Rs) 1 to 2 years	(Rs) 2 to 3 years	(Rs) 3 and more	Total (Rs)
i) Projects in Progress	155.79	0.54	-	-	156.33
ii) Projects temporarily suspended	-	-	-	-	-

As at 31st March 2023 (Rs. in Lakhs)

Particulars	(Rs) Less than 1 year	(Rs) 1 to 2 years	(Rs) 2 to 3 years	(Rs) 3 and more	Total (Rs)
i) Projects in Progress	0.54	-	-	-	0.54
ii) Projects temporarily suspended	-	-	-	-	-

No Intangible Assets under development are impaired and suspended during the year.
There is no project whose completion is overdue or has exceeds its cost compared to its original plan.

MANUBHAI & SHAH LLP CHARTERED ACCOUNTANTS

(Rs. in Lakhs)

6 Investments	As at 31st March 2024	As at 31st March 2023
Other investments	45.50	35.13
Total	45.50	35.13

(Rs. in Lakhs)

7 Loans	As at 31st March 2024	As at 31st March 2023
Unsecured, Considered Good unless otherwise stated		
Loan to Employees	157.55	117.76
Total	157.55	117.76

(Rs. in Lakhs)

8 Others	As at 31st March 2024	As at 31st March 2023
Unsecured, Considered Good unless otherwise stated		
Other Deposits	58.49	58.44
Other receivables	-	105.64
Margin Money deposits with Bank having more than 12 months maturity*	1,549.00	1,616.72
Interest Receivable	-	44.66
Total	1,607.49	1,825.46

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

(Rs. in Lakhs)

9 Trade Receivables	As at 31st March 2024	As at 31st March 2023
Unsecured, Considered Good unless otherwise stated		
Others	217.06	420.75
	217.06	420.75
Credit Impaired	251.85	243.20
Less: Allowance for Doubtful receivables	251.85	243.20
	-	-
Total	217.06	420.75

9A Ageing Schedule for non current Trade Receivables

(Rs. in Lakhs)

Particulars	As at 31st March,2024		As at 31st March,2023	
	Undisputed Considered Good	Undisputed Credit Impaired	Undisputed Considered Good	Undisputed Credit Impaired
Not Due	123.50		328.49	-
Less than 6 Months	38.73		-	-
6 Months to 1 Year			-	-
1 to 2 Year	45.42		82.80	-
2 to 3 Years	6.83		1.05	-
More than 3 Years	2.57	251.85	8.41	243.20
Less: Allowance for Credit impaired		(251.85)	-	(243.20)
Total	217.05	-	420.75	-

(Rs. in Lakhs)

10 Other Non-Current Assets	As at 31st March 2024	As at 31st March 2023
Unsecured, Considered Good unless otherwise stated		
Advances given for capital assets	-	149.28
Deposits and balances with government and other authorities	315.01	930.61
Advance Tax & TDS(net of provisions) & Income Tax Receivable	16.72	75.99
Prepaid Expenses	362.56	399.69
Unsecured, Considered doubtful		
Advances given for capital assets	57.00	85.59
Less :Impairment of Advances	(57.00)	(85.59)
Deposits and balances with government and other authorities	-	78.00
Less : Impairment	-	(78.00)
Total	694.29	1,555.57

(Rs. In Lakhs)

11 Inventories	As at 31st March 2024	As at 31st March 2023
Raw materials	10,196.53	9,292.67
Raw materials in transit	-	170.80
Finished goods	4,151.74	6,797.33
Process stock	13,194.67	10,757.00
Scrap	90.55	267.84
Process Scrap	2.76	8.34
	27,636.25	27,293.98
Less: Impairment for Non - Moving Inventories	153.10	155.46
Total	27,483.15	27,138.52

11(a) For details of inventories given as security against borrowings (Refer Note: 22 & 27).

MANUBHAI & SHAH LLP CHARTERED ACCOUNTANTS

(Rs. in Lakhs)

12 Investment	As at 31st March 2024	As at 31st March 2023
Mutual fund - Unquoted	372.70	49.98
Total	**372.70**	**49.98**
Aggregate carrying value of unquoted Investment	372.70	49.98
Aggregate market value of unquoted Investment	372.70	49.98

(Rs. in Lakhs)

13 Trade Receivables	As at 31st March 2024	As at 31st March 2023
Unsecured, Considered Good unless otherwise stated		
Others	61,409.05	63,526.56
Less: Allowance for expected credit Loss	-	-
	61,409.05	63,526.56
Credit Impaired	2,860.90	2622.73
Less: Allowance for Doubtful receivables	2,860.90	2622.73
	-	-
Total	61,409.05	63,526.56

13(a) Ageing Schedule for Trade receivables

As at 31st March 2024 (Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
i) Undisputed - considered good	41,725.86	12,265.73	6,071.83	2	0.77	60,066.19
ii) Undisputed - which have significant increase in credit risk	-	-	-	1,615.86	1,170.21	2,786.07
iii) Undisputed - credit impaired	-	-	-	-	676.69	676.69
iv) Disputed - considered good	-	-	-	-	-	-
v) Disputed - which have significant increase in credit risk	-	-	-	-	-	-
vi) Disputed - credit impaired	-	-	-	-	741	741.00
Total	**41,725.86**	**12,265.73**	**6,071.83**	**1,617.86**	**2,588.67**	**64,269.95**
Less: Impairment						2,860.90
Total						**61,409.05**

As at 31st March 2023 (Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
i) Undisputed - considered good	53,406.85	5,437.17	3,943.89	13.92	2.05	62,803.88
ii) Undisputed - which have significant increase in credit risk	-	-	-	1,084.84	-	1,084.84
iii) Undisputed - credit impaired	-	-	127.49	389.80	1,027.73	1,545.02
iv) Disputed - considered good	-	-	-	-	-	-
v) Disputed - which have significant increase in credit risk	-	-	-	-	-	-
vi) Disputed - credit impaired	-	-	-	-	715.55	715.55
Total	**53,406.85**	**5,437.17**	**4,071.38**	**1,488.56**	**1,745.33**	**66,149.29**
Less: Impairment						2,622.73
Total						**63,526.56**

13(b) Movement in Allowance for Doubtful receivables

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Balance at the beginning of the year	**2,622.73**	**2,752.46**
Add: Allowance loss recognized	1,618.55	1,404.58
Less: Reversed during the year	43.57	541.85
Less: Amount written off as a bad debts	1,084.96	992.46
Balance at the end of the year	**3,112.75**	**2,622.73**

13(c) For details of security against borrowings (Refer Note: 22 & 27).

(Rs. in Lakhs)

14 Cash & Cash Equivalents	As at 31st March 2024	As at 31st March 2023
Balances with banks		
In Current accounts	135.19	422.89
In Cash Credit accounts	11.07	43.05
In Deposits	7.35	7.34
Cash On Hand	7.05	1.62
Total	160.66	474.90

(Rs. in Lakhs)

15 Other Bank Balances	As at 31st March 2024	As at 31st March 2023
Earmarked Balances with Banks		
Unpaid Dividend Account	17.42	0.47
Margin Money Deposits with Banks*	2,546.70	1,812 29
Total	2,564.12	1,812.76

* The Group has pledged above deposits with bank as margin money against credit facilities toward bank guarantee and letter of Credit.

MANUBHAI & SHAH LLP * CHARTERED ACCOUNTANTS

(Rs. in Lakhs)

16 Loans	As at 31st March 2024	As at 31st March 2023
Unsecured, Considered Good unless otherwise stated		
Loans		
Loan to Employees	39.14	40.25
Total	**39.14**	**40.25**

(Rs. in Lakhs)

17 Others	As at 31st March 2024	As at 31st March 2023
Unsecured, Considered Good unless otherwise stated		
Deposits		
- Considered Good	165.69	153.86
Interest Receivable		
- Considered Good	177.18	15.85
Total	**342.87**	**169.71**

(Rs. in Lakhs)

18 Current Tax Assets (Net)	As at 31st March 2024	As at 31st March 2023
Current Tax Assets		
Advance Tax and TDS (Net of Provisions)	7.14	4.10
Total	**7.14**	**4.10**

(Rs. in Lakhs)

19 Other Current Assets	As at 31st March 2024	As at 31st March 2023
Deposits & balances with government & other authorities	1,299.99	1,831.50
Advance Tax & TDS (net of provisions)	5.09	6.44
Export Benefit Receivable	25.60	67.24
Prepaid expenses	814.05	500.31
Advances to suppliers	4,301.59	3,210.55
Contract Assets (Unbilled Revenue)	-	81.56
Other Current Asset	-	26.98
Employee Advances	33.10	26.25
Total	**6,479.42**	**5,750.83**

(Rs. in Lakhs)

20 Equity Share Capital	As at 31st March 2024	As at 31st March 2023
Authorised		
20,00,00,000 (P.Y. 20,00,00,000) Equity Shares of Re. 1/- each	2,000.00	2,000.00
Total	**2,000.00**	**2,000.00**
Issued, Subscribed and Fully Paid Up		
14,25,64,121 (P.Y. 13,25,64,110) Equity Shares of Re. 1/- each	1,425.64	1,325.64
Total	**1,425.64**	**1,325.64**

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

Particulars		As at 31st March 2024	As at 31st March 2023
At the Beginning of the Period	Nos.	13,25,64,110	13,25,64,110
Issued during the period	Nos.	1,00,00,011	-
Outstanding at the end of Period	Nos.	14,25,64,121	13,25,64,110

20(b) Details of Promoters holding :

Name of Promoters	Shareholding at the beginning of the year (01.04.2023)		Shareholding at the end of the year (31.03.2024)		% change during the year
	No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company	
Jitendra U. Mamtora	8,85,89,920	66.83%	6,37,24,456	44.70%	-22.13%
Jitendra U. Mamtora (HUF)	68,29,310	5.15%	68,29,310	4.79%	-0.36%
Karuna J. Mamtora	26,77,360	2.02%	1,42,56,412	10.00%	7.98%
Satyen J. Mamtora	9,70,000	0.73%	1,42,56,412	10.00%	9.27%
Janki Mamtora	2,13,640	0.16%	2,13,640	0.15%	-0.01%
Aakanksha Mamtora	15,000	0.01%	15,000	0.01%	-
Dilip Mamtora	1,960	0.00%	1,960	0.00%	-
Bipin Mamtora	1,960	0.00%	1,960	0.00%	-

Name of Promoters	Shareholding at the beginning of the year (01.04.2022)		Shareholding at the end of the year (31.03.2023)		% change during the year
	No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company	
Jitendra U. Mamtora	8,85,89,920	66.83%	8,85,89,920	66.83%	-
Jitendra U. Mamtora (HUF)	68,29,310	5.15%	68,29,310	5.15%	-
Karuna J. Mamtora	26,77,360	2.02%	26,77,360	2.02%	-
Satyen J. Mamtora	9,70,000	0.73%	9,70,000	0.73%	-
Janki Mamtora	2,13,640	0.16%	2,13,640	0.16%	-
Aakanksha Mamtora	15,000	0.01%	15,000	0.01%	-
Dilip Mamtora	1,960	0.00%	1,960	0.00%	-
Bipin Mamtora	1,960	0.00%	1,960	0.00%	-

20(c) Details of Shareholders holding more than 5 % of equity Shares:

Particulars		As at 31st March 2024	As at 31st March 2023
Jitendra U. Mamtora	Nos	6,37,24,456	8,85,89,920
	Holding %	**44.70%**	**66.83%**
Karuna J. Mamtora	Nos	1,42,56,412	26,77,360
	Holding %	**10.00%**	**2.02%**
Satyen J. Mamtora	Nos	1,42,56,412	9,70,000
	Holding %	**10.00%**	**0.73%**
Jitendra U. Mamtora (HUF)	Nos	68,29,310	68,29,310
	Holding %	**4.79%**	**5.15%**

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

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

(Rs. in Lakhs)

21 Other Equity	As at 31st March 2024	As at 31st March 2023
Securities Premium	25,112.81	13,474.85
General Reserve	2,261.87	2,286.87
Retained Earnings	26,595.91	22,279.46
Capital Reserve On Consolidation	46.29	46.29
Total	**54,016.88**	**38,087.47**

21(a) Particulars relating to Other Equity **(Rs. in Lakhs)**

Particulars	As at 31st March 2024	As at 31st March 2023
Securities Premium		
Balance as per last year	13,474.85	13,474.85
Add : Received during the year for issuing preferential Equity Share	11,900.01	
Less : Share issue expenses	(262.05)	
	25,112.81	**13,474.85**
General Reserve		
Balance as per last year	2,286.87	2,286.87
Less: Other Adjustments	(25.00)	
	2,261.87	**2,286.87**
Surplus in Profit and Loss Statement		
Opening Balance	22,279.46	18,519.84
Add : Profit for the year	4,449.73	4,073.85
Less : Appropriations		
Dividend Paid	(198.85)	(198.82)
Other Adjustment	23.79	(132.07)
Other comprehensive income arising from remeasurement of defined benefit obligation net of income tax	41.78	16.66
Net surplus in profit and loss statement	**26,595.91**	**22,279.46**
Capital Reserve On Consolidation		
Balance as per last year	46.29	46.29
	46.29	**46.29**

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

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

21(d) The Holding Company has allotted 1,00,00,011 Equity Shares as on 13th October,2023 at a price of Rs. 120/- per Equity Share (at a premium of Rs. 119 per Equity Share) by way of preferential issue on a private placement basis after shareholder approval at Extra-Ordinary General Meeting held on 6th October, 2023 and In-Principal approval of Both Stock Exchanges i.e BSE Limited and National Stock Exchange of India Limited received as on 12th October, 2023.

(Rs. in Lakhs)

22 Borrowing - Non - Current	As at 31st March 2024	As at 31st March 2023
Secured Loans		
From Banks		
Term Loans	2,241.04	3,201.55
From Others		
Term Loans	120.99	153.20
Unsecured Loans		
From Banks		
Term Loans*	1,113.45	1,181.24
From others		
Term Loans	-	10.02
From Promoters/Directors	1,837.99	1,833.01
Total	**5,313.47**	**6,379.02**

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

22(a) Loans consist of the following:

Term Loans from Banks/Others	Nature of Security
Bandhan Bank(in respect of the Holding Company)	Exclusive charge on industrial property of Moraiya and pledge of company's 10,00,000 shares owned by a director of face value Re.1 and personal guarantee of some of the directors.
HDFC Bank (in respect of the Holding Company)	Secured against vehicles
ICICI Bank (in respect of Holding Company)	Secured against vehicles
BOB Bank (in respect of Holding Company)	Secured against vehicles
Axis Bank (in respect of Subsidiary Company)	Secured against vehicles
Axis Bank ECLGS Loan (in respect of Subsidiary Company)	Secured against assets of the Subsidiary Company
IDBI Bank Loan (in respect of Subsidiary Company)	Secured against assets of the Subsidiary Company
Standard Chartered Bank (in respect of Holding Company)	Secured against personal property of Promoter

Loans from Others	Nature of Security
BMW Financial Services (in respect of Holding Company)	Secured against vehicles

22(b) The terms of repayment of the above loans are as follows:

(Rs. in Lakhs)

Term Loans from Banks	Maturity of Loan
Bandhan Bank(in respect of the Holding Company)	Date of Maturity: Different Loans are having different dates of maturity, last being Sept-2030
HDFC Bank (in respect of the Holding Company)	Date of Maturity: Different Loans are having different dates of maturity, last being Nov-2028
ICICI Bank (in respect of Holding Company)	Date of Maturity: Different Loans are having different dates of maturity, last being May-2024
BOB Bank (in respect of Holding Company)	Date of Maturity : Different Loans are having different dates of maturity, last month being July-2030
Axis Bank (in respect of Subsidiary Company)	Date Of Maturity: 10th September, 2023
Axis Bank ECLGS Loan (in respect of Subsidiary Company)	Date Of Maturity: 07th August, 2024
Standard Chartered Bank	Date of Maturity: March-2035
IDBI Bank Loan (in respect of Subsidiary Company)	Date of Maturity: June,2024

Loans from Others	Maturity of Loan
BMW Finance Services India Pvt. Ltd.	Date of Maturity: Different Loans are having different dates of maturity, last being Nov-2026

22(c) The Group has borrowed funds from Banks and other lenders. The borrowed funds are utilised for the specific purpose for which it was taken.

22(d) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(Rs. in Lakhs)

23 Lease Liability	As at 31st March 2024	As at 31st March 2023
Lease Liability Obligation	-	8.63
Total	**-**	**8.63**

(Rs. in Lakhs)

24 Provisions	As at 31st March 2024	As at 31st March 2023
Provision for Employee Benefits		
Gratuity	361.91	300.56
Compensated Absences	209.05	127.37
Total	**570.96**	**427.93**

(Rs. in Lakhs)

25 Deferred Tax (Asset)/Liability (Net)	As at 31st March 2024	As at 31st March 2023
Deferred Tax Liabilities		
Property, plant and equipment & Intangible Assets	1,298.75	1,552.05
Total (A)	**1,298.75**	**1,552.05**
Deferred Tax Assets		
Difference between Fair Value of Investment	(8.93)	(6.33)
Impairment/Expenses Disallowed Under Income Tax	1,542.41	1,260.27
In respect of unabsorbed Depreciation and loss carried forward	117.05	115.74
Tax Adjustment on Unrealized Profit	12.37	(1.89)
Other	0.02	0.02
Total (B)	**1,662.92**	**1,367.81**
Total (A-B)	**(364.17)**	**184.24**

MANUBHAI & SHAH LLP * CHARTERED ACCOUNTANTS *

(Rs. in Lakhs)

2023-24	Opening Balance	Recognise in Profit and Loss	Recognise in OCI	Closing Balance
Deferred tax (liabilities)/assets in relation to:				
Deferred Tax Assets				
Impairment/Expenses Disallowed Under Income Tax	1,260.27	297.78	(15.64)	**1,542.41**
In respect of unabsorbed Depreciation	115.74	1.31	-	**117.05**
Tax Adjustment on Unrealized Profit	(1.89)	14.26	-	**12.37**
Elimination/Other adjustment	-	(28.97)	-	-
Total Deferred Tax Assets	**1,374.12**	**284.38**	**(15.64)**	**1,671.83**
Deferred Tax Liabilities				
Difference between Fair Value of Investment	6.33	2.60	-	**8.93**
Property, plant and equipment & Intangible Assets	1,552.05	(253.30)	-	**1,298.75**
Total Deferred Tax Liabilities	**1,558.38**	**(250.70)**	-	**1,307.68**
Deferred Tax Liabilities/(Asset) (Net)	**184.26**	**(535.09)**	**15.64**	**(364.15)**

(Rs. in Lakhs)

2022-23	Opening Balance	Recognise in Profit and Loss	Recognise in OCI	Closing Balance
Deferred tax (liabilities)/assets in relation to:				
Deferred Tax Assets				
Impairment/Expenses Disallowed Under Income Tax	1,511.79	(256.89)	5.37	**1,260.27**
In respect of unabsorbed Depreciation	220.82	(105.08)	-	**115.74**
Tax Adjustment on Unrealized Profit	31.40	(33.29)	-	**(1.89)**
Elimination/Other adjustment	-	10.74	-	-
Total Deferred Tax Assets	**1,764.01**	**(384.53)**	**5.37**	**1,374.11**
Deferred Tax Liabilities				
Difference between Fair Value of Investment	6.10	0.23	-	**6.33**
Property, plant and equipment & Intangible Assets	2,475.73	(923.68)	-	**1,552.05**
Total Deferred Tax Liabilities	**2,481.83**	**(923.45)**	-	**1,558.37**
Deferred Tax Liabilities (Net)	**717.82**	**(538.92)**	**(5.37)**	**184.26**

(Rs. in Lakhs)

26 Other Non Current Liabilities	As at 31st March 2024	As at 31st March 2023
Contract liability-Warranty	715.42	713.02
Total	**715.42**	**713.02**

(Rs. in Lakhs)

27 Borrowings - Current	As at 31st March 2024	As at 31st March 2023
Secured Loans		
From Banks	12,374.25	20,745.54
Current Maturities of Long Term Debt	1,227.16	1,271.69
Unsecured Loans		
From Banks (Vendor Financing)	5,855.98	4,475.48
From Banks	746.71	-
From Director	62.00	78.34
Total	**20,266.10**	**26,571.05**

27(a) Secured Loans comprise of cash credit & short term loans from banks.

In case of Holding Company: Secured Loans comprise of cash credit & short term loans from banks which are secured by hypothecation of current assets of the holding Company on pari passu basis and collaterally secured by residual value of net fixed assets of the Company excluding fixed assets of Moraiya plant. The facilities are further secured by collateral charge on pari passu basis on immovable properties situated at Changodar, Moraiya and Odhav at Ahmedabad and Commercial office at Gurugram. It is further secured by pledge of 2,21,00,000 equity shares (including 10,00,000 equity shares mentioned in note no 22) of Re. 1 each held by a director and personal guarantee of some of the directors.

In case of Transpares Limited: Secured loans are secured by hypothecation of current assets of the Subsidiary Company on pari passu basis and collateral secured by residual value of net fixed assets of the Subsidiary Company and also collateral legal mortgage on pari passu basis on immovable properties situated at Changodar.

In case of Savas Engineering Company Private Limited: Secured loans are secured by First & Exclusive rights on current assets of the Subsidiary Company and also further secured by first charge on entire fixed assets of the Subsidiary Company. It is further secured by Corporate Guarantee of Holding Company & Personal Guarantee of Directors of the subsidiary company.

27(b) The Group has availed borrowings from Bank against security of current assets. The Quarterly Returns or the Current Assets Statements filed by the group with the respective Bank are in the agreement with the books of accounts.

(Rs. in Lakhs)

28 Lease Liability	As at 31st March 2024	As at 31st March 2023
Lease Liability Obligation	7.42	66.40
Total	**7.42**	**66.40**

MANUBHAI & SHAH LLP * CHARTERED ACCOUNTANTS *

(Rs. in Lakhs)

29 Trade Payables	As at 31st March 2024	As at 31st March 2023
Micro and small Enterprises*	662.53	645.96
Others	23,424.75	33,990.75
Total	**24,087.28**	**34,636.71**

*The amount due to Micro and Small Enterprises as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" has been determined to the extent such parties have been identified on the basis of information available with the Group.

(Rs. in Lakhs)

29(a) Trade Payables -Total outstanding dues of Micro & Small Enterprises	As at 31st March 2024	As at 31st March 2023
(a) Principal and Interest amount remaining unpaid and due as at year end		
Principal Amount	662.53	645.96
Interest	175.14	176.18
(b) Interest paid by the Group in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
(c) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006	-	-
(d) Interest accrued and remaining unpaid as at year end	175.14	176.18
(e) Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise	-	-

29(b) Ageing Schedule for MSME and other Trade payables

As at 31st March, 2024 (Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than Year 1	1 to 2 years	2 to 3 years	More than 3 years	
MSME:	-	-	-	-	-
- Disputed Dues	-	-	-	-	-
- Undisputed Dues	662.52	-	-	-	662.52
Other Trade payables	-	-	-	-	-
- Disputed Dues	-	-	11.81	-	11.81
- Undisputed Dues	23,394.89	18.06	-	-	23,412.95
Total	**24,057.41**	**18.06**	**11.81**	-	**24,087.28**

As at 31st March, 2023 (Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than Year 1	1 to 2 years	2 to 3 years	More than 3 years	
MSME:	-	-	-	-	-
- Disputed Dues	-	-	-	-	-
- Undisputed Dues	645.96	-	-	-	645.96
Other Trade payables	-	-	-	-	-
- Disputed Dues	-	11.81	-	-	11.81
- Undisputed Dues	33,719.67	53.76	141.14	64.42	33,978.99
Total	**34,365.63**	**65.57**	**141.14**	**64.42**	**34,636.76**

(Rs. in Lakhs)

30 Other Financial Liabilities	As at 31st March 2024	As at 31st March 2023
Interest accrued	336.78	287.66
Unclaimed dividend	0.81	0.47
Security deposit from Customer	0.82	0.82
Others	94.33	30.17
Total	**432.74**	**319.12**

(Rs. in Lakhs)

31 Other Current Liabilities	As at 31st March 2024	As at 31st March 2023
Contract Liability - Advance from customers	6,555.03	6,664.37
Liability for statutory payments	112.53	237.27
Contract liability-Warranty	442.00	340.55
Other Liabilities	72.60	66.22
Liability for Employees	445.97	576.93
Total	**7,628.13**	**7,885.34**

(Rs. in Lakhs)

32 Provisions	As at 31st March 2024	As at 31st March 2023
Provision for Gratuity	92.06	71.68
Provision for Compensated Absences	119.25	10.17
Total	**211.31**	**81.85**

CHARTERED ACCOUNTANTS

(Rs. in Lakhs)

33 Current Tax Liabilities (net)	As at 31st March 2024	As at 31st March 2023
Current Tax Liabilities		
Provision of Income tax (Net of Advance Tax and TDS)	1,300.02	1,208.22
Total	**1,300.02**	**1,208.22**

(Rs. in Lakhs)

34 Revenue from Operations	Year ended 31st March, 2024	Year ended 31st March 2023
Sale of Products	1,22,453.06	1,31,160.53
Sale of Services	3,705.68	3,661.25
Other Operating Income		
Scrap sales	2,675.37	2,079.62
Export Incentive	42.63	226.58
Trading sales	568.19	2,469.04
Provision no Longer require Written Back	22.71	-
Total	**1,29,467.64**	**1,39,597.02**

(Rs. in Lakhs)

35 Other Income	Year ended 31st March, 2024	Year ended 31st March 2023
Interest Income	250.65	246.14
Foreign exchange gain (net)	36.45	85.91
Finance Income	0.60	0.45
Discount Received	-	6.28
Other Non-Operating Income		
Miscellaneous income	16.09	20.56
Gain on Sale of Fixed Asset	41.96	2.80
Net gain on Investments carried at FVTPL	44.27	1.71
Interest on Income Tax Refund	3.11	4.00
Miscellaneous amount written back	144.87	179.80
Excess Provision Written Back	43.57	321.02
Total	**581.57**	**868.67**

(Rs. in Lakhs)

36 Cost of Materials Consumed	Year ended 31st March, 2024	Year ended 31st March 2023
Opening Stock	9,463.47	6,269.65
Add : Purchases (Net of GST Credit)	90,230.58	1,02,765.73
	99,694.05	1,09,035.38
Less : Closing Stock	10,133.98	9,463.47
Raw Material Consumed	**89,560.07**	**99,571.91**

(Rs. in Lakhs)

37 Purchase of Stock in Trade	Year ended 31st March, 2024	Year ended 31st March 2023
Trading purchase	2,909.26	4,942.37
Total	**2,909.26**	**4,942.37**

(Rs. in Lakhs)

38 Changes in Inventories of Finished Goods and Work in Progress	Year ended 31st March, 2024	Year ended 31st March 2023
Opening Inventories		
Finished Goods	6,797.33	8,664.16
Scrap	8.34	14.69
Work in Progress	10,757.00	11,668.63
	17,562.67	20,347.48
Less: Closing Inventories		
Finished Goods	4,151.74	6,797.33
Scrap	2.76	8.34
Work in Progress	13,194.67	10,757.00
	17,349.17	17,562.67
(Increase)/ Decrease in Inventories	**213.50**	**2,784.81**

(Rs. in Lakhs)

39 Employee Benefits Expense	Year ended 31st March, 2024	Year ended 31st March 2023
Salaries, Wages and Bonus	4,148.28	3,707.13
Contribution to Provident and other funds	403.11	286.70
Employee Welfare Expenses	218.92	124.02
Total	**4,770.31**	**4,117.85**

SHAH LLP CHARTERED ACCOUNTANTS

40 Finance Costs	Year ended 31st March, 2024	Year ended 31st March 2023
		(Rs. in Lakhs)
Interest to Banks	3,434.80	2,825.22
Interest to Others	395.60	892.23
Other Finance Cost	1,249.55	1,079.34
Total	**5,079.95**	**4,796.79**

41 Other Expenses	Year ended 31st March, 2024	Year ended 31st March 2023
		(Rs. in Lakhs)
Stores & Spares Consumed	47.25	62.24
Tools Purchase	20.84	2.17
Power & Fuel	1,477.86	1,482.04
Wages to Contractors	4,497.00	3,803.76
Testing-Calibration & Other Manufacturing Expense	830.07	272.17
Consultancy Charges	426.99	336.01
Miscellaneous Manufacturing Expenses	353.50	345.32
Repairs and Maintenance:		
- Buildings	47.40	72.11
- Plant & Machinery	446.14	410.42
- Others	101.02	106.81
Audit Fees	25.66	17.90
Selling Expenses	520.43	412.51
Service Expenses	1,051.84	960.13
Legal and Professional Charges	428.65	663.91
Insurance Premium	416.34	346.90
Rates and taxes	3.96	11.14
Rent	48.31	41.96
Late delivery charges	457.09	229.03
Corporate Social Responsibility	52.00	22.00
Warranty Expenses	-	0.30
Freight & Forwarding Charges	2,894.55	2,872.95
Stationary, Printing, Postage and Telephone Expenses	88.89	76.35
Travelling Expenses & Conveyance	831.34	898.97
Directors Siting Fees	3.35	3.68
Impairment of inventory	-	35.45
Provision for other advances	652.55	1,183.71
Bad debts/Misc. written off	1,122.06	84.73
Excise, Service Tax & GST Expenses	364.19	40.98
Advertisement Expense and Exhibition Expense	83.85	116.43
Miscellaneous Expenses	1,310.51	1,180.38
Total	**18,603.64**	**16,092.46**

41(a) Payment to Auditors comprises (net of GST credit, wherever applicable):

Particulars	Year ended 31st March, 2024	Year ended 31st March 2023
		(Rs. in Lakhs)
As auditors	20.00	12.00
For other services	1.35	-
For reimbursement of expenses	0.87	0.31
Total	22.22	12.31

41(b) Expenditure towards Corporate Social Responsibility (CSR) activities:

Particulars	Year ended 31st March, 2024	Year ended 31st March 2023
		(Rs. in Lakhs)
1 Amount required to be spent by the company during the year	52.00	21.14
2 Amount of expenditure incurred on:		
construction /acquisition of any asset	-	-
on purpose other than above	52.00	22.00
3 Shortfall at the year end	-	-
4 Total of Previous years shortfall	-	-
5 Reason of shortfall	NA	NA
6 Nature of CSR Activities	Healthcare	Healthcare
Contribution to Arya Foundation-Ahmedabad in relation to CSR expenditure	12.00	-
Contribution to Hiraba Foundation-Ahmedabad in relation to CSR expenditure	25.00	-
Contribution to Dharambhakti-Ahmedabad in relation to CSR expenditure	15.00	-
Contribution to Raginiben Bipinchandra Sevakarya Trust-Ahmedabad in relation to CSR expenditure	-	22.00
7 Details of related party transaction in relation to CSR expenditure as per relevant Accounting Standard	-	-

42 Tax Expenses	Year ended 31st March, 2024	Year ended 31st March 2023
		(Rs. in Lakhs)
Current tax in relation to:		
- Current years	2,246.61	1,895.82
- Earlier years	27.26	115.41
Deferred Tax		
In respect of current year	(535.10)	(538.92)
Total income tax expense recognised in the current year	**1,738.77**	**1,472.31**

MANUBHAI & SHAH LLP * CHARTERED ACCOUNTANTS

42(a) The income tax expense for the year can be reconciled to the accounting profit as follows:

Tax Expenses	Year ended 31st March, 2024	Year ended 31st March 2023
		(Rs. in Lakhs)
Profit before tax	6,439.30	5,706.83
Income tax expense calculated at 25.168% (P.Y. 34.944%)	1,620.64	1,436.30
Tax effects of amounts which are not deductible/(taxable) in calculating taxable income		
Expenses not allowed in Income Tax	90.87	(79.40)
Other	27.26	115.41
Total	**1,738.77**	**1,472.31**
Effective Tax Rate	**27.00%**	**25.80%**

43 Other Comprehensive Income	Year ended 31st March, 2024	Year ended 31st March 2023
		(Rs. in Lakhs)
Items that will not be reclassified subsequently to profit or loss		
Re-measurements of the defined benefit plans	57.67	22.78
Income tax related to above	(15.64)	(5.37)
Total	**42.03**	**17.41**

44 Earning Per Share	Year ended 31st March, 2024	Year ended 31st March 2023
		(Rs. in Lakhs)
For basic & dillutive EPS		
Number of equity share at the beginning of the year	13,25,64,110	13,25,64,110
Addition during the year on allotment	1,00,00,011	-
Number of equity share at the end of the year	14,25,64,121	13,25,64,110
Weighted average number of shares	13,72,08,924	13,25,64,110
Profit after tax for the year attributable to equity shareholders of Parent (Rs. In Lakhs)	4,449.73	4,073.85
Weighted Average Number of Equity Shares(Nos.)	**13,72,08,924**	**13,25,64,110**
Basic EPS (Rs.)	3.24	3.07
Diluted EPS (Rs.)	3.24	3.07
Nominal Value Per Share (Re.)	1.00	1.00

45 Contingent Liabilities and Commitments	Year ended 31st March, 2024	Year ended 31st March 2023
		(Rs. in Lakhs)
(A) Contingent Liabilities not provided for in respect of :		
Pending Litigations*		
(a) Excise duty, Service tax, Custom duty matters	1,400.28	1,612.01
(b) Claims against the Group/ Disputed Demands not acknowledged as debts	450.00	450.00
(c) Income tax related matter	16.72	-
(B) Commitments:		
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances)	5,887.60	416.27

* The Group's pending litigations comprise of claims against the Group and proceedings pending with Tax/ Statutory/ Government Authorities. The Group has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its financial statements. The Group is confident of receiving adjudications in its favour in respect of all its pending litigations. Expected timing of outflow is not ascertainable at this stage, the matters thus being under dispute/ contingent.

The Group has not considered those disputed demands/claims as contingent liabilities, for which, the outflow of resources has been considered as remote.

46 Employee Benefit Plans

In accordance with the stipulations of the Indian Accounting Standard 19 "Employee Benefits", the disclosures of employee benefits as defined in the Indian Accounting Standard are given below:

(a) Defined Contribution Plan

The Holding company has recognized an amount of Rs. 202.02 Lakhs (P.Y. Rs. 149.73 Lakhs) as expenses under the defined contribution plan in the Statement of Profit and Loss.

(b) Defined Benefit Plan

Gratuity

General description and benefits of the plan

Under the gratuity plan, the eligible employees are entitled to post retirement benefit at the rate of 15 days salary for each completed year of service. Vesting period is 5 years and the payment is at actual on superannuation, resignation, termination, disablement or on death. The liability for gratuity as above is recognized on the basis of actuarial valuation.

The Group makes contribution to Life Insurance Corporation (LIC) for gratuity benefits according to the Payment of Gratuity Act, 1972.

The Group recognizes the liability towards the gratuity at each Balance Sheet date.

The most recent actuarial valuation of the defined benefit obligation for gratuity was carried out at 31st March 2024 by an actuary. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of benefit entitlement and measures each unit separately to build up the final obligation. Scheme is funded through LIC, Canara Bank and India First.

Major Risks to the Plan

(i) Actuarial Risk

It is the risk that benefits will come more than expected. This can arise due to one of the following reasons:

Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected.

Actual Mortality rates are higher than assumed mortality rate assumption than the Gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of Cashflow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

The actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

MANUBHAI & SHAH LLP * CHARTERED ACCOUNTANTS

(ii) Investment Risk
Investment performance is below expectations there would be a plan deficit.

(iii) Liquidity Risk
Employees with long duration and high salaries resign earlier than expected or in short span of time there may be liquidity concern for the Gratuity fund.

(iv) Legislative Risk
Changes benefit formula mentioned in Gratuity Act, especially an increase in upper limit could very significantly increase the amount of Obligation.

(v) Market Risk
Discount rates are to be based on the yield on Government bonds with tenures matching the expected payments of Gratuity Liability. Discount rate will have to be reduced if yields drop and this would result in an increase in Obligation.

The following table sets out the status of the gratuity and the amounts recognized in the Consolidated financial statements as at 31st March 2024.

The principal assumptions used for the purposes of the actuarial valuations were as follows:

Actuarial Assumptions	Year Ended 31st March 2024	Year Ended 31st March 2023
Discount Rate	7.25%	6.80%
Expected rate of return on plan assets	7.25%	6.80%
Salary Growth Rate	4.50%	4.50%
Mortality	Indian Assured Lives Mortality (2012-14) Table	Indian Assured Lives Mortality (2012-14) Table
Withdrawal Rates	3% at younger ages and reducing to 1% at older ages	3% at younger ages and reducing to 1% at older ages

(Rs. in Lakhs)

Sr. No.	Particulars	Gratuity (Funded)	
		2023-24	2022-23
(i)	**Present Value Obligation**		
	Present Value of funded Obligation	539.24	440.83
	Fair Value of Plan Assets	85.29	68.61
	Net Liability (Asset)	**453.95**	**372.22**
(ii)	**Expenses recognized during the year**		
	Current Service Cost	55.75	45.09
	Past Service Cost and loss/(gain) on curtailments and settlement		-
	Net Interest Cost	26.44	24.59
	Total included in 'Employee Benefit Cost'	**82.19**	**69.68**
(iii)	**Amount recognized In Other Comprehensive Income**		
	Components of actuarial gain/ losses on obligations:		
	Due to change in financial assumptions	7.38	(24.54)
	Due to experience adjustments	44.10	38.47
	Return on plan assets excluding amounts included in interest income	4.12	1.01
	Amounts recognized in Other Comprehensive Income	**55.60**	**14.94**
(iv)	**Reconciliation of Defined Benefit Obligation**		
	Opening Defined Benefit Obligation	440.83	388.90
	Current Service Cost	55.75	45.09
	Interest Cost	31.95	28.78
	Actuarial loss/ (gain) due to change in financial assumptions	7.38	(24.54)
	Actuarial loss/ (gain) due to experience adjustments	44.10	38.47
	Past Service Cost and loss/(gain) on curtailments and settlement	-	-
	Benefits Paid	(40.76)	(35.87)
	Closing Defined Benefit Obligation	**539.25**	**440.83**
(v)	**Reconciliation of Plan Assets**		
	Opening Value of plan assets	68.81	47.45
	Interest Income	5.52	4.19
	Return on plan assets excluding amounts included in interest income	(4.12)	(1.01)
	Contributions by employer	56.05	54.05
	Benefits Paid	(40.76)	(35.87)
	Closing Value of Plan Assets	**85.50**	**68.81**
(vi)	**Reconciliation of net defined benefit liability**		
	Net opening provision in books of accounts	359.13	328.60
	Employee Benefit Expense	77.73	65.56
	Amounts recognized in Other Comprehensive Income	54.60	18.97
		491.46	**413.13**
	Benefits paid by the Group		-
	Contributions to plan assets	(56.00)	54.05
	Closing Provision in books of accounts	**435.46**	**467.18**
(vii)	**Composition of the Plan Assets**		
	Insurer Managed Funds	100%	100%
	Total	**100%**	**100%**
(viii)	**Bifurcation of Liability as per Schedule III**		
	Current Liability	108.24	88.16
	Non - Current Liability	366.97	352.68
	Net Liability	**475.21**	**440.84**

(ix) Maturity Profile of Defined Benefit Obligation - Gratuity Liability

Particulars	As at 31st March 2024	As at 31st March 2023
Less Than One Year	108.23	88.15
One to Three Years	37.07	40.97
Three to Five Years	54.27	34.40
More than Five Years	275.64	224.78

The future accrual is not considered in arriving at the cash - flows.

CHARTERED ACCOUNTANTS

(c) Sensitivity Analysis

Particulars	As at 31st March 2024	As at 31st March 2023
	Defined Benefit Obligation	Defined Benefit Obligation
Discount Rate Varied by 1%		
Impact due to increase of 100 basis points	493.07	421.01
Impact due to decrease of 100 basis points	592.96	508.19
Salary Growth Rate Varied by 1%		
Impact due to increase of 100 basis points	593.91	508.86
Impact due to decrease of 100 basis points	491.55	401.99
Withdrawal Rate (W.R) Varied by 1%		
W.R. x 101%	550.34	443.39
W.R. x 99%	526.93	434.98

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

47 Leases

Amount Recognized in Statement of Profit and Loss or Carrying

(Rs. in Lakhs)

Particulars	Year Ended 31st March 2024	Year Ended 31st March 2023
Amortisation recognized in the Statement of Profit and Loss	55.08	57.58
Interest on lease liabilities	4.40	9.85
Expenses relating to short-term leases (leases less than 12 months)	-	-
Total cash outflow for leases	61.72	58.51
Additions to RoU during the year	-	12.45
Reduction in ROU during the year	5.89	(3.82)
Net Carrying Amount of RoU at the end the year	6.80	67.77
Impact during the year		
Statement of Profit & Loss		
Net Decrease in Profit after Tax	59.48	67.43
Increase in Depreciation & Amortization	55.08	57.58
Increase in Finance Cost	4.40	9.85
Net gain on lease modification	-	0.52
Balance Sheet		
Net Increase/(Decrease) in Property, Plant & Equipment (Net Block of Operating Lease (During the year))	(60.97)	(48.95)
Increase/(Decrease) in Lease Obligation	(67.61)	(49.48)

(Rs. in Lakhs)

Asset Class	Net Carrying value as on 01.04.2023	Additions/ Adjustments	Reversal	Depreciation Recognized	Net Carrying value as on 31.03.2024
Building	32.65	-	5.89	19.96	6.80
Transport Equipments	35.12	-	-	35.12	-
Total	67.77	-	5.89	55.08	6.80

(Rs. in Lakhs)

Asset Class	Net Carrying value as on 01.04.2022	Additions/ Adjustments	Reversal	Depreciation Recognized	Net Carrying value as on 31.03.2023
Building	46.48	12.45	3.82	22.46	32.65
Transport Equipments	70.24	-	-	35.12	35.12
Total	116.72	12.45	3.82	57.58	67.77

48 Disclosures under Ind AS 115 Revenue from Contracts with Customers

The Group derives revenues from sale of goods, services and scrap from its contract with customers. The revenue have been disclosed in Note 34.

(a) Disaggregation of Revenue from Contracts with Customers

The Group derives revenue from the transfer of goods and services at a point in time in the following major product lines:

(Rs. in Lakhs)

Particulars	As at 31st March 2024	As at 31st March 2023
Revenue from Contracts with Customers		
Revenue from sale of products	1,22,453.06	1,31,160.53
Revenue from service income	3,705.68	3,661.25
Trading sales	568.19	2,469.04
Revenue from sale of scrap - (Other operating income)	2,675.37	2,079.62

(b) The revenues are further disaggregated into revenues from

(Rs. in Lakhs)

Particulars	As at 31st March 2024		Year Ended 31st March 2023	
	Domestic	Export	Domestic	Export
Revenue from sale of products	1,12,695.74	9,757.32	1,24,991.41	6,169.12
Revenue from service income	3,599.25	106.43	3,101.57	559.68
Trading sales	568.19	-	2,469.04	-
Revenue from sale of scrap - (Other operating income)	2,675.37	-	2,079.62	-

(c) Receivables and Contract Liabilities

The Group has recognised the following revenue-related receivables and contract liabilities:

(Rs. in Lakhs)

Particulars	Year Ended 31st March 2024		
	Contract Assets	Contract Liabilities	Receivables
Balance as the beginning of the year	81.56	7,717.94	63,526.56
Additions/Adjustment (Net)	(81.56)	(5.49)	(2,117.51)
Balance as the end of the year	-	**7,712.45**	**61,409.05**

(Rs. in Lakhs)

Particulars	Year Ended 31st March 2023		
	Contract Assets	Contract Liabilities	Receivables
Balance as the beginning of the year	698.64	6,867.62	52,177.57
Additions/Adjustment (Net)	(617.08)	850.32	11,348.99
Balance as the end of the year	**81.56**	**7,717.94**	**63,526.56**

(d) Revenue recognised in relation to contract liabilities

The following table shows how much of the revenue recognised in the current reporting period relates to carried-forward contract liabilities:

(Rs. in Lakhs)

Particulars	Year Ended 31st March 2024	Year Ended 31st March 2023
Revenue recognised that was included in the contract liability balance at the beginning of the period	5674.06	5146.49

(e) The company provides service type warranty to its customers, such type of warranty is considered as distinct service. The company uses expected value method in measuring the performance obligation. The revenue from contracts with customers for the year includes service type warranty of Rs. 444.40 lakhs (Previous Year Rs. 525.76 lakhs), which has been deducted from the transaction price.

(f) The revenue from contracts with customers for the year includes variable consideration relating to price variation of Rs. 8,676.10 lakhs (Previous Year Rs. 9,356.44 lakhs), which has been considered in the transaction price. There was no significant financing component in the contracts with customers or in revenues recognised from these contracts.

(g) Performance obligations

Sale of Transformers and its components

The performance obligation is satisfied upon delivery of the equipment and payment is generally due within 1 to 3 months from delivery.

The performance obligation to deliver the transformer with a manufacturing lead time of 4 to 8 months has a single payment option. The customer can pay the transaction price upon delivery of the transformer within the credit period, as mentioned in the contract with respective customer.

Services Income

The performance obligation is satisfied at the point in time and payment is generally due upon completion of installation and acceptance of the customers.

49 Operating Segment

The Holding Company primarily operates in the segment of manufacturing of transformers. The Chairman and Wholetime Director/Managing Director of the Company allocate resources and assess the performance of the Company, thus are the Chief Operating Decision Maker (CODM). The CODM monitors the operating results of the business as one, hence no separate segment needs to be disclosed.

All the non current assets are located in the Group's country of domicile.

One customer contributed 10% or more to the Group's revenue for FY 2023-24 amounting to Rs 14,200.42 lakhs and one customer contributed 10% or more to the Group's revenue for FY 2022-23 amounting to Rs 33,902.94 lakhs.

50 Related Party Disclosures

(a) List of Related Parties

Name of Related Parties
1. Key Management Personnel
Mr. Jitendra U. Mamtora (Chairman & Whole time Director)
Mr. Satyen J. Mamtora (Managing Director)
Mrs. Karuna J. Mamtora (Executive Director)
Mr. Subirkumar Das (Independent Director)
Mr. Bhaskar Sen (Independent Director)
Mr.Rajendra Shantilal Shah (Independent Director)
Mr. Chanchal Singh Satyendra Rajora (Chief Financial Officer) (w.e.f. 3rd November, 2023)
Mr. Amarendra Kumar Gupta (Chief Financial Officer) (Till 14th October, 2023)
Mr. Rakesh Kiri (Company Secretary)
Mr. Hitendra Doshi (Managing Director in Transpares Ltd)
Mr. Sunil Jain (Managing Director in Savas Engineering Company Pvt Ltd)
2. Enterprise over which Key Managerial Personnel is having control
Benchmark HR Solutions (India) LLP
Skytrek Tours & Travels
Harsha Engineers International Ltd
3.Key Managerial Personnel relative
Jitendra U. Mamtora (HUF)
Mrs. Aakansha Mamtora
Ms. Janki Mamtora
Mr. Dilip Mamtora
Mr. Bipin Mamtora
Mr. Mohnish Jain

MANUBHAI & SHAH LLP CHARTERED ACCOUNTANTS

(b) Transactions with Related Parties

Sr. No.	Name of Related Party	Nature of Relationship	Nature of Transactions & Balances	2023-24	2022-23
1	Benchmark HR Solutions (India) LLP.	Enterprises over which Key Managerial Personnel having control	Purchase of Services	24.92	12.49
			Balance at period end		
			Amount Receivable/(Payable)	(4.64)	(21.57)
2	Skytrek Tours & Travels	Enterprises over which Key Managerial Personnel having control	Purchase of Services	198.17	202.11
			Balance at period end		
			Amount Receivable/(Payable)	6.47	(100.79)
3	Harsha Engineers International Ltd	Enterprises over which Key Managerial Personnel is able to exercise Significant Influence	Sale of Goods	355.26	70.50
			Balance at period end		
			Amount Receivable/(Payable)	1.74	-
4	Mr. Jitendra U. Mamtora	Key Managerial	Managerial Remuneration*	60.61	60.61
			Dividend paid	132.88	132.88
			Loan taken	359.75	319.00
			Loan repaid	249.67	236.68
			Interest Expenses	128.68	120.48
			Balance at period end		
			Loan payable	1,536.02	1,297.26
5	Mr. Satyen J. Mamtora	Key Managerial Personnel	Managerial Remuneration*	75.16	73.62
			Dividend paid	1.46	1.46
			Loan taken	375.80	268.40
			Loan repaid	709.55	545.14
			Interest Expenses	28.48	70.05
			Balance at period end		
			Loan payable	308.83	614.10
6	Mrs. Karuna J. Mamtora	Key Managerial Personnel	Managerial Remuneration*	22.21	22.21
			Rent Expense	0.35	0.35
			Dividend paid	4.02	4.02
7	Mr. Amarendra Kumar Gupta	Key Managerial Personnel (Upto October 13, 2023)	Managerial Remuneration*	29.22	43.69
8	Mr. Chanchal Singh Satyandra Rajora	Key Managerial Personnel (w.e.f. November 3, 2023)	Managerial Remuneration*	28.10	-
9	Mr. Ramesh Birajdar	Key Managerial Personnel (Upto July 4, 2022)	Managerial Remuneration*		10.29
10	Mr. Matthew Kurian	Key Managerial Personnel (Upto May 4, 2023)	Managerial Remuneration*		19.05
11	Mr. Rakesh Kiri	Key Managerial Personnel	Managerial Remuneration*	9.01	6.50
12	Mr. Subirkumar Das	Key Managerial Personnel	Sitting fees	1.28	1.33
13	Mr. Bhaskar Sen	Key Managerial Personnel	Sitting fees	1.08	1.28
14	Mr.Rajendra Shantilal Shah	Key Managerial Personnel	Sitting fees	1.00	1.08
15	Mr. Hitendra M Doshi	Key Managerial	Managerial Remuneration*	37.77	34.00
			Dividend paid	10.24	10.24
			Loan taken	117.00	83.00
			Loan repaid	55.00	93.00
			Interest Expenses	2.46	1.62
			Balance at period end		
			Loan Given	62.00	-
			Amount Receivable/(Payable)	(7.40)	(3.91)
25	Mr. Sunil Jain	Key Managerial	Managerial Remuneration*	18.96	38.96
			Balance at period end		
			Loan Given	4.07	3.69
15	Jitendra U. Mamtora (HUF)	Relative of Key Managerial Personnel	Dividend paid	10.24	10.24
16	Mrs. Aakansha Mamtora	Relative of Key Managerial Personnel	Dividend paid	0.02	0.02
17	Ms. Janki Mamtora	Relative of Key Managerial Personnel	Dividend paid	0.32	0.32
18	Mr. Dilip Mamtora **	Relative of Key Managerial Personnel	Dividend paid	-	-
19	Mr. Bipin Mamtora **	Relative of Key Managerial Personnel	Dividend paid	-	-
20	Mr. Mohnish Jain	Relative of Key Managerial Personnel	Services Received	8.98	7.34

*The Key Managerial Personnel are also entitled to other benefits as per the company policy.
**Figures Rs. Nil denotes amount less than Rs. 1,000/-.

The remuneration of director and other members of Key Management Personnel during the year was as follows:

(Rs. in Lakhs)

Particulars	2023-24	2022-23
Short-term benefits	248.28	302.57
Post employment benefits***	4.66	6.36

***Does not include post-employment benefit based on actuarial valuation as this is done for the Company as a whole.

51 The Group has sought balance confirmations from trade receivables and trade payables. Wherever such balance confirmations are received by the Group, the same are reconciled and appropriate adjustments if required, are made in the books of accounts.

52 The Group has long-term contracts as at 31st March 2024 for which there are no material foreseeable losses. The Group did not have any derivative contracts as at 31st March 2024.

53 **Financial Instruments Disclosure**

Capital Management

For the purpose of the Group's Capital Management, Capital includes issued Equity Capital and all Other Reserves attributable to the Equity shareholders of the Company. The Primary objective of the Group's Capital Management is to maximise the shareholders' value. The Group's Capital Management objectives are to maintain equity including all reserves to protect economic viability and to finance any growth opportunities that may be available in future so as to maximise shareholder's value. The Group is monitoring Capital using debt equity ratio as its base, which is total debt divided by total equity.

(Rs. in Lakhs)

Particulars	Year Ended 31st March 2024	Year Ended 31st March 2023
Total Debt	25,579.57	32,950.07
Total Equity	56,293.51	40,086.60
Total Debt Equity Ratio	0.45	0.82

Disclosures

This section gives an overview of the significance of financial instruments for the Group and provides additional information on balance sheet items that contain financial instruments.

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 3 (k), (l) and (m).

(i) Categories of Financial Instruments

(Rs. in Lakhs)

Particulars	Year Ended 31st March 2024	Year Ended 31st March 2023
Financial Assets		
Measured at fair value through profit or loss (FVTPL)		
(i) Investment in Mutual Fund	418.20	85.11
Measured at Amortized Cost		
(i) Trade and Other Receivables	61,626.11	63,947.31
(ii) Cash and Cash Equivalents	160.66	474.90
(iii) Other Bank Balances	2,564.12	1,812.76
(iv) Loans	196.69	158.01
(v) Other Financial Assets	1,950.35	1,995.17
Total	**66,916.13**	**68,473.26**
Financial Liabilities		
Measured at Amortized Cost		
(i) Borrowings	25,579.57	32,950.07
(ii) Trade Payables	24,087.28	34,636.71
(iii) Other Financial Liabilities	432.74	319.12
Total	**50,099.59**	**67,905.90**

(ii) Fair Value Measurement:

This note provides information about how the Group determines fair values of various financial assets.

Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined.

Financial assets at fair value through profit and loss (FVTPL)

(Rs. in Lakhs)

Particulars	Level 1	Level 2	Level 3
As at 31st March 2024			
Financial Assets			
Measured at fair value through profit or loss (FVTPL)			
(i) Investment in Mutual Fund	-	418.20	-
As at 31st March 2023			
Financial Assets			
Measured at fair value through profit or loss (FVTPL)			
(i) Investment in Mutual Fund	-	85.11	-

Valuation technique and key input: NAV declared by respective Asset Management Companies.

Fair Value of financial assets and liabilities that are not measured at fair value (but fair value disclosures are required)

Management considers that the carrying amounts of financial assets and financial liabilities recognized in the financial statements approximate their fair values.

(iii) Financial Risk Management Objectives

While ensuring liquidity is sufficient to meet Group's operational requirements, the Group's Board of Directors also monitors and manages key financial risks relating to the operations of the Group by analysing exposures by degree and magnitude of risks. These risks include market risk (including currency risk and price risk), credit risk and liquidity risk.

Market Risk

Market risk is the risk of uncertainty arising from possible market price movements and their impact on the future performance of a business. The major components of market risk are commodity price risk, foreign currency risk and interest rate risk.

The primary commodity price risk that the group is exposed to include the price variations in the price of Copper and Cold Rolled Grain Oriented Steel (CRGO). The mentioned components form a major part of manufacturing of Transformers. The prices of these commodities lead to increase/ decrease in the cost of Transformers.

Foreign Currency Risk Management

The Group undertakes transactions denominated in different foreign currencies and consequently exposed to exchange rate fluctuations. Exchange rate exposures are managed within approved policy parameters.

MANUBHAI & SHAH LLP * CHARTERED ACCOUNTANTS

The carrying amounts of the Group's unhedged foreign currency transactions at the end of the reporting period are as follows:

(Rs. in Lakhs)

Particulars	Reporting Currency Amount	
	2023-24	2022-23
Accounts Receivable		
USD(Equivalent INR)	2,663.85	598.66
AUD(Equivalent INR)	200.50	200.50
Account Payable		
USD(Equivalent INR)	70.55	1,411.59
SEK(Equivalent INR)	0.27	-
EURO(Equivalent INR)	306.17	309.56

Sensitivity to risk

A 5% strengthening of the INR against key currencies to which the Group is exposed would have led to approximately an additional Rs.174.22 Lakhs gain in the Statement of Profit and Loss. A 5% weakening of the INR against these currencies would have led to an equal but opposite effect of Rs. 174.22 Lakhs.

Interest Rate Risk

It is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligations with floating interest rates.

Price Risk

The Group has deployed its surplus funds into units of mutual fund. The Group is exposed to NAV (net asset value) price risks arising from investments in these funds. The value of these investments is impacted by movements in liquidity and credit quality of underlying securities.

NAV price sensitivity analysis

The Sensitivity analysis below have been determined based on the exposure to NAV price risks at the end of the reporting period. If NAV prices had been 1% higher/lower:
Profit for the year ended 31st March 2024 would increase/decrease by Rs. 4 lakhs (Previous Year Rs. 25.00 Lakhs).

Liquidity Risk

The Group manages liquidity risk by maintaining sufficient cash and cash equivalents and availability of funding through an adequate amount of committed credit facilities to meet the obligations when due. Group monitors rolling forecasts of liquidity position and cash and cash equivalents on the basis of expected cash flows. In addition, liquidity management also involves projecting cash flows considering level of liquid assets necessary to meet obligations by matching the maturity profiles of financial assets & liabilities and monitoring balance sheet liquidity ratios.

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The information included in the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows. The contractual maturity is based on the earliest date on which the Group may be required to pay.

The following are the contractual maturities of non-derivative financial liabilities, based on contractual cash flows:

(Rs. in Lakhs)

Particulars	Due in 1 Year	1 Year - 3 Years	More than 3 Years	Total
As at 31st March 2024				
Borrowings	20,266.10	1,478.28	3,835.19	25,579.57
Lease Liability	7.42	-	-	7.42
Trade Payables	24,087.28	-	-	24,087.28
Other Financial Liabilities	432.74	-	-	432.74
Total	**44,793.54**	**1,478.28**	**3,835.19**	**50,107.01**
As at 31st March 2023				
Borrowings	26,571.05	2,572.81	3,806.21	32,950.07
Lease Liability	66.40	8.63	-	75.03
Trade Payables	34,636.71	-	-	34,636.71
Other Financial Liabilities	319.12	-	-	319.12
Total	**61,593.28**	**2,581.44**	**3,806.21**	**67,980.93**

Credit Risk

The Group's customer profile include Government Companies and Industries. Accordingly, the Group's customer credit risk is moderate. The Group has a detailed review mechanism of overdue customer receivables at various levels within organization to ensure proper attention and focus for realization.

An impairment analysis is performed at each reporting date on an individual basis for major customers. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The Company applies Simplified approach for providing the expected credit losses on Trade Receivables as per the accounting policy of the company.

The following are the contractual maturities of financial assets, based on contractual cash flows:

(Rs. in Lakhs)

Particulars	Up to 1 Year	1 Year - 3 Years	More Than 3 Years	Total
As at 31st March 2024				
Loans to Employees	39.14	43.11	114.44	196.69
Trade Receivables	61,409.05	217.06	-	61,626.11
Other Financial Assets	342.87	-	1,607.48	1,950.35
Total	**61,791.06**	**260.17**	**1,721.92**	**63,773.15**
As at 31st March 2023				
Loans to Employees	40.25	31.98	85.78	158.01
Trade Receivables	63,526.56	420.75	-	63,947.31
Other Financial Assets	481.05	961.62	552.50	1,995.17
Total	**64,047.86**	**1,414.35**	**638.28**	**66,100.49**

MANUBHAI & SHAH LLP * CHARTERED ACCOUNTANTS *

54 Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements of Division II of Schedule III to the Companies Act 2013 :

(Rs. in Lakhs)

Particulars	For the year ended March 31, 2024			
	Net asset/ (Liabilities), i.e. Total asset minus Total liabilities	Share in Statement of Profit and Loss	Share in Other Comprehensive Income	Share in Total Comprehensive Income
Parent Company				
Transformers and Rectifiers (India) Limited				
- As % of	95.82%	87.46%	98.79%	87.56%
- Amount (Rs. In Lakhs)	53,938.60	4,110.90	41.52	4,152.42
Indian Subsidiaries :				
Transpares Limited				
- As % of	1.67%	4.08%	0.62%	4.05%
- Amount (Rs. In Lakhs)	942.26	191.89	0.26	192.15
Taril Infrastructure Limited				
- As % of	1.16%	2.73%	0.00%	2.71%
- Amount (Rs. In Lakhs)	650.91	128.36	-	128.36
Transweld Mechanical Engineering Works Limited				
- As % of	1.04%	0.47%	0.00%	0.47%
- Amount (Rs. In Lakhs)	583.35	22.07	-	22.07
Savas Engineering Company Private Limited				
- As % of	0.26%	-3.82%	0.00%	-3.79%
- Amount (Rs. In Lakhs)	147.62	(179.76)	-	(179.76)
Taril Switchgear Private Limited				
- As % of	-0.07%	2.12%	0.00%	2.10%
- Amount (Rs. In Lakhs)	(36.98)	99.66	-	99.66
Non Controlling Interests in all Subsidiaries				
- As % of	1.51%	5.34%	0.59%	5.29%
- Amount (Rs. In Lakhs)	850.99	250.80	0.25	251.05
Intra Group Eliminations				
- As % of	-1.39%	1.63%	0.00%	1.62%
- Amount (Rs. In Lakhs)	(783.23)	76.61	(0.00)	76.61
Total				
- As % of	**100%**	**100%**	**100%**	**100%**
- Amount (Rs. In Lakhs)	**56,293.51**	**4,700.53**	**42.03**	**4,742.56**

(Rs. in Lakhs)

Particulars	For the year ended March 31, 2023			
	Net asset/ (Liabilities), i.e. Total asset minus Total liabilities	Share in Statement of Profit and Loss	Share in Other Comprehensive Income	Share in Total Comprehensive Income
Parent Company				
Transformers and Rectifiers (India) Limited				
- As % of	95.41%	87.58%	81.53%	87.55%
- Amount (Rs. In Lakhs)	38,247.11	3,708.45	14.19	3,722.64
Indian Subsidiaries :				
Transpares Limited				
- As % of	2.06%	3.18%	4.53%	3.19%
- Amount (Rs. In Lakhs)	826.66	134.69	0.79	135.48
Taril Infrastructure Limited				
- As % of	1.30%	6.06%	0.00%	6.04%
- Amount (Rs. In Lakhs)	522.55	256.75	-	256.75
Transweld Mechanical Engineering Works Limited				
- As % of	1.40%	-0.25%	0.00%	-0.25%
- Amount (Rs. In Lakhs)	561.28	(10.78)	-	(10.78)
Savas Engineering Company Private Limited				
- As % of	0.82%	-1.26%	9.67%	-1.21%
- Amount (Rs. In Lakhs)	327.38	(53.32)	1.68	(51.64)
Taril Switchgear Private Limited*				
- As % of	-0.57%	-0.18%	0.00%	-0.18%
- Amount (Rs. In Lakhs)	(227.74)	(7.60)	-	(7.60)
Non Controlling Interests in all Subsidiaries				
- As % of	1.91%	3.87%	4.31%	3.87%
- Amount (Rs. In Lakhs)	764.58	163.71	0.75	164.46
Intra Group Eliminations				
- As % of	-2.33%	1.01%	-0.04%	1.00%
- Amount (Rs. In Lakhs)	(935.22)	42.63	(0.01)	42.62
Total				
- As % of	100%	100%	100%	**100%**
- Amount (Rs. In Lakhs)	40,086.60	4,234.52	17.41	**4,251.93**

* From 1st April,2022 considered as subsidiary for consolidation purpose.

MANUBHAI & SHAH LLP CHARTERED ACCOUNTANTS

60 Ratio Analysis

(Rs. In Lakhs)

Particulars	Numerator	Denominator	2023-24	2022-23	% Change	Remarks
(a) Current Ratio (in times)	Total Current Assets	Total Current Liabilities	1.83	1.40	-31.06%	The ratio improved due to significant reduction in short-term borrowings and trade payables.
(b) Debt-Equity Ratio (in times)	Debt Consists of borrowings & lease liabilities	Total equity	0.45	0.82	44.72%	The ratio improved due to significant reduction in borrowings and increase in equity due to preferential allotment made during the current year.
(c) Debt Service Coverage Ratio (in times)	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt service = Interest and lease payments + Principal repayments	1.98	1.79	-10.39%	
(d) Return on Equity Ratio (in %)	Profit for the year less Preference dividend (if any)	Average total equity	9.75	11.08	11.99%	
(e) Inventory Turnover Ratio (in times)	Cost of Goods sold	Average Inventory	3.39	3.85	11.85%	
(f) Trade Receivables Turnover Ratio (in times)	Net Sales	Average trade receivables	2.06	2.40	14.23%	
(g) Trade Payables Turnover Ratio (in times)	Net Purchase + Other Expenses	Average trade payables	3.63	3.49	-4.05%	
(h) Net Capital Turnover Ratio (in times)	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	3.54	5.38	34.15%	The ratio reduced due to reduction in revenue from operations though increase in average working capital in current year as compared to previous year.
(i) Net Profit Ratio (in %)	Profit for the year	Net Sales	3.63%	3.03%	-19.69%	
(j) Return On Capital Employed (in %)	Profit before tax and finance costs	Capital employed = Net worth + Total Debt + Deferred tax liabilities	18.32%	21.97%	16.65%	
(k) Return On Investment (in %)	Income generated from invested funds	Average invested funds	17.59%	2.51%	-601.30%	The ratio improved due to significant increase in income from investments as compared to previous year.

MANUBHAI & SHAH LLP * CHARTERED ACCOUNTANTS

55 Relationship with Struck off Companies

The Group has not carried out any transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.

The Group has long-term contracts as at March 31, 2024 for which there are no material foreseeable losses. The group did not have any derivative contracts as at March 31, 2024.

56 Details of Creation/Satisfaction of Charges which are yet not registered with Ministry of Corporate Affairs beyond the statutory limits:

The Group has duly completed process for Registration or Satisfaction of Charges with ROC as and when required. There is no charge pending to be registered / satisfied with ROC.

57 Compliance with number of layers of companies:

The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

58 The Group do not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

59 Utilisation of Borrowed funds and share premium

Details of Funds advanced or loaned or invested by the group

The Group has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;

61 Details of funds received by the group

The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

62 Compliance with approved Scheme(s) of Arrangements

The Company has not applied for any Scheme of Arrangements under Sections 230 to 237 of the Companies Act, 2013.

63 Undisclosed Income

During the year under consideration, no tax assessment under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961) has been initiated/ongoing by the Income Tax Department.

64 Wilful Defaulter

The Group is not declared as wilful defaulter (as defined under the Companies Act, 2013) by any Bank or Financial Institution or other lender.

65 In the opinion of the management and to the best of their knowledge and belief the value on realisation of current assets, loans & advances in the ordinary course of business will not be less than the amount at which they are stated in the Balance Sheet.

66 The Group has assessed internal and external information upto the date of approval of the Audited financial statements while reviewing the recoverability of assets, adequacy of financial resources, performance of contractual obligations, ability to service the debt & liabilities, etc. Based on such assessment, the group expects to fully recover the carrying amounts of the assets and comfortably discharge its debts & obligations. Hence, the management does not envisage any material impact on the Audited consolidated financial statements of the company for the year ended 31st March, 2024.

67 Figures of corresponding previous year have been regrouped /rearranged wherever necessary, to make them comparable.

68 The Consolidated Financial Statements were approved for issue by the Board of Directors on 8th April, 2024.

As per our report of even date attached

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

Krishnakant Solanki
Partner
Membership No. 110299

Place : Ahmedabad
Date: 8th April 2024

MANUBHAI & SHAH LLP * CHARTERED ACCOUNTANTS *

For and on behalf of the Board

Satyen J. Mamtora
Managing Director
(DIN : 00139984)

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

Rakesh Kiri
Company Secretary

Chanchal Singh Satyendra Rajora
Chief Financial Officer

Place : Ahmedabad
Date: 8th April 2024

GENERAL INFORMATION

1. Our Company was originally incorporated in Gujarat as '*Triveni Electric Company Limited*' on July 11, 1994, a public limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated July 11, 1994, issued by the RoC, Gujarat at Ahmedabad. Our Company received the certificate of commencement of business from the RoC, Gujarat at Ahmedabad, on August 11, 1994. Subsequently, the name of our Company was changed to '*Transformers and Rectifiers (India) Limited*', and consequently a fresh certificate of incorporation dated March 29, 1995, was issued by the RoC, Gujarat at Ahmedabad.

2. Our Company's Registered Office is located at Survey No. 427 P/3-4 and 431 P/1-2 Sarkhej Bavla Highway, Village: Moraiya, Tal: Sanand, Ahmedabad, Ahmedabad, Gujarat, India, 382 213.

3. The CIN of our Company is L33121GJ1994PLC022460.

4. The website of our Company is www.transformerindia.com.

5. Our Company Secretary and Compliance Officer is Rakesh Dineshbhai Kiri. His contact details are as follows:

   Rakesh Dineshbhai Kiri
   306, Partheshwar Residency,
   Opp. Sapteshwar Residency,
   Vatva Road, Isanpur
   Ahmedabad 382443
   Tel: +91 02717- 661 624
   Email: cs@transformerindia.com

6. The Equity Shares are listed on BSE and NSE since December 28, 2007.

7. The authorized share capital of our Company as of the date of this Placement Document is ₹20,00,00,000.00 divided into 20,00,00,000 Equity Shares of face value of ₹1 each.

8. This Issue was authorised and approved by our Board of Directors on April 08, 2024 and approved by our Shareholders through a special resolution passed at the Annual General Meeting dated May 13, 2024.

9. In compliance with Regulation 173A of the SEBI ICDR Regulations, our Company has appointed India Ratings and Research Private Limited as the Monitoring Agency, for monitoring the utilisation of the proceeds in relation to the Issue. The Monitoring Agency will submit its report to us on a quarterly basis in accordance with the SEBI ICDR Regulations.

10. Copies of the Memorandum of Association and Articles of Association will be available for inspection during usual business hours on all Working Days between 10.00 A.M. to 5.00 P.M. at our Registered Office.

11. Our Company has received in-principle approvals under Regulation 28(1)(a) of the SEBI Listing Regulations to list the Equity Shares issued pursuant to the Issue, from NSE and BSE, both dated June 10, 2024. Our Company will make applications to the respective Stock Exchanges to obtain final listing and trading approvals for the Equity Shares after Allotment of the Equity Shares in the Issue.

12. Except as disclosed in this Placement Document, our Company has obtained necessary consents, approvals and authorisations required in connection with the Issue.

13. No change in the control of the Company will occur consequent to the Issue.

14. Except as disclosed in this Placement Document, there has been no material change in our consolidated financial condition or trading position of our Company since March 31, 2024, the date of the latest financial statements prepared and included herein.

15. Except as disclosed in this Placement Document, there are no material litigation or arbitration proceedings against or affecting us, or our assets or revenues, nor are we aware of any pending or threatened litigation or arbitration proceedings, which are or might be material in the context of this Issue. For further details, see "*Legal Proceedings*" on page 238.

16. As on the date of this Placement Document, Manubhai and Shah LLP, Chartered Accountants, having Firm Registration No. 106041W/W100136 are the Statutory Auditors of our Company.

17. Our Company is in compliance with the minimum public shareholding requirements as required under the SEBI Listing Regulations and Rule 19A of the SCRR.

18. The Floor Price for the Issue is ₹ 699.95 per Equity Share, calculated in accordance with Regulation 176 of the SEBI ICDR Regulations, as certified by Manubhai and Shah LLP, Chartered Accountants, Statutory Auditor of our Company. Our Company offered a discount of ₹ 34.95 per Equity Share, equivalent to 4.993% on the Floor Price, in terms of Regulation 176(1) of the SEBI ICDR Regulations and in accordance with the approval of the Shareholders accorded through a special resolution passed at the Annual General Meeting held on May 13, 2024.

19. Our Company and the Book Running Lead Managers accept no responsibility for statements made otherwise than in this Placement Document and anyone placing reliance on any other source of information, including our website, would be doing so at his or her own risk.

DETAILS OF PROPOSED ALLOTTEES

In compliance with the requirements of Chapter VI of the SEBI ICDR Regulations, Allotment of Equity Shares pursuant to this Issue shall be made by our Company, in consultation with the Book Running Lead Managers, to Eligible QIBs only, on a discretionary basis. The names of the proposed Allottees and the percentage of post-Issue capital that may be held by them, is set forth below:

S. No.	Name of the proposed Allottee	Percentage of the post-Issue share capital (%)(1)(2)
1.	HSBC Midcap Fund	3.19
2.	HSBC Flexi Cap Fund	2.86
3.	Goldman Sachs Funds - Goldman Sachs India Equity Portfolio	0.75
4.	Nomura Funds Ireland Public Limited Company- Nomura Funds Ireland - India Equity Fund	0.75
5.	Max Life Insurance Company Limited A/c - ULIF01311/02/08LIFEHIGHGR104 - High Growth Fund	0.28
6.	ASK Golden Decade Fund	0.27
7.	BOFA Securities Europe SA - ODI	0.24
8.	Aditya Birla Sun Life Trustee Private Limited A/C Aditya Birla Sun Life Small Cap Fund	0.23
9.	Invesco India Multicap Fund	0.21
10.	Invesco India Equity Fund	0.21
11.	ASK Golden Decade Fund - Series II	0.17
12.	Edelweiss Trusteeship Co Ltd Ac- Edelweiss Mf Ac- Edelweiss Aggresive Hybrid Fund	0.14
13.	BNP Paribas Financial Markets	0.14
14.	Societe Generale - ODI	0.13
15.	Edelweiss Multi Cap Fund	0.13
16.	ASK Investment Funds ICAV - ASK Indian Entrepreneur Fund	0.12
17.	ASK Growth India Fund	0.10
18.	Morgan Stanley Asia (Singapore) PTE	0.10
19.	Apah Capital Master Fund	0.08
20.	Invesco India Infrastructure Fund	0.07
21.	ASK India 2025 Equity Fund	0.07
22.	Carmignac Portfolio	0.05
23.	Carnelian Bharat Amritkaal Fund	0.05
24.	Trust Mutual Fund - Trust MF Flexi Cap Fund	0.05
25.	Motilal Oswal Small Cap Fund	0.05
26.	Shriram Flexi Cap Fund	0.04
27.	ITI Large Cap Fund	0.03
28.	ITI Value Fund	0.03
29.	Shriram ELSS Tax Saver Fund	0.02
30.	Zuno General Insurance Limited	0.02
31.	ASK Golden Decade Fund Series III	0.02
32.	Edelweiss Trusteeship Co Ltd Ac- Edelweiss MF Ac- Edelweiss Large & Mid Cap Fund	0.01
33.	Edelweiss Trusteeship Co Ltd Ac- Edelweiss MF Ac- Edelweiss ELSS Tax Saver Fund	0.00

(1) Based on the beneficiary position as on June 10, 2024 (adjusted for Equity Shares Allocated in the Issue).

(2) The post-Issue shareholding (in percentage terms) of the Allottees has been disclosed on the basis of their respective PAN, except in case of Mutual Funds, insurance companies, and Eligible FPIs (investing through different sub accounts having common PAN across such sub accounts) wherein their respective DP ID and Client ID has been considered.

DECLARATION

Our Company certifies that all relevant provisions of Chapter VI read with Schedule VII of the SEBI ICDR Regulations have been complied with and no statement made in this Placement Document is contrary to the provisions of Chapter VI and Schedule VII of the SEBI ICDR Regulations and that all approvals and permissions required to carry on our Company's business have been obtained, are currently valid and have been complied with. Our Company further certifies that all the statements in this Placement Document are true and correct.

SIGNED ON BEHALF OF THE BOARD OF DIRECTORS:

Jitendra Ujamsi Mamtora
(*Chairman and Whole-time Director*)

Date: June 13, 2024
Place: Ahmedabad, Gujarat

DECLARATION

We, the Board of Directors of the Company certify that:

(i) the Company has complied with the provisions of the Companies Act, 2013 and the rules made thereunder, each as amended;

(ii) the compliance with the Companies Act, 2013 and the rules thereunder, each as amended, does not imply that payment of dividend or interest or repayment of preference shares or debentures, if applicable, is guaranteed by the Central Government; and

(iii) the monies received under this Issue shall be used only for the purposes and objects indicated in this Placement Document (which includes disclosures prescribed under Form PAS-4).

Signed by:

Jitendra Ujamsi Mamtora
(*Chairman and Whole-time Director*)

I am authorized by the Board of Director of the Company *vide* resolution dated April 8, 2024, to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder, each as amended, in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the Promoter(s) subscribing to the Memorandum of Association and the Articles of Association.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

Signed by:

Jitendra Ujamsi Mamtora
(*Chairman and Whole-time Director*)

Date: June 13, 2024
Place: Ahmedabad, Gujarat

TRANSFORMERS AND RECTIFIERS (INDIA) LIMITED

CIN: L33121GJ1994PLC022460

Registered and Corporate Office
Survey No. 427 P/3-4 and 431 P/1-2
Sarkhej Bavla Highway,
Village: Moraiya, Tal: Sanand,
Ahmedabad, Ahmedabad, Gujarat, India, 382 213
Website: https://www.transformerindia.com/

Contact Person: Rakesh Dineshbhai Kiri, Company Secretary and Compliance Officer
Address: 306, Partheshwar Residency,
Opp. Sapteshwar Residency,
Vatva Road, Isanpur
Ahmedabad 382443
Tel: +91 02717- 661 624
Email: cs@transformerindia.com | **Tel:** +91 02717- 661 624

BOOK RUNNING LEAD MANAGERS

Nuvama Wealth Management Limited (*formerly known as Edelweiss Securities Limited*)
801 to 804 Wing A Building No 3
Inspire BKC G Block BKC
Bandra (East), Mumbai, Mumbai
Maharashtra, India, 400051

ITI Capital Limited
ITI House 36, Dr. R. K.
Shirodkar Marg, Parel, Mumbai
Maharashtra, India, 400012

REGISTRAR TO THE ISSUE

Link Intime (India) Private Limited
C 101, 247 Park, L B S Marg,
Vikhroli West, Mumbai – 400 083
Tel : 022 – 49186000 / 270

LEGAL COUNSEL TO THE COMPANY

Singhania and Co. LLP
83-C, Mittal Towers,
Nariman Point, Mumbai 400021, Maharashtra, India
Tel: +91 022- 22049773

LEGAL COUNSELS TO THE BOOK RUNNING LEAD MANAGERS

As to Indian Law

Saraf and Partners Law Offices
2402, Tower 2, One International Centre
Senapati Bapat Marg, Prabhadevi West
Mumbai 400013, Maharashtra, India
Tel: +91 11 4405 0600

Special International Legal Counsel

Duane Morris and Selvam LLP
16 Collyer Quay, #17-00
Singapore 049318
Tel: +65 6311 0030

STATUTORY AUDITORS OF OUR COMPANY

Manubhai and Shah LLP, Chartered Accountant
ICAI Firm Reg. No. 106041W/W100136
G-4, CAPSTONE, Opp. Chirag Motors
Sheth Mangaldas Road, Ellisbridge
Ahmedabad, Ahmedabad, Gujarat, India, 380006

APPLICATION FORM

Name of Bidder: ___________________

TRANSFORMERS AND RECTIFIERS (INDIA) LIMITED
(Incorporated in the Republic of India under the provisions of the Companies Act, 1956)
CIN: L33121GJ1994PLC022460; **Registered and Corporate Office**: Survey No. 427 P/3-4 and 431 P/1-2 Sarkhej Bavla Highway, Moraiya, Sanand, Ahmedabad, Ahmedabad, Gujarat, India; **Telephone**: +91 02717 661 624; **Email**: cs@transformerindia.com; **Website**: www.transformerindia.com/
LEI Code: 335800CLAIFWDACD5H92; **ISIN:** INE763I01026

Form No: ________________________

Date: __________________________

QUALIFIED INSTITUTIONS PLACEMENT OF 7,518,796 EQUITY SHARES OF FACE VALUE OF ₹ 1 EACH (THE "EQUITY SHARES") BY TRANSFORMERS AND RECTIFIERS (INDIA) LIMITED (THE "COMPANY") FOR CASH AT A PRICE OF ₹ 665.00 PER EQUITY SHARE, INCLUDING A PREMIUM OF ₹ 664.00 PER EQUITY SHARE (THE "ISSUE PRICE"), AGGREGATING ₹ 5,000.00 MILLION UNDER SECTION 42 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013, AND THE RULES MADE THEREUNDER, EACH AS AMENDED (THE "COMPANIES ACT") READ WITH RULE 14 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014, AS AMENDED (THE "PAS RULES"), AND CHAPTER VI OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (THE "SEBI ICDR REGULATIONS") (HEREINAFTER REFERRED TO AS THE "ISSUE").

THE APPLICABLE FLOOR PRICE OF THE EQUITY SHARES IS ₹ 699.95 PER EQUITY SHARE AND OUR COMPANY MAY OFFER A DISCOUNT OF NOT MORE THAN 5% OR SUCH PERCENTAGE AS PERMITTED UNDER THE SEBI ICDR REGULATIONS ON THE FLOOR PRICE.

Only Qualified Institutional Buyers ("QIBs") as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations and which (i) are not, (a) excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations; and (b) prohibited or debarred by any regulatory authority for buying or selling or dealing in securities or restricted from participating in the Issue under the SEBI ICDR Regulations and other applicable laws, including foreign exchange related laws; (ii) hold a valid and existing registration under the applicable laws in India (as applicable); and (iii) are eligible to invest in the Issue and submit this Application Form, and (iv) are (a) residents in India, or (b) foreign portfolio investors participating through Schedule II of the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 ("FEMA Rules"), defined hereinafter or a multilateral or bilateral development financial institution eligible to invest in India under applicable law including the FEMA Rules; can submit this Application Form. The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. The Equity Shares offered in the Issue are being offered and sold only outside the United States in "offshore transactions" as defined in, and in reliance on, Regulation S under the U.S. Securities Act ("Regulation S") and the applicable laws of the jurisdictions where those offers and sales are made. For the selling restrictions in certain other jurisdictions, see section entitled "*Selling Restrictions*" in the accompanying preliminary placement document dated *June 10, 2024 (the "PPD").*

ONLY ELIGIBLE QIBs ARE PERMITTED TO PARTICIPATE IN THE ISSUE. ELIGIBLE FPIs ARE PERMITTED TO PARTICIPATE IN THIS ISSUE, THROUGH THE PORTFOLIO INVESTMENT SCHEME UNDER SCHEDULE II OF THE FEMA RULES, SUBJECT TO COMPLIANCE WITH ALL APPLICABLE LAWS AND SUCH THAT THE SHAREHOLDING OF ELIGIBLE FPIs DO NOT EXCEED SPECIFIED LIMITS AS PRESCRIBED UNDER APPLICABLE LAWS IN THIS REGARD. PURSUANT TO PRESS NOTE NO. 3 (2020 SERIES), DATED APRIL 17, 2020, ISSUED BY THE DEPARTMENT FOR PROMOTION OF INDUSTRY AND INTERNAL TRADE, GOVERNMENT OF INDIA, AND RULE 6 OF THE FEMA RULES, INVESTMENTS BY AN ENTITY OF A COUNTRY WHICH SHARES LAND BORDER WITH INDIA OR WHERE THE BENEFICIAL OWNER OF SUCH INVESTMENT IS SITUATED IN OR IS A CITIZEN OF SUCH COUNTRY, MAY ONLY BE MADE THROUGH THE GOVERNMENT APPROVAL ROUTE.

To,
The Board of Directors
TRANSFORMERS AND RECTIFIERS (INDIA) LIMITED
Survey No. 427 P/3-4 and 431 P/1-2 Sarkhej Bavla Highway, Moraiya, Sanand, Ahmedabad, Ahmedabad, Gujarat, India, 382 213

Dear Sirs,

On the basis of the serially numbered PPD of the Company and subject to the terms and conditions contained therein, and in this Application Form, we hereby submit our Application Form for the Allotment of the Equity Shares in the Issue, on the terms and price indicated below. We confirm that we are an Eligible QIB as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations and are not: (a) excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations; and (b) restricted from participating in the Issue under the applicable laws, including SEBI ICDR Regulations. We are not a promoter of the Company (as defined in the SEBI ICDR Regulations), or any person

STATUS (Please ✓)			
FI	Scheduled Commercial Banks and Financial Institutions	**AIF**	Alternative Investment Funds**
MF	Mutual Funds	**NIF**	National Investment Fund
FPI	Eligible Foreign Portfolio Investors*	**SI-NBFC**	Systemically Important NBFC

related to the promoters of the Company, directly or indirectly. Further, we confirm that we do not have any right under a shareholders' agreement or voting agreement entered into with promoters or persons related to promoter of the Company, veto rights or right to appoint any nominee director on the board of directors of the Company. We confirm that we are either a QIB which is resident in India, or an Eligible FPI, participating through Schedule II of the FEMA Rules. We specifically confirm that our Bid for the Allotment of the Equity Shares is not in violation to the amendment made to Rule 6(a) of the FEMA Rules by the Central Government on April 22, 2020. We confirm that we are neither an AIF or VCF whose sponsor and manager is not Indian owned and controlled in terms of the FEMA Rules, nor an FVCI.

IC	Insurance Companies	**IF**	Insurance Funds
OTH	Others (Please Specify)		

**Foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, other than individuals, corporate bodies and family offices who are not allowed to participate in the Issue.*

We confirm that the Bid size / aggregate number of the Equity Shares applied for by us, and which may be Allocated to us thereon will not exceed the relevant regulatory or approved limits and further confirm that our Bid will not result in triggering an open offer under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "**Takeover Regulations**").We confirm, that we have a valid and existing registration under applicable laws and regulations of India, and undertake to acquire, hold, manage or dispose of any Equity Shares that are Allotted to us in accordance with Chapter VI of the SEBI ICDR Regulations and undertake to comply with the SEBI ICDR Regulations, and all other applicable laws, including any reporting obligations and the terms and conditions mentioned in the Preliminary Placement Document and this Application Form. We confirm that, in relation to our application, each Eligible FPIs, have submitted separate Application Forms, and asset management companies or custodians of mutual funds have specified the details of each scheme for which the application is being made along with the Bid Amount and number of Equity Shares to be Allotted under each such scheme. We undertake that we will sign all such documents, provide such documents and do all such acts, if any, necessary on our part to enable us to be registered as the holder(s) of the Equity Shares that may be Allotted to us. We confirm that the signatory is authorized to apply on behalf of the Bidder and the Bidder has all the relevant authorisations. We note that the Board of Directors of the Company, or any duly authorised committee thereof, is entitled, in consultation with Nuvama Wealth Management Limited (*formerly known as Edelweiss Securities Limited*) and ITI Capital Limited (together, the "**BRLMs**"), in their sole discretion, to accept or reject this Application Form without assigning any reason thereof.

We hereby agree to accept the Equity Shares that may be Allocated to us subject to the provisions of the memorandum of association and articles of association of the Company, applicable laws and regulations, the terms of the PPD, the Placement Document (when issued), and the confirmation of allocation note ("**CAN**") (when issued) and the terms, conditions and agreements mentioned therein and request you to credit the same to our beneficiary account with the Depository Participant as per the details given below, subject to receipt of this Application Form and the Bid Amount towards the Equity Shares that may be allocated to us. The Bid Amount payable by us for the Equity Shares applied for in the Issue has been/will be remitted to the designated bank account set out in this Application Form only through electronic mode, along with this duly completed Application Form prior to or on the Bid/Issue Closing Date and such Bid Amount has been /will be transferred from a bank account maintained in our name, and in case we are joint holders, from the bank account of the person whose name appears first in the Application Form. We acknowledge and agree that we shall not make any payment in cash, demand draft or cheque. We are aware that (i) Allocation and Allotment in the Issue shall be at the sole discretion of the Company, in consultation with the BRLMs; and (ii) in the event that Equity Shares that we have applied for are not Allotted to us in full or at all, and/or the Bid Amount is in excess of the amount equivalent to the product of the Equity Shares that will be Allocated to us and the Issue Price, or the Company is unable to issue and Allot the Equity Shares offered in the Issue or if we withdraw the Bid before Issue Closing Date, or if there is a cancellation of the Issue, the Bid Amount or a portion thereof, as applicable, will be refunded to the same bank account from which the Bid Amount was paid by us. Further, we agree to comply with the rules and regulations that are applicable to us, including in relation to the lock-in and transferability requirements. In this regard, we authorize the Company to issue instructions to the depositories for such lock-in and transferability requirements, as may be applicable to us.

We further understand, agree and consent that (i) our names, address, contact details, PAN, bank account details and the number of Equity Shares Allotted, along with other relevant information as may be required, will be recorded by the Company in the format prescribed in terms of the PAS Rules; (ii) in the event that any Equity Shares are Allocated to us in the Issue, we are aware pursuant to the requirements under Form PAS-4 of the PAS Rules that our names (as proposed Allottees) and the percentage of our post-Issue shareholding in the Company will be disclosed in the Placement Document, and we are further aware that disclosure of such details in relation to us in the Placement Document will not guarantee Allotment to us, as Allotment in the Issue shall continue to be at the sole discretion of the Company, in consultation with the BRLMs; and; and (iii) in the event that Equity Shares are Allotted to us in the Issue, the Company will place our name in the register of members of the Company as a holder of such Equity Shares that may be Allotted to us and in the Form PAS-3 filed by the Company with the Registrar of Companies, Gujarat at Ahmedabad (the "**RoC**") as required in terms of the PAS Rules. Further, we are aware and agree that if we, together with any other QIBs belonging to the same group or under common control, are Allotted more than 5% of the Equity Shares in the Issue, the Company shall be required to disclose our name, along with the names of such other Allottees and the number of Equity Shares Allotted to us and to such other Allottees, on the websites of National Stock Exchange of India Limited and BSE Limited (together, the "**Stock Exchanges**"), and we consent to such disclosures. In addition, we confirm that we are eligible to invest in Equity Shares under the SEBI ICDR Regulations, circulars issued by the RBI and other applicable laws. We specifically confirm that our Bid for the Allotment of the Equity Shares is not in violation to the amendment made to Rule 6(a) of the FEMA Rules by the Central Government on April 22, 2020.

By signing and submitting this Application Form, we hereby confirm and agree that the representations, warranties, acknowledgements and agreements as provided in the sections "*Notice to Investors*", "*Representations by Investors*", "*Issue Procedure*", "*Selling Restrictions*" and "*Transfer Restrictions*" sections of the PPD and the terms, conditions and agreements mentioned herein are true and correct and acknowledge and agree that these representations and warranties are given by us for the benefit of the Company and the BRLMs, each of whom is entitled to rely on, and is relying on, these representations, undertakings and warranties in consummating the Issue.

By signing and/or submitting this Application Form, we hereby represent, warrant, acknowledge and agree as follows: (1) we have been provided with a serially numbered copy of the PPD and the Application Form and have read it in its entirety including in particular, the section titled "*Risk Factors*" therein and we have relied only on the information contained in the PPD and not on any other information obtained by us either from the Company, the BRLMs or from any other source, including publicly available information; (2) we will abide by the PPD and the Placement Document (when provided), this Application Form, the CAN, when issued, and the terms, conditions and agreements contained therein; (3) that if Equity Shares are Allotted to us pursuant to the Issue, we shall not sell such Equity Shares, otherwise than on the floor of a recognised stock exchange in India for a period of one year from the date of Allotment; (4) we will not have the right to withdraw our Bid or revise our Bid downwards after the Bid/Issue Closing Date; (5) we will not trade in the Equity Shares credited to our beneficiary account maintained with the Depository Participant until such time that the final listing and trading approvals for the Equity Shares are issued by the Stock Exchanges; (6) Equity Shares shall be Allocated and Allotted at the sole and absolute discretion of the Company, in consultation with the BRLMs, and the submission of this Application Form and payment of the corresponding Bid Amount by us does not guarantee any Allocation or Allotment of Equity Shares to us in full or in part; (7) in terms of the requirements of the Companies Act, upon Allocation, the Company will be required to disclose names and percentage of our post-Issue shareholding of the proposed Allottees in the Placement Document; however, disclosure of such details in relation to us in the Placement Document will not guarantee Allotment to us, as Allotment in the Issue shall continue to be at the sole discretion of the Company, in consultation with the BRLMs; (8) the number of Equity Shares Allotted to us pursuant to the Issue, together with other Allottees that belong to the same group or are under common control as us, shall not exceed 50% of the Issue and we shall provide all necessary information in this regard to the Company and the BRL For the purposes of this representation: The expression 'belong to the same group' shall derive meaning from Regulation 180(2) of the SEBI ICDR Regulations, i.e., entities where (i) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15% of the voting rights in the other; (ii) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (iii) there is a common director, excluding nominee and independent directors, among the Eligible QIBs, its subsidiary or holding company and any other QIB; and 'control' shall have the same meaning as is assigned to it under Regulation 2(1)(e) of the Takeover Regulations; (9) if we are participating in the Issue as an Eligible FPI, we are not an individual, corporate body, or family office; (10) we agree to accept the Equity Shares applied for, or such lesser number of Equity Shares as may be Allocated to us, subject to the provisions of the memorandum of association and articles of association of the Company, applicable laws and regulations, the terms of the PPD and the Placement Document, this Application Form, the CAN upon its issuance and the terms, conditions and agreements mentioned therein and request you to credit the same to our beneficiary account with the Depository Participant as per the details given below; (11) we have such knowledge and experience in financial and business matters that we are capable of evaluating the merits and risks of the prospective investment in the Equity Shares and we understand the risks involved in making an investment in the Equity Shares; (12) no action has been taken by us or any of our affiliates or representatives to permit a public offering of the Equity Shares in any jurisdiction; (13) we satisfy any and all relevant suitability standards for investors in Equity Shares; (14) we have the ability to bear the economic risk of our investment in the Equity Shares, have no need for liquidity with respect to our investment in Equity Shares and are able to sustain a complete loss of our investment in the Equity Shares; (15) we acknowledge that the Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws and that the Equity Shares are being offered and sold only outside the United States in "offshore transactions" as defined in and in reliance on Regulation S; and (16) we are located outside the United States (as defined in Regulation S) and we are not submitting this Application Form as a result of any "directed selling" efforts (as defined in Regulation S).

We acknowledge that once a duly filled Application Form, whether signed or not is submitted by an Eligible QIB, and the Bid Amount has been transferred to the Escrow Account (as detailed below), such Application Form constitutes an irrevocable offer and cannot be withdrawn or revised downwards after the Bid/Issue Closing Date. In case Bids are being made on behalf of the Eligible QIB and this Application Form is unsigned, we confirm that we are authorized to submit this Application Form and provide necessary instructions for transfer of the Bid Amount to the Escrow Account, on behalf of such Eligible QIB.

BIDDER DETAILS (in Block Letters)			
NAME OF BIDDER*			
NATIONALITY			
REGISTERED ADDRESS			
CITY AND CODE			
COUNTRY			
MOBILE NO.			
TELEPHONE NO.		**FAX.**	
EMAIL ID			
LEI			
FOR ELIGIBLE FPIs	**Registration Number:**	**For MFs/ SI-NBFCs/ ICs:**	**Registration Number:**
***Name should exactly match with the name in which the beneficiary account is held. Bid Amount payable on Equity Shares applied for by joint holders shall be paid from the bank account of the person whose name appears first in the application. Mutual Fund Bidders are requested to provide details of the Bids made by each scheme of the Mutual Fund. Each Eligible FPI is required to fill a separate Application Form. Further, any discrepancy in the name as mentioned in this Application Form with the Depository records would render the application invalid and liable to be rejected at the sole discretion of the Issuer and the BRL**			

We are aware that the number of Equity Shares in the Company held by us, together with the number of Equity Shares, if any, Allocated to us in the Issue will be aggregated to disclose the percentage of our post-Issue shareholding in the Company in the Placement Document in line with the requirements under Form PAS-4 of the PAS Rules. For such information, the BRLMs will rely on the information provided by the Registrar for obtaining details of our shareholding and we consent and authorize such disclosure in the Placement Document.

DEPOSITORY ACCOUNT DETAILS			
Depository Name (Please ü)	National Security Depository Limited		Central Depository Services (India) Limited
Depository Participant Name			
DP – ID	I N		
Beneficiary Account Number			(16 digit beneficiary account. No. to be mentioned above)
	The demographic details like address, bank account details etc., will be obtained from the Depositories as per the beneficiary account given above. **However, for the purpose of refund, if any, only the bank details as mentioned below, from which remittance towards subscription has been made, will be considered.**		

ESCROW ACCOUNT - BANK ACCOUNT DETAILS FOR PAYMENT OF AMOUNT THROUGH ELECTRONIC FUND TRANSFER REMITTANCE BY WAY OF ELECTRONIC FUND TRANSFER BY 03:00 PM (IST), [*Day*], [*Date*]	
Name of the Account	Transformers and Rectifiers (India) Limited – QIP Escrow Account 2024
Name of the Bank	State Bank of India
Address of the Branch of the Bank	Mumbai Main Branch Building, 3rd Floor, Mumbai Samachar Marg, Fort, Mumbai-4000023
Account Type	Escrow Account
Account Number	43011069223
LEI	335800CLAIFWDACD5H92
IFSC	SBIN0011777
Tel. No.	+91 8450982900
Email	Nib.11777@sbi.co.in

The Bid Amount should be transferred pursuant to the Application Form. All payments must be made only by way of electronic funds transfer, in favour of "*Transformers and Rectifiers (India) Limited – QIP Escrow Account 2024*". Payment of the entire Bid Amount should be made along with the Application Form on or before the closure of the Bid/Issue Period, i.e., prior to the Bid/Issue Closing Date. **The payment for subscription to the Equity Shares Allotted in the Issue shall be made only from the bank account of the person subscribing to the Equity Shares and in case of joint holders, from the bank account of the person whose name appears first in the Application Form.**

You are responsible for the accuracy of the bank account details mentioned below. You are aware that the successful processing of refunds, if any, shall be dependent on the accuracy of the bank details provided by you. The Company and the BRLMs shall not be liable in any manner for refunds that are not processed due to incorrect bank account details.

RUPEE BANK ACCOUNT DETAILS (FOR REMITTANCE)			
Bank Account Number		IFSC Code	
Bank Name		Bank Branch Address	
NO. OF EQUITY SHARES BID		**PRICEPER EQUITY SHARE (RUPEES)**	
(In figures)	(In words)	(In figures)	(In words)
	BID AMOUNT (RUPEES)		
(In figures)	(In numbers and words)		

DETAILS OF CONTACT PERSON			
NAME			
ADDRESS			
TEL. NO.		**FAX NO.**	
EMAIL			

OTHER DETAILS	
PAN*	
Date of Application	
LEI	
Signature of Authorised Signatory (may be signed either physically or digitally) **	

ENCLOSURES ATTACHED
Attested/ certified true copy of the following:
☐ Copy of PAN Card or PAN allotment letter (if applicable)
☐ Copy of FPI Registration Certificate /MF Registration certificate / SEBI certificate of registration for AIFs/VCF/SI-NBFC/IC/IF
☐ Certified copy of the certificate of registration issued by the RBI as an SI-NBFC/ a Scheduled Commercial Bank
☐ Copy of notification as a public financial institution
☐ FIRC
☐ Copy of IRDAI registration certificate
☐ Intimation of being part of the same group
☐ Certified true copy of Power of Attorney
☐ Other, please specify

**It is to be specifically noted that the Bidder should not submit the GIR Number or any other identification number instead of the PAN as the applications are liable to be rejected on this ground, unless the Bidder is exempted from the requirement of obtaining a PAN number under the Income-tax Act, 1961.*

***A physical copy of the Application Form and relevant documents as required to be provided along with the Application Form shall be submitted as soon as practical.*

Note:

(1) Capitalized terms used but not defined herein shall have the same meaning as ascribed to them in the PPD.

(2) The Application Form is liable to be rejected if any information provided is incomplete or inadequate at the discretion of the Company in consultation with the BRL

(3) The duly filed Application Form along with all enclosures shall be submitted to the BRLMs either through electronic form at the email mentioned in the PPD or through physical delivery at the address mentioned in the PPD.

This Application Form, the PPD sent to you and the Placement Document which will be sent to you, either in physical form or both, are specific to you and you may not distribute or forward the same and are subject to disclaimer and restrictions contained in or accompanying these documents.