

TVS Upasana Limited

ANNUAL REPORT

**for the year ended
March 31, 2022**

TVS Upasana Limited

REPORT OF THE DIRECTORS TO THE SHAREHOLDERS

The Directors have pleasure in presenting the 30th Annual Report, together with the audited accounts for the year ended March 31, 2022.

FINANCIAL RESULTS

₹ in lakhs

Particulars	2021-22	2020-21
Revenue from operations	16,085.33	14,449.52
Gross Profit / (Loss) before interest & depreciation	2,644.58	3,258.76
Less: Interest	635.94	629.01
Less: Depreciation	1,175.11	1,086.19
Profit / (Loss) before tax	833.53	1,543.56
Add / (Less): Provision for Tax (including Deferred Tax)	258.37	408.35
Profit / (Loss) after tax	575.16	1,135.21
Other Comprehensive income net of deferred Tax	(16.26)	8.89
Total Comprehensive Income for the year	558.90	1,144.10
Add : Brought forward	8,072.92	6,893.85
Add : Financial Guarantee	60.05	34.97
Balance carried forward	8,691.87	8,072.92

OPERATIONS

During the year under review, the revenue from operations of the Company amounted to ₹ 16,085.33 lakhs as against ₹ 14,449.52 lakhs in the year 2020-2021. During the year under review, the total comprehensive income of the Company for the year was ₹ 558.90 lakhs as against ₹ 1,144.10 lakhs during 2020-2021.

DIVIDEND

The Directors do not propose any dividend for the financial year 2021-2022.

TRANSFER TO RESERVES

The Company has not transferred any amounts to reserves during the year 2021-2022.

BOARD MEETINGS

During the financial year 2021-2022, there were four board meetings, which were held on April 30, 2021, August 25, 2021, October 6, 2021 and February 1, 2022. All the Directors attended all the meetings during the year under review.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors confirm that:-

- in the preparation of the annual accounts, the applicable accounting standards had been followed;
- they have selected appropriate accounting policies and applied them consistently, made judgments and estimates that have been made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that year.
- they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions

of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

- they had prepared the annual accounts on a going concern basis.
- they had devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

VIGIL MECHANISM

The Board of Directors continues to nominate Ms. Arundathi Krishna, Managing Director to play the role of Audit Committee for the purpose of Vigil Mechanism.

DIRECTORS

In terms of the provisions of sub-section (6) read with explanation to Section 152 of the Companies Act, 2013, two-third of the total number of directors i.e. excluding independent directors, are liable to retire by rotation and out of which, one-third is liable to retire by rotation at every Annual General Meeting.

Accordingly, Mr. S. Meenakshisundaram (DIN 00513901), Director of the Company, becomes liable to retire by rotation, at the ensuing AGM, and being eligible, offers himself for re-appointment.

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SUB-SECTION (7) OF SECTION 149

This clause is not applicable as the Company, being a wholly owned subsidiary of Sundram Fasteners Limited is not required to have an Independent Director on the Board of the Company by virtue of the exemption provided under Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Company has not given any loans or guarantees or made investments in entities covered under the provisions of Section 186 of the Companies Act, 2013.

PROCEEDINGS PENDING, IF ANY, UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

The Company has neither filed an application during the year under review nor are any proceedings pending under the Insolvency and Bankruptcy Code, 2016 as at March 31, 2022.

THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

No such event has occurred during the year under review.

COST AUDITOR AND MAINTENANCE OF COST RECORDS

In terms of Section 148 of the Companies Act, 2013 (the Act) read with Companies (Cost records and Audit) Rules, 2014 as amended, the Board of Directors has appointed Sri P. Raju Iyer, Practicing Cost Accountant (Mem no: 6987) as Cost Auditor for the Financial year 2022-23.

As specified by the Central Government under Section 148(1) of the Companies Act, 2013, the cost records are required to be maintained by the Company and accordingly such records are being maintained.

AUDITORS

Pursuant to Section 139 of the Companies Act, 2013, B S R & Co LLP, Chartered Accountants, Chennai, (Registration No. 101248 W/

TVS Upasana Limited

W- 100022 with the Institute of Chartered Accountants of India), were appointed as Statutory Auditors of the Company at the Twenty Fifth Annual General Meeting of the Company for a consecutive period of 5 years commencing from 28th June, 2017.

The Board of Directors have recommended the re-appointment of M/s. B S R & Co. LLP, Chartered Accountants, Chennai as the statutory auditors of the Company, for the second term of five consecutive years, till the conclusion of the Annual General Meeting of the Company for the financial year 2026-2027. The Company has received consent from M/s. B S R & Co. LLP, Chartered Accountants, Chennai to serve as statutory auditors of the Company, if they are so appointed. They have also furnished necessary certificate required under the Companies Act, 2013 conveying their eligibility for appointment. M/s. B S R & Co. LLP, Chartered Accountants, Chennai holds Peer Review Certificate No. 011748 dated July 2, 2019, issued by the Institute of Chartered Accountants of India, which is valid for a period of three years from the date of issue.

RELATED PARTY TRANSACTIONS

All transactions with related parties were on arm's length basis and in the ordinary course of business. There was no material related party contract during the year. Form AOC-2 as required under Section 134 (3)(h) of the Companies Act, 2013 is enclosed vide **Annexure - I** to this report.

EXTRACT OF ANNUAL RETURN

In terms of requirement of Section 134(3) read with Section 92(3) of the Companies Act, 2013, the annual return of the Company will be available on the Company's website, www.uel.in.

MATERIAL CHANGES AND COMMITMENTS

The situation for manufacturers became challenging with the second wave of the novel Corona Virus (Covid-19) Pandemic outbreak, which has affected supply chains and disrupting manufacturing operations during the first quarter of the financial year under review. In view of the complete lockdown measures announced by the State Governments across the country, the Company had very subdued sales during the first quarter of Financial Year 2021-2022. However, the Company is making all efforts towards meeting its obligations of its stakeholders.

CONSERVATION OF ENERGY / TECHNOLOGY ABSORPTION

The Company has utilized renewable energy in the form of Wind Energy at its Hosur plant in lieu of fossil fuels. The Company has installed rooftop solar power plant facility at its Units located in Hosur and Vallam Vadagal to conserve the energy. There was no technology absorption during the year under review.

FOREIGN EXCHANGE EARNINGS AND OUTGO

The total foreign exchange earned and used are as under:

₹ in lakhs

Particulars	2022-23	2021-22
Foreign exchange earned - Exports	4,547.04	4,496.47
Foreign Exchange earned - Others	-	-
Foreign exchange used - imports	1,073.77	696.37
Foreign exchange used – others	-	-

DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL APPOINTED OR HAVE RESIGNED DURING THE YEAR

There was no change in Key managerial personnel or directors during the year under review.

CHANGE IN THE NATURE OF BUSINESS

There was no change in the nature of business of the Company during the financial year.

COMPANIES WHICH HAVE BECOME OR CEASED TO BE COMPANY'S SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR

The Company does not have any subsidiary, joint venture or associate company.

The Hon'ble National Company Law Tribunal, Chennai bench, vide its order dated December 6, 2021, had approved the composite scheme of amalgamation and arrangement (demerger) inter alia amongst T V Sundram Iyengar & Sons Private Limited ("TVSS"), Sundaram Industries Private Limited ("SIPL"), Southern Roadways Private Limited ("SRPL") and TVS Sundram Fasteners Private Limited ("TPL") ("Composite Scheme") in accordance with Sections 230 to 232 and other applicable provisions under the Companies Act, 2013 read with the rules made thereunder and other applicable laws. The Composite Scheme was made effective on January 6, 2022 ("Effective Date").

As per the Composite Scheme, on the Effective Date, SIPL and SRPL have amalgamated with TVSS and have been dissolved without the process of winding up. As a result of this, the shareholding of SRPL in Sundram Fasteners Limited (SFL) consisting of 5,07,73,280 equity shares was vested in / transferred to TVSS. This had resulted in the increase of the direct shareholding of TVSS in SFL from 5,33,12,000 equity shares to 10,40,85,280 equity shares (representing 49.53% of its paid-up equity share capital).

As a subsequent step to the above, in terms of the Composite Scheme, on February 4, 2022, TVSS demerged a business undertaking which included shareholding of 49.53% (10,40,85,280 equity shares) held in the Company to TPL. Consequent to the above, TPL has become the Promoter of SFL.

PUBLIC DEPOSITS

During the year under review, the Company has not accepted any deposits from the public within the meaning of Section 73 of the Companies Act, 2013. Deposits position as on March 31, 2022 is Nil.

REGULATORY / COURT ORDERS

During the year 2021 - 2022, no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

DETAILS OF FRAUD REPORTED BY AUDITORS:

M/s. BSR & Co. LLP, Chartered Accountants, Chennai, the Statutory Auditors of the Company have stated that during the course of their audit, there were no fraud by the Company or on the Company by its officers noticed or reported in Independent Auditors' Report which forms part of this Report.

INTERNAL FINANCIAL CONTROLS

The Company has internal control procedures and sufficient internal control checks considering the size and nature of its business and the Board of Directors are of the view that those controls are adequate with reference to the financial statements.

RISK MANAGEMENT

The Company had identified certain business risks and also the measures for dealing with such risks which it faces in day to day operations of the Company.

AUDIT COMMITTEE AND NOMINATION AND REMUNERATION COMMITTEE

The Company does not have Audit Committee / Nomination and Remuneration Committee since both the committees have been dissolved by the Board of Directors at its meeting on September 15, 2017 pursuant to amendments to the Companies (Appointment &

Qualification of Directors) Rules, 2014 and Companies (Meeting of Board and its Powers) Rules, 2014 vide Ministry of Corporate Affairs notifications dated July 05, 2017 and July 13, 2017 respectively.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR)

The CSR Committee of the Board consisted of Sri Suresh Krishna, Ms Arundathi Krishna and Ms Usha Krishna as members of the CSR Committee, with Sri Suresh Krishna as its Chairman.

Pursuant to the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014 and any amendment(s) relating thereto, read with various clarifications issued by Ministry of Corporate Affairs, the Company has undertaken activities as per the CSR Policy (available on your Company's website www.uel.in) and the details are provided in the annual report on CSR activities enclosed vide **Annexure-II** forming part of this report.

With the enactment of the Companies (Amendment) Act, 2020 vide its notification dated September 28, 2020, effective January 22, 2021, where the amount to be spent by a Company under CSR does not exceed ₹ 50 Lakh, the requirement of constitution of the CSR Committee shall not be applicable and the functions of such Committee under this Section in, such cases, be discharged by the Board of Directors of the Company.

The CSR Committee has been dissolved by the Board of Directors at its meeting held on April 30, 2021, pursuant to the amendments as mentioned above. The powers/functions/duties earlier performed by the Committee shall henceforth be vested with the Board of Directors.

HEALTHY, SAFETY, SECURITY AND ENVIRONMENT (HSSE)

The Company accorded the highest priority to health and safety of the workforce with a commitment to comply with all applicable laws and regulations. The Company imparted safety training to all its employees. The Company maintained the highest standards of occupational HSSE with the leadership team reviewing business safety performance on a monthly basis.

During the Financial Year 2021 – 2022, the Company implemented best-in-class internal standards to ensure safe, systematic, reliable and environment-friendly operations. The leadership team of the

Company frequently checked the effectiveness of implementation and demonstrated visible safety leadership through field inspection programmes.

STATEMENT UNDER RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

None of the employees were in receipt of remuneration in excess of the limit prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has adopted the Anti-Sexual Harassment Policy laid down by the Holding Company (Sundram Fasteners Limited-SFL), which is in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) of SFL is entrusted to redress complaints regarding sexual harassment. No complaints were received during the calendar year 2021.

ACKNOWLEDGMENT

Your directors thank the holding company, Sundram Fasteners Limited for its continued support. The Directors wish to thank the Company's bankers, customers, and vendors for their continued support. They also place on record their appreciation of all the employees of the Company for their contribution and dedicated service.

On behalf of the Board

Suresh Krishna
Chairman
DIN: 00046919

April 18, 2022
Chennai

Annexure - I

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

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

1. Details of contracts or arrangements or transactions not at arm's length basis
All contracts / arrangements / transactions with related parties were on arm's length basis and in the ordinary course of business.
2. Details of material contracts or arrangement or transactions at arm's length basis
There was no material related party contract or arrangement or transaction during the year.

On behalf of the Board

SURESH KRISHNA
Chairman
DIN: 00046919

April 18, 2022
Chennai

ANNUAL REPORT ON CSR ACTIVITIES FOR THE FINANCIAL YEAR 2021-2022

1. CSR Policy of the Company
 - a. To actively engage and extend support to the communities in which we operate and thus build a better, sustainable way of life by supporting the weaker sections of the society and thus contribute to the human development.
 - b. To impel measures to provide solutions that will balance economic, social and environmental issues.
 - c. To continue to intensify and dutifully fulfill our current CSR commitments and to augment our efforts in the evolving opportunities.
 - d. To work together with our employees with a commitment for adhering to responsible business practices in terms of quality management, environmental sustainability and support to the community.
 - e. To ensure the alignment of our CSR Policy in all facets of our business and across all our business units.

2. Composition of CSR Committee

S No	Name of the Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of Meetings of CSR Committee attended during the year
1	Sri Suresh Krishna	Chairman of the Committee	Not applicable*	
2	Ms Usha Krishna	Member of the Committee		
3	Ms Arundathi Krishna	Member of the Committee		

* With the enactment of the Companies (Amendment) Act, 2020 vide its notification dated September 28, 2020, effective January 22, 2021, where the amount to be spent by a Company under CSR does not exceed Rs 50 Lakh, the requirement of constitution of the CSR Committee shall not be applicable and the functions of such Committee under this Section in, such cases, be discharged by the Board of Directors of the Company.

The CSR Committee has been dissolved by the Board of Directors at its meeting held on April 30, 2021, pursuant to the amendments as mentioned above. The powers/functions/duties earlier performed by the Committee shall henceforth be vested with the Board of Directors.

3. The Web-link : www.uel.in
4. Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules 2014, if applicable:
Not Applicable
5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules 2014 and amount required to set off for the financial year, if any:
6. Average Net Profit of the Company as per Section 135 (5): ₹ **1,444.81 lakhs**
7. (a) Two percent of average net profit of the Company as per Section 135 (5): ₹ **28.90 lakhs**
 (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial year - **NIL**
 (c) Amount required to be set off for the financial year, if any – **NIL**
 (d) Total CSR obligation for the financial year (7a+7b-7c): ₹ **28.90 lakhs**
8. (a) CSR amount spent or unspent for the Financial Year

Total Amount Spent for the Financial Year (in ₹)	Amount unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
₹ 28.90 lakhs	NIL		NIL		

(b) Details of CSR amount spent against **ongoing projects** for the financial year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
S. No	Name of the Project	Item from the list of Schedule VII to the Act.	Local area (Yes/ No)	Location of the Project	Project duration	Amount allocated for the project (in ₹)	Amount spent in the current Financial Year (in ₹)	Amount transferred to Unspent CSR Account as per Section 135(6) (in ₹)	Mode of Implementation – Direct (Yes / No)	Mode of Implementation - Through Implementing Agency
NIL										

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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	
S. No	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local Area (Yes/No)	Location of the project	Amount spent for the Project (in ₹)	Mode of Implementation on Direct (Yes/No)	Mode of Implementation – Through implementing agency.	
							Name	CSR Regn No.
01	Project titled “EK – Prithvi - Chennai” by World Wide Fund – India (WWF-India) with the objectives of building conservation leadership among students and teachers in Chennai by raising awareness about their environment, engaging them in action for conservation and building positive attitudes towards sustainable lifestyle.	NIL	Yes	Tamil Nadu	28,18,700	No	In association with World Wide Fund – India	
02	Contribution to Tamil Nadu State Disaster Management Authority towards relief measures to combat Coronavirus (Covid-19) Pandemic.	NIL	Yes	Tamil Nadu	1,00,000	Yes	-	
Total					29,18,700			

(d) Amount spent in Administrative Overheads **NIL**

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

(f) Total Amount spent for the Financial Year (8b + 8c+8d +8e) ₹ **29.18 Lakhs**

(g) Excess amount for set off, if any

S No	Particulars	Amount (in Lakhs)
(i)	Two percent of average net profit of the Company as per Section 135(5)	28.89
(ii)	Total Amount spent for the Financial Year	29.18
(iii)	Excess amount spent for the Financial Year [(ii) – (i)]	0.29
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial year if any.	-
(v)	Amount available for set off in succeeding years [(iii) – (iv)]	0.29

9. (a) Details of Unspent CSR amount for the preceding three financial years:

S. No	Preceding Financial Year	Amount transferred to unspent CSR Account under Section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any.			Amount remaining to be spent in succeeding financial year (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	
NIL							

(b) Detail of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s)

S No	Project ID	Name of the Project	FY in which the project commenced	Project Duration	Total Amount allocated for the Project (in ₹)	Total Amount spent on the project in the reporting Financial Year (in ₹)	Cumulative amount spent at the end of reporting Financial Year (in ₹)	Status of the Project – Completed / Ongoing
NIL								

TVS Upasana Limited

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the Financial Year

NOT APPLICABLE

(Asset wise details)

- (a) Details of creation or acquisition of the capital asset: **Not Applicable**
- (b) Amount of CSR spent for creation or acquisition of capital asset: **Not Applicable**
- (c) Details of the entity or public authority or beneficiary under whose name such capital Asset is registered, their address if any: **Not Applicable**
- (d) Provide details of the capital assets created or acquired (including complete address and location of the capital asset): **Not Applicable**

11. Specify the reasons, if the company has failed to spend two per cent of the average net profit as per Section 135(5)

NOT APPLICABLE. The Company has duly spent two percent of the average net profits towards CSR activities during the Financial Year 2021-2022.

Arundathi Krishna
Managing Director
DIN: 00270935

Suresh Krishna
Chairman
DIN: 00046919

April 18, 2022
Chennai

INDEPENDENT AUDITORS' REPORT

To the Members of TVS Upasana Limited

Report on the Audit of the Indian Accounting Standard (Ind AS) Financial Statements

Opinion

We have audited the Ind AS financial statements of TVS Upasana Limited (the "Company"), which comprise the balance sheet as at March 31, 2022, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and its profit and other comprehensive income changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Ind AS financial statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the Ind AS financial statements.

Information other than the Ind AS financial statements and Auditors' Report Thereon

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the Ind AS financial statements and our auditor's report thereon.

Our opinion on the Ind AS 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 Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. When we read the Board's report, if we conclude that there is a material misstatement therein, we are required to communicate the matter those charged with governance and take necessary actions as required under applicable laws and regulations.

Management's and Board of Directors' Responsibility for the Ind AS financial statements

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

In preparing the Ind AS financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Ind AS financial statements

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS 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 Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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

Obtain sufficient appropriate audit evidence regarding the financial statements to express an opinion on the Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements/financial information of such branches included in the Ind AS financial statements of which we are the independent auditors.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "Annexure A" a

statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. (A) As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
 - c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on April 1, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a) The Company has disclosed the impact of pending litigations as at March 31, 2022 on its financial position in its Ind AS financial statements - Refer Note 30 to the Ind AS financial statements.
 - b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - d) (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
- provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

(iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d) (i) and (d) (ii) contain any material mis-statement.

e) The Company has neither declared nor paid any dividend during the year.

(C) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us

for **B S R & Co. LLP**

Chartered Accountants

Firm's Registration Number: 101248W/W-100022

Nachiappan Subramanian

Partner

Membership No.: 218727

ICAI UDIN: 22218727AHHZTD6649

Place : Chennai

Date : April 18, 2022

TVS Upasana Limited

B S R & Co. LLP
Chartered Accountants

KRM Tower, 1st & 2nd Floor, No. 1, Harrington Road,
Chetpet, Chennai 600 031, India
Phone : +91 44 4608 3100
Fax : +91 44 4608 3199

Annexure A to the Independent Auditor's Report

To the Members of TVS Upasana Limited on the Ind AS financial statements for the year ended March 31, 2022

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

- (i) (a) a. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.
- b. The Company has maintained proper records showing full particulars of intangible assets..
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, plant and equipment by which all Property, plant and equipment are verified in a phased manner over a period of 3 years. In accordance with this programme, certain Property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company, except for the following which are not held in the name of the Company:

Description of property	Gross carrying value	Held in the name of	Whether promoter, director or their relative or employee	Period held- indicate range, where appropriate	Reason for not being held in the name of the company Also indicate if in dispute
Free hold land	INR 5.13 lakhs	J Ashwini Kumar	No	From 2004	The registration of the aforementioned land is pending on account of procedural delays and the title deeds are in the name the seller. However, full consideration has been paid to the seller and possession of the land is with the company.

- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment (including Right of use assets) or intangible assets or both during the year.
- (e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) (a) The inventory, except goods-in-transit and stocks lying with third parties, has been physically verified by the management during the year. For stocks lying with third parties at the year-end, written confirmations have been obtained and for goods-in-transit subsequent evidence of receipts has been traced to inventory records, wherever applicable. In our opinion, the frequency of such verification is reasonable and the coverage and procedures as followed by management were appropriate. In the case of one class of inventory the discrepancies noticed on verification between the physical stocks and the book records were more than 10% in the aggregate and these have been properly dealt with in the books of account.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits during the year in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, there are no material discrepancies between the quarterly returns or statements filed by the Company with such banks or financial institutions and the books of account of the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, provisions of clauses 3(iii)(a) to 3(iii)(f) of the Order are not applicable to the Company.

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- (iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has neither made any investments nor has it given loans or provided guarantee or security and therefore the relevant provisions of Sections 185 and 186 of the Companies Act, 2013 are not applicable to the Company. Accordingly, clause 3(iv) of the Order is not applicable.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Companies Act in respect of its manufactured goods and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records with a view to determine whether these are accurate or complete.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including goods and services tax, provident fund, employees state insurance, income tax, duty of customs and other material statutory dues have generally been regularly deposited by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of sales tax, service tax, duty of excise, value added tax and cess.
- According to the information and explanations given to us, no undisputed amounts payable in respect of goods and services tax, provident fund, employees state insurance, income tax, duty of customs and other material statutory dues were in arrears as at March 31, 2022 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, statutory dues set out in Appendix I in respect of goods and services tax, income tax, sales tax and duty of customs have not been deposited by the Company on account of disputes.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to banks or financial institutions. Further, the Company did not have any outstanding loans or borrowings from any other lender during the year.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or other lender.
- (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) The Company does not hold any investment in any subsidiary, associate or joint venture (as defined under Companies Act, 2013) during the year ended March 31, 2022. Accordingly, clause 3(ix)(e) is not applicable.
- (f) The Company does not hold any investment in any subsidiary, associate or joint venture (as defined under Companies Act, 2013) during the year ended March 31, 2022. Accordingly, clause 3(ix)(f) is not applicable.
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no material fraud by the Company or on the Company has been noticed or reported during the year.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clauses 3(xii)(a), 3(xii)(b) and 3(xii)(c) of the Order are not applicable.
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TVS Upasana Limited

- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 188 of the Act, where applicable. The details of such related party transactions have been disclosed in the Ind AS financial statements as required under applicable accounting standards. According to the information and explanation given to us, provisions of section 177 of the Act is not applicable to the Company.
- (xiv) (a) Based on the information and explanations provided to us, the Company does not have an Internal Audit system and is not required to have an internal audit system as per section 138 of the Companies Act, 2013.
- (b) The Company is not required to have an internal audit system for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations provided to us during the course of audit, the Group does not have more than one CIC.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx)(b) of the Order are not applicable.

for **B S R & Co. LLP**

Chartered Accountants

Firm's Registration Number: 101248W/W-100022

Nachiappan Subramanian

Partner

Membership No.: 218727

ICAI UDIN: 22218727AHHZTD6649

Place : Chennai

Date : April 18, 2022

Annexure B to the Independent Auditor's Report

To the Members of TVS Upasana Limited on the Ind AS financial statements of TVS Upasana Limited for the year ended March 31, 2022

Report on the internal financial controls with reference to the aforesaid Ind AS financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

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

Opinion

We have audited the internal financial controls with reference to financial statements of **TVS Upasana Limited** ("the Company") as of March 31, 2022 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at March 31, 2022, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ('ICAI').

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, 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 auditors' judgement, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial controls with Reference to Financial Statements

A Company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of 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 Ind AS financial statements.

TVS Upasana Limited

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 Ind AS financial statements to future periods are subject to the risk that the internal financial controls with reference to Ind AS financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

for **B S R & Co. LLP**

Chartered Accountants

Firm's Registration Number: 101248W/W-100022

Nachiappan Subramanian

Partner

Membership No.: 218727

ICAI UDIN: 22218727AHHZTD6649

Place : Chennai

Date : April 18, 2022

Appendix I as referred to under para (vii)(b) of Annexure A to the Independent Auditors' Report to the Members of TVS Upasana Limited on the Ind AS financial statements for the year ended March 31, 2022

Name of the Statute	Nature of the Dues	Amount* (₹ in lakhs)	Period to which the amount relates to	Forum where the dispute is pending
Tamil Nadu Value Added Tax Act, 2006, Central Sales Tax Act, 1956	Sales Tax	16.52	2013-14	Commercial Tax Officer – Chennai
	Sales Tax	33.70	2014-15	Commercial Tax Officer – Chennai
Income Tax Act, 1961	Income Tax	3.64	2015-16	Commissioner of Income Tax

* net of amount paid under protest

Balance sheet as at March 31, 2022

(All amounts are in lakhs of Indian Rupees, except share data and as stated)

	Note	As at March 31, 2022	As at March 31, 2021
ASSETS			
Non-current assets			
Property, plant and equipment	4(a)	11,587.65	11,403.92
Capital work-in-progress	4(b)	181.53	80.59
Right of use assets	4(c)	2,431.05	2,464.60
Intangible assets	5	9.90	13.24
Financial assets			
- Investments	6	54.06	54.06
- Loans	7	10.22	10.19
- Other financial assets	8	435.49	406.56
Other tax assets, net	9E	237.60	237.60
Other non-current assets	10	396.88	161.94
		15,344.38	14,832.70
Current assets			
Inventories	11	2,457.02	2,174.32
Financial assets			
- Investments	6	298.35	266.56
- Trade receivables	12	4,051.44	4,413.27
- Cash and cash equivalents	13	2.20	11.54
- Loans	7	11.65	8.78
- Other financial assets	8	0.04	0.05
Other tax assets, net	9E	84.30	15.55
Other current assets	10	212.55	119.46
		7,117.55	7,009.53
Total assets		22,461.93	21,842.23
EQUITY AND LIABILITIES			
Equity			
Equity share capital	14	1,189.97	1,189.97
Other equity		8,691.87	8,072.92
Total equity		9,881.84	9,262.89
Liabilities			
Non-current liabilities			
Financial liabilities			
- Borrowings	16	3,940.50	3,422.23
Provisions	17	232.87	193.66
Deferred tax liabilities, net	9D	920.98	811.40
		5,094.35	4,427.29
Current liabilities			
Financial liabilities			
- Borrowings	16	5,312.39	5,256.13
- Trade payables	18		
Total outstanding dues of micro enterprises and small enterprises; and		162.21	285.14
Total outstanding dues of creditors other than micro enterprises and small enterprises		1,426.31	1,949.10
- Other financial liabilities	19	456.80	528.25
Other current liabilities	20	95.47	97.94
Provisions	17	32.56	35.49
		7,485.74	8,152.05
Total liabilities		12,580.09	12,579.34
Total equity and liabilities		22,461.93	21,842.23
Significant accounting policies	3		

The notes from 1 to 37 are an integral part of the financial statements

As per our report of even date attached

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

Nachiappan Subramanian
Partner
Membership No. 218727

For and on behalf of the Board of Directors of
TVS Upasana Limited
CIN: U65991TN1992PLC022619

Suresh Krishna
Chairman
DIN : 00046919

R Krishnan
Whole-time Director and
Chief Financial Officer &
Company Secretary
DIN: 00271938

Arundathi Krishna
Managing Director
DIN: 00270935

S Meenakshisundaram
Director
DIN: 00513901

Place : Chennai
Date : April 18, 2022

Statement of profit and loss for the year ended March 31, 2022

(All amounts are in lakhs of Indian Rupees, except share data and as stated)

	Note	Year ended March 31, 2022	Year ended March 31, 2021
INCOME			
Revenue from operations	21	16,085.33	14,449.52
Other income	22	481.67	586.55
Total Income		16,567.00	15,036.07
EXPENSES			
Cost of materials consumed	23	6,908.67	5,444.58
Changes in inventories of finished goods and work-in-progress	24	(198.67)	(59.62)
Employee benefits expense	25	2,017.98	1,710.08
Finance costs	26	635.94	629.01
Depreciation and amortisation expense	27	1,175.11	1,086.19
Other expenses	28	5,194.44	4,682.27
Total expenses		15,733.47	13,492.51
Profit before tax		833.53	1,543.56
Tax expense			
- Current tax	9	118.83	331.61
- Deferred tax	9	139.54	76.74
Total tax expense		258.37	408.35
Profit for the year		575.16	1,135.21
Other comprehensive income			
Items that will not be reclassified to profit or loss			
(i) Re-measurement gains/(losses) on defined benefit plan		(21.73)	11.88
(ii) Income tax relating to items that will not be reclassified to profit or loss		5.47	(2.99)
Total other comprehensive income		(16.26)	8.89
Total comprehensive income for the year		558.90	1,144.10
(Comprising profit and other comprehensive income for the year)			
Earnings per equity share			
Basic (in ₹)	15	4.83	9.54
Diluted (in ₹)		4.83	9.54

Significant accounting policies 3

The notes from 1 to 37 are an integral part of the financial statements

As per our report of even date attached

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

Nachiappan Subramanian
Partner
Membership No. 218727

For and on behalf of the Board of Directors of
TVS Upasana Limited
CIN: U65991TN1992PLC022619

Suresh Krishna
Chairman
DIN : 00046919

R Krishnan
Whole-time Director and
Chief Financial Officer &
Company Secretary
DIN: 00271938

Arundathi Krishna
Managing Director
DIN: 00270935

S Meenakshisundaram
Director
DIN: 00513901

Place : Chennai
Date : April 18, 2022

TVS Upasana Limited

Statement of changes in equity for the year ended March 31, 2022

(All amounts are in lakhs of Indian Rupees, except share data and as stated)

(a) Equity share capital

Particulars	Note	Amount
Balance as at April 1, 2020	14A	1,189.97
Changes in equity share capital during the year		-
Balance as at March 31, 2021	14A	1,189.97
Changes in equity share capital during the year		-
Balance as at March 31, 2022	14A	1,189.97

(b) Other equity

Particulars	Reserves and surplus		Items of other comprehensive income	Total
	Deemed Equity	Retained Earnings	Items that will not be reclassified to profit and loss	
			Re-measurement gain on defined benefit plan, net of tax	
Balances as at April 1, 2020	124.93	6,768.92	-	6,893.85
Profit for the year	-	1,135.21	-	1,135.21
Other comprehensive income	-	-	8.89	8.89
Fair value of finance guarantee given by parent company	34.97	-	-	34.97
Transfer to retained earnings	-	8.89	(8.89)	-
Balance as at March 31, 2021	159.90	7,913.02	-	8,072.92
Profit for the year	-	575.16	-	575.16
Other comprehensive income	-	-	(16.26)	(16.26)
Fair value of finance guarantee given by parent company	60.05	-	-	60.05
Transfer to Retained earnings	-	(16.26)	16.26	-
Balance as at March 31, 2021	219.95	8,471.92	-	8,691.87

Significant accounting policies 3
The notes from 1 to 37 are an integral part of the financial statements

As per our report of even date attached
for B S R & Co. LLP
Chartered Accountants
Firm's registration No.: 101248/WW-100022

Nachiappan Subramanian
Partner
Membership No. 218727

For and on behalf of the Board of Directors of
TVS Upasana Limited
CIN: U65991TN1992PLC022619

Suresh Krishna
Chairman
DIN : 00046919
R Krishna
Whole-time Director and
Chief Financial Officer &
Company Secretary
DIN: 00271938
Arundathi Krishna
Managing Director
DIN: 00270935
S Meenakshisundaram
Director
DIN: 00513901

Place : Chennai
Date : April 18, 2022

Statement of cash flows for the year ended March 31, 2022

(All amounts are in lakhs of Indian Rupees, except share data and as stated)

Note	Year ended March 31, 2022	Year ended March 31, 2021
Cash flows from operating activities		
Profit for the year	833.53	1,543.56
Adjustments for:		
Fair value gain on financial instruments measured at fair value through profit or loss	22 (31.78)	(75.78)
Financial guarantee expenses	38.41	32.61
Depreciation and amortisation expense	27 1,175.11	1,086.19
Finance costs	26 635.94	629.01
Interest income	22 (14.50)	(22.36)
Profit on sale of property, plant and equipment, net	22 (313.35)	(390.51)
Dividend income	22 (0.69)	(0.30)
Unrealised foreign exchange gain	(51.54)	(13.97)
	2,271.13	2,788.45
Working capital adjustments		
Increase in inventories	(282.70)	(269.46)
(Decrease) / Increase in financial liabilities	(781.98)	1,010.17
Decrease / (Increase) in financial assets	382.83	(1,722.92)
Increase in non-financial liabilities	12.08	100.05
Decrease / (increase) in other non-financial assets	(146.00)	111.68
Cash generated from operating activities	1,455.36	2,017.97
Income tax paid, net of refund	(206.78)	(185.44)
Net cash from operating activities (A)	1,248.58	1,832.53
Cash flow from investing activities		
Acquisition of property, plant and equipment (including capital work-in-progress, intangible assets, capital advances and payable towards purchase of capital goods)	(1,600.84)	(1,462.22)
Proceeds from sale of property, plant and equipment	378.27	534.09
Acquisition of investments	-	(1.30)
Dividend received	0.69	0.30
Interest received	14.50	22.36
Net cash used in investing activities (B)	(1,207.38)	(906.77)
Cash flow from financing activities		
Proceeds / Repayment of long-term borrowings, net	742.03	(244.44)
Repayment of short-term borrowings, net	(167.50)	(41.72)
Interest paid	(625.07)	(634.04)
Net cash from/(used in) financing activities (C)	(50.54)	(920.22)
D. Net cash flows during the year (A+B+C)	(9.34)	5.56
E. Cash and cash equivalents at the beginning of the year	11.54	5.98
F. Cash and cash equivalents at the end of the year (D+ E)	2.20	11.54
Reconciliation of the cash and cash equivalents as per the cash flow statement		
Balances with banks	13 2.06	11.31
Cash on hand	13 0.14	0.23
	2.20	11.54

Significant accounting policies 3
The notes from 1 to 37 are an integral part of the financial statements

As per our report of even date attached
for B S R & Co. LLP
Chartered Accountants
Firm's registration No.: 101248/WW-100022

Nachiappan Subramanian
Partner
Membership No. 218727

For and on behalf of the Board of Directors of
TVS Upasana Limited
CIN: U65991TN1992PLC022619

Suresh Krishna
Chairman
DIN : 00046919
R Krishna
Whole-time Director and
Chief Financial Officer &
Company Secretary
DIN: 00271938
Arundathi Krishna
Managing Director
DIN: 00270935
S Meenakshisundaram
Director
DIN: 00513901

Place : Chennai
Date : April 18, 2022

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(All amounts are in lakhs of Indian Rupees, except share data and as stated)

1. Corporate information

TVS Upasana Limited ("TUL" or "the Company") is incorporated in India and is a subsidiary of Sundram Fasteners Limited (SFL). The registered office of the Company is situated at No. 98-A, VII Floor, Dr. Radhakrishnan Salai, Mylapore, Chennai 600 004. The Company manufactures spokes and nipples, tools, small screws, dowel, kits and cold extrusion components.

2. Basis of preparation

2.1 Statement of compliance

These financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

The financial statements for the year ended March 31, 2022 (including comparatives) are authorised by the Board on April 18, 2022. Details of the Company's accounting policies are included in note 3.

2.2 Functional and presentation currency

These financial statements are presented in Indian Rupees which is also the Company's functional currency. All amounts have been presented in lakhs of Indian Rupees (Rs.), except share data and as otherwise stated.

2.3 Basis of measurement

The financial statements have been prepared on the historical cost basis except for the following items;

Items	Measurement basis
Certain financial assets and liabilities	Fair value
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations

2.4 Use of estimates and judgments

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of assets including trade receivables, inventories and other current / non-current assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company has used internal and external sources of information on the expected future performance of the Company. The Company has performed sensitivity analysis (wherever applicable) on the assumptions used and based on current estimates expects that the carrying amount of these assets will be recovered. The Company will continue to closely monitor any material changes to future economic conditions.

Significant management judgment

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

- Note 3(5) and 35: Leases - whether an arrangement contains a lease;
- Note 3(6), 3(7) and 29: Financial instruments: Classification and measurement

Assumptions and estimation uncertainty

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

- Note 3(2) and 3(3): Useful lives of property, plant and equipment and intangible assets
- Note 3(6) and 3(7): Impairment test on financial and non-financial assets; key assumptions underlying recoverable amounts;
- Note 3(8), 3(10), 9, 17 and 30: recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources including provision for income taxes and related contingencies
- Note 17: measurement of defined benefit obligation; key actuarial assumptions;

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

(All amounts are in lakhs of Indian Rupees, except share data and as stated)

2.5 Measurement of fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. The inputs used to measure the fair value of assets or a liability fall into different levels of the fair value hierarchy. Accordingly, the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the low level input that is significant to the entire measurement.

Management uses various valuation techniques to determine fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management based on its assumptions on observable data as far as possible but where it is not available, the management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date (also refer note 29). The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

2.6 Current and non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current or non-current classification of assets and liabilities.

3. Summary of accounting policies

The financial statements have been prepared applying significant accounting policies and measurement bases summarized below:

1. Revenue recognition

The Company generates revenue primarily from manufacture and sale of automotive parts and components. The Company also earns revenue from rendering of services.

• Sale of products:

Revenue is recognised when a promise in a customer contract (performance obligation) has been satisfied by transferring control over the promised goods to the customer. Control over a promised good refers to the ability to direct the use of, and obtain substantially all of the remaining benefits from, those goods. Control is usually transferred upon shipment, delivery to, upon receipt of goods by the customer, in accordance with the individual delivery and acceptance terms agreed with the customers. The amount of revenue to be recognised (transaction price) is based on the consideration expected to be received in exchange for goods, excluding amounts collected on behalf of third parties such as sales tax or other taxes directly linked to sales. If a contract contains more than one performance obligation, the transaction price is allocated to each performance obligation based on their relative stand-alone selling prices. Revenue from product sales are recorded net of allowances for estimated rebates, cash discounts and estimates of product returns, all of which are established at the time of sale.

• Revenue from services:

Revenue from rendering of services is recognized upon transfer of control of promised services to customers in an amount that reflects the consideration expected to be received in exchange for those services.

• Interest and dividend income:

Dividend income is recognised in statement of profit or loss on the date on which the Company's right to receive payment is established.

Interest income or expense is recognised using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

(All amounts are in lakhs of Indian Rupees, except share data and as stated)

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability.

However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

2. Property, plant and equipment**2.1 Recognition and measurement**

Free hold land is stated at historical cost. Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any. Cost of an item of property, plant and equipment comprises:

- purchase price, including import duties and non-refundable taxes on purchase (goods and service tax, value added tax), after deducting trade discounts and rebates.
- any directly attributable cost of bringing the item to its working condition for its intended use estimated costs of dismantling and removing the item and restoring the site on which it is located.
- The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Any gain/ loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

2.2 Subsequent expenditure

Subsequent costs are included in asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company.

2.3 Component accounting

The component of assets are capitalized only if the life of the components vary significantly and whose cost is significant in relation to the cost of the respective asset, the life of the component in assets are determined based on technical assessment and past history of replacement of such components in the assets. The carrying amount of any component accounted for as separate asset is derecognised when replaced.

2.4 Depreciation:

- a. Depreciation is recognized on a straight-line basis, over useful life of buildings and other equipment as prescribed under Schedule II of Companies Act, 2013, except in respect of certain assets, where useful life is different from those prescribed under Schedule II.
- b. Depreciation on property, plant and equipment is charged over the estimated useful life of the asset or part of the asset (after considering double/triple shifts) as evaluated on technical assessment on straight line method, in accordance with Part A of Schedule II to the Companies Act, 2013.
- c. The estimated useful life of the property, plant and equipment on technical assessment followed by the Company is furnished below:

Asset category	Management estimate of useful life (in years)
Buildings	3-60
Plant and machinery	8-30
Furniture and fixtures	8-10
Office equipment	3-10
Vehicles	8-10

- d. The residual value for all the above assets are retained at 5% of the cost.
- e. Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if necessary, for each reporting period.
- f. On property, plant and equipment added/ disposed off during the year, depreciation is charged on pro-rata basis for the period for which the asset was purchased and used.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

(All amounts are in lakhs of Indian Rupees, except share data and as stated)

3. Intangible assets

Intangible assets are initially measured at cost. Subsequently, such intangible assets are measured at cost less accumulated amortisation and any accumulated impairment losses.

3.1 Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in statement of profit and loss as incurred.

3.2 Amortisation

Intangible assets comprising of Computer software are amortised on a straight-line basis over estimated useful life of 3 years. Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted, if appropriate.

4. Inventories

Inventories are valued at lower of cost and net realizable value including necessary provision for obsolescence. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and selling expenses. The comparison of cost and net realisable value is made on an item by item basis. The cost of raw materials, components, consumable stores and spare parts are determined using the weighted average method and includes freight, taxes and duties, net of duty credits wherever applicable. Finished goods, including stock in trade and work in progress are valued at lower of cost and net realisable value. Cost includes all direct costs including excise duty and applicable manufacturing overheads incurred in bringing them to their present location and condition.

4.1 Raw materials

Raw materials are valued at cost of purchase net of duties and includes all expenses incurred in bringing such materials to the location of its use.

4.2 Work-in-process and finished goods

Work-in-process and finished goods include conversion costs in addition to the landed cost of raw materials.

4.3 Stores, spares and tools

Stores, spares and tools cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

5. Leases

Assets held under leases

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right-of-use asset reflects that the Company will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's incremental borrowing rate.

The Company determines its incremental borrowing rate by obtaining interest rates from external financing sources that reflects the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

(All amounts are in lakhs of Indian Rupees, except share data and as stated)

- exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, if the Company changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero. The Company presents right-of-use assets and lease liabilities separately on the face of the balance sheet.

Short-term leases

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

6. Financial instruments**6.1 Recognition and initial measurement:**

Trade receivables are initially recognised when they are originated.

All other financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value.

The 'trade payable' is in respect of the amount due on account of goods purchased in the normal course of business. They are recognised at their transaction and services availed value if the transaction do not contain significant financing component.

6.2 Financial assets**6.2.1 Classification and subsequent measurement of financial assets:**

For the purpose of subsequent measurement, financial assets are classified and measured based on the entity's business model for managing financial asset and contractual cash flow characteristics of financial asset at:

- a. Those to be measured at Fair value through other comprehensive Income (FVTOCI)
- b. Those to be measured at Fair value through profit and loss (FVTPL) and;
- c. Those measured at amortized cost.

i. Financial assets at amortised cost

Includes assets that are held within a business model where objective is to hold financial assets to collect contractual cash flows and contractual terms gives rise on specified dates to cash flows that are solely payments of principal and interest on principal amount outstanding.

These assets are measured subsequently at amortized cost using the effective interest method. Interest income, foreign exchange gains and losses, if any and impairment are recognised in profit or loss. Any gain or loss on de recognition is recognised in statement of profit and loss.

ii. Financial assets at Fair Value Through Other Comprehensive Income (FVTOCI)

Includes assets that are held within a business model where objective is both collecting contractual cash flows and selling financial assets along with contractual terms giving rise on specified dates to cash flows that are solely payments of principal and interest on principal amount outstanding. The Company has made an irrevocable election to present in other comprehensive income changes in the fair value of an investment in an equity instrument that is not held for trading. This selection is made on an instrument-by instrument basis.

Dividends are recognised as income in profit or loss unless it clearly represents a recovery of part of cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

The fair values of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

iii. Financial assets at Fair Value Through Profit or Loss (FVTPL)

Financial assets at FVTPL include financial assets that are designated at FVTPL upon initial recognition and financial assets that are not measured at amortised cost or FVTOCI. All derivative financial instruments fall into this category, except for those designated and effective as hedging instruments, for which the hedge accounting requirements apply.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

(All amounts are in lakhs of Indian Rupees, except share data and as stated)

Assets in this category are measured at fair value with gains or losses recognized in profit or loss. The fair values of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

The loss allowance in respect of FVTPL at each reporting period is evaluated based on expected credit losses for next 12 months and credit risk exposure. The Company also measures loss allowance for financial instrument at an amount equal to lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. The allowance shall be recognised in profit and loss.

6.2.2 De-recognition of financial assets

A financial asset is derecognised only when;

- a. The Company has transferred the rights to receive cash flows from the financial asset or
- b. The Company retains the contractual rights to receive the cash flows of the financial asset, but expects a contractual obligation to pay the cash flows to one or more recipients.

Where entity has transferred an asset, the Company examines and assesses whether it has transferred substantially all risk and rewards of ownership of financial asset. In such cases, financial asset is derecognised. Where entity has not transferred substantially all risks and rewards of ownership of financial asset, such financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risk and rewards of ownership of the financial asset, the financial asset is derecognised, if the Company has not retained control of the financial asset. Where the company retains control of the financial asset is continued to be recognised to the extent of continuing involvement in the financial asset.

6.3 Financial Liabilities

6.3.1 Classification of financial liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or at amortised cost. The Company's financial liabilities include borrowings, trade and other payables and derivative financial instruments.

6.3.2 Subsequent measurement

Financial liabilities are measured subsequently at amortized cost using the effective interest method except for derivatives and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognized in profit or loss.

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within finance costs or finance income.

6.3.3 De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or has expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

6.4 Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

7. Impairment

7.1 Impairment of financial instruments

The Company recognise loss allowance for expected credit loss on financial assets measured at amortised cost.

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit impaired. A financial asset is 'credit impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit - impaired includes the following observable data:

- significant financial difficulty;
- a breach of contract such as a default or being past due;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

(All amounts are in lakhs of Indian Rupees, except share data and as stated)

Loss allowances for trade receivables are measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are credit losses that result from all possible default events over expected life of financial instrument.

The maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward looking information. The Company assumes that credit risk on a financial asset has increased significantly if it is past due.

The Company considers a financial asset to be in default when:

- the recipient is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising security (if any is held); or
- the financial asset is past due.

7.1.1 Measurement of expected credit losses

Expected credit losses are a probability weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

7.1.2 Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

7.1.3 Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

7.2 Impairment of non-financial assets

The Company's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, 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 CGU (or the asset).

The Company's corporate assets (e.g., central office building for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

In respect of assets (other than goodwill) for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in estimates used to determine recoverable amount. Such a reversal is made only to an extent that asset's carrying amount does not exceed carrying amount that would have been determined, net of depreciation/ amortisation, if no impairment loss was recognised.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

(All amounts are in lakhs of Indian Rupees, except share data and as stated)

8. Income taxes

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive incomes.

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. Calculation of current tax is based on tax rates in accordance with tax laws that have been enacted or substantively enacted by the end of the reporting period. Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax is recognised in respect of temporary difference between carrying amount of assets and liabilities for financial reporting purposes and corresponding amounts used for tax purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised/ recognised, are reviewed at each reporting date and are recognised/ reduced to an extent that it is probable/ no longer probable respectively that related tax benefit will be realised.

Deferred tax assets include Minimum Alternate 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.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by same tax authority on same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or its tax assets and liabilities will be realised simultaneously.

9. Post-employment benefits and short-term employee benefits

a. Short term employee benefit obligations:

Short term employee benefit obligations are those that are expected to be settled within 12 months after end of reporting period. They are recognised up to end of the reporting period at amounts expected to be paid at the time of settlement.

With respect to bonus, the Company recognises a liability and an expense for bonus. The Company recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation..

b. Other long term employee benefit obligations:

These obligations represent liability towards compensated absences that are not expected to be settled wholly within a period of 12 months after end of the period in which the employees render the related service. They are, therefore, recognised and provided for at the present value of the expected future payments to be made in respect of services provided by employee up to the end of reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation.

The obligations are presented as current liabilities in balance sheet if entity does not have an unconditional right to defer settlement for at least twelve months after reporting period, regardless of when the actual settlement is expected to occur.

c. Post-employment obligation:

The Company operates the post-employment schemes comprising of defined benefit and contribution plans and such as gratuity and provident fund contributions for its eligible employees.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

(All amounts are in lakhs of Indian Rupees, except share data and as stated)

i. Gratuity:

The liability or asset recognised in the balance sheet in respect of these defined benefit obligation is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by an Independent actuary using projected unit credit method. The present value of defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of reporting period on the government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. The cost is included in employee benefit expenses in the Statement of Profit and Loss. Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet. Changes in present value of the defined benefit obligation resulting from plan amendment or curtailment are recognised immediately in the statement of profit or loss or service cost.

ii. Provident Fund:

The eligible employees of the Company are entitled to receive benefits in respect of provident fund, partly a defined benefit obligation and partly a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employee's salary. The provident fund contributions are made partly to employee provident fund organisation. The Company is liable for annual contributions.

10. Provisions, contingent liabilities and contingent assets**a. Provisions:**

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

b. Onerous contract

A contract is considered to be onerous when the expected economic benefits to be derived by the Company from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before such a provision is made, the Company recognises any impairment loss on the assets associated with that contract.

c. Contingent liabilities:

Whenever there is possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognised because (a) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or (b) the amount of the obligation cannot be measured with sufficient reliability are considered as contingent liability.

d. Contingent assets:

The Company does not recognise contingent assets. These are assessed continually to ensure that the developments are appropriately disclosed in the financial statements.

11. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are considered for the effects of all dilutive potential equity shares.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

(All amounts are in lakhs of Indian Rupees, except share data and as stated)

12. Cash and cash equivalents and cash flow statement

Cash and cash equivalents comprise cash on hand and balances with banks in current account which are subject to only an insignificant risk of changes in value.

Cash flows are reported using the indirect method, whereby profit/ (loss) before extraordinary items and tax is appropriately classified for the effects of transactions of non-cash nature and any deferrals or accruals of past or future receipts or payments. In cash flow statement, cash and cash equivalents include cash in hand, balances with banks in current accounts and other short- term highly liquid investments with original maturities of three months or less.

13. Segment reporting

The Company is engaged in manufacture and sale of spokes and nipples, tools, small screws, dowel, kits and cold extrusion components which largely have applications primarily in automobile industry and thus the Company has only one reportable segment.

14. Government grants

Government grants and subsidies are recognised when there is reasonable assurance that the conditions attached to them will be complied and grant/subsidy will be received. Government grants relating to income are deferred and recognized in the statement of profit and loss over the period necessary to match them with the costs that they intended to compensate and presented in other operating revenues. Grants that compensate the Company for expenses incurred are recognised in profit or loss as other operating revenue on a systematic basis in the periods in which such expenses are recognised.

15. Foreign currency transactions

In preparing the financial statements, transactions in currencies other than Company's functional currency (i.e. foreign currencies) are recognised at rates of exchange prevailing on date of transactions or an average rate if average rate approximates actual rate at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into functional currency at exchange rate when fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at exchange rate at the date of the transaction. Exchange differences are recognised in profit or loss.

16. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is necessary to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed in the period in which they are incurred under finance costs. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to interest costs.

17. Recent pronouncements

On March 24, 2021, the Ministry of Corporate Affairs ("MCA") through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2021. These are primarily disclosure related amendments and the company does not have significant implications in the financial statements on account of this amendments other than reclassifications and additional disclosures.

New amendments issued but not effective

The Ministry of Corporate Affairs has vide notification dated March 23, 2022 notified Companies (Indian Accounting Standards) Amendment Rules, 2022 which amends certain accounting standards, and are effective April 1, 2022. The Company is in the process of evaluating the potential implications, if any, upon adoption.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

(All amounts are in lakhs of Indian Rupees, except share data and as stated)

4 a) Property, plant and equipment							
Gross block	Freehold land *	Buildings	Plant and equipment	Furniture and fixtures	Office equipments	Vehicles	Total
As at April 1, 2020	79.99	5,144.76	8,321.16	113.75	181.77	0.77	13,842.20
Additions	-	35.93	1,273.34	136.87	28.66	-	1,474.80
Disposal	(39.31)	(36.13)	(85.74)	(2.04)	(3.99)	(0.23)	(167.44)
As at March 31, 2021	40.68	5,144.56	9,508.76	248.58	206.44	0.54	15,149.56
Additions	-	300.85	1,063.12	-	21.52	-	1,385.49
Disposals	(1.44)	(8.63)	(64.29)	(0.88)	(1.93)	-	(77.17)
As at March 31, 2022	39.24	5,436.78	10,507.59	247.70	226.03	0.54	16,457.88
Accumulated depreciation							
As at April 1, 2020	-	330.33	2,345.10	19.08	45.93	0.37	2,740.81
For the year	-	207.73	786.38	17.12	17.39	0.11	1,028.73
Disposal	-	(14.66)	(3.87)	(1.52)	(3.63)	(0.22)	(23.90)
As at March 31, 2021	-	523.40	3,127.61	34.68	59.69	0.26	3,745.64
For the year	-	207.35	887.10	29.45	12.83	0.11	1,136.84
Disposal	-	(7.55)	(1.93)	(0.88)	(1.89)	-	(12.25)
As at March 31, 2022	-	723.20	4,012.78	63.25	70.63	0.37	4,870.23
Net block							
As at March 31, 2021	40.68	4,621.16	6,381.15	213.90	146.75	0.28	11,403.92
As at March 31, 2022	39.24	4,713.58	6,494.81	184.45	155.40	0.17	11,587.65

* Title deed of Immovable property not held in company name:

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter / director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the company
Freehold land	Freehold land	5.13	J Ashwini Kumar	No	From 2004	Refer below

The registration of the aforementioned land is pending on account of procedural delays and the title deeds are in the name the seller. However, full consideration has been paid to the seller and possession of the land is with the company.

(a) Refer note 16 for Assets pledged as securities for borrowings.

(b) Refer note 30 for Capital Commitments.

TVS Upasana Limited

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

(All amounts are in lakhs of Indian Rupees, except share data and as stated)

4 (b)(i) Capital work-in-progress (CWIP)

As at March 31, 2021	80.59
As at March 31, 2022	181.53

(b)(ii) Ageing details

As at March 31, 2022

	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	181.53	-	-	-	181.53
Projects temporarily suspended	-	-	-	-	-
Total	181.53	-	-	-	181.53

As at March 31, 2021

	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	80.59	-	-	-	80.59
Projects temporarily suspended	-	-	-	-	-
Total	80.59	-	-	-	80.59

The Company does not have any CWIP which is overdue or has exceeded its cost compared to its original plan and hence CWIP completion schedule is not applicable.

(c) Right of use assets

	Land under long term lease	Total
Gross block		
As at April 1, 2020	2,545.42	2,545.42
Additions	-	-
Disposal	-	-
As at March 31, 2021	2,545.42	2,545.42
Additions	-	-
Disposal	-	-
As at March 31, 2022	2,545.42	2,545.42
Accumulated amortisation		
As at April 1, 2020	25.94	25.94
For the year	54.88	54.88
Disposals	-	-
As at March 31, 2021	80.82	80.82
For the year	33.55	33.55
Disposals	-	-
As at March 31, 2022	114.37	114.37
Net block		
As at March 31, 2021	2,464.60	2,464.60
As at March 31, 2022	2,431.05	2,431.05

TVS Upasana Limited

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

(All amounts are in lakhs of Indian Rupees, except share data and as stated)

	As at March 31, 2022		As at March 31, 2021	
	Non-current	Current	Non-current	Current
7 Loans				
(Unsecured considered good, unless otherwise stated)				
Loans to employees	10.22	11.65	10.19	8.78
	10.22	11.65	10.19	8.78

The Company's exposure to credit risks and market risks are disclosed in note 29.

8 Other financial assets

(Unsecured considered good, unless otherwise stated)

	As at March 31, 2022		As at March 31, 2021	
	Non-current	Current	Non-current	Current
Security deposits	435.49	-	406.56	-
Interest receivable	-	0.04	-	0.05
	435.49	0.04	406.56	0.05

The Company's exposure to credit risk and loss allowances are disclosed in Note 29.

9 Income Tax

	Year ended March 31, 2022	Year ended March 31, 2021
A Amount recognised in statement of profit and loss		
Current tax (a)	118.83	331.61
Deferred tax (b)	139.54	76.74
Tax expense (a) + (b)	258.37	408.35

B Income tax recognised in other comprehensive income

	Year ended March 31, 2022			Year ended March 31, 2021		
	Amount	Tax benefit	Net of tax	Amount	Tax benefit	Net of tax
Re-measurement gain / (loss) on defined benefit plan	(21.73)	5.47	(16.26)	11.88	(2.99)	8.89
Total	(21.73)	5.47	(16.26)	11.88	(2.99)	8.89

C Reconciliation of effective tax rate

	Year ended March 31, 2022		Year ended March 31, 2021	
	%	Amount	%	Amount
Profit before tax		833.53		1,543.56
Tax using the Company's domestic tax rate	27.82%	231.89	29.12%	449.48
Effect of:				
- Fair valuation of investments	(1.01%)	(8.45)	(0.86%)	(13.24)
- CSR expenditure disallowance, net	0.97%	8.12	0.56%	8.65
- Tax relating to earlier years	0.00%	-	1.08%	16.69
- Long term capital gain on sale of land	(4.94%)	(41.16)	(2.57%)	(39.73)
- Impact on account of rate change (refer note F)	6.49%	54.07	0.00%	-
- Others	1.67%	13.90	(0.86%)	(13.50)
Effective tax rate / tax expense	31.00%	258.37	26.47%	408.35

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

(All amounts are in lakhs of Indian Rupees, except share data and as stated)

D Recognised deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

	Deferred tax assets		Deferred tax liabilities		Net deferred tax (assets) / liabilities	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
Property, plant and equipment and other intangible assets	-	-	840.99	728.70	840.99	728.70
Unamortised leasehold land	-	-	506.12	495.77	506.12	495.77
Prepaid expense on finance guarantee	-	-	24.08	19.41	24.08	19.41
Fair valuation of investments	-	10.72	0.66	-	0.66	(10.72)
Provision for employee benefits	43.35	36.02	-	-	(43.35)	(36.02)
Loss allowance on trade receivables	6.08	6.08	-	-	(6.08)	(6.08)
Others	6.34	13.72	-	-	(6.34)	(13.72)
Sub-total	55.77	66.54	1,371.85	1,243.88	1,316.08	1,177.34
Minimum alternate tax	395.10	365.94	-	-	(395.10)	(365.94)
	450.87	432.48	1,371.85	1,243.88	920.98	811.40

Movement in temporary differences for the year ended March 31, 2022

	Balance as at April 1, 2021	Recognized in profit and loss during 2021-22	Recognized in OCI during 2021-22	Others	Balance as at March 31, 2022
Property, plant and equipment and other intangible assets	728.70	112.29	-	-	840.99
Unamortised leasehold land	495.77	10.35	-	-	506.12
Prepaid expense on finance guarantee	19.41	-	-	4.67	24.08
Fair valuation of investments	(10.72)	11.38	-	-	0.66
Provision for employee benefits	(36.02)	(1.86)	(5.47)	-	(43.35)
Loss allowance on trade receivables	(6.08)	-	-	-	(6.08)
Others	(13.72)	7.38	-	-	(6.34)
Sub-total	1,177.34	139.54	(5.47)	4.67	1,316.08
Minimum alternate tax	(365.94)	(20.48)	-	(8.68)	(395.10)
Total	811.40	119.06	(5.47)	(4.01)	920.98

Movement in temporary differences for the year ended March 31, 2021

	Balance as at April 1, 2020	Recognized in profit and loss during 2020-21	Recognized in OCI during 2020-21	Others	Balance as at March 31, 2020
Property, plant and equipment and other intangible assets	644.83	83.87	-	-	728.70
Unamortised leasehold land	501.20	(5.43)	-	-	495.77
Prepaid expense on finance guarantee	19.94	-	-	(0.53)	19.41
Fair valuation of investments	(19.55)	8.83	-	-	(10.72)
Provision for employee benefits	(41.55)	2.54	2.99	-	(36.02)
Loss allowance on trade receivables	(6.73)	0.65	-	-	(6.08)
Others	-	(13.72)	-	-	(13.72)
Sub-total	1,098.14	76.74	2.99	(0.53)	1,177.34
Minimum alternate tax	(427.56)	27.06	-	34.56	(365.94)
Total	670.58	103.80	2.99	34.03	811.40

TVS Upasana Limited

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

(All amounts are in lakhs of Indian Rupees, except share data and as stated)

E Other tax assets, net

	As at March 31, 2022		As at March 31, 2021	
	Non-current	Current	Non-current	Current
Advance tax, net	237.60	84.30	237.60	15.55
	237.60	84.30	237.60	15.55

F Pursuant to the Taxation Laws (Amendment) Ordinance, 2019 issued on September 20, 2019, which is effective from April 1, 2019, domestic companies have the option to apply a lower income tax rate with effect from April 1, 2019 subject to certain conditions specified there in. The Company based on an internal evaluation performed, has not exercised this option during the current year and accordingly, has continued to recognise provision for income tax for the year ended March 31, 2022 based on old rates and deferred taxes based on applicable income-tax rates in force at the time of reversal of applicable temporary differences.

10 Other assets

(Unsecured considered good, unless otherwise stated)

	As at March 31, 2022		As at March 31, 2021	
	Non-current	Current	Non-current	Current
Prepaid expenses	140.26	63.04	67.58	60.46
Capital advances	210.54	-	44.85	-
Claims receivable	-	100.95	-	11.44
Balance with statutory/government authorities	46.08	-	49.51	-
Advances to suppliers	-	48.56	-	47.56
	396.88	212.55	161.94	119.46

11 Inventories

(Valued at lower of cost and net realizable value)

	As at March 31, 2022	As at March 31, 2021
Raw materials and components (includes goods in transit ₹ 47.78 (March 31, 2021: Nil))	447.57	416.48
Work-in-progress	620.01	682.12
Finished goods (includes goods in transit of ₹ 332.91 (March 31, 2021: ₹ 227.47))	902.34	641.56
Stores and spares	134.95	149.99
Loose tools	335.35	266.54
Packing materials	16.80	17.63
	2,457.02	2,174.32

12 Trade receivables

Trade receivables considered good - Secured	-	-
Trade receivables considered good - Unsecured	4,075.62	4,437.45
Trade receivables which have significant increase in credit risk	-	-
Trade receivables credit impaired	-	-
	4,075.62	4,437.45
Less: Loss allowance	(24.18)	(24.18)
Net trade receivables	4,051.44	4,413.27
Of the above, trade receivables from related parties are as below:		
Receivables from related parties (refer note 33)	50.97	314.10
Less: Loss allowance	-	-
Movement in loss allowance of trade receivables		
Opening balance	24.18	24.18
Amount written off	-	-
Loss allowance	-	-
Closing balance	24.18	24.18

The Company's exposure to credit risks and loss allowances are disclosed in note 29

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

(All amounts are in lakhs of Indian Rupees, except share data and as stated)

12(a) Ageing schedule

As at March 31, 2022

Particulars	Outstanding for following periods from the due date of payment						Total
	Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables							
(i) Considered good	2,700.94	1,275.94	93.23	5.46	0.05	-	4,075.62
(ii) Which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables							
(i) Considered good	-	-	-	-	-	-	-
(ii) Which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Credit impaired	-	-	-	-	-	-	-
Total	2,700.94	1,275.94	93.23	5.46	0.05	-	4,075.62
Less: Loss Allowance							24.18
Total Trade receivables							4,051.44

As at March 31, 2021

Particulars	Outstanding for following periods from the due date of payment						Total
	Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables							
(i) Considered good	3,886.96	494.68	17.82	17.50	20.49	-	4,437.45
(ii) Which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables							
(i) Considered good	-	-	-	-	-	-	-
(ii) Which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Credit impaired	-	-	-	-	-	-	-
Total	3,886.96	494.68	17.82	17.50	20.49	-	4,437.45
Less: Loss Allowance							24.18
Total Trade receivables							4,413.27

13 Cash and cash equivalents

	As at March 31, 2022	As at March 31, 2021
Balances with banks	2.06	11.31
Cash on hand	0.14	0.23
Total	2.20	11.54

14 Share capital and other equity

	As at March 31, 2022	As at March 31, 2021
A Share capital		
Authorized		
11,999,000 (March 31, 2021: 11,999,000) equity shares of ₹ 10/- each	1,199.90	1,199.90
1,000 (March 31, 2021: 1,000) redeemable preference shares of ₹ 10/- each	0.10	0.10
	1,200.00	1,200.00
Issued, subscribed and fully paid up		
11,899,674 (March 31, 2021: 11,899,674) equity shares of ₹ 10/- each	1,189.97	1,189.97
	1,189.97	1,189.97

TVS Upasana Limited

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

(All amounts are in lakhs of Indian Rupees, except share data and as stated)

(a) Reconciliation of shares outstanding at the beginning and at the end of the reporting period

	As at March 31, 2022		As at March 31, 2021	
	No. of shares	Amount	No. of shares	Amount
Equity shares of ₹ 10/- each fully paid up				
At the commencement and end of the year	11,899,674	1,189.97	11,899,674	1,189.97

(b) Rights, preferences and restrictions attached to equity shares

The Company has two class of shares viz., equity shares of face value of ₹ 10/- each and redeemable preference shares of face value of ₹ 10/- each. Each holder of equity share is entitled to one vote per share. The equity shares are entitled to receive dividend as declared from time to time the same is declared. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Company. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. The terms and conditions of redeemable preference shares will be determined at the time of issue of such shares. The Company has not issued any redeemable preference shares and paid up capital consists only of equity shares.

(c) Details of shareholders holding more than 5% shares in the Company

	As at March 31, 2022		As at March 31, 2021	
	Nos.	% holding	Nos.	% holding
Equity shares of ₹ 10/- each fully paid up held by				
Sundram Fasteners Limited and its nominees, Holding company	11,899,674	100.00%	11,899,674	100.00%

(d) Details of Promoters of the Company

	As at March 31, 2022		As at March 31, 2021		% of change during the year	
	No. of shares held	% of total shares	No. of shares held	% of total shares	% of change during the year	% of change during the year
Sundram Fasteners Limited and its nominees	11,899,674	100.00%	11,899,674	100%	-	-

(e) The Company does not have any shares reserved for a subsequent issuance.

f) There are no bonus shares or buy back of shares or shares issued for consideration other than cash during the five years immediately preceding the financial year ended March 31, 2022.

(g) Capital management

The Company's capital management objectives are to ensure the Company's ability to continue as a going concern and to provide an adequate return to shareholders by pricing products and services that are commensurate with the level of risk.

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

	As at March 31, 2022	As at March 31, 2021
Total debt (bank and other borrowings)	9,252.89	8,678.36
Cash and cash equivalents	(2.20)	(11.54)
Net debt	A 9,250.69	8,666.82
Total equity	9,881.84	9,262.89
Equity	B 9,881.84	9,262.89
Net debt to equity	C = (A/B)*100 93.61%	93.57%
	Year ended March 31, 2022	Year ended March 31, 2021

B Other equity

(i) Dividends

No dividend was paid by the company.

ii) Nature and purpose of other reserves

Deemed equity

Deemed equity represents fair value of finance guarantee given by parent company without consideration recognised in accordance with Ind AS 109 on Financial Instruments.

	Year ended March 31, 2022	Year ended March 31, 2021
15 Earnings per share (EPS)		
Net profit attributable to equity shareholders (A)	575.16	1,135.21
Weighted average number of equity shares outstanding as at reporting date (B)	11,899,674	11,899,674
Basic earnings per equity share (A/B) (in ₹)	4.83	9.54

Diluted EPS

The Company does not have any potential equity shares and accordingly basic and diluted EPS would remain the same.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

(All amounts are in lakhs of Indian Rupees, except share data and as stated)

	As at March 31, 2022		As at March 31, 2021	
	Non-current	Current	Non-current	Current
16 Borrowings				
Financial liabilities at amortised cost				
a) Secured				
Term loan				
From bank in local currency (refer note 4 below)	6,097.59	-	5,355.56	-
Working Capital Loans				
Working capital facilities from banks (refer note 5 below)	-	2,580.30	-	2,747.80
	6,097.59	2,580.30	5,355.56	2,747.80
Less: Current maturities of long term borrowings	(2,157.09)	2,157.09	(1,933.33)	1,933.33
	3,940.50	4,737.39	3,422.23	4,681.13
b) Unsecured				
Working capital loan from holding company (refer note 6 below)	-	575.00	-	575.00
	-	575.00	-	575.00
Total	3,940.50	5,312.39	3,422.23	5,256.13

Note:

- Term loans were applied for the purpose they were obtained. Further, short term loans availed have not been utilised for long term purposes by the Company.
- Quarterly returns or statements of current assets filed by the Company for the sanctioned working capital loans with banks or financial institutions are not materially different with that of books of account.
- The Company has not been declared as a willful defaulter by any Bank or Financial Institutions or Government or Government Authority.

(4) Term loan from banks include

The Company has outstanding term loan from bank carrying interest rate ranging from 7.00% to 8.20% (March 31, 2021: 8.10% to 9.00%) p.a. The loans are secured by exclusive mortgage on the factory land and building at SIPCOT, Oragadam-Vallam, first pari pasu charge on movable fixed assets of the Company and corporate guarantee given by the holding company. During the year, the Company has availed a Guaranteed Emergency Credit Line (GECL) from HDFC bank with a principal repayment moratorium period of 12 months, which is secured by guarantee from NCGTC Ministry of Finance, Government of India and second charge on current assets.

(5) Working capital loan from banks include

The Company has availed various working capital facilities from banks carrying interest rates in the range of 4.50% to 7.80% (March 31, 2021: 5.00% to 10.00%) p.a. The facilities are repayable on demand and secured by hypothecation of current assets consisting of receivables, raw materials, work-in-progress and finished goods.

(6) Working capital loan from holding company

The Company has availed an unsecured working capital loan from its holding company which carries an interest rate of 8.25 % p.a which is repayable on demand.

(7) Reconciliation of cashflows from financing activities

	As at March 31, 2022	As at March 31, 2021
Cash and cash equivalents	(2.20)	(11.54)
Current borrowings	3,155.30	3,322.80
Non-current borrowings	6,097.59	5,355.56
Net debt	9,250.69	8,666.82

	Liabilities from financing activities		Total
	Cash and cash equivalents	Current borrowings	
Net debt as at April 1, 2020	(5.98)	3,364.52	8,958.54
Net cash flows	(5.56)	(41.72)	(291.72)
Net debt as at April 1, 2021	(11.54)	3,322.80	8,666.82
Net cash flows	9.34	(167.50)	583.87
Net debt as at March 31, 2022	(2.20)	3,155.30	9,250.69

	As at March 31, 2022		As at March 31, 2021	
	Non-current	Current	Non-current	Current
17 Provisions				
Provision for employee benefits				
Gratuity (refer note (i)(a))	149.99	22.27	117.59	25.55
Compensated absences (refer note (i)(b))	82.88	10.29	76.07	9.94
Total	232.87	32.56	193.66	35.49

(i) Defined Benefit Plan

(a) Gratuity

1) Chennai unit

Retirement benefit in the form of gratuity liability is a defined benefit obligation and is provided on the basis of an actuarial valuation made at the end of each financial year for unit located at Chennai. The gratuity scheme is unfunded and the actuarial liability is shown in the balance sheet.

The following tables summarise the components of net benefit expenses recognised and the amounts recognised in the balance sheet for the gratuity.

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
	Amount recognised in statement of profit and loss	18.63
Amount recognised in other comprehensive income	24.25	(11.11)
Total expense	42.88	7.02

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

(All amounts are in lakhs of Indian Rupees, except share data and as stated)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Net employee benefit expense		
Recognised in statement of profit and loss		
Current Service cost	10.42	10.53
Interest cost on benefit obligation	8.21	7.60
(A)	18.63	18.13
Recognised in other comprehensive income		
Net actuarial (gain) / loss recognized in the year	(B) 24.25	(11.11)
Net benefit expense	(A) +(B) 42.88	7.02
	As at March 31, 2022	As at March 31, 2021
Net defined obligation		
Present value of defined benefit obligation	166.56	128.98
Fair value of plan assets	-	-
	166.56	128.98

Changes in present value of the defined benefit obligation are as follows:

Balance at the beginning of the year	128.98	127.30
Interest expense	8.21	7.60
Current service cost	10.30	10.53
Benefits paid	(5.30)	(5.34)
Actuarial loss on obligation	24.37	(11.11)
Balance at the end of the year	166.56	128.98

Principal actuarial assumptions used :

Discount rate	6.90%	6.50%
Salary escalation rate	8.00%	8.00%
Attrition rate	8.00%	8.00%

The estimates of future salary increases, considered in actuarial valuation takes into account of inflation, seniority, promotion, attrition and relevant factors, such as supply and demand in the employment market.

A quantitative sensitivity analysis for significant assumption as at the reporting dates are as shown below:

	Discount rate		Salary escalation rate		Attrition rate	
	Increase	Decrease	Increase	Decrease	Increase	Decrease
March 31, 2022						
- Sensitivity Level (%)	1.00%	1.00%	1.00%	1.00%	1.00%	1.00%
- Impact on defined benefit obligation	(10.82)	12.18	10.33	(9.40)	(0.66)	0.73
March 31, 2021						
- Sensitivity Level (%)	1.00%	1.00%	1.00%	1.00%	1.00%	1.00%
- Impact on defined benefit obligation	(8.85)	10.00	8.49	(7.70)	(0.82)	0.75

2) Hosur unit

With respect to Hosur unit, the Company participates in the gratuity policy maintained by the holding company with Life Insurance Corporation of India. The net defined benefit cost is recognised based on the contribution payable, as determined by the holding company in respect of this unit based on actuarial valuation obtained centrally by holding company. The contribution made in this regard are as follows:

	As at March 31, 2022	As at March 31, 2021
Contribution made to the defined benefit plan (including ₹ 2.51) (March 31, 2021 : ₹ 0.77) recognised in other comprehensive income (including balances carried forward)	5.70	14.16
Note: The Company believes that there is no further payment/ refund expected towards its employees out of fund remittances made centrally by the holding company.		
Classification		
- Current	22.27	25.55
- Non-current	149.99	117.59
	172.26	143.14

(b) Compensated absences

The Company's net obligation in respect of compensated absences is the amount of future benefit that employees have earned in return for their service in current and prior periods. Such benefit is discounted to determine its present value, and fair value of any related assets is deducted. The obligation is measured on the basis of an annual independent actuarial valuation obtained using the projected unit credit method.

	Year ended March 31, 2022	Year ended March 31, 2021
Recognised in Statement of Profit & Loss		
Current service cost	19.45	21.36
Interest cost on benefit obligation	5.78	5.72
Net actuarial gain recognised	(15.00)	(27.15)
	10.23	(0.07)
	As at March 31, 2022	As at March 31, 2021
Principal actuarial assumptions used :		
Discount rate	6.90% - 7.40%	6.50% - 7.00%
Salary escalation rate	8.00% - 10.00%	8.00% - 10.00%
Attrition rate	1.00% - 8.00%	1.00% - 8.00%

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

(All amounts are in lakhs of Indian Rupees, except share data and as stated)

	As at March 31, 2022	As at March 31, 2021		-	-
18 Trade payables			(c) the amount of 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 the Micro, Small and Medium Enterprises Development Act, 2006;		
Total outstanding dues of micro enterprises and small enterprises; and (refer note below)	162.21	285.14			
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,426.31	1,949.10	(d) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
	<u>1,588.52</u>	<u>2,234.24</u>			
Of the above, trade payables to related parties (refer note 33)	24.27	87.45	(e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

Disclosure required under Clause 22 of Micro, Small and Medium Enterprise Development ('MSMED') Act, 2006

Particulars	As at March 31, 2022	As at March 31, 2021
(a) the principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year;	162.21	285.14
(b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-

The above disclosures have been provided by the Company based on the information available with the Company in respect of the registration status of its vendors/suppliers.

All trade payables are 'current'. The Company's exposure to currency and liquidity risks related to trade payables are disclosed in note 29.

(a) Ageing schedule

As at March 31, 2022

Particulars	Outstanding for following periods from the due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed dues						
(i) MSME	162.21	-	-	-	-	162.21
(ii) Others	1,189.06	20.13	0.85	-	49.75	1,259.79
Disputed dues						
(i) MSME	-	-	-	-	-	-
(ii) Others	-	-	-	-	-	-
Unbilled dues	166.52	-	-	-	-	166.52
Total	<u>1,517.79</u>	<u>20.13</u>	<u>0.85</u>	<u>-</u>	<u>49.75</u>	<u>1,588.52</u>

(a) Ageing schedule

As at March 31, 2021

Particulars	Outstanding for following periods from the due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed dues						
(i) MSME	285.14	-	-	-	-	285.14
(ii) Others	953.69	668.55	1.89	95.46	80.27	1,799.86
Disputed dues						
(i) MSME	-	-	-	-	-	-
(ii) Others	-	-	-	-	-	-
Unbilled dues	149.24	-	-	-	-	149.24
Total	<u>1,388.07</u>	<u>668.55</u>	<u>1.89</u>	<u>95.46</u>	<u>80.27</u>	<u>2,234.24</u>

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

(All amounts are in lakhs of Indian Rupees, except share data and as stated)

	Year ended March 31, 2022	Year ended March 31, 2021		Year ended March 31, 2022	Year ended March 31, 2021
25 Employee benefits expense					
Salaries and wages	1,801.05	1,502.34	Travel expenses	86.83	72.36
Expenses related to post-employment defined benefit plan (refer note 17)	24.55	30.38	Postage and telecom expenses	12.55	9.59
Contribution to provident and other funds (refer note below)	60.01	54.46	Consultancy charges	47.68	62.38
Staff welfare expenses	132.37	122.90	Corporate social responsibility expenditure (refer (b) below)	29.19	38.40
	<u>2,017.98</u>	<u>1,710.08</u>	Miscellaneous expenses	110.64	107.35
				<u>5,194.44</u>	<u>4,682.27</u>
Note: The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employee provident fund, which is a derived contribution plan. The same is charged to Statement of Profit and Loss as and when it is accrued. The amount recognise as expense towards such Provident Fund contribution aggregated to ₹ 58.89 (March 31, 2021: ₹ 52.11)			(a) Payment to auditors		
			a) Statutory audit	7.00	7.00
			b) Taxation matters	1.00	1.00
			c) Other services (including certifications)	1.00	3.00
			d) Reimbursement of expenses	0.60	0.22
				<u>9.60</u>	<u>11.22</u>
26 Finance costs			(b) Details of corporate social responsibility expenditure (CSR)		
Interest expense			Amount required to be spent by the Company during the year	28.90	38.01
- on financial liabilities measured at amortised cost	635.94	623.73	Amount spent during the year (in cash)		
- on others	-	5.28	(i) Construction/ acquisition of any asset	-	-
	<u>635.94</u>	<u>629.01</u>	(ii) On purposes other than (i) above		
			a) Education	-	-
27 Depreciation and amortisation expense			b) Healthcare	-	-
Depreciation on property, plant and equipment (refer note 4(a))	1,136.84	1,028.73	c) Mental Health Education	-	-
Amortisation on right of use assets (refer note 4(c))	33.55	54.88	d) Eradication poverty	-	-
Amortisation on other intangible assets (refer note 5)	4.72	2.58	e) Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art	29.19	38.40
	<u>1,175.11</u>	<u>1,086.19</u>	c) Shortfall at the end of the year	-	-
28 Other expenses			d) Total of previous years shortfall	-	-
Consumption of stores, tools and spares	3,270.96	2,790.82	e) Reason for shortfall	NA	NA
Power and fuel	847.84	759.85	f) Details of related party transactions	Nil	Nil
Repairs and maintenance			g) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately	NA	NA
- building	19.01	22.63			
- plant and equipment	60.89	37.14			
- other assets	3.63	6.87			
Rates and taxes	35.16	50.57			
Insurance	44.66	28.78			
Freight and cartage outward	594.65	666.82			
Advertisement and sales promotion	0.09	0.06			
Payment to auditors (refer (a) below)	9.60	11.22			
Bank charges	5.36	4.62			
Printing and stationery	15.70	12.81			

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 (Contd.)

(All amounts are in lakhs of Indian Rupees, except share data and as stated)

29 Financial instruments - Fair values and risk management

A Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy

Particulars	March 31, 2022				March 31, 2021			
	FVTPL	FVOCI	Amortised Cost	Total	FVTPL	FVOCI	Amortised Cost	Total
Financial assets								
Investments	352.41	-	-	352.41	320.62	-	-	320.62
Trade receivables	-	-	4,051.44	4,051.44	-	-	4,413.27	4,413.27
Loans	-	-	21.87	21.87	-	-	18.97	18.97
Cash and cash equivalents	-	-	2.20	2.20	-	-	11.54	11.54
Security deposits	-	-	435.49	435.49	-	-	406.56	406.56
Interest receivable	-	-	0.04	0.04	-	-	0.05	0.05
Total financial assets	352.41	-	4,511.03	4,863.44	320.62	-	4,850.39	5,171.01
Financial liabilities								
Borrowings	-	-	9,252.89	9,252.89	-	-	8,678.36	8,678.36
Trade payables	-	-	1,588.52	1,588.52	-	-	2,234.24	2,234.24
Interest accrued but not due on borrowings	-	-	48.35	48.35	-	-	37.48	37.48
Payable towards purchase of capital goods	-	-	261.80	261.80	-	-	209.14	209.14
Employee benefits payable	-	-	144.90	144.90	-	-	204.88	204.88
Other payables	-	-	1.75	1.75	-	-	76.75	76.75
Total Financial Liabilities	-	-	11,298.21	11,298.21	-	-	11,440.85	11,440.85

Fair value measurement hierarchy

The company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

(All amounts are in lakhs of Indian Rupees, except share data and as stated)

29 Financial instruments - Fair values and risk management (continued)**B Accounting classification and fair values (continued)**

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard.

Particulars	March 31, 2022				March 31, 2021			
	Carrying amount	Fair Value			Carrying amount	Fair Value		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
Financial Assets								
Investments	352.41	298.35	-	54.06	320.62	266.56	-	54.06
Trade receivables #	4,051.44	-	-	-	4,413.27	-	-	-
Loans #	21.87	-	-	-	18.97	-	-	-
Cash and cash equivalents #	2.20	-	-	-	11.54	-	-	-
Security deposits #	435.49	-	-	-	406.56	-	-	-
Interest receivable #	0.04	-	-	-	0.05	-	-	-
Total financial assets	4,863.45	298.35	-	54.06	5,171.01	266.56	-	54.06
Financial liabilities								
Borrowings #	9,252.89	-	-	-	8,678.36	-	-	-
Trade payables #	1,588.52	-	-	-	2,234.24	-	-	-
Interest accrued but not due on borrowings #	48.35	-	-	-	37.48	-	-	-
Payable towards purchase of capital goods #	261.80	-	-	-	209.14	-	-	-
Employee benefits payable #	144.90	-	-	-	204.88	-	-	-
Other payables #	1.75	-	-	-	76.75	-	-	-
Total financial liabilities	11,298.21	-	-	-	11,440.85	-	-	-

For those financial assets and liabilities, which are not carried at its fair value, disclosure of fair value is not required as the carrying amounts approximates the fair values.

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

(All amounts are in lakhs of Indian Rupees, except share data and as stated)

C Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Market risk
- Credit risk
- Liquidity risk

Financial risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors along with the top management are responsible for developing and monitoring the Company's risk management policies. The Company's senior management advises on financial risks and the appropriate financial risk governance framework for the Company.

The Company's risk management policies established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company's senior management oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

The Company's principal financial liabilities primarily comprise borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, investments and cash and cash equivalents that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's overall risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the company.

The sources of risks which the company is exposed to and their management is given below:

(i) Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and borrowings. The Company is exposed to market risk through its use of financial instruments and specifically to currency risk, interest rate risk and certain other price risks, which result from both its operating and investing activities.

a) Interest rate risk

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

The Company constantly monitors the credit markets and rebalances its financing strategies to achieve an optimal maturity profile and financing cost. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate borrowings. As at March 31, 2022, approximately 25% (March 31, 2021: 26%) of the Company's borrowings are at a fixed rate of interest.

Interest rate sensitivity

The following table illustrates the sensitivity to profits and equity to a reasonably possible change in interest rates of +/- 1% for the year ended March 31, 2022 (March 31, 2021: +/- 1%). These changes are considered to be reasonably possible based on observation of current market conditions. The calculations are based on a change in the average market interest rate for each period, and the financial instruments held at each reporting date that are sensitive to changes in interest rates. All other variables are held constant.

Interest rate exposure

Particulars	Floating rate	Fixed rate	Total borrowings
As at March 31, 2022	6,977.89	2,275.00	9,252.89
As at March 31, 2021	6,403.36	2,275.00	8,678.36
		As at March 31, 2022	As at March 31, 2021
Increase	+1%	(69.78)	(64.03)
Decrease	-1%	69.78	64.03

The Company does not expect any change in interest rates on fixed rate borrowings and accordingly have not presented any sensitivities on such borrowings.

The Company does not expect any significant impact of changes in the market interest rates on account of COVID-19.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

(All amounts are in lakhs of Indian Rupees, except share data and as stated)

Financial risk management (continued)**b) Foreign currency risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency).

Currency risk (or foreign exchange risk) arises on financial instruments that are denominated in a foreign currency, i.e. in a currency other than the functional currency in which they are measured. For the purpose of this Ind AS, currency risk does not arise from financial instruments that are non-monetary items or from financial instruments denominated in the functional currency.

Where the amounts to be paid and received in a specific currency are expected to largely offset one another, no further hedging activity is undertaken.

Foreign currency denominated financial assets and liabilities which expose the Company to currency risk are disclosed below. The amounts shown are those reported translated at the closing rate. Unhedged foreign currency risk exposure at the end of the reporting period has been expressed in *Rupees*.

	Short term exposure			Long-term exposure		
	USD	EURO	Others	USD	EURO	Others
March 31, 2022						
Financial assets	1,924.58	306.15	-	-	-	-
Financial liabilities	(23.21)	(45.18)	(1.99)	-	-	-
	1,901.37	260.97	(1.99)	-	-	-
March 31, 2021						
Financial assets	1,363.93	262.52	-	-	-	-
Financial liabilities	(5.11)	(196.58)	-	-	-	-
	1,358.82	65.94	-	-	-	-

Foreign currency sensitivity

The following table illustrates the sensitivity of profit and equity with respect to the Company's financial assets and financial liabilities in relation to the fluctuation in the respective currency with 'all other things being equal'. If the Indian Rupee had strengthened/ weakened against the respective currency 5% during the year ended March 31, 2022 (March 31, 2021: 5%), then this would have had the following impact on profit before tax and equity:

	Strengthening		Weakening	
	Year ended March 31, 2022	Year ended March 31, 2021	Year ended March 31, 2022	Year ended March 31, 2021
Increase / (decrease) in profit and equity				
USD	(95.07)	(67.94)	95.07	67.94
EURO	(13.05)	(3.30)	13.05	(3.30)
Others	0.10	-	(0.10)	-
	(108.02)	(71.24)	108.02	64.64

c) Equity price risk

The Company's investments in listed equity securities are current and unlisted equity securities are non-current. All the investments in the equity portfolio are reviewed and approved by the Board of Directors. As at the reporting date the investments in equity instruments amounted to ₹ 352.41 (March 31, 2021: ₹ 320.62)

(ii) 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. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including, foreign exchange transactions and other financial instruments.

Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of the Company's trade receivables, certain loans and advances and other financial assets. The Company enters into long term contracts with its customers whereby it mitigates the risk exposure on high risk customers. Further, 2 customers (March 31, 2021: 3) each individually contribute to more than 10% of the Company's total revenues. Outstanding customer receivables are regularly monitored and reviewed by the Management periodically.

The carrying amount of financial assets represents the maximum credit exposure.

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

(All amounts are in lakhs of Indian Rupees, except share data and as stated)

Particulars	Reference	As at 31 March 2022	As at 31 March 2021
Investments	(i)	352.41	320.62
Trade receivables	(ii)	4,051.44	4,413.27
Loans	(iii)	21.87	18.97
Cash and cash equivalents	(iv)	2.20	11.54
Security deposits	(v)	435.49	406.56
Interest receivable	(v)	0.04	0.05
Total		4,863.45	5,171.01

(i) Investments

This balance represents investments made by the Company in instruments of certain listed companies and power generation companies in the past. The listed companies investments are liquid in nature as the same is freely transferable in the stock exchange.

Reconciliation of Level 3 fair values

	Amount
Balance as at April 1, 2020	52.76
Investments made during the year	1.30
Gains / (loss) included in statement of profit and loss	-
Balance as at March 31, 2021	54.06
Investments made during the year	-
Gains / (loss) included in statement of profit and loss	-
Balance as at March 31, 2022	54.06

(ii) Trade receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate. In monitoring customer credit risk, customers are grouped according to their credit characteristics, including end-user customers, their geographic location, industry, trading history with the Company and existence of previous financial difficulties. With respect to other financial assets, the Company does not expect any credit risk against such assets except as already assessed. The Company is monitoring the economic environment in the country and is taking actions to limit its exposure to customers with customers experiencing particular economic volatility.

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses. Historical trends of impairment of trade receivables do not reflect any significant credit losses. The Company has used a practical expedient by computing the expected credit loss allowance for trade receivable and other financial assets, which comprise large number of small balances, based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information including considerations for the likelihood of increased credit risks and consequential default on account of the emerging situations due to Covid - 19. Further, the Company also makes an allowance for doubtful debts on a case to case basis.

The maximum exposure to credit risk for trade and other receivables are as follows:

	As at March 31, 2022	As at March 31, 2021
Not more than 180 days	3,976.88	4,381.64
More than 180 days	98.74	55.81
Sub-total	4,075.62	4,437.45
Less: Loss allowance in accordance with expected credit loss model	(24.18)	(24.18)
Total	4,051.44	4,413.26

(iii) Loans

This balance is primarily constituted by loans given to employees. The Company does not expect any loss from non-performance by these counter parties.

	As at March 31, 2022	As at March 31, 2021
Loans to employees	21.87	18.97
Net carrying amount	21.87	18.97

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

(All amounts are in lakhs of Indian Rupees, except share data and as stated)

(iv) Cash and cash equivalents

The Company has its cash and bank balances deposited with credit worthy banks as at the reporting date. The credit worthiness of these banks are evaluated by the management on an ongoing basis and is considered to be good with low credit risk.

(v) Others

Other financial assets comprising of security deposits and advance recoverable primarily consists of deposits with TNEB for obtaining Electricity connections, rental deposits given for lease of premises. The Company does not expect any loss from non-performance by these counter-parties.

(iii) Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Company's treasury team is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's liquidity position through rolling forecasts on the basis of expected cash flows.

The Company's objective is to maintain a current ratio with an optimal mix of short term loans and long term loans. The Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Company has access to a sufficient variety of sources of funding and debt maturing within 12 months can be rolled over with existing lenders. The Board of Directors periodically reviews the Company's business requirements vis-a-vis the source of funding.

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments:

Particulars	As at March 31, 2022			As at March 31, 2021		
	Carrying amount	Less than 180 days	More than 180 days	Carrying amount	Less than 180 days	More than 180 days
Borrowings*	9,252.89	3,673.16	5,579.73	8,678.36	4,289.46	4,388.90
Trade payables	1,588.52	1,588.52	-	2,234.24	2,234.24	-
Interest accrued but not due on borrowings	48.35	48.35	-	37.48	37.48	-
Payable towards purchase of capital goods	261.80	261.80	-	209.14	209.14	-
Employee benefits payable	144.90	144.90	-	204.88	204.88	-
Other payables	1.75	1.75	-	76.75	76.75	-
Total	11,298.21	5,718.48	5,579.73	11,440.85	7,051.95	4,388.90

*excluding contractual interest payments

(iv) Offsetting financial assets and financial liabilities

The Company does not have any financial instruments that are offset or are subject to enforceable master netting arrangements and other similar agreements.

TVS Upasana Limited

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

(All amounts are in lakhs of Indian Rupees, except share data and as stated)

30 Contingent liabilities and commitments

Contingent liabilities	As at March 31, 2022	As at March 31, 2021
(a) Claims against the company not acknowledged as debt		
- Sales tax / Entry Tax - under appeal	50.22	431.98
- Income-tax - under appeal	3.64	104.51
	53.86	536.49
Note:		
(i) The Hon'ble Supreme Court in its ruling dated February 28, 2019 held that the allowances paid to employees are essentially a part of the basic wage, which are necessarily and ordinarily paid to all employees and are to be treated as wages for the purpose of ('PF') Provident Fund contribution, with fewer exception to the same. Based on legal advice, considering the interpretative challenges surrounding the retrospective application of the judgement and absence of reliable measurement of provisions relating to earlier periods, this matter has been disclosed as a contingent liability.		
(ii) The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in the financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial positions.		
(b) Other money for which the company is contingently liable comprising of letter of credit	88.45	183.51
Capital commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for	527.44	748.03

31 Other statutory information

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company has not traded or invested in Crypto currency or virtual currency during the financial year.
- (iii) The Company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (Intermediaries) during the year with the understanding that the Intermediary shall:
 - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (iv) The Company has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (v) The Company does not have any transaction which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (vi) The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies (ROC) beyond statutory period.
- (vii) There are no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

(All amounts are in lakhs of Indian Rupees, except share data and as stated)

32 Ratios as per the schedule III requirements:

- a) Current ratio = Current assets divided by Current liabilities

Particulars	March 31, 2022	March 31, 2021
Current assets	7,117.55	7,009.53
Current liabilities	7,485.74	8,152.05
Ratio	0.95	0.86
% change from previous year	10.6%	

Reason for change more than 25% : Not applicable

- b) Debt-Equity Ratio = Total debt divided by total equity where total debt represents aggregate of current and non-current borrowings

Particulars	March 31, 2022	March 31, 2021
Total debt	9,252.89	8,678.36
Total equity	9,881.84	9,262.89
Ratio	0.94	0.94
% change from previous year	(0.1%)	

Reason for change more than 25% : Not applicable

- c) Debt Service Coverage Ratio = Earnings available for debt services divided by total interest and principal repayments

Particulars	March 31, 2022	March 31, 2021
Profit after tax	575.16	1,135.21
Add:		
Depreciation and amortisation expense	1,175.11	1,086.19
Finance cost	635.94	629.01
Earnings available for debt services	2,386.21	2,850.41
Interest payment on borrowings	635.94	623.73
Principal repayments	1,937.34	1,244.44
Total interest and principal repayments	2,573.28	1,868.18
Ratio	0.93	1.53
% change from previous year	(39.2%)	

Reason for change more than 25% : The decrease is on account of the decrease in profit after tax of the Company during the current year combined with increase in principal repayments.

- d) Return on equity ratio = Profit after tax divided by average total equity

Particulars	March 31, 2022	March 31, 2021
Profit after tax	575.16	1,135.21
Average total equity (refer note below)	9,572.37	8,673.36
Ratio	6.01%	13.09%
% change from previous year	(54.1%)	

Note: Average total equity = (Total shareholder's equity as at beginning of respective year + total shareholder's equity as at end of respective year) divided by 2.

Reason for change more than 25% : During the current year, the profit after tax has reduced as compared to previous year leading to a reduction in the return on equity ratio.

TVS Upasana Limited

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

(All amounts are in lakhs of Indian Rupees, except share data and as stated)

32 Ratios as per the schedule III requirements (Contd.):

- e) Inventory turnover ratio = Cost of goods sold divided by average inventory

Particulars	March 31, 2022	March 31, 2021
Cost of goods sold (refer note 1 below)	9,980.97	8,175.77
Average inventory (refer note 2 below)	2,315.67	2,039.58
Ratio	4.31	4.01
% change from previous year	7.5%	

Note:

1. Cost of goods sold includes cost of materials consumed and changes in inventories of finished goods and work-in-progress and consumption of stores, tools and spares.

2. Average inventory = (Total inventory as at beginning of respective year + total inventory as at end of respective year) divided by 2

Reason for change more than 25% : Not applicable

- f) Trade receivables turnover ratio = Sales divided by average trade receivables

Particulars	March 31, 2022	March 31, 2021
Turnover (refer note 1 below)	15,903.32	14,281.43
Average trade receivables (refer note 2 below)	4,232.36	3,549.18
Ratio	3.76	4.02
% change from previous year	(6.6%)	

Note:

1. Turnover represents revenue from operations excluding export incentives

2. Average trade receivables = (Total trade receivables as at beginning of respective year + total trade receivables as at end of respective year) divided by 2

Reason for change more than 25% : Not applicable

- g) Trade payables turnover ratio = Purchases divided by average trade payables

Particulars	March 31, 2022	March 31, 2021
Purchases (refer note 1 below)	10,162.95	8,357.38
Average trade payables (refer note 2 below)	1,911.38	1,780.32
Ratio	5.32	4.69
% change from previous year	13.3%	

Note:

1. Purchases includes purchases made during the year and consumption of stores, tools and spares.

2. Average trade payables = (Total trade payables as at beginning of respective year + Total trade payables as at end of respective year) divided by 2

Reason for change more than 25% : Not applicable

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

(All amounts are in lakhs of Indian Rupees, except share data and as stated)

32 Ratios as per the schedule III requirements (Contd.):

- h) Net capital turnover ratio = Revenue from operations divided by working capital

Particulars	March 31, 2022	March 31, 2021
Revenue from operations	16,085.33	14,449.52
Working capital (refer note 2 below)	(368.19)	(1,142.52)
Ratio	(43.69)	(12.65)
% change from previous year	245.4%	

Note:

1. Working capital = Current assets - Current liabilities

Reason for change more than 25%: The increase is on account of increase in revenue from operations and corresponding decrease in current liabilities.

- i) Net profit ratio = Net profit after tax divided by revenue from operations

Particulars	March 31, 2022	March 31, 2021
Net profit after tax	575.16	1,135.21
Revenue from operations	16,085.33	14,449.52
Ratio	3.58%	7.86%
% change from previous year	(54.5%)	

Reason for change more than 25%: The increase is on account of increase in revenue from operations and corresponding decrease net profit during the year compared to the previous year.

- j) Return on capital employed = Earnings before interest and taxes (EBIT) divided by capital employed

Particulars	March 31, 2022	March 31, 2021
Earnings before interest and taxes (refer note 1 below)	1,469.47	2,172.57
Capital employed (refer note 2 below)	20,055.71	18,752.65
Ratio	7.33%	11.59%
% change from previous year	(36.8%)	

Note:

1. EBIT = Profit before taxes + finance cost

2. Capital employed = Total equity + total debt + deferred tax liabilities

Reason for change more than 25% : The decrease is on account of decrease in EBIT with corresponding decrease in the capital employed (increase in Equity and total debt).

- k) Return on investments = Income generated from invested funds divided by average funds in treasury investments

Particulars	March 31, 2022	March 31, 2021
Income generated from invested funds	0.69	0.30
Invested funds in treasury investments	282.45	228.67
Ratio	0.00	0.00
	0.88	

Reason for share more than 25%:- The Company invests its funds in equity market instruments. The increase in ratio is on account of higher returns (dividend), received in the current year in comparison to the previous year.

TVS Upasana Limited

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

(All amounts are in lakhs of Indian Rupees, except share data and as stated)

33 Related party disclosures

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions.

I Related Parties with whom transactions have taken place during the year:

Ultimate Holding Company	TV Sundram Iyengar & Sons Private Limited, Madurai (upto February 3, 2022) TVS Sundram Fasteners Private Limited (from February 4, 2022)
Holding Company	Sundram Fasteners Limited, Chennai
Fellow Subsidiaries	TVS Next Limited, Chennai Sundram Fasteners Investments Limited, Chennai, Sundram Non-Conventional Energy Systems Limited, Chennai, Sundram International Limited, UK, Sundram International Inc, Michigan, USA,
Key Management Personnel	Suresh Krishna Usha Krishna S Meenakshisundaram Arundathi Krishna, Managing Director R Krishnan Whole Time Director, CFO & Company Secretary
Subsidiaries / joint ventures / associates of ultimate holding company:	Southern Roadways Private Limited, Madurai (upto January 6, 2022) TVS Electronics Limited, Chennai (upto February 3, 2022) The Associated Auto Parts Private Limited, Mumbai (upto February 3, 2022) TVS Motor Company Limited, Chennai (upto February 3, 2022) Wheels India Limited, Chennai (upto February 3, 2022) Lucas Indian Services Limited, Mumbai (upto February 3, 2022) Lucas TVS Limited, Chennai (upto February 3, 2022) TVS Educational Society (upto February 3, 2022) India Motor Parts & Accessories Limited, Chennai (upto February 3, 2022) Sundaram-Clayton Limited, Chennai (upto February 3, 2022)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022 (Contd.)

(All amounts are in lakhs of Indian Rupees, except share data and as stated)

II The significant related party transactions during the year and outstanding balance as at the reporting date are as follows:

Nature of Transaction	Ultimate holding Company	Holding Company	Fellow Subsidiaries	Key Management Personnel	Subsidiaries / joint ventures / associates of ultimate holding company	Enterprise in which key management personnel have significant influence
Purchases						
Goods and Materials	-	60.37	-	-	-	-
	-	(56.19)	-	-	-	-
Sales						
Goods and Materials	108.51	199.70	-	-	919.50	-
	(101.39)	(12.58)	-	-	(1,334.57)	-
Services						
Rendered	-	140.06	-	-	-	-
	-	(92.90)	-	-	-	-
Received	-	36.64	8.00	-	-	341.56
	-	(40.15)	(31.10)	-	-	-
Borrowings and finance costs						
Interest on inter corporate deposit	-	47.43	-	-	-	-
	-	(47.43)	-	-	-	-
Dividend received	-	-	-	-	0.46	-
	-	-	-	-	(0.30)	-
Others						
Sale of property, plant and equipment	-	59.95	-	-	-	-
	-	-	-	-	-	-
Management Contracts	-	-	-	50.60	-	-
	-	-	-	(43.12)	-	-
Guarantee Commission	-	54.41	-	-	-	-
	-	(48.61)	-	-	-	-
Guarantees and collaterals furnished or availed	-	1,500.00	-	-	-	-
	-	(1,000.00)	-	-	-	-
Freight Charges	-	-	-	-	2.15	-
	-	-	-	-	-	-
Clearance Charges	-	-	-	-	2.07	-
	-	-	-	-	(2.23)	-
Outstanding balances						
Borrowings	-	575.00	-	-	-	-
	-	(575.00)	-	-	-	-
Due to the Company	-	50.97	-	-	-	-
	(20.65)	(8.14)	-	-	(285.31)	-
Due by the Company	-	19.95	4.32	-	-	-
	-	(52.43)	(34.37)	-	(0.65)	-

(Previous year figures are in brackets)

TVS Upasana Limited

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021 (Contd.)

(All amounts are in lakhs of Indian Rupees, except share data and as stated)

III Terms and conditions of transactions with related parties

- Transactions with related parties are at arm's length and all the outstanding balances are unsecured.

34 Segment reporting

The Company primarily caters to only a single segment, manufacture and supply of automobile parts primarily comprising of spokes and nipples and cold extrusion components and accordingly has not presented segment information.

Information concerning principal geographic areas is as follows:

Net sales to external customers by geographic area by location of customers

	Year ended March 31, 2022	Year ended March 31, 2021
a) India	10,658.78	9,390.38
b) United States of America	3,523.40	3,677.95
c) Rest of the world	1,023.64	818.52

35 Leases

(i) ROU asset

Refer note 4 (c) for detailed break-up of right of use assets and amortisation thereon.

(ii) Amounts recognised in the statement of profit and loss

	Year ended March 31, 2022	Year ended March 31, 2021
Amortisation on right of use assets (refer note 4(c))	33.55	54.88
Expenses relating to short-term leases and leases of low-value assets	7.55	3.74
	41.10	58.62

36 Subsequent events

There are no significant subsequent events that have occurred after the reporting period till the date of the financial statements.

37 Prior period comparatives

Prior year figures have been reclassified/ regrouped wherever necessary to conform to the current year's classification.

The notes from 1 to 37 are an integral part of the financial statements

As per our report of even date attached

for **B S R & Co. LLP**

Chartered Accountants

Firm's registration No.: 101248W/W-100022

Nachiappan Subramanian

Partner

Membership No. 218727

Place : Chennai

Date : April 18, 2022

For and on behalf of the Board of Directors of

TVS Upasana Limited

CIN: U65991TN1992PLC022619

Suresh Krishna

Chairman

DIN : 00046919

R Krishnan

Whole-time Director and

Chief Financial Officer &

Company Secretary

DIN: 00271938

Arundathi Krishna

Managing Director

DIN: 00270935

S Meenakshisundaram

Director

DIN: 00513901