

TD POWER SYSTEMS EUROPE GmbH
BALANCE SHEET

Amount in Lakhs

Particulars	Note No	As at 31.03.2024		As at 31.03.2023	
		₹	₹	₹	₹
I. ASSETS					
Non - current assets					
Property, plant and equipments	2		34.58		28.04
Current Assets					
Inventories	3	639.25		129.90	
Financial assets:					
Trade receivables	4	2,800.10		3,595.52	
Cash and cash equivalents	5	1,450.45		1,270.18	
Other current financial assets	6	10.61		16.37	
Other current assets	7	699.50	5,599.91	1,027.68	6,039.65
			5,634.49		6,067.69
I. EQUITY AND LIABILITIES					
Equity:					
Share Capital	8	414.12		414.12	
Other equity	9	538.51	952.63	403.34	817.46
Current Liabilities					
Financial liabilities					
Trade payables					
- total outstanding dues of creditors other than micro enterprises and Small enterprises	10		3,049.24		3,656.96
Other current financial liabilities	11	627.85		533.58	
Other current liabilities	12	776.71		924.01	
Current tax liability - Net	13	228.06	4,681.86	135.68	5,250.23
			5,634.49		6,067.69

The accompanying notes form an integral part of the financial statements
In Accordance with our Report attached

For B K Ramadhyani & Co. LLP

Chartered Accountants

Firm Registration No. 002878S/S200021

Chitlur
Ramachandrasetty
Deepak

C R Deepak

Partner

Membership No.215398

Place : Bangalore

Date : 22nd May 2024

For and on behalf of the Board of Directors

Digitally signed
by NIKHIL
KUMAR
Date:
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Nikhil Kumar

Managing Director

Place : Frankfurt

Date : 22nd May 2024

TD POWER SYSTEMS EUROPE GmbH
STATEMENT OF PROFIT AND LOSS FOR THE

Amount in Lakhs

Particulars	Note No	Year ended	Year ended
		31.03.2024	31.03.2023
		₹	₹
I. Revenue from Operations	14	11,609.52	9,237.53
II. Other Income	15	54.77	15.20
III Total revenue (I + II)		11,664.29	9,252.73
IV Expenses			
Purchase of Stock in Trade	16	10,898.53	7,484.29
Changes in inventories of finished goods, Stock-in-trade and work-in-progress	17	(509.35)	708.52
Employee benefits expense	18	814.68	639.31
Depreciation and amortization expense	19	7.15	6.63
Other expenses	20	144.84	249.01
Total Expenses		11,355.85	9,087.76
V Profit/(loss)before tax (III-IV)		308.44	164.97
VI Tax expense:			
- Current tax		123.16	44.57
VII Profit (Loss) for the period (V-VI)		185.28	120.40
VIII Other Comprehensive Income			
Items that will be reclassified to profit or loss			
Exchange difference on translation of foreign operations	21	(50.11)	(2.34)
Total		(50.11)	(2.34)
IX Total comprehensive income for the year (VII+VIII)		135.17	118.06
Earnings per share			
Basic and Diluted (₹.)		33.69	21.89

The accompanying notes form an integral part of the financial statements

In Accordance with our Report attached

For B K Ramadhyani & Co. LLP

Chartered Accountants

Firm Registration No. 002878S/S200021

Chitlur
 Ramachandrasetty
 Deepak

C R Deepak

Partner

Membership No.215398

Place : Bangalore

Date : 22nd May 2024

For and on behalf of the Board of Directors

NIKHIL KUMAR
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 by NIKHIL
 KUMAR
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Nikhil Kumar

Managing Director

Place : Frankfurt

Date : 22nd May 2024

TD POWER SYSTEMS EUROPE GmbH
STATEMENT OF CHANGES IN EQUITY AS AT 31ST MARCH 2024

Amount in Lakhs

Particulars	Numbers	₹
a. Equity Share Capital:		
Equity shares of Euro 1 each issued, subscribed and fully paid		
As at 1st April 2022	5,50,000	414.12
Issue of share capital	-	-
As at 31st March 2023	5,50,000	414.12
As at 1st April 2023	5,50,000	414.12
Issue of share capital	-	-
As at 31st March 2024	5,50,000	414.12

b. Other Equity

Amount in Lakhs

Particulars	Other equity		
	Retained Earnings	Exchange Difference on translation of foreign operation	Total equity
	₹	₹	₹
As at 1st April 2022	282.70	2.58	285.28
Profit for the period 1st April 2022 to 31st March 2023	120.40	-	120.40
Exchange difference on translation of foreign operations	-	(2.34)	(2.34)
As at 31st March 2023	403.10	0.24	403.34
As at 1st April 2023	403.10	0.24	403.34
Profit for the period 1st April 2023 to 31st March 2024	185.28	-	185.28
Exchange difference on translation of foreign operations	-	(50.11)	(50.11)
As at 31st March 2024	588.38	(49.87)	538.51

The accompanying notes form an integral part of the financial statements

In Accordance with our Report attached

For B K Ramadhyani & Co. LLP

Chartered Accountants

Firm Registration No. 002878S/S200021

Chitlur
 Ramachandrasetty
 Deepak

Digitally signed by Chitlur
 Ramachandrasetty Deepak
 Date: 2024.05.22 20:10:42
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C R Deepak

Partner

Membership No.215398

Place : Bangalore

Date : 22nd May 2024

For and on behalf of the Board of Directors

NIKHIL
 KUMAR

Digitally signed by
 NIKHIL KUMAR
 Date: 2024.05.22
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Nikhil Kumar

Managing Director

Place : Frankfurt

Date : 22nd May 2024

TD POWER SYSTEMS EUROPE GmbH
CASH FLOW STATEMENT FOR THE

Amount in Lakhs

Particulars	Year ended 31.03.2024		Year ended 31.03.2023	
	₹	₹	₹	₹
A CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before tax		308.44		164.97
Adjustments for				
Depreciation	7.15		6.63	
Loss on Sale of Property, plant and Equipments	3.51	10.66	-	6.63
Operating profit before Working Capital Changes		319.10		171.60
Adjustments for				
Trade Receivables	795.42		(1,253.15)	
Other Receivables	333.94		(404.73)	
Inventories	(509.35)		708.52	
Trade Payables	(607.72)		656.74	
Other Payables	(53.03)	(40.74)	161.81	(130.81)
Cash generated from operations		278.36		40.79
Direct taxes paid		(30.78)		(13.10)
Net Cash from/(used in) Operating Activities		247.58		27.69
B Cash flow from Investing Activities				
Purchase of Property, plant and equipments		(17.20)		(6.50)
Net Cash used in investing activities		(17.20)		(6.50)
Net increase/decrease in cash and cash equivalents		230.38		21.19
Net Foreign exchange difference on translation		(50.11)		(2.34)
Cash and cash equivalents at the beginning		1,270.18		1,251.33
Cash and cash equivalents at close		1,450.45		1,270.18
Cash and cash equivalents at the end of the year- Constitute				
- Balances with banks				
In current accounts		1,450.45		1,270.18

NOTES : Cashflows are reported using the indirect method. Cash and cash equivalents is after adjusting translation gain/loss.

In Accordance with our Report attached

For B K Ramadhyani & Co. LLP

Chartered Accountants

Firm Registration No. 002878S/S200021

Chitlur
 Ramachandrasetty
 Deepak

C R Deepak

Partner

Membership No.215398

Place : Bangalore

Date : 22nd May 2024

For and on behalf of the Board of Directors

NIKHIL KUMAR
 Digitally signed
 by NIKHIL
 KUMAR
 Date: 2024.05.22
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Nikhil Kumar

Managing Director

Place : Frankfurt

Date : 22nd May 2024

1 Material Accounting Policies

1.1 Basis of preparation of financial statements:

The financial statements have been prepared on going concern basis and on accrual method of accounting. Historical cost convention is adopted while preparing financial statements. The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent liabilities as at the date of the financial statements, and the reported amounts of revenue and expenses during the reported period.

1.2 Revenue Recognition:

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade allowances, rebates, and value added tax/GST.

The Company recognizes revenue from sale of goods when the following criteria have been satisfied:

- (a) the entity has transferred to the buyer the significant risks and rewards of ownership of the goods;
- (b) the entity retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- (c) the amount of revenue can be measured reliably;
- (d) it is probable that the economic benefits associated with the transaction will flow to the entity; and
- (e) the costs incurred or to be incurred in respect of the transaction can be measured reliably

Timing of recognition:

Revenue from Sale of Manufactured goods and in case of project business is recognized on shipment to customers or acceptance by the customers. On Service contracts, revenue is recognised based on the estimates made on completion as at the end of the reporting period.

Measurement of revenue:

Estimates of revenues, costs or extent of progress toward completion are revised if circumstances change. Any resulting increases or decreases in estimated revenues or costs are reflected in profit or loss in the period in which the circumstances that give rise to the revision become known by management.

1.3 A. Property Plant and Equipment:

All items of Property, Plant and Equipment's are carried at cost less accumulated depreciation / amortisation and impairment losses, if any. The cost of Property, Plant and Equipment's are stated at cost of acquisition excluding vatable duties, inclusive of freight, taxes and incidental expenses relating to the acquisition and finance cost on borrowings utilized for acquisition of qualifying Property, Plant and Equipment's.

Property, Plant and Equipment's manufactured internally and capitalised at Factory Cost.

B. Depreciation:

Depreciation on tangible assets is provided using straight line method (SLM) with reference to the estimated useful life of the Property, Plant and Equipment's less its residual value as prescribed under Schedule II of The Companies Act 2013, or actual useful life of the asset, whichever is lower. Property, Plant and Equipment's costing below ` 5,000/- are depreciated fully. Depreciation is charged for complete quarter on addition / deletion.

1.4 Inventories:

Inventories are valued at cost or net realizable value, whichever is lower. Raw materials and bought out items are valued on first in first out basis and includes material cost, carriage inward, insurance and purchase related expenses. Cost in respect of work in progress and finished goods include appropriate portion of overhead. Net realization value represents the selling price for inventory less all estimated cost of completion and cost necessary to make the sale.

1.5 Foreign currency transactions:

- a) Foreign currency transactions are translated into Indian rupees at the exchange rate prevailing on the date of the transaction.
- b) Monetary foreign currency assets and liabilities outstanding at the end of the year are restated at the exchange rates prevailing on the reporting date. In terms of IND AS 21, the exchange gains/losses are charged to other comprehensive income.
- c) Non monetary items denominated in foreign currency, are valued at the exchange rate prevailing on the date of transaction.
- d) In respect of overseas branches, financial statements are translated as if the transactions are those of the Company itself.

1.6 Borrowing Cost:

Interest and other borrowing cost on borrowings relating to qualifying assets are capitalized up to the date such assets are ready for use. Other interest and borrowing cost are charged to Profit & Loss Account.

1.7 Income Tax:

The Company's major tax jurisdictions are in Germany. Significant judgements are involved in determining the provision for income tax credits, including the amount to be paid or refunded.

Income tax expense comprises current tax expense during the year based on the rate prevailing in the respective country and the same is recognised in the statement of profit or loss.

No deferred tax is recognised as it is not applicable as per the respective country tax structure.

1.8 Provision and contingencies

A Provision is recognized when an enterprise has a present (legal or constructive) obligation as a result of a past event; and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the notes.

1.9 Contingent Liabilities:

Financial effects of contingent liabilities are disclosed based on information available up to the date on which financial statements are approved. However, where a reasonable estimate of financial effect cannot be made, suitable disclosures are made with regard to this fact and the existence and nature of the contingent liability.

1.10 Impairment of assets:

At each balance sheet date, the management reviews the carrying amount of its asset to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. Reversal of impairment loss, if any, is recognised immediately in the profit and loss account.

TD POWER SYSTEMS EUROPE GmbH
NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024

Note 2 : FIXED ASSETS

Amount in Lakhs

Particulars	GROSS BLOCK (AT COST)				DEPRECIATION				NET BLOCK	
	As at 01.04.2023	Additions	Disposal	As at 31.03.2024	As at 01.04.2023	For the year	Disposals	As at 31.03.2024	As at 31.03.2024	As at 31.03.2023
Office Equipments	8.10	-	-	8.10	3.27	0.80	-	4.07	4.03	4.83
Furniture & Fixtures	8.95	-	-	8.95	5.94	0.85	-	6.79	2.16	3.01
Computers	8.67	-	-	8.67	6.94	0.47	-	7.41	1.26	1.73
Communication Equipments	5.25	-	-	5.25	5.25	-	-	5.25	-	-
Motor Vehicle	33.79	17.20	8.64	42.35	15.32	5.03	5.13	15.22	27.13	18.47
TOTAL	64.76	17.20	8.64	73.32	36.72	7.15	5.13	38.74	34.58	28.04
<i>Previous Year</i>	<i>58.26</i>	<i>6.50</i>	<i>-</i>	<i>64.76</i>	<i>30.09</i>	<i>6.63</i>	<i>-</i>	<i>36.72</i>	<i>28.04</i>	

Note:
 Depreciation is calculated on the basis of the estimated useful life of the asset as prescribed in Schedule II or actual useful life of the asset whichever is lower. The Life of assets followed by company is as follows:

Asset	Useful life (in Years)
Office equipment	5
Furniture and fittings	10
Computers	3
Motor Vehicle	8
Communication equipments	5

Particulars	Amount in Lakhs	
	As at 31.03.2024	As at 31.03.2023
	₹	₹
3 INVENTORIES:		
Stock in trade	639.25	129.90
	639.25	129.90
4 TRADE RECEIVABLES:		
Trade Receivable	2,800.10	3,595.52
	2,800.10	3,595.52
Additional information:		
Breakup of above:		
Unsecured, considered good	2,800.10	3,595.52
	2,800.10	3,595.52
Trade Receivables ageing schedule		
Undisputed Trade receivables - considered good		
Less than 6 months	2,648.73	3,445.28
Disputed Trade receivables		
2 to 3 years	151.37	150.24
	2,800.10	3,595.52
Additional disclosure:		
Receivable from Holding Company	20.00	21.05
5 CASH AND CASH EQUIVALENTS:		
Balances with banks		
- on current accounts	1,450.45	1,270.18
	1,450.45	1,270.18
6 OTHER CURRENT FINANCIAL ASSETS		
Rent Deposit	10.61	16.37
	10.61	16.37
7 OTHER CURRENT ASSETS:		
Trade advance	601.05	720.27
Balance with government authorities	98.06	307.02
Prepaid Expenses	0.39	0.39
	699.50	1,027.68
Additional disclosure:		
Trade advance paid to Holding Company	601.05	720.27

8 SHARE CAPITAL

Amount in Lakhs

Particulars	As at 31.03.2024	As at 31.03.2023
Authorised, Issued, subscribed and fully paid up:		
Equity shares of Euro. 1/- each		
Number of Equity Shares:		
At the beginning of the year	5,50,000	5,50,000
Issued during the year	-	-
At the close of the year	5,50,000	5,50,000
Amount of Equity Share Capital (in lakhs)		
At the beginning of the year	414.12	414.12
Issued during the year	-	-
At the close of the year	414.12	414.12

Note: The Board of Directors have approved investment upto ₹ 500 lakhs in share capital of the subsidiary in their meeting held on 3rd February 2016.

Particulars of equity share holders holding more than 5% of the total paid up equity share capital:	As at 31.03.2024	As at 31.03.2023
TD Power Systems Limited (Holding Company)		
- Number of Shares held	5,50,000	5,50,000
- Percentage of Share Capital	100.00%	100.00%

Particulars	Amount in Lakhs	
	As at 31.03.2024	As at 31.03.2023
	₹	₹
9 OTHER EQUITY:		
Surplus i.e. balance in Statement of Profit & Loss		
As at the beginning of the year	403.10	282.70
Add: Transferred from Statement of Profit and Loss	185.28	120.40
As at the end of the year - A	588.38	403.10
Other Comprehensive Income		
Exchange difference on translation of foreign operations		
As at the beginning of the year	0.24	2.58
Add: Transferred from Statement of Profit and Loss	(50.11)	(2.34)
As at the end of the year - B	(49.87)	0.24
Total Equity (A+B)	538.51	403.34
10 TRADE PAYABLES		
Total outstanding dues of creditors other than micro enterprises and Small enterprises	3,049.24	3,656.96
	3,049.24	3,656.96
Additional disclosure:		
Payable to Holding Company	3,040.65	3,181.99
Outstanding dues to Others		
Less than 1 year	2,888.67	3,520.62
1 - 2 years	24.23	-
2 - 3 Years	-	136.34
More than 3 years	136.34	-
11 OTHER CURRENT FINANCIAL LIABILITIES:		
Outstanding Liabilities	627.85	533.58
	627.85	533.58
12 OTHER CURRENT LIABILITIES:		
Trade advance received from customers	776.71	924.01
	776.71	924.01
13 CURRENT TAX LIABILITY		
Provision for taxation (net of advance tax)	228.06	135.68
	228.06	135.68

TD POWER SYSTEMS EUROPE GmbH**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024**

Particulars	Amount in Lakhs	
	Year ended 31.03.2024	Year ended 31.03.2023
	₹	₹
14 REVENUE FROM OPERATIONS:		
Sale of goods - Power Business	11,609.52	9,237.53
	11,609.52	9,237.53
15 OTHER INCOME:		
Other non operating income (net of expenses directly attributable to such income)	54.77	15.20
	54.77	15.20
16 PURCHASES:		
Purchases	10,898.53	7,484.29
	10,898.53	7,484.29
17 Changes in inventories of finished goods, work in progress and stock in trade		
Stocks at the end of the year		
Stock in trade	639.25	129.90
Less: Stocks at the beginning of the year		
Stock in trade	129.90	838.42
	(509.35)	708.52
18 EMPLOYEE BENEFIT EXPENSES:		
Salaries and wages	302.85	234.55
Remuneration to managing director	460.07	359.63
Staff welfare expenses	51.76	45.13
	814.68	639.31
19 DEPRECIATION AND AMORTIZATION:		
Depreciation	7.15	6.63
	7.15	6.63

TD POWER SYSTEMS EUROPE GmbH**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024**

Particulars	Amount in Lakhs	
	Year ended 31.03.2024	Year ended 31.03.2023
	₹	₹
20 OTHER EXPENSES:		
Rent	21.51	21.70
Repairs and maintenance		
- Others	-	2.06
Insurance	0.42	0.27
Rates and taxes	0.37	0.96
Legal and professional charges	48.03	50.11
Bank charges	20.26	18.99
Travelling and Conveyance	14.88	21.16
Postage, Telegrams and Telephones	6.86	8.11
Vehicle Maintenance	11.65	9.93
Advertisement	-	0.07
Printing & Stationary	0.88	5.77
Miscellaneous Expenses	12.62	73.21
Foreing exchange loss	3.85	36.67
Loss on Sale of Fixed Asset	3.51	-
	144.84	249.01
21 OTHER COMPREHENSIVE INCOME/(LOSS):		
Exchange difference on translation of foreign operations	(50.11)	(2.34)
	(50.11)	(2.34)

22 RELATED PARTY TRANSACTIONS

Sl. No.	Name of the related party	Relationship
1	Nikhil Kumar	Key Managerial Personnel
2	T D Power Systems Limited	Holding Company
3(a)	DF Power Systems Private Limited	Fellow Subsidiary
3(b)	TD Power Systems Japan Limited	
3(c)	TD Power Systems USA Inc.	
3(d)	TD Power Systems Jenerator Sanayi Anonim Sirketi	

DETAILS OF TRANSACTIONS:

Sl. No.	Nature of transactions	Amount in Lakhs	
		Holding Company	Key Managerial Personnel
1	Managerial Remuneration - For the year ended 31st March 2024 - For the year ended 31st March 2023	- -	460.07 359.63
2	Purchase of Generators from Holding Company - For the year ended 31st March 2024 - For the year ended 31st March 2023	10,515.70 6,983.16	- -
3	Sales and services to Holding Company - For the year ended 31st March 2024 - For the year ended 31st March 2023	364.83 355.01	- -
4	Reimbursement of Bank Guarantee charges - For the year ended 31st March 2024 - For the year ended 31st March 2023	1.29 4.30	- -
5	Amount receivable from Holding Company - As at 31st March 2024 - As at 31st March 2023	20.00 21.05	- -
6	Amount payable to Holding Company - As at 31st March 2024 - As at 31st March 2023	3,040.65 3,181.99	- -
7	Trade advances paid to Holding Company - As at 31st March 2024 - As at 31st March 2023	601.05 720.27	- -

- 23 The company does not have any pending litigations which would impact its financial position as on the reporting date.
- 24 The company does not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
- 25 There are no amounts required to be transferred to the Investor Education and Protection Fund by the Company as on the reporting date

TD POWER SYSTEMS EUROPE GmbH

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2024

26 Details of Key Ratios: - (All amounts in Indian Rupees Lakhs, except as otherwise stated)

Sl No	Ratios	As at 31.03.2024			As at 31.03.2023			% Variance	Reason for Variance
		Numerator	Denominator	Value	Numerator	Denominator	Value		
1	Current Ratio	5,599.91	4,681.86	1.20	6,039.65	5,250.23	1.15	-3.98%	
2	Debt-equity Ratio	Not Applicable							
3	Debt service coverage ratio	Not Applicable							
4	Return on equity ratio	185.28	885.05	0.21	120.40	758.43	0.16	-31.87%	Due to higher profit in previous year
5	Inventory turnover ratio	11,609.52	384.58	30.19	9,237.53	484.16	19.08	-58.22%	Higher inventory in previous year
6	Trade receivables turnover ratio	11,609.52	3,197.81	3.63	9,237.53	2,968.95	3.11	16.68%	Higher trade receivable in current year
7	Trade payables turnover ratio	10,898.53	3,353.10	3.25	7,484.29	3,328.59	2.25	44.55%	Higher trade payable in current year
8	Net capital turnover ratio	11,609.52	918.05	12.65	9,237.53	789.42	11.70	-8.07%	
9	Net profit ratio	185.28	11,609.52	0.02	120.40	9,237.53	0.01	-22.45%	
10	Return on capital employed	315.59	952.63	0.33	171.60	817.46	0.21	57.81%	
11	Return on investment	Not Applicable							

Note on Ratios:

1 Current ratio = Current assets / Current liabilities

2 Debt-equity Ratio = Total Debt / Total equity

Total Debt = Borrowings (current and non-current) and lease liabilities (current and non-current)

3 Debt service coverage ratio = Earnings available for debt service/ Debt Service.

Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc.

Debt service = Interest & Lease Payments + Principal Repayments

"Net Profit after tax" means reported amount of "Profit / (loss) for the period" and it does not include items of other comprehensive income

4 Return on equity ratio = Net Profits after taxes – Preference Dividend / Average Shareholder's Equity

5 Inventory turnover ratio = Sales / Average Inventory

6 Trade receivables turnover ratio = Net Credit Sales / Average Accounts Receivable

7 Trade payables turnover ratio = Net Credit Purchases / Average Trade Payables

8 Net capital turnover ratio = Net Sales / Working Capital.

Working Capital = Current Assets - Current liabilities

9 Net profit ratio = Net Profit after taxes / Net Sales

10 Return on capital employed = Earning before interest and taxes / Capital Employed - Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability.

11 Return on investment - ROI = (Current Value of Investment - Cost of investment) / Cost of investment

27 No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

28 Additional disclosures:

- 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 does not have any charges/satisfaction which is yet to be registered with ROC beyond the statutory period.
- iii) The Company has not traded or invested in Crypto currency or Virtual Currency during the year.
- iv) The Company has not been declared as wilful defaulter by any bank or financial institution or government or any government authority.
- v) The Company does not have any such 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 transactions or balances with struck off companies.

29 Previous reporting year figures have been regrouped wherever required in conformity with the presentation for the current reporting year.

INDEPENDENT AUDITOR'S REPORT

To the Members of TD POWER SYSTEMS EUROPE GmbH

Report on the Financial Statements:

Opinion:

We have audited the standalone Ind AS financial statements of TD Power Systems Europe GmbH ("the Company") which comprise of balance sheet as at March 31, 2024, the statement of profit & loss, the statement of changes in equity and the cash flow statement for the year then ended, notes to Ind AS financial statements including a summary of material 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 financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting standards prescribed under section 133 of the act and accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its profits and cash flows for the period ended on that date.

Basis of Opinion:

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters:

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

There were no key audit matters that need to be reported.

Management's Responsibility for Ind AS Financial Statements:

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act, with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Ind AS Financial Statements:

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has an adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

Report on Other Legal and Regulatory Requirements:

1. The Companies (Auditor's Report) Order, 2020 ('the Order'), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, is not applicable since the company is incorporated outside India.
2. As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- 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, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on March 31, 2024, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024, from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, it is not applicable to a foreign company.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirement of Section 197 (16) of the Act, as amended:

In our opinion and according to the information and explanation given to us, the Company has not paid any remuneration to its directors.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed its pending litigations which would impact its financial position in note 23 of the Ind AS financial statements
 - ii. The Company did not have any long-term contracts as required under the applicable law or accounting standards, and also not entered into any derivative contracts, accordingly no provision is required to be made in respect of material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. Based on the information and explanation provided and as represented to us by the management to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

Based on the information and explanation provided and as represented to us by the management to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties), with the understanding, whether recorded in writing or otherwise, that the company shall,

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

Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v) There was no dividend declared or paid during the year by the company accordingly, section 123 of the Companies Act 2013 is not applicable.

vi) As per proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is not applicable to the Company as it is incorporated outside India and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable.

For B.K.RAMADHYANI & CO LLP
Chartered Accountants
Firm Registration No. 002878S/S200021

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Date: 2024.05.22 21:36:10
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CA C R Deepak
Partner
Membership No. 215398
UDIN:24215398BKFOI13741

Date: May 22, 2024
Place: Bangalore