All the meticulous planning and detailing that goes into producing a generator is not something people think of – nor should they! We work hard to make sure that people don't have to think about generators – after all that's what we do for a living. In TDPS we make first class generators for the world.

www.tdps.co.in

Annual Report 2021

TD Power Systems Limited

Crafted Locally

Powering Globally

- India : Head Office
- Japan : Branch Office
- Germany : Branch Office
- Turkey : Branch Office
- USA : Branch Office

Global Footprint

Continent	Nations	Quantity
Asia	29	3875
Europe	29	493
Africa	23	205
North America	9	178
South America	4	26
Oceania	4	105
Total		4882

tdps®

is Global

COMPANY INFORMATION

www.tdps.co.in
CIN: L31103KA1999PLC025071

Registered Office & Unit 1
27, 28 & 29, KIADB Industrial Area
Dabaspet, Nelamangala Taluk
Bengaluru Rural District
Bengaluru – 562 111, India
Tel: + 91-80-2299 5700/6633 7700
Fax: + 91-80-7734 439/2299 5718

Unit 2
Survey No. 59/2, Yedehalli Village
Dabaspet, Nelamangala Taluk
Bengaluru Rural District
Bengaluru - 562 111, India

Japan Branch Office
3-3 Kitashinagawa
3 Chome, Shingawa-KU
Tokyo, Japan Zip code No. 140-0001

Wholly Owned Subsidiaries
DF Power Systems Private Limited
TD Power Systems (USA) Inc.
TD Power Systems Japan Limited
TD Power Systems Europe GmbH
TD Power Systems Jenerator Sanayi AS –Turkey

Bankers
Bank of Baroda
Kotak Mahindra Bank

Auditors
Varma & Varma
Chartered Accountants
Bangalore – 560 043

Stock Exchanges
(Where the shares of the Company are listed)
BSE Limited
National Stock Exchange of India Ltd.

Registrar and Transfer Agents (RTA)
Link Intime India Private Limited

Investors grievance redressal e-mail id
investor.relations@tdps.co.in

Board of Directors

Chairman
Mohib N. Khericha

Managing Director
Nikhil Kumar

Director
K. G. Prabhakar

Independent Directors
Nithin Bagamane
Ravi Kanth Mantha
Prathibha Sastry

Chief Financial Officer
M. N. Varalakshmi

Company Secretary & Compliance Officer
N. Srivatsa

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DIRECTORS' REPORT

Dear Members

Your Directors present the Twenty Second Annual Report (Report) together with the Audited Financial Statements of the Company (TDPS or Company) for the fiscal 2021 (April 1 2020 to March 31 2021).

FINANCIAL RESULTS

(₹ in Lakhs)

Particulars	For the year ended	
	March 31, 2021	March 31, 2020
Revenue from operations & other Income	51,209.93	49,409.29
Earnings before interest, tax, depreciation & amortization including other income and exceptional item	4,894.27	4,603.21
Finance cost	445.85	545.00
Depreciation & amortization	2,096.83	2,199.77
Profit before Tax (PBT) including exceptional item	2,351.59	1,858.44
Tax expense	603.84	214.58
Profit after Tax (PAT) including exceptional item	1,747.75	1,643.86
Other Comprehensive Income	46.10	46.29
Total Comprehensive Income including exceptional item	1,793.85	1,690.15

Note: The above figures are on standalone basis & are extracted from the standalone financial statement of the company.

On a standalone basis, the total income is higher by 3.6% at Rs. 51,209.93 Lakhs in fiscal 2021 as compared to Rs.49,409.29 Lakhs in fiscal 2020. Earnings Before interest, tax, depreciation and amortization including other income and exceptional item (EBITDA) increased by Rs.291.06 Lakhs or 6.32% to Rs.4,894.27 Lakhs in fiscal 2021 as compared to Rs.4,603.21 Lakhs in fiscal 2020. Profit before tax and exceptional item increased by Rs.493.15 Lakhs to Rs.2,351.59 Lakhs in fiscal 2021 from Rs.1,858.44 Lakhs in fiscal 2020. Profit after tax including exceptional item increased by Rs.103.89 Lakhs, to Rs.1,747.75 Lakhs in fiscal 2021 from Rs.1,643.86 Lakhs in fiscal 2020. Total comprehensive income including exceptional items increased by Rs.103.70 Lakhs or 6.14% to Rs.1,793.85 Lakhs in fiscal 2021 as compared to Rs.1,690.15 Lakhs in fiscal 2020.

The net worth of the Company in fiscal 2021 stands at Rs.47,442.63 Lakhs (including Capital redemption reserve) as compared to Rs.45,447.97 Lakhs in fiscal 2020.

On consolidated basis, the total income was higher by 14.17% at Rs.60,290.68 Lakhs in fiscal 2021 as compared to Rs.52,808.10 Lakhs in fiscal 2020. Earnings Before interest, tax, depreciation and amortization including other income (EBITDA) increased by Rs.2,199.92 Lakhs to Rs.8,244.63 Lakhs in fiscal 2021 as compared to Rs.6,044.71 Lakhs in fiscal 2021. The profit before tax at Rs.5,648.33 Lakhs in Fiscal 2021 as compared to Rs.3,276.86 Lakhs in fiscal 2020 was higher by 72.37%. The Profit after tax was higher by 51% at Rs.4,520.44 Lakhs in fiscal 2021 compared to Rs.2,993.75 Lakhs in fiscal 2020. Total comprehensive income was higher by 51.35% at Rs.4,366.53 Lakhs in fiscal 2021 compared to Rs.2,884.97 Lakhs in fiscal 2020. No material changes and commitments affecting the financial position of the Company have occurred between the end of the fiscal to which these financial statements relate and the date of this Report.

The standalone and consolidated financial statements for the fiscal ended March 31, 2021 forming part of this Annual Report, have been prepared in accordance with the Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs.

DIVIDEND

The Board of Directors of your company has recommended a final dividend of Rs.2.50/- per equity share (face value of Rs.10/- each) for the fiscal 2021 entailing a cash outflow approx. Rs.773/- Lakhs. The dividend distribution tax (DDT) has been repealed by the Finance Act 2020, and thus the final dividend is subject to tax deducted at sources as applicable. The aforesaid dividend is subject to approval of shareholders at the ensuing Annual General Meeting (AGM) of the Company.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY (IEPF)

Pursuant to Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016, the following remittance/transfer was made by the company to IEPF during the fiscal 2021.

a) DIVIDEND REMITTED

During the year the Company transferred dividend which remained unclaimed/unpaid for a period of seven years to IEPF as below:

Year	2012-13
Nature of dividend	Final
Dividend per share	Rs.2/-
Date of Declaration	20,09.2013
Date of Transfer to IEPF	03.11.2020
Amount	Rs.6,642/-

b) SHARES TRANSFERRED:

During the year, no shares were transferred to IEPF.

TDPSL EQUITY BASED COMPENSATION PLAN 2019

During the fiscal 2021, (1) 1,87,961 ESOPs and 1,33,072 ESARs vested on August 16, 2020 against which the entire vested ESOPS were exercised and consequently 1,87,961 equity shares were transferred by TDPSL Employee Welfare Trust to the respective ESOP grantees .

(2) there was no exercise of ESAR by employees.

The plan is in compliance with the SEBI (Share Based Employee Benefits) Regulations, 2014 ("SBEB Regulations"). A certificate from Statutory Auditors' of the Company that the plan is implemented in accordance with the SBEB Regulations has been obtained and shall be made available at the ensuing Annual General Meeting for inspection by members. The applicable disclosure as stipulated under SBEB Regulations with respect to the plan is as per Annexure 10 to the report and are also available on the website of the Company at www.tdps.co.in

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The details of Loans given, Investments made, Guarantees given and Securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in note number 6 & 7 to the Financial Statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

Your Company has formulated a policy on related party transactions which is available on Company's website www.tdps.co.in. Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 including certain arm's length transactions, in the prescribed Form AOC-2, is appended as **Annexure 2** to the Report.

MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to Regulation 34 read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as LODR / Listing Regulations) the Management Discussion and Analysis Report covering operations, performance and outlook of the Company is attached as **Annexure 8** to the Report.

CORPORATE GOVERNANCE REPORT

In terms of Regulation 34 read with Schedule V of LODR, a Report on Corporate Governance along with Compliance Certificate issued by Practicing Company Secretary is attached as **Annexure 9** and forms an integral part of this Report (hereinafter referred to as "Corporate Governance Report").

Note on Board evaluation, Board Diversity Policy, Training of independent directors - familiarization of directors, Whistle Blower policy/Vigil mechanism & Nomination and Remuneration policy form part of the Corporate Governance Report.

DECLARATION BY INDEPENDENT DIRECTOR

The Company has received necessary declaration from Independent Directors, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the board and separate its functions of governance and management.

The policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of directors and other matters as required under Section 178(3) of the Companies Act, 2013 is available on the Company's website www.tdps.co.in. There has been no change in the policy since the last fiscal year. We affirm that, remuneration paid to the directors is as per the terms laid out in the Nomination and Remuneration policy of the Company.

Details of Policy on directors' appointment and remuneration form part of the Corporate Governance Report - **Annexure 9**.

SUBSIDIARIES

As on March 31, 2021, the Company has five (5) wholly owned subsidiaries - DF Power Systems Private Limited (an Indian Subsidiary), TD Power Systems (USA) Inc., in the United States of America, TD Power Systems Japan Limited, in Japan, TD Power Systems Europe GmbH in Germany and TD Power Systems Jenerator Sanayi Anonim Sirketi in Turkey. Each of the above subsidiaries is directly owned 100% by TD Power systems Limited.

During the year, the Board of Directors reviewed the affairs of the said subsidiaries. In accordance with Section 129(3) of the Companies Act, 2013, read with Rule 8 of Companies (Accounts) Rules, 2014 & the Company has prepared its consolidated financial statements including all the said subsidiaries which form part of this Report. Further, a statement containing the salient features of the financial statements of the said subsidiaries in the prescribed format Form AOC-1 is appended as **Annexure 1** to the Report.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and audited accounts of each of its subsidiaries, are available on our website www.tdps.co.in. These documents will also be available for inspection during business hours at our registered office in Bengaluru, India.

A review of the operations of the subsidiaries is as follows:

INDIAN SUBSIDIARY

In line with the decision to scale down operations & exit completely from business, no operations were undertaken in this subsidiary during the fiscal under Report as done over the last two years. Income for the year was Rs.118.14 lakhs being Interest on deposits with bank amounting to Rs.0.12 lakhs & exchange fluctuation of Rs.118.02 lakhs. After accounting for other fixed costs, the earnings before interest, tax, depreciation & amortization including other income and exceptional item amounts to a profit of Rs.102.84 lakhs as compared to loss of Rs.66.35 lakhs in the previous year ended March 31, 2020. Due to an exceptional item as per note 13 to the financial statements of this Company, the profit after tax including exceptional item is Rs.820.35 lakhs as against Rs.1,122.95 lakhs in the previous year ended March 31, 2021.

Net worth of the Company as at March 31, 2021 turned positive compared with previous year. The Company continues to negotiate with trade creditors for settlement with remission / reduction in liability on account of product warranty on equipment supplied by them.

US SUBSIDIARY

The operations of this Company during the fiscal 2021 resulted in a total revenue of Rs.1,304.93 Lakhs as compared to Rs.1,182.21 Lakhs in Fiscal 2020. The loss before & after tax for the year is Rs.87.49 Lakhs in fiscal 2021 as compared to loss of Rs.123.61 Lakhs in fiscal 2020. The total comprehensive loss (after accounting for foreign exchange difference on translation of foreign operations) for the fiscal 2021 is Rs.40.16 Lakhs as compared to loss of Rs.229.54 Lakhs in fiscal 2020

The Market has been slower than hoped over last year due to the following factors:

a. US presidential election and new administrations view on some critical markets such as Oil & Gas, both onshore pipelines and fracking and offshore drilling / production.

b. Covid 19 pandemic impact on our major OEM's/packagers – two of our major OEM's are operating at less than 50% of normal production. In addition, many identified projects in the steam turbine area have been delayed due to uncertainty from Covid and lack of resources due to the pandemic.

c. Renewables market remains very soft with very limited hydro projects in North America and limited geothermal opportunities.

However, overall acceptance of TDPS generators is growing and nearly complete with the major OEM's and packagers. New developments like Lightweight extreme cold weather application, Geothermal Production Prototype & Mobile application were features of the year while developing a resource for service and replacement generators in South America.

During the year, two new customers were added in the Geo thermal & gas markets. Special machines for Lightweight Mobile Application & Industrial Power Generation were supplied during the year which is under testing and acceptance with potential for increased orders. The company is working on supporting a potential new customer for new assigned territories in Central America and South America.

Steam and gas markets indicate opportunities for growth. Increased University Co-Gen projects, Hydrogen plants, Increased Municipal Co-Gen projects are the likely projects in the Steam Markets. In the gas market, increase in volume in approved products for mobile applications & Industrial power generation products are the likely drivers.

The market outlook for the following year will be focused on maximizing steam project opportunities with captive OEMS and packagers in gas & hydro segments. The progress however is expected to be slow as OEMS and packagers and entities at large continue to move slowly in spending for new projects in anticipation of the vision of the new administration.

JAPAN SUBSIDIARY

Major activities of the Japan business continue to be conducted through the Company's Branch office at Japan. There was an operating revenue and other income of Rs.235.47 Lakhs and Rs. 0.02 Lakhs respectively in the fiscal 2021 The profit after tax for the fiscal was Rs.0.02 Lakhs. The total comprehensive loss (after accounting for foreign exchange difference on translation of foreign operations) for the fiscal 2021 is Rs.1.57 Lakhs as compared to loss of Rs.71.46 Lakhs in fiscal 2020.

GERMAN SUBSIDIARY

The total revenue for the fiscal 2021 was Rs.6,900.43 Lakhs as compared to Rs.7,218.80Lakhs in fiscal 2020. Profit before tax is Rs.247.94Lakhs in fiscal 2021 as compared to Rs.203.76 Lakhs infiscal 2020 i.e. a rise of 22%.The total comprehensive income (after accounting for foreign exchange difference on translation of foreign operations) for the fiscal 2021 is Rs.224.21 Lakhs as compared to Rs.166.35 Lakhs in fiscal 2020. During the year this subsidiary has returned Rs.85.36 lakhs (EURO 1,00,000) provided as loan by the Company.

The market for steam turbine generators reflected increased traction. However, the Hydro generators segment was sluggish as the projects are delayed due to COVID. Apart from the existing customers who contributed significantly to the year's top line, new customers were added during the year in Hydro (Austria), Steam (Italy, France and Switzerland) & Diesel & gas(a proto type order from a new customer) segments.

TURKEY SUBSIDIARY

The performance of this subsidiary is a hall mark of Fiscal 21. Since inception in 2018, 14 machines & 37 machines in Fiscal 21 alone were manufactured & supplied for Hydro, Geo thermal & biomas applications affirming acceptance & dominance in Turkish market. The Geothermal machines supplied to leading OEMS' are fire retardant & have been designed to function outdoors in hazardous locations containing corrosive gas around the generator.

All these machines received Turkish Standards Institution (TSE) certification & the local content certification approved by the mandated Local industry chamber. In this third year of operations the total revenue grew to Rs.12,511.97 Lakhs in Fiscal 21 compared to Rs.2,662.87 Lakhs in fiscal 2020 an increase of more than 370%. The profit before tax in fiscal 2021 increased by Rs.2,131.46 Lakhs to Rs.2,431.50 Lakhs as compared to Rs.300.04 Lakhs in fiscal 2020. The total comprehensive income (after accounting for foreign exchange difference on translation of foreign operations) for the fiscal 2021 is Rs.1,686.63 Lakhs as compared to Rs.220.15 Lakhs in fiscal 2020.

INTERNAL FINANCIAL CONTROL AND ADEQUACY

The Company has designed and implemented a process driven framework for Internal Financial Controls ("IFC") within the meaning of the explanation to Section 134(5)(e) of the Companies Act, 2013. For the year ended March 31, 2021, the Board is of the opinion that the Company's IFC is commensurate with the nature and size of its business operations and operates effectively with no material weakness exists. The Company has a process in place to continuously monitor the IFC, identify gaps, if any, and implement new and/or improved controls wherever the effect of such gaps would have a material effect on the Company's operations.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to clause (c) of sub section (3) of Section 134 of the Companies Act, 2013, with respect to the Directors' Responsibility Statement, it is hereby confirmed that:

a. In the preparation of the annual accounts for the Fiscal ended March 31, 2021, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b. The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Fiscal and of the profit and loss of the Company for that period;

c. The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. The directors have prepared the annual accounts on a going concern basis;

e. The directors, have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

f. The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

BOARD OF DIRECTORS' AND KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of Section 203 of the Act, Mr. Nikhil Kumar, Managing Director, Ms. M N Varalakshmi, Chief Financial Officer and Mr. N Srivatsa, Company Secretary are the Key Managerial Personnel of the Company as on March 31, 2021.

The term of the Managing Director Mr. Nikhil Kumar was renewed for a further term of 5 years commencing January 17, 2021 until January 16, 2026.

Pursuant to provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Mohib N Khericha (DIN: 00010365) retires by rotation at the ensuing 22nd Annual General Meeting of the Company and being eligible, offers himself for re-appointment.

Mr. Mohib N Khericha, aged 69 years, is a Chartered Accountant by qualification. He is the Non - Executive Chairman of the Company since July 5, 2001. He is a Chartered Accountant with over four decades experience in capital structuring, restructuring, financial management and loan syndication. He ventured into merchant banking in the year 1994. Mr. Mohib N Khericha holds 38,30,960 equity shares of the Company being 12.38% of paid up capital. He has attended all four board meetings of the Company held during fiscal 2021.

He is also a Non-executive Chairman of the Company's wholly owned subsidiary DF Power Systems Private Limited. He does not have any relationship inter-se between other directors.

RISK MANAGEMENT

The Board of directors of the Company has been entrusted with the responsibility of overseeing the risks that the Company faces such as strategic, commercial, safety, operations, Compliance, internal control and finance. More details on risk management indicating development including identification of elements of risk and their mitigation are covered under the Management' Discussion and Analysis Report enclosed as **Annexure 8** to the Report. The Company is not required to form a risk management committee in terms of the SEBI Listing Regulations.

AUDITORS & REPORTS

STATUTORY AUDITORS

M/s. Varma and Varma, Chartered Accountants (Firm Registration No:004532S) were appointed as the Statutory Auditors of the Company for a period of five Years from the conclusion of the Annual General Meeting held on September 27, 2017 till the conclusion of the 23rd Annual General Meeting of the Company. The requirement of ratification of Statutory Auditors at every Annual General Meeting of the Company has been dispensed by the Companies Amendment Act 2017.

The Auditors' Report on the financial statements for the fiscal 2021 does not contain any qualification, reservation or adverse remark. There have been no instances of fraud committed against the Company by its officers or employees during the year reportable by the Auditors in terms of Section 143(12) of the Companies Act 2013.

SECRETARIAL AUDITOR

As required under Section 204 of the Companies Act, 2013 and Rules made thereunder, the Board appointed Mr. Sudhir V Hulyalkar, Practicing Company Secretary Bangalore, as the Secretarial Auditor for the fiscal 2021.

The Secretarial Auditors' Report for the fiscal 2021 does not contain any qualification, reservation or adverse remark nor any instances of fraud committed against the Company by its officers or employees during the year. The Secretarial Auditors' Report is enclosed as **Annexure 7** to the Report in this Annual Report.

As provided in the Listing Regulations/LODR the certificate on corporate governance and Directors appointment and continuation on the Board of Directors forms part of the Corporate Governance Report. The certificate on corporate governance does not contain any qualification, reservation or adverse remark.

DIRECTORS' REPORT (CONTD.)

COST AUDITOR

In terms of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, M/s. Rao, Murthy and Associates, Cost Accountants, Bangalore were appointed as Cost Auditors of the Company for the fiscal 2021.

COST ACCOUNTS AND RECORDS

In terms Section 148 of the Companies Act 2013, the Company has maintained its cost accounts for the year ended March 31, 2021 as prescribed which are subject to a Cost Audit.

DISCLOSURE

EXTRACT OF THE ANNUAL RETURN

In accordance with Section 92(3) read with 134 (3) of the Companies Act, 2013, the Annual Return as of March 31, 2021 is made available on the website of the Company at www.tdps.co.in.

NUMBER OF BOARD MEETINGS

The Board met four times during the fiscal 2021. The details of which are given in the Corporate Governance Report that forms part of this Report. The maximum gap between any two meetings did not exceed 120 days, as prescribed by the Companies Act, 2013.

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

Information required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 for the fiscal 2021 in relation to the Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo is provided in the **Annexure 3** forming part of this Report.

BUSINESS RESPONSIBILITY REPORT (BRR)

Regulation 34(2) of the Listing Regulations as amended mandating inclusion of the BRR in the Annual Report of the Company is applicable for the company. Accordingly, the Business Responsibility Report is presented in **Annexure 11** to this Report.

PARTICULARS OF EMPLOYEES

The details of ratio of the remuneration of each whole-time Director and Key Managerial Personnel (KMP) to the median of employees' remuneration as per the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is as in **Annexure 4** to this Report.

A statement containing, inter alia, the names of top ten employees in terms of remuneration drawn and every employee employed throughout the fiscal and in receipt of remuneration of Rs.102.00 lakhs or more and employees employed for part of the year and in receipt of remuneration of Rs.8.50 lakhs or more per month, pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is as in **Annexure 5** to this Report.

COMMITTEES OF THE BOARD

According to the Companies Act, 2013 and SEBI LODR the Board has four (4) Committees as on March 31, 2021 i.e. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee. The detailed note on composition of the Board and its committees is disclosed in the Report on Corporate Governance forming part of this Report.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Board has a Corporate Social Responsibility (CSR) Committee which ascertains the activity to be undertaken by the Company. The details of Composition of CSR Committee, terms of reference and Annual Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 has been appended as **Annexure 6** and form an integral part of this Report.

Your Company's Corporate Social Responsibility Policy (CSR Policy) is available on the website of the Company at www.tdps.co.in.

SECRETARIAL STANDARD

The Company complies with secretarial standards on meetings of Board of Directors and General Meetings issued by the Institute of Company Secretaries of India.

GENERAL

Your Directors state as follows :

1. No significant or material orders were passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.
2. There was no issue of equity shares with differential rights, as to voting, dividend or otherwise.
3. There was no issue of shares including as sweat equity shares or employee stock options.

4. There were no deposits covered under Chapter V of the Companies Act, 2013.
5. Loan has been provided by the Company to the TDPSL Employee Welfare Trust for purchase of its own shares for the benefit of employees as per TDPSL Equity Based Compensation Plan 2019.
6. The Managing Director draws a part of his remuneration from TD Power Systems Europe Gmbh.
7. The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013.
8. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. During the year under review there were no cases filed pursuant to the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013.
9. During the fiscal 2021 the Company was not required to transfer any amount to reserve.

GREEN INITIATIVE

As part of this initiative, hitherto soft copies of the Annual Report and the Notice of Annual General Meeting were sent to all members whose email addresses are registered with the Company/Depository Participants. Physical copies of the same were sent in the permitted mode only to members whose email addresses were unavailable.

However, in terms of the SEBI Circular dated May 12, 2020 January 15, 2021 and MCA Circular dated May 05, 2020, April 13, 2020 and January 13, 2021, exempting Companies from the provision of hard copies for this fiscal 2021 in view of the ongoing Covid 19 pandemic, only soft copies of the Annual Report 2021 and the Notice of the General meeting will be emailed to shareholders. Members whose email id is not registered with the Company may write to investor.relations@tdps.co.in or vijayalakshmi.ananthraman@linkintime.co.in for obtaining the soft copy of the Annual Report and Notice of AGM.

ACKNOWLEDGEMENT

Your Directors place on record their appreciation of the contribution and support of the employees at all levels. They also place on record their appreciation of the continued support and faith extended during the year by the Company's customers, suppliers, bankers and shareholders.

For and on behalf of the Board of Directors

Ahmedabad
August 12, 2021

Mohib N Khericha
Chairman

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ANNEXURE TO THE DIRECTORS' REPORT

ANNEXURE - 1

FORM AOC - 1

Statement containing the salient features of the Financial Statements of Subsidiaries / Associate Companies / Joint Ventures

[Pursuant to first proviso to Sub-section (3) of Section 129 of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014]

Part "A": Subsidiaries

Amount in ₹ Lakhs

Name of the Subsidiary	DF Power Systems Pvt. Ltd.	TD Power Systems (USA) Inc.	TD Power Systems Japan Ltd.	TD Power Systems Europe GmbH	TD Power Systems Jenerator Sanayi Anonim Sirketi
The date since when subsidiary was acquired/ Incorporated	22/09/2008	20/02/2013	19/03/2013	13/01/2016	21/06/2017
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA	NA	NA	NA	NA
Reporting Currency and Exchange rate as on the last date of the relevant Fiscal in the case of foreign subsidiaries	INR	USD	JPY	EURO	Turkish Lira
Share Capital	600	481.78	122.44	414.12	159.35
Reserves and Surplus	(575.70)	(1499.84)	(100.63)	123.41	1,879.92
Total Assets	861.95	769.23	30.43	4,330.56	15,024.46
Total Liabilities	837.65	1,787.29	8.62	3,793.03	2,985.19
Investments	0	0	0	0	0
Total Revenue	118.14	1,304.93	235.49	6,900.43	12,549.53
Profit/(Loss) before taxation	820.35	(87.49)	1.22	247.94	2,431.50
Provision for taxation	0	0	1.20	30.15	492.70
Profit/(Loss) after taxation	820.35	(87.49)	0.02	217.79	1,938.80
Comprehensive income	0	47.33	(1.59)	6.42	(252.17)
Total Comprehensive income	820.35	(40.16)	(1.57)	224.21	1,686.63
Proposed Dividend	Nil	Nil	Nil	Nil	Nil
Extent of shareholding (in percentage)	100	100	100	100	100

Note: There are no subsidiaries which are yet to commence operations , liquidated or sold during the fiscal 2021.

Part "B": Associates and Joint Ventures - The Company has no Associates or Joint Ventures .

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

	Mohib N. Khericha	**Nikhil Kumar**
August 12, 2021	Chairman	Managing Director
	Ahmedabad	Bangalore

ANNEXURE – 2

FORM AOC – 2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014).

Form for disclosure of particulars of contracts or 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 fourth proviso thereto:

1. **Details of contracts or arrangements or transactions not at arm's length basis:**

   All the transactions made during the fiscal 2021 were at arm's length basis

2. **Details of material contracts or arrangement or transactions at arm's length basis for the fiscal 2021 as follows:**

   The Company has no material contract/arrangement/transactions during the fiscal. However, transactions with related parties are as follows:

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts/ arrangements transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any	Amount paid as advances, if any
TD Power Systems (USA) Inc.	Sale and purchase transactions	These contracts are limited by value of transactions and have no duration	Approved limit: ₹ 30,00,00,000/- payment terms: not exceeding 180 days Advance against purchase order - Back to back basis with subsidiary company terms. Advance/Performance guarantee - Back to back with subsidiary company terms	06.08.2020	Nil
TD Power Systems Japan Ltd.			Approved limit : ₹ 20,00,00,000/- payment terms: not exceeding 180 days Advance against purchase order - Back to back basis with subsidiary company terms. Advance/Performance guarantee - Back to back with subsidiary company terms	06.08.2020	Nil
TD Power Systems Europe GmbH			Approved limit : ₹ 1,000,000,000/- payment terms: not exceeding 180 days Advance against purchase order - Back to back basis with subsidiary company terms. Advance/Performance guarantee - Back to back with subsidiary company terms	06.08.2020	Nil
TD Power Systems Jenerator Sanayi Anonim Sirketi			Approved limit : ₹ 150,00,00,000/- payment terms: not exceeding 180 days Advance against purchase order - Back to back basis with subsidiary company terms. Advance/Performance guarantee - Back to back with subsidiary company terms	06.08.2020	Nil

ANNEXURE TO THE DIRECTORS' REPORT (CONTD.)

ANNEXURE - 2 (CONTD.)

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts arrangements/	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any	Amount paid as advances, if any
Ravindu Motors Private Limited	Purchase, Sale and service of cars	From 04.06.2020 to 03.06.2021	Approved limit : ₹ 50,00,000/- As may be charged by Ravindu to its customers in general	04.06.2020	Nil
Trident Automobiles Private Limited Trident Auto Enterprises Private Limited Trident Auto Private Limited		From 04.06.2020 to 03.06.2021	Approved limit : ₹ 50,00,000/- As may be charged by Trident to its customers in general	04.06.2020	Nil

Note: The definition of material contract or transaction is not defined under the Companies Act, 2013. Therefore, the Company determines materiality of its transaction with related party based on the explanation provided under regulation 23 of SEBI (Listing Obligations and disclosure requirements), Regulations 2015.

For and on behalf of the Board of Directors

August 12, 2021

Mohib N. Khericha
Chairman
Ahmedabad

Nikhil Kumar
Managing Director
Bangalore

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ANNEXURE – 3

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

[Section 134(3) (m) of The Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

A.	Conservation of Energy	Details as on March 31, 2021
	Steps taken or impact on conservation of energy	TDPS Unit-1: Yearly 42,000 units of power saving and cost saving per year Rs.3,82,200/- TDPS Unit-2: Optimization of Pneumatic line, Air compressor usage in VPI process plant lead to the energy saving of 81,228 units, Rs.8,12,280/- Replacing MV Lamps with LED Light fixture - Saving of 19600 units, ₹1,96,000/-
	Steps taken by the company for utilizing alternate sources of energy	TDPS UNIT-1: Replacing 70 no's of 400 HPSV lamps Replaced with 200 WLED high bay lamps in the view of electric energy saving.
	Capital investment on energy conservation Equipment	Unit-1: Capital investment ₹ 9.7 Lakhs.Payback will be in 2.5 years Unit-2: Capital investment ₹ 2.5 Lakhs.Payback will be in 2.5 years
B 1	**Technology Absorption** Efforts made towards technology absorption	Unit-1: Major Technology absorption activities are at Winding and coil section, -Induction Lead skinning process implemented instead of Gas lead skinning in coil section. -Induction Brazing system implemented in winding section instead Gas Brazing. -Stator looped coil taping process converted from manual to automation, by this increased 40% of productivity. -Ring taping process convert from manual to automation, by this increased productivity by 50%. Unit2: Arc welding 6 axis welding robot for complete stator core welding -Spatter less welding machine – CMT(COLD METAL FUSION TECHNOLOGY). -reduces manual welding process and productivity improvement is 100% -universal Pole brick assembly Fixture New Pick and Place for feeding stamping for Varnishing Plant will save 1,08,800 units, Rs.10,88,000/-
2	Benefits derived like product improvement, cost reduction, product development or import substitution	Import substitution for 2 pole generator stator core parts like lading bar, end finger materials. Product Improvements: 1. 5.0 MW synchronous Generator for wind application – Top insertion conversion to eliminate frame heating. 2. TC100, 110 frame steam generators with top insertion to eliminate oven heating and increase MW rating in same frame. 3. Steam / Hydro / Diesel synchronous Generators Efficiency increase by reducing Stray loss and windage loss incorporating end connection transposition and curved blade fan design.

ANNEXURE TO THE DIRECTORS' REPORT (CONTD.)

ANNEXURE - 3 (CONTD.)

3	In case of imported technolog (imported during the last three years reckoned from the beginning of the FY), a. Technology Imported	Not applicable
	b. Year of Import	Not applicable
	c. Has technology been fully absorbed	Not applicable
	d. If not fully absorbed, areas where this has not taken place, reasons thereof	Not applicable
	Expenditure incurred on Research and Development a. Capital b. Recurring c. Total d. Total R&D expenditure as a percentage of turnover	(Rs. In Lakhs) Nil ₹ 518.09 ₹ 518.09 1.0%
C	**Foreign Exchange Earnings and Outgo**	
	Earnings in foreign Exchange [Value of Exports on FOB basis] Export of goods calculated on FOB basis Royalty, Knowhow, professional and consultancy fees	 ₹ 19,199.80 Lakhs ₹ 267.28 Lakhs
	Total	**₹ 19,467.08 Lakhs**
	Foreign Exchange outgo (Expenditure in foreign currency)	₹ 758.85 Lakhs

For and on behalf of the Board of Directors

August 12, 2021

Mohib N. Khericha
Chairman
Ahmedabad

Nikhil Kumar
Managing Director
Bangalore

ANNEXURE – 4

Details of Ratio of Remuneration of Director [Section 197(12), of the Companies Act, 2013, read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014]

i	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the Fiscal	**Name of the Director**	**Ratio to the Median**
		Mr. Nikhil Kumar - Managing Director	37:1
ii	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Fiscal.	**Name of the Director**	**% Increase**
		Mr. Nikhil Kumar - Managing Director	10%
		Mr. N Srivatsa - Company Secretary	Nil
		Mrs. M N VaraLakhsmi - CFO	Nil
iii	The percentage increase in the median remuneration of employees in the Fiscal.	Nil for Staff 7.25% for workmen	
iv	The number of permanent employees on the rolls of Company	659	
v	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Fiscal and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	The Company has paid to its employees an ex-gratia payment of 75% of one month' CTC of respective employees' for the fiscal 2021.	
vi	Affirmation that the remuneration is as per the remuneration policy of the company	Yes	

For and on behalf of the Board of Directors

August 12, 2021

Mohib N. Khericha
Chairman
Ahmedabad

Nikhil Kumar
Managing Director
Bangalore

ANNEXURE TO THE DIRECTORS' REPORT (CONTD.)

ANNEXURE – 5

Information in terms of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

A. Except Managing Director, there are no employees in receipt of remuneration of Rs.1.02 crore or more per annum.

B. The top 10 employees in terms of remuneration drawn are:

Sl. No.	Name	Designation	Educational qualifications	Experience (in year)	*Remuneration in fiscal 2021 including perks (Rs. pa)	Previous employment and designation
1	Nikhil Kumar	Managing Director	Bachelor of Engineering	30 Yrs	Rs.2,01,28,981/-	Kirloskar Electric Company Limited
2	Srivatsa N	Company Secretary	FCS	39 Yrs	Rs.73,65,628/-	Kingfisher Airlines Limited
3	Prabhamani S	COO	M. Tech	37 Yrs	Rs.61,09,510/-	Kirloskar Electric Company Limited
4	Ramakrishna Varna	Head - SBU 2	BE, MBA	28 Yrs	Rs.53,16,271/-	Kirloskar Electric Company Limited
5	Vinay Hegde	Head – Marketing	BE	27 Yrs	Rs.51,50,897/-	Cummins Generator Technologies Limited
6	M N Varalakshmi	CFO	ICWA	28Yrs	Rs.51,58,084/-	Kirloskar Electric Company Limited
7	Vasudeva Murthy R	Head SBU 1	M.Com	31 Yrs	Rs.50,60,445/-	Kirloskar Electric Company Limited
8	Vishwanath U Hangari	Head Design & Development	M. Tech	32 Yrs	Rs.49,60,817/-	GE India Technology Private Limited
9	Ramesh N S	Head Technical Support	DME	35 Yrs	Rs.44,34,751/-	Kirloskar Electric Company Limited
10	Shekar CS	Head Projects - STG	BE	27 Yrs	Rs.34,48,725/-	Encons Services Ltd

Note : *Includes contribution to provident fund and perquisite value of ESOPs from sr no. 2 to 10 exercised during the year.

For and on behalf of the Board of Directors

	Mohib N. Khericha	**Nikhil Kumar**
August 12, 2021	Chairman	Managing Director
	Ahmedabad	Bangalore

ANNEXURE – 6

Annual Report on Corporate Social Responsibility Activities (CSR) & CSR Policy

[Pursuant to Section 135 of the Companies Act, 2013 and other applicable rules thereof]

1. **Brief outline on CSR Policy of the Company**

The objective of the CSR policy is directed towards sustainable efforts resulting in a meaningful action to make a positive difference to society.

As its first initiative, a project relating to environment (Waste-to-energy processes, greening of the environment), Water (Revival of water bodies, groundwater recharge, storm water management, water supply) Sanitation (access to toilets for all, treatment of wastewater, reuse of treated water) and Solid Waste Management (Reduce, reuse, recycle) was undertaken in 2015 for a period of 5 years. This initiative resulted in a significant change on the ground with respect to revival of water body, storm water management, solid waste management (SWM), and maintenance of public spaces, training & capacity building in SWM and citizen awareness.

In order to realign the CSR initiatives to the provisions relating to CSR under the Companies Act 2013 as amended in January 2021, the Company's CSR initiative will be as may be mandated under the Act and not intended for an activity specifically. This will impart certain flexibility to the policy from time to time. The Company shall identify activities/ initiative from time to time in compliance of Schedule VII of the Act and Rules made thereunder, amended from time to time and shall be approved by the Board of directors based on the recommendations of the CSR Committee of the Board. Accordingly, the CSR policy of your Company has been revised effective March 13, 2021 & the revised policy on CSR is uploaded on the Company's website.

Under the revised CSR policy, an initiative to support Education and education related projects under was commenced in this fiscal 2021. This activity is a specified activity under Schedule VII of the Companies Act 2013.

The first project chosen under this initiative is the School Readiness Program in Community Schools aimed at improving Early Childhood Education mainly in Karnataka: Bengaluru, Mangalore, Mysore. In both urban and rural India, poor quality of Early childhood Education adversely affects the overall academic performance of the child in primary and secondary years and often leads to high levels of dropouts.

The objective is to Partner with low-income schools and deliver the "School Readiness Program". This program takes a three-pronged approach to ensure collective action of all stakeholders involved i.e. the child, the teacher and the parent & will;

1. equip the Pre-Primary Classrooms with developmentally appropriate curriculum and teaching-learning materials that are play-based, safe and contextual.
2. build the capacity of the teachers through targeted training and one-on-one coaching.
3. empower parents to partner in the education of their child through workshops and weekly worksheets

In this initiative, TDPS has partnered with Key Education Foundation(KEYED),a Bangalore based NGO working to improve the quality of Early Childhood Education for children from low-income communities. KEYED is a non-profit company approved under Section12AA and registered under Section 80 G of the Income Tax Act 1961 as mandated. KEYED have conceptualized the project and commenced implementation in June 2020.

Accordingly, during the Fiscal 2021, mandated funds were deployed in the following activities:

a. Distribution of food packets & PPE kits to support the local authorities during the ongoing pandemic situation & distribution of masks &sanitizers.

b. The School Readiness program referred to above.

2. **Composition of CSR Committee:**

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Ravi Kanth Mantha	Chairman, Non-Executive Independent Director	No meeting was held during the Fiscal 2021. Matters related to CSR were considered through circular resolutions of CSR committee	
2	Mr. Nikhil Kumar	Member, Executive Director		
3	Mr. K G Prabhakar	Member, Non-Executive Director		
4	Ms. Prathibha Sastry	Member, Non-Executive Independent Director		

ANNEXURE TO THE DIRECTORS' REPORT (CONTD.)

ANNEXURE - 6 (CONTD.)

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

Composition of the CSR Committee Link:	http://tdps.co.in/investor-relations/corporate-governance/board-committees/
CSR Policy Link:	http://tdps.co.in/csr-policy/
CSR Projects Link:	http://tdps.co.in/corporate-social-responsibility/

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report). Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any;

Sl. No.	Financial Year	Amount available for set-offfrom preceding financial years (in Rs.)	Amount required to be setofff or the financial year, if any (in Rs.)
--------------------------------------Not Applicable--------------------------------------			

6. Average net profit of the company as per section 135(5). Rs. 13,01,53,920/-

7. (a) Two percent of average net profit of the company as per section 135(5) Rs. 26,03,078/-

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. Nil

(c) Amount required to be set off for the financial year, if any Nil

(d) Total CSR obligation for the financial year (7a+7b-7c) Rs. 26,03,078/-

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as persection 135(6)		Amount transferred to any fund specified underSchedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of theFund	Amount	Date of transfer
12,00,000/-	16,09,763/-	29-04-2021	NA*	NA	NA

*NA-Not applicable

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project		Project duration	Amount allocated for the project (in Rs.)	Amount spent in the current financial Year (inRs.)	Amount transferred to Unspent CSR Account for the project as perSection 135(6) (inRs.)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District.						Name	CSR Registration No.
1	SCHOOL READINESS PROGRAM IN COMMUNITY SCHOOLS	(ii)	Yes	Karnataka	Bengaluru Mangalore & mysore	Upto 3 Years	10 Lacs. and may be increased further, post assessment of effectiveness	5,00,000/-	16,09,763/-	No	KEYED FOUNDATION	CSR00001663

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ANNEXURE - 6 (CONTD.)

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

1	2	3	4	5		6	7	8	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project.		Amount spent for the project (in Rs.)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR Registration number
1	Disaster Management Distribution of food packets & PPE kits to support the local authorities during the ongoing pandemic situation & distribution of masks & sanitizers	(xii)	Yes	Karnataka	Bangalore Rural	7,00,000	Yes	NA	

(d)	**Amount spent in Administrative Overheads**	Not applicable
(e)	**Amount spent on Impact Assessment, if applicable**	Not applicable
(f)	**Total amount spent for the Financial Year (8b+8c+8d+8e)**	Rs.28,09,763/-

(g) Excess amount for set off, if any

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as persection 135(5)	26,03,078
(ii)	Total amount spent for the Financial Year*	28,09,763
(iii)	Excess amount spent for the financial year [(ii)-(i)] (being excess transferred to unspent CSR Bank Account at the end of the year)	2,06,685
(iv)	Surplus arising out of the CSR projects or programs oractivities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years[(iii)-(iv)]	2,06,685

Note: The amount spent includes Rs.16,09,763 transferred to Unspent CSR Account in accordance CSR provisions.

ANNEXURE TO THE DIRECTORS' REPORT

ANNEXURE - 6 (CONTD.)

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

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years (in Rs.)
				Name of the Fund	Amount (in Rs)	Date of transfer	
--------------------------------------Not Applicable--------------------------------------							

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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting Financial Year (in Rs)	Cumulative Amount spent at the end of reporting Financial Year (in Rs.)	Status of the project - Completed/ Ongoing
--------------------------------------Not Applicable--------------------------------------								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details).

(a)	Date of creation or acquisition of the capital asset(s).	Not Applicable
(b)	Amount of CSR spent for creation or acquisition of capital asset.	
(c)	Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.	
(d)	Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).	

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):

Not applicable. However, in fiscal 2021, the Company has spent Rs.12.00 lakhs projects as stated above and transferred Rs.16.09 lakhs to Unspent CSR Account to be spent in the following year in terms of the company's CSR policy.

For and on behalf of the Board of Directors

Bangalore
August 12, 2021

Nikhil Kumar
Managing Director

Ravi Kanth Mantha
Chairperson-CSR Committee

ANNEXURE - 7

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2021

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
TD Power Systems Limited
Bangalore

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by TD POWER SYSTEMS LIMITED (CIN: L31103KA1999PLC025071) (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2021, complied with the statutory provisions listed hereunder and also that the company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by TD Power Systems Limited ("the Company") for the financial year ended on March 31, 2021 according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

iii. The Depositories Act, 1996 and the Regulations and Bye-Laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings;;

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI' Act):

  (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

  (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

  (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

  (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (No instances for compliance requirements during the year);

  (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

  (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, (No instances for compliance requirements during the year);

  (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; and

  (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, (No instances for compliance requirements during the year);

ANNEXURE TO THE DIRECTORS' REPORT (CONTD.)

(i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (No instances for compliance requirements during the year)

(j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

vi. All other Labour, Employee and Industrial or factory Laws to the extent of necessary permissions, licenses, compliance mechanisms, controls and any violations noted by the respective authorities as applicable to the Company;

I have also examined compliance with the applicable clauses of Secretarial Standards issued by the Institute of Company Secretaries of India.

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

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. Changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with provisions of the Act.

Adequate notice were given to all Directors to schedule the Board meetings, agenda and detailed notes on agenda were sent at least seven days in advance and with necessary compliance wherever sent at shorter period and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions are carried through majority and recorded in the minutes and there were no dissenting views.

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

I further report that during the audit period there were no specific actions having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Bangalore
12-08-2021

Sudhir Vishnupant Hulyalkar
Company Secretary in Practice
FCS 6040 CP No. 6137
Peer Review Certificate No. 607/2019
UDIN: F006040C000775261

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Annexure to Secretarial Audit Report (Auditors Responsibility)

To,

TD Power Systems Limited
Bengaluru

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Sudhir Vishnupant Hulyalkar
Company Secretary in Practice
FCS 6040 CP No. 6137
Peer Review Certificate No. 607/2019
UDIN: F006040C000775261

Bangalore
12-08-2021

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ANNEXURE – 8

MANAGEMENT DISCUSSION AND ANALYSIS

"All the meticulous planning and detailing that goes into producing a generator is not something people think of – nor should they! We work hard to make sure that people don't have to think about Generators – after all that's what we do for a living. In TDPS we make first class generators for the world."

We continue to grow in India and globally as a leading manufacturer of AC Generators catering to both conventional and renewable fuel based power plants for a diverse range of prime movers with output capacities ranging from 1 MW to 200 MW for steam gasturbine up to 35 MW for hydro and up to 20 MW diesel and gas engines and customized rating for wind turbines. We have honed our design, manufacturing and quality capabilities to meet customer requirements across a spectrum of applications – Hydro, Steam, Gas, wind, Geo thermal and special applications.

Some of the special efforts in fiscal 21 demonstrating our design and manufacturing capabilities which have a potential for future opportunities are as follows:

Overall acceptance of TDPS generators is growing with the major OEM's and packagers world wide. New developments like Lightweight extreme cold weather application, Geothermal Production Prototype & Mobile application were features of the year while developing a resource for service and replacement generators in South America. Special machines for Lightweight Mobile Application & Industrial Power Generation were supplied during the year which is under testing and acceptance with potential for increased orders.

Continuing our growing recognition & foothold in the Turkish market, we executed breakthrough orders from locally reputed OEMs as well as global companies for steam and Hydro application generators & a challenging order from a global leader based in Israel for Geo thermal application. TDPS emerged as the market leader catering to customers across Biomass, Geothermal and Hydro Applications. 37 machines were supplied during the fiscal in Tukey which is a remarkable achievement in terms of design, manufacturing & quality capabilities. Specifically, the Design, manufacture and successful certification of 7 machines supplied to Global leaders meeting special requirements for outdoor installation in hazardous location containing corrosive gas around the generator was a proud achievement. These generators are designed for harsh outdoor conditions barring entry of corrosive gases into the generator & are fire retardant.

Growing presence in Replacement market with the supply of 2.5MW steam turbine Generator and 7MW Steam Generator replacing Generators earlier supplied by reputed global and Indian suppliers. An order was also executed for replacement of a Generator for Geothermal application In Turkey matching the foot print and output parameters of a machine earlier supplied by an international manufacturer. This is a replacement generator in hazardous area at geothermal power plant. Matching the footprints for the prestigious order which is a replacement and enhancement of VA Tech make 10MW Steam turbine Generator.

Expanding the Global footprint with supply of 1 No - 20MW Steam Turbine Generator for project in West Africa and 2 Nos - 10MW Hydro Turbine Generator in East Africa.

Development and supply of a 9X7.2MW Diesel Generators executed for a largest desalination plant located in UAE. The plant converts seawater to potable water using reverse osmosis technology.

Prestigious order received from Indian Railways (DMW) for the supply of traction motor stator – Prototype order.

Strengthened the domestic customer portfolio with the supply of 5 Generators for Hydro and Steam sectors ranging from 0.5MW to 12MW to the power plants located in Nepal and India.

Automation of Rotor stacking & coil making, Varnishing line, Semi automation of Banding process,- Robotic Coil taping machine & motor body painting machine are some of the innovative process automation initiatives that were undertaken to bring about enhanced manufacturing capabilities ushering greater precision, efficiency and quality of Generators;

Manufacturing facilities were partially reopened on April 21 2020 after obtaining necessary approvals from the Government Authorities. With the progressive easing of the lockdown restrictions from May 3 2020 & further permissions and relaxations, almost normal operational levels were achieved from around May 11 2020. The Company however, adopted work from home policy during the entire duration of the lockdown for the Management Staff. Required steps were initiated to restart operations with safety and CoVid related protocol in place including those relating to movement of work men & staff, materials & shipment of finished goods. While the lockdown affected the sales of the company severely in Q1 of fiscal 2021 since almost 6 weeks were lost, sales recovered substantially by the end of first half of 2020 as expected. There were no order cancellations. The impact of Covid led factors on our business was not material since exports contribute to majority of our sales and demand in our international business was intact in fiscal 2021.

We had a spillover of about Rs.3000 lakhs from fiscal 2020 due to the ongoing Covid 19 pandemic & eventual lockdown from March 22 2020. The opening order book for fiscal 2021 was Rs.1,10,691 Lakhs, including Railways business of Rs.71,507 Lakhs and Turkey business of Rs.8,567 Lakhs. Domestic order book stood at 34% and Export including deemed exports orders stood at 66% of the order book excluding traction business. Steam, Hydro & Diesel contributed 44%, 37% & 10% of the order book respectively excluding traction business. The share of exports and deemed exports stood at 66% of the order book excluding traction business.

During fiscal 2021 the total orders inflows was Rs.53,880 lakhs including Rs.6,853 lakhs at Turkey. Domestic order inflows stood at 38%, while export including deemed exports orders stood at 62% of the order inflow. Steam, Hydro, Diesel & Gas segments contributed to about 46%, 24%, 8% & 13% of manufacturing revenues in fiscal 2021.

While top 10 customers contributed 86% of consolidated revenues in fiscal 2021 (77% in fiscal 2020), we continue to add new customers in our mainstay applications- Steam (Italy, France and Switzerland), Hydro (India, Austria & Germany) & Diesel (Germany). We have also added a global OEM as our customer in Spain for gas engine application. Following our successful empanelment for Defense application we have also added a new customer from Singapore for supply of generator to the Defence forces in India. Indian Railways is one of the new customers with a significant potential for sustained orders in the forthcoming years.

In our quest to have our Generators enlisted widely, we continue to undergo audits by OEMs for supply to Defense, nuclear, wind and Diesel applications.

As of March 31, 2021 (fiscal 2021) 4,882 generators have been supplied to over 95 countries. Majority of the Installations are in Asia (including Eurasia) & Middle East (3875) followed by Europe (493), Africa (205) Americas (204), & Oceania (105). The representative country wise installations for each of the continents as follows indicates our global footprint:

Asia & Middle East- India (2965), Nepal (96) Japan (72), China (45) Korea (29), Thailand (120), Indonesia (114), Philippines (48) and Russia (from Eurasia) (83), Iraq (27).

Africa- South Africa (27), Nigeria (36), Kenya (40), Uganda (19)

Europe-Turkey (115), Germany (73), Norway (72), Italy (32), Austria (30) , Netherlands (29), Belgium (23), United Kingdom (28), France (12)

Americas- United States (111), Canada (18), Columbia (14)

Oceania- Australia (95)

Our Generators installed in the above locations cater to different applications, specifications, geographical and climatic challenges which proves our design, manufacturing and quality capabilities over the years.

STANDALONE BASIS

The manufacturing revenue was Rs. 48,539 lakhs in fiscal 2021 as compared to Rs.45,506 lakhs in fiscal 2020, an increase of 7%. Exports and deemed exports contributed 58% of manufacturing revenues and domestic revenues contributed 42 % in fiscal 2021. Steam and Hydro contributed 72% of manufacturing revenues as compared to 78% in fiscal 2020. Steam contributed 41% & Hydro contributed 31% of manufacturing revenue in fiscal 2021 as compared to 49% & 29% respectively in fiscal 2020. Thus, steam and hydro continue to be our mainstay segments & is indicative of the global trends while there is a gradual transition to other applications like diesel, gas, wind & geo thermal applications. The traction business contributed Rs.6,013 lakhs to the revenues in fiscal 2021 compared to Rs.4,400 lakhs in fiscal 2020. In this business, our customer reduced the forecast by about Rs.3500 lakhs in fiscal 2020 representing about 3 months production as compared to the original projections due to production delays at their plant owing to the lockdown. However, they resumed production at peak production rate from November 2021 which led to full volume from thereon. This business promises to be Rs.10,000 lakhs topline segment for us in fiscal 2022.

The project business revenue was Rs.2,027 lakhs in fiscal 2021 as compared to Rs.3,162 lakhs in fiscal 2020.

The total income including exceptional items for fiscal 2021 was Rs.51,154 lakhs as compared to Rs.49,625 lakhs for fiscal 2020. The profit after tax and other comprehensive income is Rs.1,794 lakhs in fiscal 2021 as compared to Rs.1,690 lakhs in fiscal 2020.

The interest coverage ratio at 15.95 times in fiscal 2021 as compared to 11.59 times in fiscal 2020 reflected a change of 25% or more. This ratio is based on working capital borrowings since the company has no long term debt.

CONSOLIDATED BASIS

The manufacturing revenues are higher by 18.14% at Rs 57,095.82 lakhs in fiscal 2021 as compared to Rs.48,327 Lakhs in fiscal 2020. The Project business revenues decreased by 28.45% to Rs.2, 262.61 Lakhs in fiscal 2021 from Rs.3,162.34 Lakhs in fiscal 2020 owing to sluggishness in the sector & the ongoing pandemic conditions.

The total income including exceptional item is Rs.61,008 lakhs in fiscal 2021 as compared to Rs.54,213 lakhs in fiscal 2020. The profit after tax including comprehensive & exceptional income is Rs.4,366 lakhs in fiscal 2021 as compared to Rs.2,885 lakhs in fiscal 2020. During fiscal 2021, a write back of Rs.718 lakhs was affected in the Indian subsidiary (DFPS) in respect of dues to overseas supplies.

The following ratios reflected a change of 25% or more:

Operating profit margin-12.68% in fiscal 2021 as compared to 9.01% in fiscal 2020 – due to higher sales revenue, cost reduction and profits in overseas subsidiaries.

Net Profit Margin- 7.62% in fiscal 2021 to 5.81% in fiscal 2020.

Return on Net worth- 9.60% in fiscal 2021 as compared to 7.04 % in fiscal 2020 due to higher sales revenue, operating profit margins post tax profit on Standalone and Consolidated basis.

The interest coverage ratio at 24.47 times in fiscal 2021 as compared to 12.25 times in fiscal 2020 reflected a change of 25% or more.

The Turkey and Europe subsidiaries performed well in fiscal 2021. The performance of the overseas subsidiaries is stated in the Directors' Report.

Outlook

The strong order inflow continues in this fiscal 2022. The pending order book as on 01st April 2021 is Rs.1,09,522 Lakhs (Rs.1,02,359 lakhs for India and Rs.7,163 lakhs for Turkey), including traction business of Rs.68,574 lakhs. The share of exports and deemed exports is 64% of order book excluding traction business.

The demand from the overseas markets which remains strong along with the significant uptick of order booking and sales in the domestic segment will drive sales volumes in fiscal 22. In the overseas market, huge increase in orders in the gas engine segment as well as steam turbines coupled with improvement in the hydro market is expected to contribute to a big uptick in the executable orders in fiscal 2022. In existing traction business, our customer has returned to peak production leading to full volume & this business promises to be Rs.10,000 lakhs top line segment for us in this fiscal 2022.

On the back of a strong order book we now expect our manufacturing sales to be in the region of Rs 65,000 lakhs to Rs 66,000 lakhs.

Owing to the strong order inflows in fiscal 2022, we are now reaching the stage where majority of the fresh order booking will go to fiscal 2023. We have strong order inflows from all segments of the business including exports which is a good sign that we will grow our generator sales from the level projected this fiscal 2022. There is growing demand in the domestic market from cement, steel, sugar, co-generation, distilleries, waste heat recovery and garbage burning plants and the long awaited revival of the capex cycle is gaining momentum.

The relationship with our new engine customer in Germany is moving surely and steadily forward with increased inflow of orders. This business remains on track to deliver the expected volumes in the next one to two years.

In fiscal 2022, TDPS Turkey is expected to post revenues of about 9 Million Euros. Unfortunately, the new incentive scheme announced by the Government of Turkey is likely to impact fresh investments in Turkey since it will make local manufacturing unattractive for power producers. However, we are seeing possibilities new orders from this market being diverted to TDPS India. While TDPS does not lose overall – the next year outlook for TDPS Turkey looks not so positive. Depending on how the market in Turkey develops, we will initiate necessary actions to downsize the operations when we have to and minimise costs.

Fiscal 2022 is witnessing unprecedented rise in prices of steel and copper. This price rise is expected to have an impact on Raw Material costs & a dampener on the profits of the company. We have engaged in negotiations with our long-term customers both in India and outside with an objective to preserve the long-term relationship with our customers, not lose market share and ultimately pass on the full cost increases to the market. In this process, we took the hard decision to absorb some cost increases in a few cases, and share the cost increases in many cases. From the last quarter of this fiscal 2022, full price increases that have been finalized with the customers will be effective and will see the full pass through of these price increases next fiscal. For this fiscal, the impact is estimated in the region of Rs 2,400 lakhs which will bring down the gross contribution by 3-4%. As mentioned earlier this is a short term effect and we are taking all steps to return to the normal gross margin profile in the next fiscal. This hard decision was imperative to preserve the long term customer relationships with major cost sharing with the Indian OEM customers and to a lesser extent with international customers.

Despite this, barring unforeseen events including arising due to the ongoing Covid pandemic, we expect to have the same level of profits as last year on a consolidated basis because of the significant increase in the top line. Our push for cost reductions is ongoing which is expected to yield benefits in fiscal 2022 too. While we are well placed to capitalize on any upswing in domestic demand as well as overseas markets, exports will continue to be our focus area in fiscal 2022. We also continue to focus on building our existing portfolio of generators for other applications. We are confident of achieving sustainable growth, considering the strong demand in the domestic market, growing overseas orders, our diversified portfolio of applications and world class manufacturing facility. With the strong order inflow and the overall market scenario in the beginning of the year, it seemed that fiscal 2022 was on the track to be an exceptional year. However, due to the impact of unprecdented increase in price of raw materials, that growth may be impacted but we hope to achieve double digit growth including our Turkey business.

The Company continues to remain debt free and maintains a healthy cash position.

While we grow our generator business across a spectrum applications and globally, our efforts to foray into new products in the electric rotating machines has yielded results. We have secured an order for large synchronous motors for about Rs 1800 lakhs for execution in fiscal 2023. The market for this product is currently estimated to be about Rs.20,000 lakhs per annum of which we hope to get a decent share.

The above trends are very positive and point to a healthy the sales growth for fiscal 2023. The railway business with Indian Railways is on track. The first prototype units will be in the next two months leading to business in the second half of next year after which this business is expected to grow substantially. While the railway business with our existing customer is at full yearly volume we are awaiting expansion of the current order quantity as well as new segments where we have bid with them. This business will also grow substantially over the years.

Risk Management and Mitigation

The Company's business relates to manufacture and sale of generators falling under capital goods sector and is dependent on national & global economic growth, investment climate and business confidence as well as the sectors in which the Company's products are used.

Our significant overseas presence helps us to weather the vagaries in the domestic market & we are well placed to capitalize on any upswing in domestic demand as a leading manufacturer of Generators in India. Our focus on exports and ongoing association with leading global leaders are the drivers imparting sustainability & growth for the company's operations. This will also help the Company in mitigating risk arising out of dependence on either domestic or overseas markets.

Some of the major risks being faced by the Company are described herein below:

Economic slowdown and market concentration

A conducive investment climate and interest rate regime, global economic and market conditions drive growth and performance of the industrial sector which forms the Company's customer base. An economic slowdown directly impacts the demand for capital goods, including the products of the Company.

Further, over dependence on any market/s may adversely affect the performance of the Company, if the concerned market is faced with factors stated above. The Company continues to focus on marketing its products in the global markets and has collected top notch references which has enabled it to gain a firm foothold in the overseas markets. In fact, we are gradually moving towards a dominant player in certain verticals in the overseas market. We have consistently grown our export base, by adding new OEM's within & increased market share in existing verticals through better pricing, customization etc. and diversifying into introducing new product verticals. The company continues to direct significant resources establishing a global footprint to mitigate the risk of over dependence on certain countries/regions. On the back of such initiatives, the contribution of exports to the total turnover has significantly grown and provided sustainability to our revenues. Manufacture & supply of generators in Turkey catering to the Turkey market requirements which promises to be a significant market for the Company is a noteworthy step in this direction. Increasing acceptance and ordering by European customers on our Europe subsidiary reflects the success of our overseas marketing foray.

Technology and Product concentration

Steam turbine generators continue to be a major contributor of our standalone net sales year on year. Advanced technology relating to steam turbine generators or the development of steam turbine generators that prove superior in quality or effectiveness to our generator could affect our dominant market position in this segment. However, our R&D & design capabilities support technological & design upgrades to meet customer specifications & requirements.

Even though Steam generators accounted for a significant portion of the revenues, the contribution of hydro, gas and other applications is consistently growing de risking the products mix. The continuing efforts to diversify offerings in product verticals catering to horizontal hydro generators, vertical hydro generators, diesel engine generators, wind turbine generators, gas engine generators, gas turbine generators, high voltage motors and generators for Geo thermal and Solar thermal applications enables market presence across the spectrum of generator market in India and overseas reducing dependence on any particular industry or market segment.

Technology Risk

Response to and adoption of advanced technology and emerging power generation industry standards and practices on a cost-effective and timely basis is critical to sustaining and growing market reach of the Company.

The Company operates in the engineered-to-order capital goods industry where product efficiency, critical product features and overall life cycle costs play an important role.

The company designs generators on the basis of customer requirements/specifications. The Company's team is engaged continuously in design and development of generators meeting customer requirements from time to time. It is an ongoing activity of the design group to develop generators for special applications.

Technology absorption continues and orders are being received for generators with special applications and varied specifications. As a part of the technology agreements, the Company receives updation of technology and processes continuously from licensors.

Competition Risk

Given the significant exposure to overseas OEM'S, the Company faces competition from large corporations in Europe, America and in South East. These large corporations have access and derive significant benefit of advanced technologies, greater global reach, and larger financial resources enabling them to sell products at prices lower than the Company's, which may have an adverse effect on the Company's market share and results of operations. This may compel the Company to quote aggressively impacting its margins.

With a view to mitigate this risk, the Company continues to provide value proposition to customer with products which meet the benchmark efficiencies at a competitive price and shorter delivery time. The Company continues to upgrade it's engineers to order platform and design capabilities by incorporating latest technologies in its products and improvements in the design of generators enabling it to offer more efficient machines. Reduction in production, distribution costs and improvement in operating efficiencies are continuously pursued enabling it to offer competitive prices. The Company prioritizes its supply chain in sourcing good quality raw materials and other inputs at competitive prices with high reliability in meeting delivery timelines.

Risk arising from transnational sale of products

In view of export of product to several countries in various continents, there is a risk of various types of claims from customers towards under performance of product and third party claims if the laws of that country are not fully conformed to.

The Company has strict quality control procedures which ensure that all the products supplied to the customers must meet the contractual parameters. It is ensured that the contracts with customers clearly specify the obligations of the Company. In addition, the Company takes appropriate contractually insurance policies to cover all such risks.

Manufacturing facilities, Design and Development

We have 2 manufacturing units, both located at Bangalore equipped with advanced automation/ machines which help in delivering quality products at competitive prices. One of the facilities is a dedicated large generator manufacturing unit with state-of-the-art machines and equipment. Both the manufacturing units are ISO 9001:2015 compliant. We invest in upgradations, modernization and automation of processes and design on an ongoing basis to ensure that our facilities are state of the art in generator manufacture.

The Company's R&D facility which is approved by the Department of Scientific Industrial Research, GOI focuses on adoption of new technology and development of superior designs enhancing performance, quality and reducing cost. The Company's team is engaged continuously in design and development of generators meeting customer requirements from time to time. Projects to develop generators for Special application design modification and enhancement are ongoing. Our generators are approved by reputed and leading engineering consultants.

Internal Control Systems and their adequacy

The Company has established adequate internal control system, commensurate with the nature of its business and size of its operations in order to ensure quality and reliability of underlying processes focused towards achieving operational efficiency, supported by Management reviews. All audit observations and follow up actions thereon are initiated for resolution by the finance function and Reported to the Audit Committee. Attention is also drawn to the statement on internal financial control in the Directors Report.

Environment, Health and Safety

The Company's environmental, occupational health and safety management systems fulfill ISO 14001-2015 and ISO 45001-2018 for OH&S Management system. As a leading Generator Manufacturer, the Company conducts all its operations in a manner that is protective of the environment, health and safety of employees, customers, suppliers and the community in large and is a zero-discharge facility. In fulfilling this commitment, we maintain and continually improve all our process and complying with legal and other requirements, in order to

a. Ensure safety and Health of our employees, associated stakeholders and focus on how to make the world a better place to live.

b. Comply with all applicable legal Safety and Health performance of individuals at different levels while considering their career advancement in the organization.

c. Enhance Safety, Health and Environment (SHE) awareness amongst employees and associated stakeholders through effective communication and training.

d. Ensure SHE responsibility amongst all the employees in their practices, promote and value their involvement in achieving the goals of this policy.

e. Fix responsibility of SHE policy and procedures on the contractors, Sub-Contractors, Transporters and all other agencies operating with the Company.

f. Integrate Health & Safety in all decision-making processes of the company including those dealings with purchase of plant equipment, machinery & materials as well as selection and placement of personnel.

Adopt all the relevant techniques & methods such as risk assessment and safety audits at appropriate intervals of time to assess the status on Quality, Environment and Health & Safety and take relevant remedial measures to overcome problems encountered.

Human Resources

Continuous skill development and enhancement is important for the Company with its focus on quality & export markets. The Company is committed to training, skilling and up skilling its work force on an ongoing basis which ensures that its work force is able to adopt evolving technologies, processes and techniques. The Company's leadership engages affirmatively in employee development and engagement activities such as involvement in the 'Corporate Responsibility' initiatives, active participation of work force in safety initiatives, quality improvement programs, language skills, leadership development programs, training programs and training under license agreements, on an ongoing basis. During the year, about 53-man hours per employee was dedicated for training. Employee relations continue to remain peaceful and cordial. As on March 31, 2021, the total strength of employees, including permanent, contract basis and trainees stood at 1,141.

The Company believes in equal opportunity in recruitment and in the course of the employment among employees regardless of color, race, gender, social origin, caste or religion. Efforts are continuously made to create an inclusive working environment for women and to integrate them in organizational functions.

In a new initiative of recruiting women employees for the first time in the manufacturing unit, 10 women employees were recruited during August 2019 & provided technical training. They are currently deployed in the Stator Coil Insulation section used in manufacturing a product for the Railways.

The Company firmly believes that every woman employee of the Company has a right to work in an environment free from sexual harassment, intimidation or offensive behavior and in which issues of harassment will be resolved without fear of reprisal. In this direction a Policy on prevention/prohibition of sexual harassment of woman at Company's workplace ("Policy") is in place to take effective measures to avoid and eliminate and if necessary to impose punishment for any sexual harassment in the Company's work place integrated with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company continues to reinforce the Code of Business Conduct across functions/workforce. In order to enhance communications and to create a congenial environment, the organizational leadership and the shop floor employees of the company have invested significant amount of time and effort.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTD.)

Financial Review

Consolidated basis

The results of operations for the year ended March 31, 2021 and 2020 on a consolidated basis is as follows:

Particulars	Fiscal 2021		Fiscal 2020	
	(Rs. in Lakhs)	% of Total Income	(Rs. in Lakhs)	% of Total Income
Income:				
Sales	59,358.43	98.45%	51,489.34	97.50%
Other Income	932.25	1.55%	1,318.76	2.50%
Total Income	**60,290.68**	**100.00%**	**52,808.10**	**100.00%**
Expenditure:				
Consumption of Raw Material, Stores, Spare parts and Components	38,587.15	64.00%	34,219.52	64.80%
Purchases for Project Business	1,002.01	1.66%	1,717.82	3.25%
Operating and Other Expenses	13,174.40	21.85%	12,231.29	23.16%
Interest and Finance Charges	446.54	0.74%	545.19	1.03%
Depreciation Amortization of Technical Knowhow	2,149.76	3.57%	2,222.66	4.21%
Total Expenditure	**55,359.86**	**91.82%**	**50,936.48**	**96.46%**
Profit Before Tax & Exceptional item	**4,930.82**	**-**	**1,871.62**	**-**
Exceptional item	717.51	-	1,405.24	-
Profit Before Tax	**5,648.33**	**-**	**3,276.86**	**-**
Provision for Taxation	1,150.51	-	796.68	-
Deferred Tax	(22.62)	-	(513.57)	-
Profit/(Loss) After Tax	**4,520.44**	**-**	**2,993.75**	**-**
Other Comprehensive Income				
Exchange difference on translation of foreign operations	(255.78)	-	(19.41)	-
Re-measurement of defined benefit plans	136.13	-	(119.44)	-
Deferred tax on the above	(34.26)	-	30.07	-
Total	**(153.91)**	**-**	**(108.78)**	**-**
Total Comprehensive Income	4,366.53	**-**	**2,884.97**	**-**

Fiscal 2021 compared to Fiscal 2020

INCOME

Total income increased by Rs.7,482.58 Lakhs, or 14.17%, to Rs.60,290.68 Lakhs in fiscal 2021 from Rs.52,808.10 Lakhs in fiscal 2020, primarily due to increase in sales volume of Manufacturing Business.

NET SALES

Net sales increased by Rs.7,869.09 Lakhs, or 15.28%, to Rs.59,358.43 Lakhs in fiscal 2021 from Rs.51,489.34 Lakhs in fiscal 2020, primarily due to increased sales volume of Manufacturing Business.

Net sales from our manufacturing business increased by Rs.8,768.82 Lakhs or 18.14%, to Rs.57,095.82 Lakhs in fiscal 2021 from Rs.48,327 Lakhs in fiscal 2020. Net sales of our Manufacturing Business contributed 94.70% and 91.51% of our Total Income in fiscal 2021 and 2020 respectively.

Net sales from our Project Business decreased by Rs.899.73 Lakhs or 28.45%, to Rs.2,262.61 Lakhs in fiscal 2021 from Rs.3,162.34 Lakhs in fiscal 2020. Net sales of our Project Business contributed 3.75% and 5.99% of our Total Income in fiscal 2021 and 2020 respectively.

Expressed as a percentage of total income, net sales increased to 98.45% in fiscal 2021 from 97.50% in fiscal 2020.

OTHER INCOME

Other income contributed 1.55% and 2.50% of our total income in fiscal 2021 and 2020, respectively.

Other income decreased by Rs.386.51 Lakhs or 29.31%, to Rs.932.25 Lakhs in fiscal 2021 from Rs.1,318.76 Lakhs in fiscal 2020, mainly due to other income in fiscal 2020 included foreign exchange gain of Rs. 405.95 lakhs which was not the case in fiscal 2021.

EXPENDITURE

Total expenditure increased by Rs.4,423.38 Lakhs or 8.68%, to Rs.55,359.86 Lakhs in fiscal 2021 from Rs.50,936.48 Lakhs in fiscal 2020.

CONSUMPTION OF RAW MATERIAL, STORES, SPARE PARTS AND COMPONENTS

Consumption of raw material, stores, spare parts and components expenses increased by Rs.4,367.63 Lakhs or 12.76% to Rs.38,587.15 Lakhs in fiscal 2021 from Rs.34,219.52 Lakhs in fiscal 2020, primarily due to increase in the volume of manufacturing product. Expressed as a percentage of total income, raw material consumption was at 64.00% in fiscal 2021 compared to 64.80% in fiscal 2020.

PURCHASES FOR PROJECT BUSINESS

Our purchases for Project Business including Japan Subsidiary decreased by Rs.715.81 Lakhs, or 41.67%, to Rs.1,002.01 Lakhs in fiscal 2021 from Rs.1,717.82 Lakhs in fiscal 2020 due to lower sales volumes. Expressed as a percentage of total income, purchase for project business contributes 1.66% in fiscal 2021 from 3.25% in fiscal 2020.

OPERATING AND OTHER EXPENSES

Our operating and other expenses increased by Rs.943.11 Lakhs or 7.71%, to Rs.13,174.40 Lakhs in fiscal 2021 from Rs.12,231.29 Lakhs in fiscal 2020.

Power & fuel expenses decreased by Rs.6.56 Lakhs, or 0.91% to Rs. 711.99 Lakhs in fiscal 2021 from Rs. 718.55 Lakhs in fiscal 2020.

Personnel expenses through salaries, wages and bonuses increased by Rs.458.69 Lakhs or 8.05%, to Rs.6,159.01 Lakhs in fiscal 2021 from Rs.5,700.32 Lakhs in fiscal 2020 due to additional recruitment and ex-gratia payments and increase in salary of workmen.

Welfare expenses increased by Rs.56.27 Lakhs or 5.23%, to Rs.1,132.29 Lakhs in fiscal 2021 from Rs.1,076.02 Lakhs in fiscal 2020.

Rent charges increased by Rs.16.80 Lakhs, or 20.77%, to Rs. 97.69 Lakhs in fiscal 2021 from Rs. 80.89 Lakhs in fiscal 2020.

Selling expenses increased by Rs.140.14 Lakhs, or 12.08%, to Rs.1,300.50 Lakhs in fiscal 2021 from Rs.1,160.36 Lakhs in fiscal 2020 due to increased sales.

Insurance expenses increased by Rs.29.66 Lakhs or 43.53%, to Rs.97.80 Lakhs in fiscal 2021 from Rs.68.14 Lakhs in fiscal 2020.

Travelling expenses decreased by Rs.351.22 Lakhs, or 34.50%, to Rs. 666.72 Lakhs in fiscal 2021 from 1,017.94 Lakhs in fiscal 2020 on account of restricted travelling due to COVID.

Postage & Telephone charges decreased by Rs.14.97 Lakhs, or 21.82%, to Rs. 53.64 Lakhs in fiscal 2021 from Rs.68.61 Lakhs in fiscal 2020.

Consultancy and Professional charges decreased by Rs.45.28 Lakhs or 11.30%, to Rs.355.54 Lakhs in fiscal 2021 from Rs.400.72 Lakhs in fiscal 2020.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTD.)

Contribution to Corporate Social Responsibility increased by Rs.12.10 Lakhs, or 75.63%, to Rs. 28.10 Lakhs in fiscal 2021 from Rs. 16 Lakhs in fiscal 2020 due to increased profits.

Bank charges increased by Rs.48.81 Lakhs, or 11.15% to Rs.487.52 Lakhs in fiscal 2021 from Rs.438.71 Lakhs in fiscal 2020 due to higher utilization of non-fund limits.

Royalty charges decreased by Rs.7.27 Lakhs, or 52.19 %, to Rs 6.66 Lakhs in fiscal 2021 from Rs 13.93 Lakhs in fiscal 2020 due to decreased in sale of product under license agreement.

Direction charges including other expenses increased by Rs.129.53 Lakhs, or 45.51%, to Rs.414.12 Lakhs in fiscal 2021 from Rs.284.59 Lakhs in fiscal 2020.

Rates and taxes increased by Rs. 85.35 Lakhs, or 97.89 % to Rs. 172.54 Lakhs in fiscal 2021 from Rs.87.19 Lakhs in fiscal 2020 due to tax payment in Turkey subsidiary.

Software expenses increased by Rs.76.09 Lakhs, or 57.49% to Rs.208.44 Lakhs in fiscal 2021 from Rs.132.35 Lakhs in fiscal 2020 on account of new license.

Expressed as a percentage of total income, operating and other expenses is 21.85% in fiscal 2021 when compared to 23.16% in fiscal 2020.

The Company has made Provision for doubtful debts of Rs.115.17 Lakhs, on account of debtors which are doubtful.

INTEREST AND FINANCE CHARGES

Our interest and finance charges decreased by Rs.98.65 Lakhs, or 18.09%, to Rs.446.54 Lakhs in fiscal 2021 from Rs.545.19 Lakhs in fiscal 2020, due to reduced interest cost on account of borrowings in FCNR.

DEPRECIATION AND AMORTIZATION OF TECHNICAL KNOW-HOW

Our depreciation and amortization of technical know-how expense decreased by Rs.72.90 Lakhs or 3.28%, to Rs.2,149.76 Lakhs in fiscal 2021 from Rs.2,222.66 Lakhs in fiscal 2020.

PROFIT BEFORE TAX AND EXCEPTIONAL ITEM

Profit before tax and exceptional item increased by Rs.3,059.20 Lakhs or 163.45%, to Rs.4,930.82 Lakhs in fiscal 2021 from Rs.1,871.62 Lakhs in fiscal 2020.

EXCEPTIONAL ITEM

Exception item of Rs.717.51 lakhs was on account of write back of payable in Indian Subsidiary compared to Rs.1,405.24 Lakhs in fiscal 2020 which included Rs.1,189.30 lakhs of write back of payable in India Subsidiary and Rs.215.94 lakhs on account of profit on sale of land.

PROFIT BEFORE TAX

Profit before tax increased by Rs.2,371.47 Lakhs or 72.37%, to Rs.5,648.33 Lakhs in fiscal 2021 from Rs.3,276.86 Lakhs in fiscal 2020.

TAXATION

Our tax expense increased by Rs.844.78 Lakhs, or 298.39%, to Rs.1,127.89 Lakhs in fiscal 2021 from Rs.283.11 Lakhs in fiscal 2020 due higher profit.

PROFIT AFTER TAX

Consequently, our profit after tax increased by Rs.1,526.69 Lakhs, to Rs.4,520.44 Lakhs in fiscal 2021 from Rs.2,993.75 Lakhs in fiscal 2020.

The consolidated net worth stands at Rs.47,067.64 Lakhs increase of Rs.4,567.34 Lakhs over fiscal 2020.

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Stand-alone basis

The results of operations for the year ended March 31, 2021 and 2020 on a standalone basis is as follows:

Particulars	Fiscal 2021		Fiscal 2020	
	(Rs. in Lakhs)	% of Total Income	(Rs. in Lakhs)	% of Total Income
Income:				
Sales	49,941.43	97.52%	47,894.20	96.93%
Other Income	1,268.52	2.48%	1,515.09	3.07%
Total Income	**51,209.93**	**100.00%**	**49,409.29**	**100.00%**
Expenditure:				
Consumption of Raw Material, Stores, Spare parts and Components	33,649.25	65.71%	32,165.50	65.10%
Purchases for Project Business	778.32	1.52%	1,717.82	3.48%
Operating and Other Expenses	11,888.09	23.21%	11,138.72	22.54%
Interest and Finance Charges	445.85	0.87%	545.00	1.10%
Depreciation and Amortization of Technical Knowhow	2,096.83	4.08%	2,199.77	4.45%
Total Expenditure	**48,858.34**	**95.41%**	**47,766.79**	**96.98%**
Profit Before Tax and Exceptional Items	**2,351.59**	-	**1,642.50**	-
Exceptional Items	-	-	215.94	-
Profit Before Tax	**2,351.59**	-	**1,858.44**	-
Provision for Taxation	626.46	-	728.15	-
Deferred Tax	(22.62)	-	(513.57)	-
Profit/(Loss) After Tax	**1,747.75**	**-**	**1,643.86**	**-**
Other Comprehensive Income	-	-	-	-
Exchange difference on translation of foreign operations	(55.77)	-	135.66	-
Re-measurement of defined benefit plan	136.13	-	(119.44)	-
Deferred tax on the above	(34.26)	-	30.07	-
Total	**46.10**	-	**46.29**	-
Total Comprehensive Income	**1,793.85**	-	**1,690.15**	-

Fiscal 2021 compared to Fiscal 2020

INCOME

Total income increased by Rs.1,800.64 Lakhs, or 3.64%, to Rs.51,209.93 Lakhs in fiscal 2021 from Rs.49,409.29 Lakhs in fiscal 2020, primarily due to increase in sales volume of Manufacturing Business.

NET SALES

Net sales increased by Rs.2,047.23 Lakhs, or 4.27%, to Rs.49,941.43 Lakhs in fiscal 2021 from Rs.47,894.20 Lakhs in fiscal 2020, primarily due to increase in sales volume of Manufacturing Business.

Net sales from our manufacturing business increased by Rs.3,182.43 Lakhs, or 7.11%, to Rs.47,914.29 Lakhs in fiscal 2021 from Rs.44,731.86 Lakhs in fiscal 2020. Net sales of our manufacturing business contributed 93.56% and 90.53% of our Total Income in fiscal 2021 and 2020, respectively.

Net sales from our Project Business decreased by Rs.1,135.20 Lakhs, or 35.90%, to Rs.2,027.14 Lakhs in fiscal 2021 from Rs.3,162.34 Lakhs in fiscal 2020. Net sales of our Project Business contributed 3.96% and 6.40% of our total Income in fiscal 2021 and 2020, respectively.

Expressed as a percentage of total income, net sales contributes 97.52% in fiscal 2021 versus 96.93% in fiscal 2020.

OTHER INCOME

Other income contributed 2.48% and 3.07% of our total income in fiscal 2021 and 2020, respectively.

Other income decreased by Rs.246.59 Lakhs, or 16.28%, to Rs.1,268.50 Lakhs in fiscal 2021 from Rs.1,515.09 Lakhs in fiscal 2020 mainly due to other income in fiscal 2020 included foreign exchange gain of Rs.589.99 lakhs compared to Rs.373.00 lakhs in fiscal 2021.

EXPENDITURE

Total expenditure increased by Rs.1,091.55 Lakhs, or 2.29%, to Rs.48,858.34 Lakhs in fiscal 2021 from Rs.47,766.79 Lakhs in fiscal 2020.

CONSUMPTION OF RAW MATERIAL, STORES, SPARES PART AND COMPONENTS

Consumption of raw material, stores, spare parts and components expenses increased by Rs.1,483.75 Lakhs, or 4.61% to Rs.33,649.25 Lakhs in fiscal 2021 from Rs.32,165.50 Lakhs in fiscal 2020, primarily due to increase in the volume of manufacturing product. Expressed as a percentage of total income, a raw material consumed expense contributes to 65.71 % in fiscal 2021 from 65.10% in fiscal 2020.

PURCHASES FOR PROJECT BUSINESS

Our purchases for Project Business decreased by Rs.939.50 Lakhs, or 54.69%, to Rs.778.32 Lakhs in fiscal 2021 from Rs.1,717.82 Lakhs in fiscal 2020, due to lower sales volumes. Expressed as a percentage of total income, purchases for Project Business contributes to 1.52% in fiscal 2021 from 3.48% in fiscal 2020.

OPERATING AND OTHER EXPENSES

Our operating and other expenses increased by Rs.749.39 Lakhs, or 6.73%, to Rs.11,888.09 Lakhs in fiscal 2021 from Rs.11,138.70 Lakhs in fiscal 2020. Expressed as a percentage of total income, operating and other expenses is 23.21% in fiscal 2021 when compared to 22.54% in fiscal 2020.

Personnel expenses through salaries, wages and bonuses increased by Rs.432.66 Lakhs, or 8.32%, to Rs.5,629.80 Lakhs in fiscal 2021 from Rs.5,197.14 Lakhs in fiscal 2020 due to additional recruits and ex-gratia payment and increase in salary of workmen.

Rent charges increased by Rs.5.14 Lakhs, or 12.78%, to Rs.35.07 Lakhs in fiscal 2021 from Rs.40.21 Lakhs in fiscal 2020.

Selling expenses increased by Rs.234.53 Lakhs, or 22.08%, to Rs.1,296.91 Lakhs in fiscal 2021 from Rs.1,062.38 Lakhs in fiscal 2020.

Insurance expenses increased by Rs.23.64 Lakhs, or 53.27%, to Rs.68.02 Lakhs in fiscal 2021 from Rs.44.38 Lakhs in fiscal 2020.

Travelling expenses decreased by Rs.325.57 Lakhs, or 34.06%, to Rs.630.30 Lakhs in fiscal 2021 from Rs.955.87 Lakhs in fiscal 2020 on account of restricted travelling due to COVID.

Postage & Telephone charges decreased by Rs.17.33 Lakhs, or 29.61%, to Rs.41.19 Lakhs in fiscal 2021 from Rs.58.52 Lakhs in fiscal 2020.

Consultancy & Professional charges decreased by Rs.49.46 Lakhs, or 15.98%, to Rs.259.97 Lakhs in fiscal 2021 from Rs.309.43 Lakhs in fiscal 2020.

Contribution to Corporate Social Responsibility increased by Rs.12.10 Lakhs, or 75.63%, to Rs.28.10 Lakhs in fiscal 2021 from Rs.16 Lakhs in fiscal 2020 due to increased profits.

Bank charges increased by Rs.55.93 Lakhs, or 14.66% to Rs.437.50 Lakhs in fiscal 2021 from Rs.381.57 Lakhs in fiscal 2020 due to higher utilization of non-fund limits.

Royalty charges decreased by Rs.7.27 Lakhs, or 52.19%, to Rs.6.66 Lakhs in fiscal 2021 from Rs.13.93 Lakhs in fiscal 2020 due to lower sale of product under license agreement.

Direction charges including other expenses increased by Rs.129.53 Lakhs, or 45.90%, to Rs.411.72 Lakhs in fiscal 2021 from Rs.282.19 Lakhs in fiscal 2020.

Manufacturing expenses increased by Rs.32.85 Lakhs, or 32.77%, to Rs.133.10 Lakhs in fiscal 2021 from Rs.100.25 Lakhs in fiscal 2020.

Software expenses increased by Rs.76.09 Lakhs, or 57.49%, to Rs.208.44 Lakhs in fiscal 2021 from Rs.132.35 Lakhs in fiscal 2020 on account of new license for design and engineering software and upgradation ERP.

Rates and taxes increased by Rs.17.44 Lakhs, or 28.79 %, to Rs.78.01 Lakhs in fiscal 2021 from Rs.60.57 Lakhs in fiscal 2020.

The Company has made Provision for doubtful debts of Rs.115.17 Lakhs, on account of certain debtors which are doubtful.

INTEREST AND FINANCE CHARGES

Our interest and finance charges decreased by Rs.99.15 Lakhs, or 18.19 %, to Rs.445.85 Lakhs in fiscal 2021 from Rs.545.00 Lakhs in fiscal 2020, due to reduced interest cost on account of borrowings in FCNR.

DEPRECIATION AND AMORTIZATION OF TECHNICAL KNOW-HOW

Our depreciation and amortization of technical know-how expense decreased by Rs.102.94 Lakhs, or 4.68%, to Rs.2,096.83 Lakhs in fiscal 2021 from Rs.2,199.76 Lakhs in fiscal 2020.

PROFIT BEFORE TAX AND EXCEPTIONAL ITEMS

Profit before tax and exceptional items increased by Rs.709.09 Lakhs, or 43.17%, to Rs.2,351.59 Lakhs in fiscal 2021 from Rs.1,642.50Lakhs in fiscal 2020.

EXCEPTIONAL ITEM

There is no exceptional income in fiscal 2021 whereas in fiscal 2020, a profit on sale of land which resulted in a profit of Rs Rs.215.94 Lakhs was reported under exceptional item.

PROFIT BEFORE TAX

Profit before tax increased by Rs.493.15 Lakhs, or 26.54 %, to Rs.2,351.59 Lakhs in fiscal 2021 from Rs.1,858.44 Lakhs in fiscal 2020.

TAXATION

Our tax expense including deferred tax increased by Rs.389.26 Lakhs, or 181.41 %, to Rs.603.84 Lakhs in fiscal 2021 from Rs.214.58 Lakhs in fiscal 2020 due higher profit.

PROFIT AFTER TAX

Our profit after tax increased by Rs.103.89 Lakhs to Rs.1,747.75 Lakhs in fiscal 2021 from Rs.1,643.86 Lakhs in fiscal 2020.

FORWARD-LOOKING STATEMENT

Statements in the Management Discussion and Analysis describing the Company's plans, estimates and projections may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results may materially differ from those expressed or implied in the report. The Company assumes no responsibility to publicly amend, modify or revise any such statements on the basis of subsequent developments, information or events.

For and on behalf of Board of Directors

Mohib N Khericha Chairman Ahmedabad	**Nikhil Kumar** Managing Director Bangalore
M N Varalakshmi Chief Financial Officer Bangalore	**N Srivatsa** Company Secretary Bangalore

12th August 2021

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ANNEXURE - 9

CORPORATE GOVERNANCE REPORT

Company's Philosophy

Your Company i.e. TD Power Systems Limited ("we")/("The Company")/("TDPS") is committed to ethical business practices and regulatory compliances and continues to practice good Corporate Governance. We have complied with the requirements of corporate governance contained in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations/LODR), particularly those relating to composition of Board of Directors ("The Board"), constitution of Committees such as an Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee.

Our Corporate Governance Report for fiscal 2021 forms part of this Annual Report.

I. Board of Directors and Procedures

The composition of the Board of Directors as on March 31, 2021 comprised of six directors consisting of a Non-Executive Chairman, a Managing Director ("MD"), a Non-Executive Non-Independent Director and three Independent Directors including a Women Director. The positions of the Chairman of the Board and the Managing Director (Chief Executive Officer) of the Company are held by separate individuals. The Chairman of the Board is a Non-Executive Non-Independent Director and one of the Promoters of the Company.

A. Composition & Category of Directors, Attendance at Board Meetings & Annual General Meeting, Membership of other Boards / Committees as of March 31, 2021:

Name	Category	Board Meeting entitled or held during the tenure	Board meetings attended during the tenure	Attendance at Last AGM	*Directorship in companies including (Pls refer note 2)	Chairmanship/ Committee membership in other Companies	
						Chairman	Member
Mr. Mohib N. Khericha	Non-Executive Chairman	4	4	Yes	14	2	5
Mr. Nikhil Kumar	Managing Director	4	4	Yes	4	Nil	Nil
Mr. Nithin Bagamane	Independent Director	4	4	Yes	4	1	2
Mr. Ravi Kanth Mantha	Independent Director	4	4	Yes	7	Nil	1
Ms. Prathibha Sastry	Independent Director	4	4	Yes	1	Nil	2
Mr.K G Prabhakar	Non-Executive Non Independent Director	4	4	Yes	2	Nil	Nil

*** Directorship:**

i Mr. Mohib N Khericha holds directorship (including TDPS) in six public companies and eight private companies.

ii Mr. Nikhil Kumar holds directorship (including TDPS) in two public Companies and two private companies.

iii Mr. Nithin Bagamane holds directorship in a public Company i.e., TDPS and three private companies.

iv Mr. Ravi Kanth Mantha holds directorship ((including TDPS) in two public Companies and five private companies.

v Mr. K G Prabhakar holds directorship (including TDPS) in two public Companies.

Notes:

1. As required under Regulation 26 of the LODR, disclosure considers chairpersonship (in Listed Companies) and membership of the Audit Committee & Stakeholders' Relationship Committee of Public Limited companies.
2. Number of Directorship held in Companies includes public (listed/unlisted) Limited Companies and private limited companies and excludes Foreign Companies and Companies under Section 8 of the Companies Act, 2013 ("The Act") in which he/she is a Director.
3. The necessary disclosures regarding change in Committee positions, if any, have been made by all the Directors, during the year under review. None of the Director is a Member of more than 10 Committees or Chairman of more than 5 Committees across all Indian Listed public limited Companies in which he/she is a Director.
4. None of the Directors had any relationship inter-se.

5. Mr. Mohib N. Khericha and Mr. K G Prabhakar being Non-Executive Director holds 38,30,960 and 4,500 Equity Shares of the Company respectively.

6. The Company has proper systems to enable the Board to periodically review compliance reports of all laws applicable to the Company, as prepared by the Company.

7. None of the Non-executive Directors held convertible instruments of the Company during the fiscal 2021

A(i). Details of directorship of Board Member in other listed entities:

Sl. No.	Particulars	Name of other listed entity	Category
1	Mr. Mohib N. Khericha	Chartered Capital and Investment Limited	Managing Director
		Mazda Limited	Non- Executive Independent Director

Note: Except the above, none of the directors of TDPS holds directorship in any other listed entity as of March 31, 2021.

B. Board Meetings

The Board meets at least once in a quarter to review the quarterly results and other items on the agenda. During the year, the Board met four times on June 04 2020, August 06, 2020, November 10, 2020 and February 04, 2021. The maximum gap between any two Board Meetings was less than one hundred and twenty days. Agenda papers and minutes of Board meetings were circulated to directors. It contains vital and adequate information facilitating deliberations at the meetings.

All material information was circulated to the directors before the meetings or placed at the meetings, including the following minimum information as mentioned in the Part B of Schedule II of LODR, as and when occasion arises:

Annual Business Plan which includes capital expenditure and manpower budget. The capital expenditure proposals sanctioned and actual amounts incurred are Reported on a quarterly basis. Reasons for variance between the budget and actuals are also explained.

Information on recruitment of senior officers just below the Board level, including appointment or removal of Chief Financial Officer and Company Secretary if any.

Report on statutory compliance, show cause notices, penalties, suits filed by/against the company and shareholders grievances, etc.

Quarterly financial results for the Company and for the group companies with analysis of performance.

Minutes of the meetings of Board appointed committees.

Significant labor problems, if any, and their proposed solutions, wage agreements etc.

Safety issues - fatal or serious accidents in the plants, dangerous occurrences, any material effluent or pollution problems.

Any material default in financial obligations to and by the Company.

Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.

Matters relating to related party transactions and statutory compliance.

Minutes of meeting of the Board of Directors, financial statements and significant transactions relating to wholly owned subsidiaries.

C. Code of Conduct

The Company has in place a comprehensive Code of Conduct ("the Code") applicable to all the employees and Non-executive Directors including Independent Directors. The Code gives guidance and support needed for ethical conduct of business and compliance of law. A copy of the Code has been placed on the Company's website (www.tdps.co.in). The Code has been circulated to Directors and Management Personnel and its compliance is affirmed by them annually. A declaration signed by the Managing Director forms part of this Report. The code of conduct has incorporated the duties of independent directors as laid down in the Companies Act, 2013.

D. Disclosure regarding Appointment or Reappointment of a Director

i. Re-appointment of Nikhil Kumar as Managing Director:

In the view of completion of the current term of office on January 16, 2021 Mr. Nikhil Kumar was re-appointed for a period of 5 years (Five) from January 17, 2021 by the shareholders' at their Annual General Meeting held on September 25, 2020.

ii. Mr. Mohib N. Khericha (DIN 00010365) retires by rotation:

At the ensuing Annual General Meeting of the Company Mr. Mohib N. Khericha (DIN: 00010365) retires by rotation and being eligible offers himself for reappointment.

Mr.Mohib N Khericha, aged 69 years, is a Chartered Accountant by qualification. He is Non - Executive Chairman of the Company since July 5, 2001. He is a Chartered Accountant with over four decades experience in capital structuring, restructuring, financial management and loan syndication. He ventured into merchant banking in the year 1994.

Mr. Mohib N Khericha holds 38,30,960 equity shares of the Company being 12.38% of paid up capital. He has attended all four board meetings of the Company held during fiscal 2021.

He is also a Non-executive Chairman of the Company's wholly owned subsidiary DF Power Systems Private Limited. He does not have any relationship inter-se between other directors.

E. Independent Directors

1. Independent Director means a Non-Executive Director, who fulfills the criteria as laid down in Regulation 16 read with regulation 25 of the LODR.
2. None of the Independent Directors of the Company serve as an Independent Director in more than seven listed companies and where any Independent Director is serving as whole-time director in any listed company, such director is not serving as Independent Director in more than three listed companies.
3. The maximum tenure of Independent Directors is in accordance with the Companies Act, 2013 and rules made thereunder, in this regard, from time to time.
4. During the year, separate meeting of the Independent Directors was held on March 15, 2021 without the attendance of non-independent directors and members of the management. All Independent Directors attended the said meeting.
5. The Company issues formal letter of appointment to its Independent Directors and the terms and conditions of said Letter are published on the website of the Company www.tdps.co.in.
6. In the opinion of the Board, the independent directors of the Company fulfilled the conditions specified under SEBI LODR 2015 and also they were independent towards any decision of the management.

F. Familiarization Programme for Non-Executive/ Independent Directors of the Company

In terms of LODR, the Company adopted a Familiarization Programme for its Non-Executive Directors including Independent Directors comprising two segments:-

1. Familiarization upon induction of new Directors

   Inductee was provided with a copy of all the applicable codes and policies formulated and adopted by the Company.

   An orientation on the Company's, products, markets, customers and functions.

   Introduction to and interaction with certain key members of the senior management of the Company.

   A detailed briefing to the inductee on the roles and responsibilities as Director/Independent Director.

2. Annual Familiarization Programme

   On an annual basis, the Company brief its Directors inter alia about the Company's business model, shareholder profile, financial details, their roles, rights and responsibilities in the Company. The Board is also be periodically briefed on the various changes in the regulations governing the conduct of Independent Directors. The above familiarization program is placed on our website www.tdps.co.in.

G. Skills, expertise and competence of Directors

The table given below described the core skill, expertise and competence of directors of the Company as required and possessed in the context of operations of the Company:

G. Skills, expertise and competence of Directors

The table given below described the core skill, expertise and competence of directors of the Company as required and possessed in the context of operations of the Company:

Particulars	List of core Skills/Expertise/Competencies identified by the Board				
	Planning	Finance & Taxation	Legal	Administration	Technical
Mr. Mohib N Khericha	✓	✓	✓	✓	✓
Mr. Nikhil Kumar	✓	✓	✓	✓	✓
Mr. K G Prabhakar	✓	✓	✓	✓	✓
Mr. Nithin Bagamane	✓	✓	✓	✓	✓
Mr. Ravi K Mantha	✓	✓	-	✓	-
Ms. Prathibha Sastry	✓	✓	-	✓	-

Note: The mark is allocated based upon their competencies in the respective areas as stated above. However, in view of the experience and current positions in respective business, the directors possess working knowledge in all the aforesaid areas.

H. Board Evaluation

The Board monitors and reviews the Board evaluation framework. The board works with the Nomination and Remuneration Committee to lay down the evaluation criteria for the performance of executive/non-executive/independent directors. The questionnaire of the survey is a key part of the process of reviewing the functions and effectiveness of the board and identifying possible path for improvement. Each Board member is requested to evaluate the effectiveness of the board dynamics and relationship, information flow, decisions making of the directors, relationship with the stakeholders, company performance and strategy, and the effectiveness of the whole board and its various committees. Feedback on each director is encouraged. The evaluation process for fiscal 2021 has been completed.

An independent directors' meeting was held to review the following:

Review the performance of non-independent directors and the Board as a whole.

Review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors.

Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

I. Remuneration of Directors

There is no pecuniary relationship or transactions with the non-executive directors excepting payment of sitting fees which is paid for attending Board/ Committee Meetings. The sitting fees shall not exceed Rupees One Lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time. No commission/share of profit is payable to them.

Disclosures with respect to remuneration paid to Individual Directors

I) Details of the remuneration (sitting fee) to Non-executive Directors for the year ended March 31, 2021:

(₹ in Lakhs)

Name	Sitting fee
Mohib N. Khericha	3.80
Nithin Bagamane	3.80
KG Prabhakar	2.00
Prathibha Sastry	3.80
Ravi K Mantha	3.20
Total	**16.60**

ii) Details of the remuneration to Executive Director (Managing Director) for the year ended March 31, 2021:

(₹ in Lakhs)

Name	Salary & Allowances	Perquisites	Commission	Stock Options
Nikhil Kumar	169.35	13.15	144.35*	-

**The aforesaid commission for the fiscal 2021 will be paid subject to the approval of shareholders at ensuing annual general meeting of the Company.*

I. Remuneration Policy

Policy relating to the Remuneration for the Whole time Director, KMP and Senior Management Personnel

The remuneration / compensation / commission etc. to the Whole-time Director, Key Managerial Personnel (KMP) and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration/compensation/ commission etc. shall be subject to the approval of the Shareholders of the Company if required.

The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the provisions of the Act.

Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.

Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Financial Officer ("CFO"), the Company Secretary ("CS") and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

Remuneration to Whole-time Director, KMP and Senior Management Personnel

Remuneration

The Whole-time Director/KMP and Senior Management Personnel shall be eligible for fixed and/or variable remuneration payable monthly or annually as may be approved by the Board on the recommendation of the Nomination and Remuneration Committee. In the case of whole time director including Managing Director, the breakup of remuneration and quantum of perquisites including, employer's contribution to P.F, medical expenses etc. shall be decided and approved by the Board/the person authorized by the Board on the recommendation of the Committee and approved by the shareholders if required.

Minimum Remuneration

If, in any fiscal, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act (in the form as stated under "remuneration" aforesaid) and if it is not able to comply with such provisions, with the approval of shareholders by special resolution.

Provisions for excess Remuneration

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the shareholders, where required, he /she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sums refundable to it unless approved by shareholders by special resolution within two years from the date the sum becomes refundable.

Criteria of making payments to non-executive directors

Non-Executive Directors are paid sitting fees for attending Board/Committee Meetings. Provided that, the amount of such fees shall not exceed Rupees One Lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time and no commission/share of profit is payable to them.

Profit-linked Commission

The profit-linked Commission or incentive remuneration may be paid within the monetary limit approved by shareholders.

Stock Options

Pursuant to the provisions of the Act, an Independent Director shall not be entitled to stock options of the Company.

II Board Committees:

A. Audit committee

The Audit Committee ("Committee") presently consists of three Independent Directors and a non-Independent Director. Mr. Nithin Bagamane, Independent Director is the chairman, and Ms. Prathibha Sastry, Mr. Ravi Kanth Mantha (all Independent Directors) and Mr. Mohib N. Khericha are the other members of the Committee. The constitution of the committee meets with the requirements of section 177 of the Companies Act, 2013 along with Regulation 18 of SEBI LODR 2015.

All the current members of the Committee have relevant experience in financial matters and Mr. Mohib N. Khericha is a Chartered Accountant.

The Company Secretary Mr. N Srivatsa is the Secretary of the Audit Committee.

The Chairman of the Audit Committee Mr. Nithin Bagamane attended the 21st Annual General Meeting held on Friday, September 25, 2020.

The Audit Committee met four (4) times during the fiscal ended March 31, 2021 on June 04, 2020, August 06, 2020, November 10, 2020 and February 04, 2021.

Particulars of attendance by the members of the Committee during the year ended March 31, 2021 are as follows:

Date of meeting	Members Present
June 04, 2020	Mr. Nithin Bagamane Mr. Mohib N. Khericha Ms. Prathibha Sastry Mr. Ravi Kanth Mantha
August 06, 2020	
November 10, 2020	
February 04, 2021	

The Managing Director and the Chief Financial Officer attends Audit committee meetings by invitation. The Statutory Auditors attended Audit committee meetings as special invitees to provide comments and share concerns, if any, with the Audit committee. Recommendations made by the audit committee during the year were accepted by the Board.

The powers, role and terms of reference of the Audit Committee covers the areas as contemplated under Regulation 18 and Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Section 177 of the Companies Act, 2013, as applicable, besides other terms may be referred by the Board of Directors including the following:

Review of Management Discussion and Analysis of financial condition and results of operations, statements of significant related party transactions submitted by management, management letters / letters of internal control weaknesses issued by the statutory auditors, Internal Audit Reports relating to internal control weaknesses and the appointment, removal and terms of remuneration of the internal auditor.

Review inter alia related party transactions and the financial statements, minutes of Board meeting and audit committee meetings of the Company's unlisted Wholly Owned Subsidiaries ("WOS") and all significant transactions and arrangements entered into by the said Subsidiary.

B. Nomination and Remuneration Committee

The Nomination and Remuneration Committee ("Committee") presently consists of Mr. Nithin Bagamane Independent Director is the Chairman of the Committee and Ms. Prathibha Sastry and Mr. Mohib N. Khericha are the members of the Committee.

The Company Secretary Mr. N Srivatsa is the Secretary of the Nomination and Remuneration Committee.

During the fiscal 2021, one meeting was held on August 05, 2020. Particulars of attendance by the members of the Committee during the year ended March 31, 2021 are as follows:

Date of meeting	Members Present
August 05, 2020	Mr. Nithin Bagamane, Mr. Mohib N. Khericha & Ms. Prathibha Sastry

The powers, role and terms of reference of the Nomination and Remuneration Committee covers the areas as contemplated under Regulation 19 and Part D of the Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Section 178 of the Companies Act, 2013 and includes the following:

Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees.

Formulation of criteria for evaluation of Independent Directors and the Board.

Devising a policy on Board diversity.

Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

Performance evaluation criteria for independent directors

The criteria for performance evaluation cover the areas relevant to the functioning as Independent Directors such as preparation, participation, conduct and effectiveness. The performance evaluation of Independent Directors was done by the entire Board of Directors and in the evaluation, the Directors who are subject to evaluation did not participate.

C. Stakeholders' Relationship Committee

Stakeholders' Relationship Committee ("The Committee") presently consists of Mr. Mohib N. Khericha, Non-Executive Director - the Chairman, Ms. Prathibha Sastry and Mr. Nithin Bagamane- Independent Directors are the members of the committee. During the year one meeting was held on February 04, 2021 and all the members were present.

The Company Secretary Mr. N Srivatsa is the Secretary of the Stakeholders' Relationship Committee.

The Committee met once during the year and the Company has not received any complaint from shareholders during the fiscal 20 21.

Role of the Stakeholders' Relationship Committee covers the areas as contemplated under Regulation 20 and Part D of the Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

D. Risk Management Committee and policy

The Company is not required to form a risk management committee. The Audit committee of the Company meticulously oversees risk if any and takes initiatives to mitigate.

III. Subsidiaries

As per provision of Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of the subsidiaries are as follows:

The Company has five Wholly Owned Subsidiaries (WOS) i.e. one Indian and four overseas subsidiaries as detailed below:

Indian Subsidiary

DF Power Systems Private Limited (DFPS) is an Unlisted Indian Subsidiary. Mr. Mohib N Khericha, Mr. Nikhil Kumar and Mr. K G Prabhakar are the directors of the Company.

The Board monitors performance of DFPS, inter alia, as follows:

The Audit Committee of the Company reviews the financial statements of DFPS.

All minutes of Board meetings of DFPS are placed before the Company's Board meetings and taken on record.

A statement containing all significant transactions and arrangements entered into by DFPS is placed before the Company's Board.

This subsidiary does not have income or net worth exceeding 10% of the consolidated income or net worth respectively of TD Power Systems Limited - the holding company and its subsidiaries, in the immediately preceding accounting year. Accordingly, it is not a material subsidiary.

Overseas Subsidiaries

USA Subsidiary

TD Power Systems (USA) Inc. (TDPS USA) was incorporated on February 20, 2013 as a Delaware Corporation and the principal place of business of the Company located in Ohio, USA. Two Directors of the Company Mr. Mohib N. Khericha and Mr. Nikhil Kumar are Directors of TDPS USA.

The financial statements of TDPS USA are reviewed by the Audit Committee and overall operational performance is reviewed by the Board.

Japan Subsidiary

TD Power Systems Japan Limited (TDPS Japan) was incorporated on March 19, 2013 and principal place of business of the company is located in Tokyo, Japan. Mr. Mohib N. Khericha and Mr. Nikhil Kumar Directors of the company. The financial statements of TDPS Japan are reviewed by the Audit Committee and overall operational performance is reviewed by the Board.

German Subsidiary

TD Power Systems Europe GmbH. (TDPS Europe) Office of the company is located at Paul - Ehrlich - Strasse 1a, 63225 Langen. Mr. Nikhil Kumar, Managing Director of TD Power Systems Limited is the Managing Director of TDPS Europe.

The financial statements of the TDPS Europe are reviewed by the Audit Committee and overall operational performance is reviewed by the Board.

This is a material subsidiary of the Company on account of its income exceeding 10% of the consolidated income of TD Power Systems Limited, the holding Company and its subsidiaries

Turkey Subsidiary

TD Power Systems Jenerator Sanayi Anonim Sirketi was incorporated in Turkey on June 21, 2017 under the Turkish Commercial code and its registered office is located at Esentepe Mahallesi Kore Sehitleri Cad. No.37/6 Susli/Istanbul. Turkey. Mr. Nikhil Kumar, Managing Director and Mr. N. Srivatsa, Company Secretary of TD Power Systems Limited are Directors of TDPS Turkey.

The financial statements of the TDPS Turkey are reviewed by the Audit Committee and overall operational performance is reviewed by the Board.

This is a material subsidiary of the Company on account of its income exceeding 10% of the consolidated income of TD Power Systems Limited, the holding Company and its subsidiaries.

The Company has formulated a policy on determining material subsidiaries which is available on our website www.tdps.co.in

IV. Related party transaction

During the fiscal 2021, the Company had no materially significant related party transaction, which is considered to have potential conflict with the interests of the Company at large.

The Company has formulated a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions. The said policy is made available on the website of the Company at www.tdps.co.in.

Details of transactions with related parties are provided in Annexure 2 of the Directors Report in Form AOC 2 as required under the provisions of Section 188 of the Companies Act, 2013 and note No. 44 to the Annual Accounts.

V. General Body Meetings

The details of the last three Annual General Meetings held and summary of Special Resolutions passed therein are furnished below:

Fiscal Ended	Date & Time	Venue	Special Resolutions passed
31.03.2020	25.09.2020 & 11.30 AM	Through video conferencing ("VC")/ other audio-visual means ("OAVM")	I. Approve payment of remuneration to the Managing Director of the Company ii. Re-appoint Managing Director of the Company for a further term of five year.
31.03.2019	12.08.2019 & 11.00 AM	Hotel Le Meridien, No. 28, Sankey Road (Opp Bangalore Golf Course), Bangalore 560 052	i. Approve TDPSL Equity Based Compensation Plan 2019. ii. Approve grant of employee stock options to be employees of subsidiary company(ies) of the Company iii. Approval of secondary acquisition of shares through Trust route for the implementation of 'TDPS, Equity Based Compensation Plan 2019". iv. Provision of money by the Company for purchase of its own shares by the Trust for the benefit of employees under TDPSL Equity Based Compensation plan 2019.
31.03.2018	26.09.2018 and 10.30AM	Hotel Le Meridien, No. 28, Sankey Road (Opp Bangalore Golf Course), Bangalore 560 052	Re-appointment of Mr. Nithin Bagamane and Mr. Ravi Kantha Mantha as Independent Directors from April 01, 2019 to March 31, 2024

During the year, no special resolution was passed through postal ballot. None of the businesses proposed to be transacted in the ensuing Annual General Meeting require special resolution through postal ballot.

VI. Means of Communication

Quarterly/Half Yearly/Yearly Results

Pursuant to provisions of the Listing Agreements /SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, periodical financial results of the Company are being published in widely circulated English newspaper (Business Standard - All India editions) and vernacular Esanje News Paper (Bangalore edition).

Financial results, duly approved by the Board, are forwarded to the Stock Exchanges (BSE & NSE) and also displayed on Company's Website www.tdps.co.in. Along with the financial results, other information as per the Listing Agreement / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 such as Annual Report, Shareholding Pattern and official news/press releases are filed with BSE on http://listing.bseindia.com and with NSE through https://www.connect2nse.com / LISTING / (NSE Electronic Application Processing System (NEAPS)) and also on company's website www.tdps.co.in. The Company conducts earnings calls after the board meeting to discuss financial results of the Company for the quarter, half year and year ended as the case may be. The presentations made to the institutional investors or analysts, if any, are sent to Stock Exchanges and also made available on the website of the Company at www.tdps.co.in.

VII. General Shareholder Information

a	**Annual General Meeting Date, Time and Venue**	Monday, 27th day of September 2021, at 10.30 AM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"),
b	**Fiscal**	A twelve-month period starting from April 1, 2020 to March 31, 2021.
c	**Dividend Payment Date**	The final dividend, as recommended by the Board of Directors, if declared at the ensuing Annual General Meeting will be paid within the statutory period of 30 days.
d	**Date of Book closure/Record date**	As mentioned in the notice of this AGM.
e	**Listing on Stock Exchanges**	The Equity Shares of the Company are listed on BSE Limited (BSE) and National Stock Exchange of India Ltd (NSE) BSE LIMITED, P J Towers, Dalal Street, Mumbai 400 001 NATIONAL STOCK EXCHANGE OF INDIA LIMITED, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051 The listing fees dues as on the date has been paid to the respective stock exchanges.
f	**Stock Code**	BSE – 533553 NSE – TDPOWERSYS
g	**ISIN No.**	INE419M01019
h	**Market Price Data**	(As per Annexure A)
i	**Stock Performance in comparison to BSE Sensex and NSE Nifty**	(As per Annexure B)
j	**Registrar and Transfer Agents (RTA)**	**Link Intime India Private Limited** C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 Tel No: +91 22 49186000
k	**Share Transfer System**	Share transfers are registered and returned in the normal course within a period of 15 days from the date of receipt.
l	**Distribution of shareholding as on March 31, 2021**	(As per Annexure C)
m	**Shareholding Pattern as on March 31, 2021**	(As per Annexure D)

<table>
<tr><td>n</td><td>Dematerialisation of Shares and Liquidity as on March 31, 2021</td><td>
<table>
<tr><th>Description</th><th>No. of Holders</th><th>No. of Shares</th><th>% of Equity</th></tr>
<tr><td>Physical</td><td>1</td><td>2</td><td>0.00</td></tr>
<tr><td>NSDL</td><td>4200</td><td>19146732</td><td>61.90</td></tr>
<tr><td>CDSL</td><td>4842</td><td>11786680</td><td>38.10</td></tr>
<tr><td>Total</td><td>9043</td><td>30933414</td><td>100.00</td></tr>
</table>
</td></tr>
<tr><td>o</td><td>Outstanding GDRs/ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity</td><td>No outstanding GDRs/ADRs/Warrants or any Convertible Instruments</td></tr>
<tr><td>p</td><td>Commodity price risk or Foreign exchange risk and hedging activities</td><td>Nil</td></tr>
<tr><td rowspan="2">q</td><td rowspan="2">Registered Office & Factory (Plant Location)</td><td>Unit I:
27, 28 & 29 KIADB Industrial Area, Dabaspet,
Nelamangala Taluk, Bangalore, Karnataka - 562 111</td></tr>
<tr><td>Unit II:
Sy. No. 59/2, Yedehalli Village Nelamangala Taluk, Sompura Hobli Dabaspet,
Bangalore, Karnataka - 562 111</td></tr>
<tr><td>r</td><td>Compliance Officer & Company Secretary</td><td>N. Srivatsa</td></tr>
<tr><td>s</td><td>Address for correspondence</td><td>Shareholders/Beneficial owners are requested to correspond with the Company's RTA (Registrar & Share Transfer Agents) with respect to any query, request, information or clarification pertaining to shares and are further advised to quote their folio number, DP & Client ID number as the case may be, in all correspondence with it. In addition to the RTA, the shareholders may correspond at the following addresses;

Registered Office & Factory
TD POWER SYSTEMS LIMITED
27, 28 & 29 KIADB Industrial Area Dabaspet,
Nelamangala Taluk Bangalore,
Karnataka - 562 111
Ph.: 080-2299 5700
Fax: 080-2299 5718</td></tr>
</table>

Annexure A

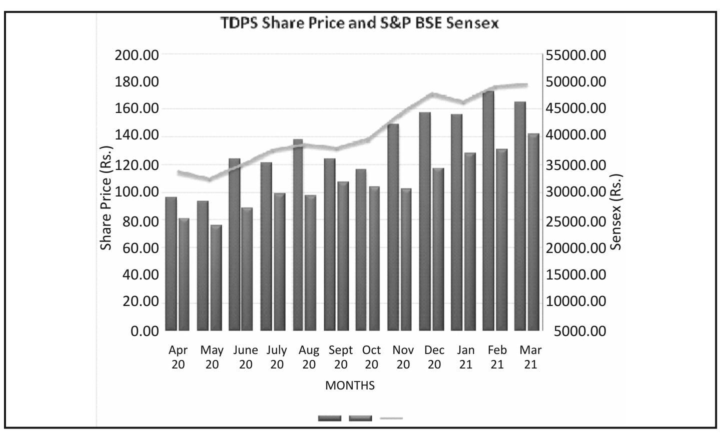
Market Price Data: High, Low, close, volume during each month of the fiscal 2021

A summary containing monthly high/low/close and total volume of share prices at BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) is as under:

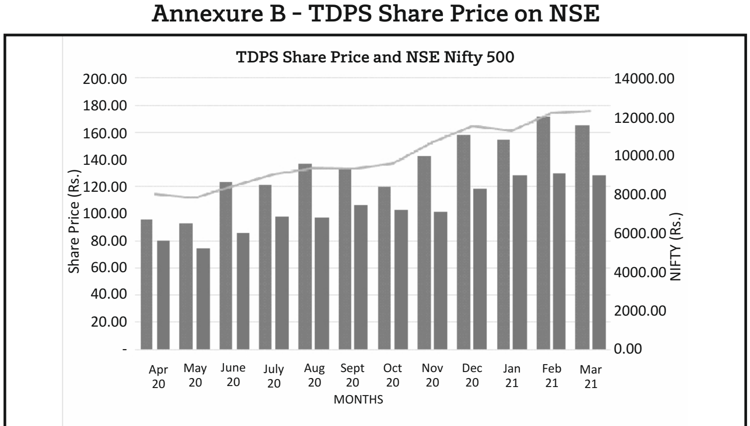
Months	BSE				NSE			
	High (Rs.)	Low (Rs.)	Close (Rs.)	Volume (Qty.)	High (Rs.)	Low (Rs.)	Close (Rs.)	Volume (Qty.)
Apr - 20	96.05	80.65	92.50	11,309	96.00	80.20	90.60	2,60748
May - 20	92.90	75.40	85.40	19,263	92.95	75.05	85.55	1,40,707
Jun - 20	123.95	88.80	117.95	1,39,293	123.45	85.55	117.90	16,92,105
Jul - 20	120.90	98.85	99.40	1,11,363	121.85	98.20	99.65	8,79,702
Aug - 20	137.30	97.50	119.65	92,770	137.00	97.55	119.05	9,02,821
Sep - 20	123.75	107.10	113.00	95,877	134.10	106.30	113.00	3,49,473
Oct - 20	116.00	103.50	103.70	14,693	120.00	102.35	103.65	4,76,300
Nov - 20	148.95	102.05	126.15	205,491	142.70	101.55	125.90	38,59,552
Dec - 20	157.70	117.30	152.80	2,61,162	157.50	118.85	152.45	35,52,990
Jan - 21	156.00	127.90	128.50	1,29,339	155.00	128.50	129.95	10,14,090
Feb - 21	171.90	130.50	154.70	2,05,508	171.90	129.70	153.95	23,52,896
Mar - 21	165.00	141.90	147.95	84,365	165.40	128.30	148.20	9,64,048

Annexure B

Performance in comparison to broad-based indices such as BSE Sensex and NSE Nifty



Annexure B - TDPS Share Price on NSE



Annexure C

Distribution of shareholding as on March 31, 2021

Shareholding of Nominal Shares	Shareholders	% to Total Shareholders	Total Shares	% of Paid up Capital
1 to 500	7581	83.83	893440	2.89
501 to 1000	677	7.49	542814	1.75
1001 to 2000	346	3.83	530640	1.72
2001 to 3000	119	1.31	300654	0.97
3001 to 4000	75	0.83	266024	0.86
4001 to 5000	56	0.62	259508	0.84
5001 to 10000	79	0.87	578186	1.87
Above 10000	110	1.220	27562148	89.10
Total	**9043**	**100.00**	**30933414**	**100.00**

Annexure D

Shareholding pattern as on March 31, 2021

Sl. No.	Category	Number of Shares	% of Holding
(A)	**Promoters & Promoters Group**		
1	Promoters		
1(a)	Individual (Indian Nationals)	8493730	27.46
1(b)	Individual (Foreign National)	3235254	10.46
1(c)	Body Corporate	5026433	16.25
2	Promoters Group	1486902	4.81
	Total (A1 + A2)	**18242319**	**58.97**
(B)	**Public Shareholdings**		
1	Mutual Funds	3886056	12.56
2	Foreign Portfolio Investor (Corporate)	848265	2.74
3	Financial Institutions	90	0.00
4	Individuals	6099803	19.72
5	Others	1480998	4.79
	Total B	**12315212**	**39.81**
(C)	**Non Promoter - Non Public shareholder**		
	TDPSL Employee Welfare Trust	375883	1.22
	Grand Total (A +B+C)	**30933414**	**100.00**

VIII. Other Disclosure

1. **Details of non-compliance by the Company, penalties and strictures imposed on the Company by the Stock Exchange(s)**

   The equity shares of the Company are listed on BSE Limited, Mumbai and National Stock Exchange of India Limited, Mumbai, and the Company has complied with all the applicable requirements of capital markets and no penalties or strictures have been imposed on the Company by Stock Exchanges, SEBI or any other statutory authority, on any matter relating to the capital markets, during the last three years.

   However, vide letter List/COMP/ 533553/Reg.34-Mar 19/ 206/ 2018-19 dated October 15, 2019 the BSE Limited imposed a fine of Rs. 84,960 for non-compliance of regulation 34 of SEBI LODR-non-submission of annual report for the year ended March 2019. In response, the Company vide its letter dated October 18, 2019 clarified as follows:

1. The BSE filing portal faced technical issues and was not allowing us to attach full Annual Report. Accordingly, due to compliance urgency the Company got in touch with the BSE and was advised “to file the annual report by mode of link to the Company's website and the stock exchange will come back for further assistance and clarification.

2. The Company uploaded its Annual Report for the Year ended March 31 2019 along with the Notice of the Annual General Meeting (AGM) on July 22, 2019 and provided the link to the Company's website as advised by BSE.

   Till date, no action has been initiated further in this regard by BSE.

   Similarly, NSE vide its letter dated January 23, 2021 sent notice regarding non compliance of regulation 34 of SEBI LODR as referred above and levied a penalty thereon. However, based on representation by the Company, the said notice was withdrawn by the NSE vide its letter dated March 19, 2021 and penalty waived.

2. Whistle Blower Policy / Vigil Mechanism

The Company is committed to ethical and lawful business conduct which is not only essential to the Company's success, but also a fundamental shared value of its Board of Directors (the "Board"), senior management personnel and employees. Consistent with these principles, the Board has adopted a Code of Business conduct and Ethics (the "Code") as a guide to the principles and standards that should govern the actions of its Board and senior management personnel.

Any actual or potential violation of the Code or any deviation from the key company policies howsoever insignificant or perceived as such, is a matter of serious concern for the Company and should be reported appropriately for remedial / penal action.

To enable reporting (Whistle blowing) of actual or potential violation of the Code or any deviation from the key company policies, a fair and proactive mechanism is imperative fortified by an appropriate protection policy.

This Whistle Blower Policy & Vigil Mechanism ("the Policy" or "this Policy") has been formulated with a view to provide a mechanism for Directors/Employees of the Company to approach the Chairperson of the Audit Committee of the Company or Chairman of the Company. Vigil Mechanism as envisaged in the Companies Act, 2013 and the Rules prescribed is implemented through this Whistle Blower Policy to provide for adequate safeguards to the whistle blowers against victimization of persons who use such mechanism and make provision for direct access to the Chairperson of the Audit Committee in terms of Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and Section 177 of the Companies Act, 2013. The above policy is available on our at website www.tdps.co.in.

3. CEO / CFO Certification

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Managing Director and Chief Financial Officer of the Company have certified to the Board of Directors, inter alia, the accuracy of financial statements and adequacy of internal controls for the financial reporting purpose as required under the SEBI LODR, for the year ended March 31, 2021. The said certificate forms part of this report.

4. Compliance certificates from Practicing Company Secretary

As required by schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (LODR), a separate certificate from Mr. Sudhir V. Hulyalkar, Practicing Company Secretary, Bangalore, confirming that:

i. Compliance of conditions on Corporate Governance and

ii. None of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

The said certificates form part of this Report.

5. Details of total fees paid to Statutory Auditors:

The details of total fees for all services paid by the Company and its subsidiary, on a consolidated basis, to statutory auditor is as follows

(Rs. in lakhs)

Particulars	Fiscal 2021	Fiscal 2020
Audit Fees (including audit of consolidated financial statements)	15.20	13.50
Limited Review (quarterly financial results including consolidated financial results)	6.75	6.25
Taxation related services	NIL	0.50
Other services - Certifications fees	4.31	4.95
Other expenses	0.08	0.49

Note : During the year, there was no payment to any entity in the network firm/network entity of which the statutory auditor is a part.

6. Disclosure in relation to the Sexual Harassment

The details relating to compliant filed, disposed of and pending during the fiscal pertaining to sexual harassment of Women at Workplace is as under:

a	No. of complaints filed during the fiscal	Nil
b	No. of complaints disposed of during the fiscal	
c	No. of complaints pending as on end of the fiscal	

7. Accounting treatment in preparation of Financial Statements (Ind As)

The guidelines / Accounting Standards (AS) laid down by the Institute of Chartered Accountants of India (ICAI) and prescribed under Section 133 of the Companies Act, 2013 have been followed in preparation of the financial statements of the Company in all material respects.

8. Code for prevention of Insider Trading/Fair Disclosure

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("SEBI PIT Regulations"), the Company has adopted a Code for Prevention of Insider Trading. The objective of the code is to restrict an insider from dealing in the shares of the Company either directly or indirectly when in possession of unpublished price sensitive information (UPSI) and also to restrict communication of such UPSI. The code is applicable to the directors and designated employees. The code enumerates the procedure to be followed for dealing in the shares of the Company and periodic disclosures to be made. It also restricts the insiders from dealing in the company's shares during the period when the 'Trading Window' is announced closed. The Company Secretary has been designated as the Compliance Officer.

In terms of the SEBI PIT Regulations a Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information has been formulated by the Company and made available on company's website at www.tdps.co.in.

9. Management Discussion and Analysis Report

The Management Discussion and Analysis report forms part of Directors' Report as **Annexure 8.**

10. Board Diversity

The Company recognizes the benefits of a Board that possesses a balance of skills, experience, expertise and diversity of perspectives appropriate to the requirements of the business of the Company.

The Company maintains that Board appointment should be based on merit that complements and expands the skills, experience and expertise of the Board as a whole, taking into account gender, age, professional experience and qualifications, cultural and educational background, and any other factors that the Board might consider relevant and applicable from time to time towards achieving a diverse Board.

The Nomination and Remuneration Committee (the "Committee") is responsible for reviewing and assessing the composition and performance of the Board, as well as identifying appropriately qualified persons to occupy Board positions.

The Board of Directors of the Company have an optimum combination of Executive and Non-Executive Directors with at least one Woman Director and the composition of the Board is in accordance with requirements of the Articles of Association of the Company, the Companies Act, 2013, Listing Regulation and the statutory, regulatory obligations of the Company. The Board Diversity Policy is available on our website at www.tdps.co.in.

11. E-Voting

In compliance of the Companies Act, 2013 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 the Company provides e-voting facility to its shareholders, in respect of all shareholders' resolutions, to be passed at General Meeting. The procedure / instructions for e-voting are included in the Notice of the ensuing Annual General Meeting of the Company.

12. Mandatory Requirements

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (m) and (o) of sub regulation (2) of Regulation 46 of the Listing Regulations. The company has complied compliance requirement of corporate governance under Sub para 2 to 10 of corporate governance report in respect of schedule V of LODR.

13. Discretionary Requirements

The status of adoption of the discretionary requirements as specified in Regulation 27(1) of the Listing Regulations are as follows:

Separate posts of Chairman and CEO – The Chairman and Managing Director/ CEO are two separate persons.

Reporting of Internal Auditor - The Internal Auditor reports directly to the Audit Committee.

Audit Qualifications - The Company has unmodified financial statements for the fiscal 2021.

14. Information through Company's Website

The disclosure as stipulated under Clause (b) to (i) of Regulation 46(2) of the SEBI LODR has been disseminated on the company's website.

For and on behalf of the Board of Directors

Ahmedabad
August 12, 2021

Mohib N. Khericha
Chairman

Compliance certificate by Chief Executive Officer and Chief Financial Officer as per Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Board of Directors
TD Power Systems Limited (Company)
27, 28 & 29, KIADB Industrial Area
Dabaspet, Nelamangala Taluk
Bangalore 562 111

This is to certify that:

A. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2021 and that to the best of our knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

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

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee

1. That there have been no significant changes in internal control over financial reporting during the year;
2. That there have been no significant changes in accounting policies during the year needing specific disclosure in the notes to the financial statements; and
3. There have been no instances of significant fraud of which we have become aware and confirmed that no member of the management or an employee having a significant role in the Company's internal control system over financial reporting is involved therein.

Nikhil Kumar
Managing Director
Camp-Frankfurt

M N Varalakshmi
Chief Financial Officer
Bangalore

19-05-2021

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Declaration pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, regarding adherence to the Code of Business Conduct and Ethics

The Board of Directors
TD Power Systems Limited (Company)
27, 28 & 29 KIADB Industrial Area
Dabaspet, Nelamangala Taluk
Bangalore 562 111

On the basis of the written declarations received from members of the board and senior management personnel in terms of Regulation 26(3) read with Schedule V of Para D of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby certified that, for the year ended March 31, 2021, both the members of the board and the senior management personnel of the company have affirmed compliance with the respective provisions of the Code of Business Conduct and Ethics of the Company, as laid down by the board.

Bangalore
August 12, 2021

Nikhil Kumar
Managing Director

Certificate on Corporate Governance

To
The Members,
TD Power Systems Limited
Bangalore

I have examined the compliance of conditions of corporate governance, as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by TD Power Systems Limited (the Company) for the year ended on March 31, 2021.

The compliance of conditions of corporate governance is the responsibility of the management. My examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the company has complied with all the applicable conditions of Corporate Governance as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sudhir Vishnupant Hulyalkar
Company Secretary in Practice
FCS No: 6040. CP No. 6137
Peer Review Certificate No. 607/2019
UDIN: F006040C000775281

Bangalore
August 12, 2021

Certificate on directors appointment and continuation on the Board of Directors of TD Power Systems Limited (the Company)

(In terms of Regulation 34(3) read with Para C, Sub Para 10 (i) of the Schedule V to the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015)

I have examined the relevant records of the Company and disclosures made by the directors of the Company, relevant information on disqualification and proclaimed offenders as declared by Courts and disseminated on the website of Ministry of Corporate affairs, the Orders and other information available on the website of Security and Exchange Board of India and the stock exchanges, Reserve Bank of India and information on wilful defaulters as declared by the banks and made available at the websites of credit information companies registered with the Reserve Bank of India and based upon such examination, I hereby certify that none of the directors on the board of **TD POWER SYSTEMS LIMITED** (CIN: L31103KA1999PLC025071) as on March 31, 2021 have been debarred or disqualified from being appointed or continuing as directors of companies by the Security and Exchange Board of India, Ministry of Corporate Affairs, Reserve Bank of India and other statutory authorities.

Sudhir V Hulyalkar
Membership No. : FCS 6040. CP No: 6137
Peer Review Certificate No. 607/2019
UDIN: F006040C000772146

Bangalore
August 12, 2021

ANNEXURE – 10

Disclosure with respect to Employees Stock Option Scheme (ESOS) & Stock Appreciation Rights scheme (SAR) of the Company as on March 31, 2021 (Pursuant to regulation 14 of the SEBI (Share Based Employee Benefits) Regulations 2014 read with SEBI circular dated June 16, 2015 as on March 31, 2021)

<table>
<tr><th rowspan="2">Sl. No.</th><th rowspan="2">Particulars</th><th colspan="2">TDPSL Equity Based Compensation Plan 2019</th></tr>
<tr><th>ESOP</th><th>ESAR</th></tr>
<tr><td>A</td><td>Relevant disclosures in terms of the 'Guidance note on accounting for employee share-based payments' issued by ICAI or any other relevant accounting standards as prescribed from time to time.</td><td colspan="2">Please refer to Note No 1.13 and No.50 of Standalone Financial Statements for the Financial Year ended on March 31, 2021</td></tr>
<tr><td>B</td><td>Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by ICAI or any other relevant accounting standards as prescribed from time to time.</td><td colspan="2">Please refer to Note No.1.24 and No.38 of Standalone Financial Statements for the Financial Year ended on March 31, 2021</td></tr>
<tr><td>C</td><td>Details related to ESOS & SAR</td><td></td><td></td></tr>
<tr><td>(i)</td><td>A description of each ESOS/SAR that existed at any time during the year, including the general terms and conditions of each ESOS/SAR, including –</td><td colspan="2">The Company has a collective Scheme for ESOP and SAR namely, TDPSL Equity Based Compensation Plan 2019</td></tr>
<tr><td></td><td>(a) Date of shareholders' approval</td><td colspan="2">12.08.2019</td></tr>
<tr><td></td><td>(b) Total number of options/SARs approved under ESOS/SAR</td><td>5,63,884 Options.</td><td>3,99,216 ESAR</td></tr>
<tr><td></td><td>(c) Vesting requirements</td><td colspan="2">Stock Options / ESAR granted under TDPSL Equity Based Compensation Plan 2019 would vest not earlier than one year from the date of grant. The vesting shall happen every year equally with 33.33% of the number of options granted for 3 years from the date of grant of the options / ESAR and would be subject to continued employment with the Company. Vesting of Stock options/ESAR would be subject to fulfilment of conditions as stated in the said plan and performance criteria as may be decided by Nomination and Remuneration Committee (NRC).

The specific Vesting schedule and Vesting Conditions subject to which Stock Options/ESAR would vest are detailed in writing and provided to the Stock Option/ESAR Grantee at the time of the Grant of Options.</td></tr>
<tr><td></td><td>(d) Exercise/SAR price or pricing formula</td><td colspan="2">The exercise price decided by NRC for each option / ESAR is Rs.67.25/- and face value of share i.e Rs. 10/- respectively.

The exercise Price per ESOP is determined by the NRC considering the 50% discount on market price per share as on date of Grant of options (i.e. August 16, 2019).</td></tr>
</table>

ANNEXURE - 10 (CONTD.)

	(e) Maximum term of options/SAR granted	Stock Options / ESAR granted under TDPSL Equity Based Compensation Plan 2019 shall be capable of being exercised within a period not more than four years from the date of vesting of respective employees' stock options/ESAR.	
	(f) Source of shares (primary, secondary or combination)	Secondary	Primary
	(g) Variation in terms of options /Scheme	None	
(ii)	**Method used to account for ESOS/SAR - Intrinsic or fair value**	Fair value	
(iii)	**Where the company opts for expensing of the options/SAR using the intrinsic value of the options/SAR, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options/SAR shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.**	Not applicable	
(iv)	**Option/SAR movement during the year**		
	Number of options/SAR outstanding at the beginning of the period i.e. 01.04.2020	Nil	
	Number of options/SAR granted during the year i.e. 2020-21	Nil	
	Number of options/SAR forfeited / lapsed during the year i.e. 2020-21	Nil	
	Number of options/SAR vested during the year i.e. 2020-21	187,961 Options	133,072 ESARs.
	Number of options/SAR exercised during the year i.e. 2020-21	187,961 Options	Nil
	Number of shares arising as a result of exercise of options during i.e. 2020-21	187,961 equity shares which were bought from secondary market by TDPSL trust have been transferred to ESOP allottees. No fresh shares were issued by the Company.	
	Money realized by exercise of options (INR), if scheme is implemented directly by the company during 2020-21	Not applicable as the scheme is implemented by TDPSL Trust.	
	Loan repaid by the Trust during the year from exercise price received	Rs. 1,19,67,878/-	
	Number of Stock options/SAR outstanding at the end of the year	3,75,923 Options	3,99,216 ESARs
	Number of options/SAR exercisable at the end of the year	Nil	133,072 ESARs
(v)	**Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.**	Weighted Average exercise price for ESOP & ESAR is Rs.67.25 – and Rs. 10/- respectively. Rs.78.04 -Weighted-Average fair values	

ANNEXURE - 10 (CONTD.)

(vi) Employee wise details (name of employee, designation, number of options/SAR granted during the year, exercise price) of options//SAR granted to – Not applicable as during the no options / SARs were granted.

a) Any other employee who receives a grant in any one year of option//SAR amounting to 5% or more of option granted during that year – Not applicable

b) Identified employees who were granted option/SAR, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant; -Nil

(vii) A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information

(a)	the weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model;	Refer Note 50 of Standalone Financials Statement.
(b)	the method used and the assumptions made to incorporate the effects of expected early exercise;	Not applicable
(c)	how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and	Since each vest has been considered as a separate grant, the volatility for periods corresponding to the expected lives of different vests, prior to the grant date. Volatility has been calculated based on the daily closing market price of the Company's stock price on NSE over these years,
(d)	Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.	There are no market conditions attached to the grants or vests. There are no other specific features of the option except option grant price and Vesting period that were incorporated in to the measurement of fair value.

Details related to Trust

The following details, inter alia, in connection with transactions made by the Trust meant for the purpose of administering the TDPSL Equity Based Compensation Plan 2019 scheme under the regulations are as follows:

(i) General information

Sl. No.	Particulars	Details
1	Name of the Trust	TDPSL EMPLOYEE WELFARE TRUST
2	Details of the Trustee(s)	1. Ms. Prabhamani S 2. Mr. R Vasudeva Murthy
3	Amount of loan disbursed by company / any company in the group, during the year	Rs.8,30,82,000/-
4	Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year	Rs.5,63,47,997/-
5	Amount of loan, if any, taken from any other source for which company / any company in the group has provided any security or guarantee	Not applicable
6	Any other contribution made to the Trust during the year	Not applicable

Note: The sources of repayment of loan to trust is from dividend received by it in respect of shares held and exercised price paid by grantees. Any shortfall in the loan repayable by the trust represents the options cost already accounted by the Company.

ANNEXURE - 10 (CONTD.)

(ii) Brief details of transactions in shares by the Trust

Sl. No.	Particulars	Details
1	Number of shares held at the beginning of the year;	5,63,844 Equity Shares
2	Number of shares acquired during the year through (i) primary issuance (ii) secondary acquisition, also as a percentage of paid up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share;	Nil
3	Number of shares transferred to the employees / sold along with the purpose thereof;	1,87,961 Equity Shares have been transferred to employees.
4	Number of shares held at the end of the year.	3,75,883 Equity Shares

(iii) In case of secondary acquisition of shares by the Trust

Number of shares	As a percentage of paid-up equity capital as at the end of the year immediately preceding the year in which shareholders' approval (i.e. August 12, 2019) was obtained.
Held at the beginning of the year	1.81%
Acquired during the year	Nil
Sold during the year	Nil
Transferred to the employees during the year	0.61%
Held at the end of the year	1.21%

For and on behalf of the Board of Directors

Ahmedabad
August 12, 2021

Mohib N. Khericha
Chairman

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ANNEXURE - 11

THE BUSINESS RESPONSIBILITY REPORT (BRR) 2020-21

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

<table>
<tr><td>1</td><td>Corporate Identity Number (CIN) of the Company</td><td colspan="4">L31103KA1999PLC025071</td></tr>
<tr><td>2</td><td>Name of the Company</td><td colspan="4">TD Power Systems Limited</td></tr>
<tr><td>3</td><td>Registered address</td><td colspan="4"># 27, 28 and 29, KIADB Industrial Area, Dabaspet, Nelamangala Taluk, Bangalore – 562111</td></tr>
<tr><td>4</td><td>Website</td><td colspan="4">www.tdps.co.in.</td></tr>
<tr><td>5</td><td>E-mail id</td><td colspan="4">srivatsa.n@tdps.co.in</td></tr>
<tr><td>6</td><td>Fiscal Reported</td><td colspan="4">April 01, 2020 - March 31, 2021</td></tr>
<tr><td>7</td><td>Sector(s) that the Company is engaged in (industrial activity code wise)</td><td colspan="4">Code No. 271 - Manufacturers of AC Generators and Electric Motors
Aforesaid code is as per National Industrial Classification 2008 - Ministry of Statistics and Programme Implementation, Government of India.</td></tr>
<tr><td>8</td><td>List three key products/services that the Company manufactures/provides (as in balance sheet)</td><td colspan="4">AC Generators manufacture, Customized Electric Motors manufacture, Project business</td></tr>
<tr><td>9</td><td>Total number of locations where business activity is undertaken by the Company</td><td colspan="4">The Company carries out its business directly and through its subsidiary companies as below:
1. National locations- The manufacturing facilities, Corporate & Registered offices are situated in Dabaspet, Nelamangala Taluk, Bangalore Rural District catering to customers in the domestic & International customers.
2. International locations-The Company operates in USA, Germany, Japan & Turkey through its wholly owned foreign subsidiaries. Turkey is the first international manufacturing location.</td></tr>
<tr><td rowspan="3">10</td><td rowspan="3">Markets served by the Company –Local/State/National/International</td><td>Local</td><td>State</td><td>National</td><td>International</td></tr>
<tr><td>✓</td><td>✓</td><td>✓</td><td>✓</td></tr>
<tr><td colspan="4">The Company has its footprint in both National and International market. In domestic market the company serves countrywide. In the international markets the Company has installations in more than 80 countries and continues to grow.</td></tr>
</table>

SECTION B: FINANCIAL DETAILS OF THE COMPANY

(Rs. In Lakhs)

Sl. No.	Particulars	For the Fiscal 2020-2021	
		Standalone	**Consolidated**
1	Paid up Capital (INR)	3,093.34	3,093.34
2	Total Turnover (INR)	49,941.43	59,358.43
3	Total Profit after taxes (INR)	1,747.75	4,520.44
4	Total comprehensive income (INR)	1,793.85	4,366.53
5	Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	Refer Annexure No.6 of the Annual Report for CSR activities 2020-21.	
6	List of activities in which expenditure in 4 above has been incurred	Refer as above.	

ANNEXURE - 11 (BRR CONTD.)

SECTION C: OTHER DETAILS

1	Does the Company have any Subsidiary Company/ Companies	The Company has one Indian and 4 overseas wholly owned subsidiaries – Turkey, Japan, USA & Germany
2	Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)	The subsidiaries are in the developmental stage of their respective business and hence have no active participation in the BR initiatives. However, as subsidiaries they follow the same practices.
3	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]	The Company does not prescribe suppliers or service providers to follow its BR initiatives. However, they do adopt best practices as advised by the Company from time to time. Some medium & large suppliers pursue their own BR initiatives.

SECTION D: BUSINESS RESPONSIBILITY (BR) INFORMATION

1. Details of Director/Directors / BR head responsible for BR

a)	**Details of the Director/Director responsible for implementation of the BR policy/policies**	The BR initiatives are informally led by the Managing Director with inputs from the CSR Committee and under overall supervision of Board of Directors.
b)	**Details of the BR head:**	
1	DIN Number	00062243
2	Name	Mr. Nikhil Kumar
3	Designation	Managing Director
4	Telephone number	080-22995700
5	e-mail id	Tdps@tdps.co.in

2. Principle-wise (as per NVGs) BR Policy/policies:

The Nine areas of Business Responsibility (Principles) in the National Voluntary Guidelines on Social, Environmental and Economic Responsibility of Business (NVGs) released by Ministry of Corporate Affairs are as follows:

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

ANNEXURE - 11 (BRR CONTD.)

a. Details of Compliance

<table>
<tr><th>Sl. No.</th><th>Questions</th><th>P1</th><th>P2</th><th>P3</th><th>P4</th><th>P5</th><th>P6</th><th>P7</th><th>P8</th><th>P9</th></tr>
<tr><td>1</td><td>Do you have a policy/policies for</td><td colspan="9">The Company's Integrated Management policy broadly integrates most of the above principles. Code of ethics and transparency, the HR policies, policy on conflict materials, quality policy and the CSR policy, safety and health policies currently in practice combined together represent the Business responsibility policy of the Company. A comprehensive BR policy is under preparation.</td></tr>
<tr><td>2</td><td>Has the policy being formulated in consultation with the relevant stakeholders?</td><td colspan="9">Policies / practices, SOP's and best practices have been formulated by considering input, feedback, sensitivities of the stakeholders as well business & operational imperatives wherever applicable.</td></tr>
<tr><td>3</td><td>Does the policy conform to any national / international standards? If yes, specify? (50 words)</td><td colspan="9">The policies are mapped against the principles of NVGS &compliant with applicable laws, business & operational needs.</td></tr>
<tr><td>4</td><td>Has the policy being approved by the Board?
Is yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?</td><td colspan="9">Certain policies are based on requirements of applicable law. The Company's CSR policy is approved by the Board of Directors. All policies are signed by the MD or a functional head so authorised.</td></tr>
<tr><td>5</td><td>Does the company have a specified committee of the Board/Director/Official to oversee the implementation of the policy?</td><td colspan="9">Yes.</td></tr>
<tr><td>6</td><td>Indicate the link for the policy to be viewed online?</td><td colspan="9">http://tdps.co.in/investor-relations/</td></tr>
<tr><td>7</td><td>Has the policy been formally communicated to all relevant internal and external stakeholders?</td><td colspan="9">The internal & external stakeholders have been informed of the policies as applicable.</td></tr>
<tr><td>8</td><td>Does the company have in-house structure to implement the policy/ policies?</td><td colspan="9">Yes</td></tr>
<tr><td>9</td><td>Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?</td><td colspan="9">Yes</td></tr>
<tr><td>10</td><td>Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?</td><td colspan="9">There is an internal system to ensure effective implementation of policies currently inforce.</td></tr>
</table>

b. If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

<table>
<tr><th>Sl. No.</th><th>Questions</th><th>P1</th><th>P2</th><th>P3</th><th>P4</th><th>P5</th><th>P6</th><th>P7</th><th>P8</th><th>P9</th></tr>
<tr><td>1</td><td>The Company has not understood the Principles</td><td colspan="9"></td></tr>
<tr><td>2</td><td>The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles</td><td colspan="9" rowspan="3">Not applicable</td></tr>
<tr><td>3</td><td>The company does not have financial or manpower resources available for the task</td></tr>
<tr><td>4</td><td>It is planned to be done within next 6 months</td></tr>
<tr><td>5</td><td>It is planned to be done within the next 1 year</td><td colspan="9">A comprehensive BR policy combining all the policies currently in practice is planned to be done in the next 6 months to 1 year.</td></tr>
<tr><td>6</td><td>Any other reason (please specify)</td><td colspan="9">Not applicable</td></tr>
</table>

3. **Governance related to BR**
   a) **Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year.**

   The policies are reviewed by the Managing Director Half yearly with the Functional heads. The CSR policy is reviewed annually the CSR committee.

   b) **Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this Report? How frequently it is published?**

   As stated above, the Company's Integrated Management policy broadly integrates most of the above principles. Code of ethics and transparency, the HR policies, policy on conflict materials, quality policy and the CSR policy, safety and health policies currently in practice combined together represent the Business responsibility policy of the Company.

SECTION E: PRINCIPLE-WISE PERFORMANCE

PRINCIPLE 1: BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH ETHICS, TRANSPARENCY AND ACCOUNTABILITY

TDPS's business philosophy is built on the key foundational values of ethics, transparency and accountability. The Company firmly believes that trust, integrity and credibility are key elements in creating value for its stakeholders. To ensure that these principles are adhered to, TDPS adopted a Company-wide 'Code of Conduct' (CoC) which describes integrity, cultural and good working norms as well as the process to address any violations. All employees of TDPS are required to adhere the CoC's requirements.

In order to enable employees to raise concerns to the Company's Management, the Company has also adopted a 'Whistle Blower Policy' to Report any unethical practice, fraud etc. suspected to be taking place for appropriate action. No employee is restricted from access to the Audit committee & all disclosures, non-compliance is Reported to the Audit committee.

The Code of conduct and Whistle blower policy are uploaded on the Company's web site at www.tdps.co.in.

All Directors and Senior Management personnel on annual basis are required to affirmed compliance of the CoC. A declaration to this effect, signed by the Managing Director, is given in the Annual Report. Also apart from above, the Senior Management personnel on annual basis also affirmed that they do not have any personal interest that may have a potential conflict with the interest of the company at large in material financial and commercial transactions of the Company.

1. **Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs /Others?**

   The policy relating to ethics, bribery and corruption is applicable to the company and all it's subsidiaries –both Indian & Overseas. The suppliers, service providers and contractors are encouraged to adopt these practices as a business partner.

2. **How many stakeholder complaints have been received in the past Fiscal and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.**

   During the year 168 queries/ complaints were received from customers relating to manufacturing, design, quality of generators within and after warranty period & packing and other issues of which 88.1% have been satisfactorily resolved and the balance have been attended to by the Company and is under various stages of resolution. To resolve customer complaints speedily, we have a network of service partners around the globe to serve the needs of customers backed by a strong service & engineering department.

   To assess customer satisfaction, a customer service satisfaction feedback form is obtained for each service visit which ranks our service on a rating scale of 1 to 5. The feedback forms also collect the observation and suggestion from the customer which are circulated to the concerned department to initiate necessary corrective action for avoiding recurrence of complaints. The feedback and suggestions are used for Root cause analysis & resultant design and manufacturing improvements. No complaints were received from the company's shareholders during the Year under Report.

ANNEXURE - 11 (BRR CONTD.)

PRINCIPLE 2: BUSINESSES SHOULD PROVIDE GOODS AND SERVICES THAT ARE SAFE AND CONTRIBUTE TO SUSTAINABILITY THROUGHOUT THEIR LIFE CYCLE

1. **List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.**

   As a leading Generator manufacturer TDPS conducts all its operations in a manner that provides products and services to meet customer expectations, protects environment, and ensures health and safety needs of employees and other interested parties. It is the strategic decision of TD Power systems Ltd to implement and integrate ISO 9001 : 2015, ISO 14001 : 2015 and BS ISO 45001 : 2018.

   The company manufactures Electrical generators & Spare parts related thereto. It also provides refurbishment of used generators of certain makes. These Generators are used with various prime mover applications fueled by steam, hydro, oil & also non fossil / renewable fuels like bagasse, biomass, municipal waste, waste heat from process plants, wind & gas contributing to social and environmental causes. As a part of our conflict mineral policy, it is ensured that our products or parts do not contain that conflict minerals such as Tin, Tungsten or Tantalum. Through our sourcing protocol it is ensured that no conflict materials are procured & we guide suppliers and vendors about our policy. We also partner with our customers in helping them to comply with disclosure requirements regarding such materials.

   The Generators are manufactured with focus on performance efficiency improvements to meet customer expectations. Our generators are designed to last at least 15-20 years, are environment friendly & help customers to produce power at competitive costs for captive consumption as well as for third party sale. Our design & R&D efforts are focused on developing social and environment friendly Generators & are continuously upgraded to produce high performance generators.

2. **For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional)**

   a) **Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?**

      The R& D, design and engineering functions constantly focus on value engineering to achieve significant reductions in consumption of material & consumables & the supply chain is a partner in this effort. The critical materials procurement is decentralized enabling the company to take advantage of both price and currency trends – both long term and short term. The efficiencies in the functionalities and performance of the generators enables cost savings for both the customer and the company.

   b) **Reduction during usage by consumers (energy, water) has been achieved since the previous year ?**

      As stated above, optimization of materials and processes both at the design, procurement and manufacturing levels through value engineering enables the company to stay competitive without compromising the quality of the machines. Supply of High quality generators at competitive prices enabled customer to maximize their return on investment and contributes to revenues.

3. **Does the company have procedures in place for sustainable sourcing (including transportation) ?**

   As stated above, in order to have a sustainable sourcing, procurement is decentralized enabling the company to take advantage of both price and currency trends – both long term and short term. The company is continuously strengthening its procurement efforts to have a sustainable policy for sourcing and procurement. The company is conscious of the expectations of various stake holders to take responsibility for the suppliers environmental, social an ethical practice. In order to meet these expectations & manage risks the company monitors procurement and supply chain processes continuously.

   a) **If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.**

      It is difficult to quantify exactly in terms of percentage of inputs that was sourced sustainably, the Company is increasingly focused on sustainable sourcing and it is on rise.

4. **Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work ?**

   The manufacturing units of the Company are located in a rural area with no ancillary industrial activity. However, due to its proximity to certain industrial areas, the company procures its component requirements from small / medium units located in some of the industrial estates in and around Bangalore. During the year under Report, about 55% of total procurement in value terms are procured from sources including small / medium units located in around Bangalore where its manufacturing units are located.

a) **If yes, what steps have been taken to improve their capacity and capability of local and small vendors ?**

The company engages in continuous training & skill improvement with its vendors to ensure sustainable quality of the components. We also support some of the critical vendors with Machinery / equipment support on easy terms to upgrade their manufacturing capabilities.

5. **Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.**

The manufacturing process does not involve recyclable materials. The main materials are electrical grade steel & copper rods which are drawn into strips and enamel wires which cannot be recycled. Other components comprise of steel fabrications like forgings etc. which undergo certain machining process and the metal residue arising out of such machining is sold as metal scrap. The resin used for the vacuum pressure impregnation process has a certain life after which it loses its properties, becomes unusable & is disposed with required process.

PRINCIPLE 3: BUSINESSES SHOULD PROMOTE THE WELL BEING OF ALL EMPLOYEES

Sl. No.	Category	comment
1.	Please indicate the Total number of employees.	1,147*
2.	Please indicate the Total number of employees hired on temporary/contractual/casual basis.	272
3.	Please indicate the Number of permanent women employees.	35
4.	Please indicate the Number of permanent employees with disabilities	NIL
5.	Do you have an employee association that is recognized by management.	Yes (TDPSWU)
6.	What percentage of your permanent employees is members of this recognized employee association?	271

**Including figures as mentioned for category 2 mentioned point no. 2*

7. **Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last Fiscal and pending, as on the end of the Fiscal.**

There were no complaints during the Fiscal 2021 relating to the above.

8. **What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?**

Category	Safety training (%)	skill up-gradation training (%)
a) Permanent Employees	100%	50%
b) Permanent Women Employees	100%	60%
c) Casual/Temporary/Contractual Employees	100%	50%
d) Employees with Disabilities	NIL	NIL

PRINCIPLE 4 : BUSINESSES SHOULD RESPECT THE INTERESTS OF, AND BE RESPONSIVE TOWARDS ALL STAKEHOLDERS, ESPECIALLY THOSE WHO ARE DISADVANTAGED, VULNERABLE AND MARGINALIZED

1. **Has the company mapped its internal and external stakeholders ?**

Yes, the key stakeholders of the Company are employees, customers, shareholders, suppliers & contractors, government authorities, trade & chamber association, communities around the location of the company's facilities.

2. **Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders ?**

Interests of all the stake holders are to be taken into consideration for a sustainable business eco system.

ANNEXURE - 11 (BRR CONTD.)

3. **Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders? If so, provide details thereof, in about 50 words or so.**

   As part of its CSR activities, the company has participated in new project “school readiness program in community schools’ for early childhood Education. The details of the same in provided in Annexure 6 of the Directors Report. Also the company provides employment to people of the rural area in which it is located. The company prioritizes engaging with small & medium vendors for its components and also involves in skill and financial support as may be required.

PRINCIPLE 5: BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

1. **Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others ?**

   Policies on this aspect including on Health, rewards & recognition, growth opportunity, in house social activities, learning, development & education are primarily applicable to the Company. However, the company encourages it's business partners, vendors and service providers to adopt these policies as may be best suited to them.

2. **How many stakeholder complaints have been received in the past Fiscal and what percent was satisfactorily resolved by the management ?**

   The Company has not received any compliant with respect to human rights in the Fiscal 2020-21.

PRINCIPLE 6: BUSINESS SHOULD RESPECT, PROTECT, AND MAKE EFFORTS TO RESTORE THE ENVIRONMENT

1. **Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/Suppliers/ Contractors/NGOs/others.**

   The policy applies to the wholly owned subsidiaries & all the stake holders.

2. **Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.**

   The manufacturing process does not have any environmental issues such as effluent, chemical or gas discharges. Our product- AC generators support green, renewable & waste to energy initiatives. One of the critical parts of the company's integrated management systems is it's Safety, Health and Environment (SHE) policy. The Company focuses on "SHE" responsibility amongst all the employees in their practices, promote and value their involvement in achieving the goals of this policy. Fix the responsibility of "SHE" with the contractors, Sub-Contractors, Transporters and all other external providers operating with the TDPS. The company is concerned about global environmental issues such as climate change, global warming etc. & supports all efforts in these areas.

   The Environment Management System adopted by TDPS adopted is certified with ISO 14001-2015 by a reputed certification agency.

3. **Does the company identify and assess potential environmental risks ?**

   Basically, the manufacturing process does not have potential environmental risks. However, the Company continuously evaluates its processes to identify, assess & minimize environmental risks if any, in its manufacturing operations. The design and development efforts of the company are directed towards designing machines with high level of efficiency for renewable energy, green power and waste to energy applications which contribute to mitigating environmental risks.

4. **Does the company have any project related to Clean Development Mechanism ? If so, provide details thereof, in about 50 words or so. Also, if yes, whether any environmental compliance Report.**

   The company is not part of any Clean Development Mechanism (CDM) projects. However, the generators manufactured by the company cater to renewable energy including wind energy & other climate friendly energy sources thus contributing indirectly to CDM.

5. **Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.**

   As stated aforesaid, the company is constantly involved in design improvements to bring about energy efficiency of its machines. Our generators cater to renewable energy and clean energy applications. As part of energy saving initiatives LED lighting system has been installed enhancing ambient lighting as well as significant savings in energy consumption.

6. **Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the Fiscal being Reported?**

   Basically, the manufacturing process does not give rise to emissions. The waste generated as stated earlier are not polluting or harmful. The manufacturing units are compliant of the Consents by the SPCB. An effluent and Sewage treatment plant is installed to recycle the waste water and use it for plantation inside the Factory premises for upkeep of the trees. TDPS conducts environmental day on June 5th every year and plants trees inside the factory and its surroundings in which Employees are also involved. Environmental compliance is monitored as per KSPCB regulations and Ambient Air quality is met as per the regulations.

7. **Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Fiscal.**

   No show cause notices were received as on the end of the year under Report.

PRINCIPLE 7: BUSINESSES, WHEN ENGAGED IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A RESPONSIBLE MANNER

1. **Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:**

   The Company is a member of Bangalore Chamber of Industry and Commerce, Federation of Karnataka Chamber of commerce & Industry, Indo German chamber of commerce & Karnataka Employers' Association.

2. **Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others) .**

   The company generally participates and shares ideas with the associations regarding economic reforms and sustainable business eco system.

PRINCIPLE 8: BUSINESSES SHOULD SUPPORT INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

1. **Does the company have specified programs/initiatives/projects in pursuit of the policy related to Principle 8 ? If yes details thereof.**

   The policies detailed at various points above represent the company's focus along with partners, vendors and service providers in meeting the above objectives. The Company's social projects as detailed in Annexure 6 to the Directors Report represent its intent in supporting these objectives.

2. **Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization ?**

   The CSR program is implemented in partnership with an external CSR agency having requisite competence.

3. **Have you done any impact assessment of your initiative ?**

   Our initiatives under various policies as aforesaid have enabled in promoting a safe, healthy & environment friendly operations and product. The focus on vendor skill development and financial support have enabled the company in promoting quality components and a sustainable vendor source. The impact of our CSR initiative is as Reported under Annexure 6 of the Directors Report.

4. **What is your company's direct contribution to community development projects - Amount in INR and the details of the projects undertaken.**

   The details of projects undertaken and contribution therein by the Company have been disclosed in Annexure 6 of the Directors Report 2021.

5. **Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.**

   An important objective of our CSR initiative is emphasis on Institutional capacity building & educational campaigns. Effective Citizen Monitoring Groups to monitor village water bodies and waste management and ward level task forces to ensure waste segregation and disposal have been formed by citizen participation. Swatch Mitra Group has been strengthened. As part of information and education programs, training sessions continue to be held in waste segregation,

ANNEXURE - 11 (BRR CONTD.)

jathas and awareness campaigns are held in schools and neighbour hoods by local residents in partnership with us to spread awareness about sanitation and health. The above initiatives are a step towards a local eco system which will eventually take ownership of the programs and make it sustainable

PRINCIPLE 9: BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CUSTOMERS AND CONSUMERS IN A RESPONSIBLE MANNER

1. **What percentage of customer complaints/consumer cases are pending as on the end of fiscal.**

   As on March 31, 2021, about 11 % of the customer queries / complaints are pending of which about 6% have been resolved until the date of this Report. The balance 5% of the complaints minor in nature & are open mostly awaiting customer confirmation as well as due to the ongoing Pandemic.

2. **Does the company display product information on the product label, over and above what is mandated as per local laws?**

   The product information in compliance of IEC (Europe), NEMA (USA) and BIS standards (India) are displayed on the product label fixed to the generators depending on the customer/ user origin.

3. **Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behavior during the last five years and pending as on end of Fiscal. If so, provide details thereof.**

   Not such cases were filed against the company.

4. **Did your company carry out any consumer survey/ consumer satisfaction trends?**

   In addition to what is stated under Principle 1 above, the Company has a well-established system in place for dealing with customer feedback. Multiple options like email, telephone, website, feedback form etc. are available to the customer to communicate with the Company's marketing & service functions around the clock.

For and on behalf of the Board of Directors

Ahmedabad
August 12, 2021

Mohib N. Khericha
Chairman

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STANDALONE FINANCIAL STATEMENTS

INDEPENDENT AUDITORS' REPORT

To

THE MEMBERS OF
TD POWER SYSTEMS LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of **TD Power Systems Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity, the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements") in which are included the financial statements of the Japan Branch for the year ended on that date audited by the Branch Auditor of the Company located at Japan.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind-AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31,2021, its profit, total Comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion:

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with the requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Emphasis of Matter

We draw attention to Note No. 53 and Note No. 54 in the standalone financial statements, which describes the evaluation of the carrying value of investments in the subsidiaries and impact of COVID-19 carried out by the management of the company on the company's business operations, financial position, carrying value of various assets including investment in subsidiaries and the uncertainties associated with such an evaluation in the present circumstances and that the impact may be different from that assessed as at the date of approval of these financial statements.

Our opinion is not modified in respect of the above matters.

Key Audit Matters:

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Revenue Recognition for contracts with customers:

Reasons why the matter was determined to be a key audit matter: The Company generates a significant portion of the business by manufacturing AC Generators and Electric Motors for various applications which are specifically designed and tailor-made to suit the needs of the customers based on their requirements and specifications. The Company recognises revenue in accordance with IND AS 115 Revenue from contracts with customers, generally when or as the entity satisfies a performance obligation by transferring a promised goods, services to a customer; i. e. when the customer is able to direct the use of the transferred goods or services and obtains substantially all of the remaining benefits, provided a contract with enforceable rights and obligations exists and amongst others collectability of consideration is probable taking into account the creditworthiness of the customers. These assessments include, in particular, the scope of deliveries and services required to fulfill contractually defined obligations.

Auditor's response: As part of our audit, we obtained an understanding of the Company's internally established methods, processes and control mechanisms from order to delivery. We have also assessed the design and operating effectiveness of the internal controls by obtaining an understanding of such business transactions, and testing controls over these processes.

As part of our substantive audit procedures, we evaluated the management's assumptions based on a risk-based selection of a sample of contracts. We have carried out verification of documents relating to these sales that include the documents for final testing dispatch of goods or acknowledgment of acceptance of the goods. We performed cut-off procedures to ensure that year-end sales are in line with the revenue recognition policy of the Company. The performance of obligations is considered complete, generally when the testing of goods is completed/customer has accepted the goods.

We have also discussed with the management the likelihood of any changes in the terms of non-fulfilment of obligation by the customers, arising from the impact of COVID-19.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the Management Discussion and Analysis, Board of Directors' report, Corporate Governance Report and other information published along with but does not include the standalone financial statements and the consolidated financial statements and our auditor's report thereon. The Management Discussion and Analysis, Board of Directors' report, Corporate Governance Report etc., is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. When we read the Management Discussion and Analysis, Board of Directors' report, Corporate Governance Report etc., if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance. In case of uncorrected material misstatement, we are required to communicate to other stakeholders as appropriate as well as to take action, applicable under applicable laws and regulations, if any.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including 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, read with relevant rules issued thereafter.

This responsibility also includes the 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Board of Directors 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 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 are also responsible for overseeing the Company's financial reporting process.

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

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as

INDEPENDENT AUDITORS' REPORT (CONTD.)

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 upto the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the standalone 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.

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

Other Matters

We did not audit the financial statements of Japan Branch included in the standalone financial statements of the Company whose financial statements reflect total assets of Rs. 2,595.65 lakhs as at 31st March, 2021 and total revenues of Rs. 1,698.33 lakhs for the year ended on that date, as considered in the standalone financial statements. The financial statements of the Branch have been audited by the branch auditors whose report has been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of the Branch, is based solely on the report of such Branch Auditors.

Our opinion is not modified in respect of the above matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ('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 the paragraph 3 and 4 of the said Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   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 and proper returns adequate for the purpose of our audit have been received from the Branch not visited by us, but audited by the Branch Auditors.

   c. The report on the accounts of one branch office audited under section 143 by a person other than the company's auditor has been forwarded to us as required by sub-section (8) of section 143 and have been properly dealt with in preparing our report in the manner considered necessary by us;

   d. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account and with the returns received from the branch not visited by us, but audited by the Branch Auditors.

   e. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014;

   f. On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.

   g. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in '**Annexure B**';

   h. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended;

      In our opinion and to the best of our information and according to the explanations given to us and as stated in Note No. 44. the remuneration payable to the Managing Director is subject to the approval of the shareholders.

   i. 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:

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

i. the Company has disclosed pending litigations in its standalone financial statements, the impact if any on the final settlement of these litigations on its financial position is not ascertainable at this stage – Refer Note No 36 of standalone financial statements;

ii. the Company did not have any long-term contracts for which there were any material foreseeable losses. Refer Note No. 41(b) of the standalone financial statements; and

iii. there has been no delay in transferring amounts, to be transferred to the Investor Education and Protection Fund by the Company during the year - Refer Note 41(c) of standalone financial statements.

For **VARMA & VARMA**
Chartered Accountants
FRN 004532S

K.P.SRINIVAS
Partner
M. No. 208520
UDIN : 21208520AAAAIW6397

Place : Bangalore
Date : 19-05-2021

Annexure referred to in paragraph 1 under the heading 'report on Other Legal and Regulatory Requirements' of our Independent Auditor's Report of even date on the Standalone Financial Statements of TD Power Systems Limited for the year ended 31st March 2021.

In respect of its Property, plant and equipment:

(a) The Company has maintained proper records which are showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a programme of physical verification of Property, plant and equipment of the Company, which in our opinion, is reasonable having regard to the size of the Company and nature of its assets. According to the information and explanations given to us, there were no material discrepancies identified on such verification when compared with available records of the Company.

(c) According to the information and explanations given to us and as per verification of the records of the Company, the title deeds of the immovable properties, are held in the name of the Company as at the balance sheet date.

II. The inventory has been physically verified by the management during the year and after the year end. In our opinion, the frequency of verification is reasonable considering the circumstances at the year end. No material discrepancies were noticed on such physical verification.

III. According to the information and explanations given to us, the Company has granted unsecured loans to 3 wholly owned foreign subsidiaries which are covered in the register maintained under section 189 of the Act.

a. The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company's interest.

b. The schedule of repayment of principal and payment of interest has been stipulated, the loans are renewed on maturity and the interest has been received as stipulated.

c. There is no overdue amount remaining outstanding as at the balance sheet date.

IV. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of the 186 of the Act in respect of the loans granted and guarantees provided to the subsidiaries. There was no loan granted or guarantee provided to other parties.

V. According to the information and explanations given to us, the Company has not accepted any deposit from the public during the year. Accordingly, the provisions of paragraph 3(v) of the Order is not applicable.

VI. We have broadly reviewed the books of account and records maintained by the Company pursuant to the Rules made by the Central Government, for the maintenance of cost records under Section 148(1) of the Companies Act, 2013 and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the accounts and records with a view to determining whether they are accurate or complete.

VII.(a) According to the information and explanations given to us and as per our verification of the records of the Company, the Company has been generally regular in depositing undisputed statutory dues including Provident fund, Employee's State Insurance, Income Tax, Sales Tax, Value Added Tax, Custom Duty, Excise Duty, Goods and Service Tax, Cess and other statutory dues with the appropriate authorities during the year to the extent applicable. There are no arrears of undisputed statutory dues of a material nature outstanding as at the last day of the financial year for a period of more than six months from the date on which they became payable.

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT (CONTD.)

(b) According to the information and explanations given to us and as per our verification of the records of the Company, no disputed amounts of Income tax or sales tax or Goods and service tax or duty of custom or duty of excise or value added tax have not been deposited with appropriate authorities as at 31st March 2021, except for the following:

Name of the Statute	Nature of the dues	Amount (Rs. In Lakhs)	Period (financial year) to which the amount relates to	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	15.80	2011-12	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	27.56	2015-16	Commissioner of Income Tax (Appeals)

VIII. According to the information and explanations given to us and as per our verification of the records of the Company, the Company has not defaulted in repayment of its dues to the banks and financial institution. The company does not issued any debentures and there are no loans or borrowings from Government.

IX. According to the information and explanations given to us and as per our verification of records of the Company, the Company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year. The company has not availed any term loans during the year. Accordingly, the provisions of paragraph 3(ix) of the Order are not applicable.

X. According to the information and explanations given to us and as per our verification of records of the Company, no fraud either by the Company or on the Company by its officers or employees has been noticed or reported during the year.

XI. According to the information and explanations given to us and as per our verification of records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of the Section 197 read with Schedule V of the Act.

XII. In our opinion and according to the information given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

XIII. According to the information and explanations given to us and as per our verification of records of the Company, transactions with the related parties are in compliance with the sections 177 and 188 of the Act and details of such transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards.

XIV. According to the information and explanations given to us and as per our verification of records of the Company, the Company has not made preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable.

XV. According to the information and explanations given to us and as per our verification of records of the Company, the Company has not entered into non-cash transactions with the directors or persons connected with the directors. Accordingly, paragraph 3 (xv) of the Order is not applicable.

XVI. According to the information and explanations given to us the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **VARMA & VARMA**
Chartered Accountants
FRN 004532S

K.P.SRINIVAS
Partner
M. No. 208520
UDIN : 21208520AAAAIW6397

Place : Bangalore
Date : 19-05-2021

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

ANNEXURE REFERRED TO IN PARA 2 (g) "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF THE INDEPENDENT AUDITOR'S REPORT

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

We have audited the internal financial controls over financial reporting of **TD Power Systems Limited** ("the Company") as of 31 March 2021 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of 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 system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that;

(1.) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2.) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and

(3.) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **VARMA & VARMA**
Chartered Accountants
FRN 004532S

K.P.SRINIVAS
Partner
M No.208520
UDIN : 20208520AAAAGW2947

Place: Bangalore
Date : 12-08-2020

BALANCE SHEET AS AT MARCH 31, 2021

Amount in ₹ Lakhs

	Note No.	As at 31.03.2021		As at 31.03.2020	
I. ASSETS					
Non - current assets					
Property, plant and equipment	2	16,561.42		17,443.51	
Capital work in progress	3	25.15		64.54	
Intangible assets other than goodwill	4	399.29		190.33	
Intangible assets under development	5	32.10		-	
Financial assets					
Investments	6	3,771.63		3,771.63	
Loans to subsidiaries	7	1,017.38		1,130.71	
Other financial assets	8	122.80		162.34	
Other non-current assets	9	1,782.37	23,712.14	1,970.17	24,733.23
Current assets					
Inventories	10	14,574.46		12,586.49	
Financial assets					
Trade receivables	11	17,578.02		18,676.42	
Cash and cash equivalents	12	3,777.81		6,348.92	
Bank balances other than cash and cash equivalents	13	11,685.58		7,688.61	
Other financial assets	14	1,947.87		993.42	
Other current assets	15	2,619.59	52,183.33	3,907.44	50,201.30
TOTAL			**75,895.47**		**74,934.53**
II. EQUITY AND LIABILITIES					
Equity:					
Equity share capital	16	3,093.34		3,093.34	
Other equity	17	44,349.29	47,442.63	42,354.63	45,447.97
Non - current liabilities					
Provisions	18	452.59		450.82	
Deferred tax liabilities (Net)	19	627.21	1,079.80	649.82	1,100.64
Current Liabilities					
Financial Liabilities:					
Borrowings	20	5,199.60		6,766.80	
Trade payables					
- total outstanding dues of micro enterprises and Small enterprises	21	60.26		53.21	
- total outstanding dues of creditors other than micro enterprises and Small enterprises		10,139.40		13,197.14	
Other financial liabilities	22	7,258.38		5,100.10	
Other current liabilities	23	3,777.67		2,555.25	
Provisions	24	322.58		313.07	
Current tax liability - Net	25	615.15	27,373.04	400.35	28,385.92
TOTAL			**75,895.47**		**74,934.53**

The accompanying notes form an integral part of the financial statements

For and on behalf of Board of Directors of
TD Power Systems Limited
CIN No. L31103KA1999PLC025071

Mohib N Khericha
Chairman
DIN: 00010365
Place: Ahmedabad

Nikhil Kumar
Managing Director
DIN:00062243
Place: Frankfurt

M N Varalakshmi
Chief Financial Officer
Place: Bangalore

N Srivatsa
Company Secretary
Membership No. F4699
Place: Bangalore

This is the balance sheet referred to in our report of even date attached

For **Varma & Varma**
Chartered Accountants
Firm Registration No. 004532S

K P Srinivas
Partner
Membership No.208520

Place:Bangalore
Date: 19th May 2021

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2021

Amount in ₹ Lakhs

		Note No.	Year ended 31.03.2021		Year ended 31.03.2020	
I	Revenue from operations	26		49,941.43		47,894.20
II	Other income	27		1,268.50		1,515.09
III	**TOTAL REVENUE (I+II)**			**51,209.93**		**49,409.29**
IV	**Expenses**					
	Cost of materials consumed	28	35,077.29		34,640.54	
	Purchases for project business, net of changes in inventories of stock in trade	29	778.32		1,717.82	
	Changes in inventories of finished goods, work in progress and stock in trade	30	(1,428.04)	34,427.57	(2,475.04)	33,883.32
	Employee benefits expense	31		7,308.72		6,723.63
	Finance costs	32		445.85		545.00
	Depreciation and amortization expense	33		2,096.83		2,199.77
	Other expenses	34		4,579.37		4,415.07
	TOTAL EXPENSES			**48,858.34**		**47,766.79**
V	**Profit/(loss) before exceptional items and tax (III-IV)**			**2,351.59**		**1,642.50**
VI	Exceptional Items	35		-		215.94
VII	**Profit/(loss) before tax (V-VI)**			**2,351.59**		**1,858.44**
VIII	**Tax expense:**					
	Current tax (Refer Note No. 39C)		626.46		755.07	
	Deferred tax		(22.62)		(513.57)	
	Excess provision of income tax of earlier years		-	603.84	(26.92)	214.58
IX	**Profit/(loss) for the year (VII-VIII)**			**1,747.75**		**1,643.86**
X	**Other comprehensive income**					
	Items that will not be reclassified to profit or loss					
	Remeasurement of defined benefit plans		136.13		(119.44)	
	Income tax on defined benefit plans					
	-Current Tax (Refer Note No. 39C)		(34.26)			
	- Deferred tax	37	-	101.87	30.07	(89.37)
	Items that will be reclassified to profit or loss					
	Exchange difference on translation of foreign operations		(55.77)	(55.77)	135.66	135.66
	Total			**46.10**		**46.29**
XI	**Total comprehensive income for the year (X-XI)**			**1,793.85**		**1,690.15**
XII	Earnings per equity share of Rs. 10/- each:					
	Basic (in ₹)	38		5.73		5.36
	Diluted (in ₹)			5.65		5.31

The accompanying notes forms an integral part of the financial statements

For and on behalf of Board of Directors of
TD Power Systems Limited
CIN No. L31103KA1999PLC025071

Mohib N Khericha
Chairman
DIN: 00010365
Place: Ahmedabad

Nikhil Kumar
Managing Director
DIN:00062243
Place: Frankfurt

M N Varalakshmi
Chief Financial Officer
Place: Bangalore

N Srivatsa
Company Secretary
Membership No. F4699
Place: Bangalore

This is the statement of profit and loss referred to in our report of even date attached

For **Varma & Varma**
Chartered Accountants
Firm Registration No. 004532S

K P Srinivas
Partner
Membership No.208520

Place:Bangalore
Date: 19th May 2021

STATEMENT OF CHANGES IN EQUITY AS AT MARCH 31, 2021

Amount in ₹ Lakhs

Particulars	Equity Share Capital (Equity Shares of Rs.10 each issued, subscribed and fully paidup)	Other Equity							Total other equity attributable to equity share holders of the company
		Reserves and surplus				Stock option Outstanding Account	Shares Purchased by ESOP Trust	Exchange difference on translation of foreign operations	
		Securities Premium	Retained earnings	General reserve	Capital Redemption Reserve				
As at 1st April 2019	**3,100.92**	**19,118.91**	**20,309.07**	**2,939.63**	**222.84**	**-**	**-**	**3.88**	**42,594.33**
Profit for the year 1st April 2019 to 31st March 2020	-	-	1,643.86	-	-	-	-	-	1,643.86
Remeasurement of defined benefit plans for the year	-	-	(89.37)	-	-	-	-	-	(89.37)
Exchange difference on translation of foreign operations	-	-	-	-	-	-	-	135.66	135.66
Equity shares bought back during the year (Refer Note No. 16C)	(7.58)	-	-	-	-	-	-	-	-
Transfer to Capital Redemption Reserve in respect of equity shares bought back during the year in pursuance of Sec.69 of the Companies Act, 2013 (Refer Note No.16C)	-	(7.58)	-	-	7.58	-	-	-	-
Utilisation of Securities Premium for buy-back of equity shares (Refer Note No.16C)	-	(83.57)	-	-	-	-	-	-	(83.57)
Expenses on buyback of equity shares (Refer Note No.16C)	-	(0.27)	-	-	-	-	-	-	(0.27)
Transfer to Stock Options Outstanding account during the year (Refer Note No.50)	-	-	-	-	-	281.34	-	-	281.34
Shares Purchased by ESOP Trust (Refer Note No. 50)	-	-	-	-	-	-	(830.59)	-	(830.59)
Dividend received by TDPS ESOP Trust	-	-	-	-	-	-	8.46	-	8.46
Dividend including dividend distribution tax (DDT) for the year (Refer Note No. 47)	-	-	(745.84)	-	-	-	-	-	(745.84)
Interim Dividend including dividend distribution tax (DDT) Refer Note No.51)	-	-	(559.38)	-	-	-	-	-	(559.38)
As at 31st March 2020	**3,093.34**	**19,027.49**	**20,558.34**	**2,939.63**	**230.42**	**281.34**	**(822.13)**	**139.54**	**42,354.63**
As at 1st April 2020	**3,093.34**	**19,027.49**	**20,558.34**	**2,939.63**	**230.42**	**281.34**	**(822.13)**	**139.54**	**42,354.63**
Profit for the year 1st April 2020 to 31st March 2021	-	-	1,747.75	-	-				1,747.75
Remeasurement of defined benefit plans for the year	-	-	101.87	-	-	-	-	-	101.87
Exchange difference on translation of foreign operations	-	-	-	-	-	-	-	(55.77)	(55.77)
Transfer to Stock Options Outstanding account during the year (Refer Note No. 50)	-	-	-	-	-	303.74	-	-	303.74
Amount received from employee on exercise of ESOP	-	-	-	-	-	-	126.41	-	126.41
Amount transferred to shares purchased by ESOP Trust in respect of ESOP exercised during the period	-	-	-	-	-	(141.40)	141.40	-	-
Balance carrying value of shares in respect of ESOP exercised during the period transferred to Retained Earnings	-	-	(6.26)	-	-	-	6.26	-	-
Dividend received by TDPS ESOP Trust	-	-	-	-	-	-	2.68	-	2.68
Dividend for the year (Refer Note No. 47)	-	-	(232.02)	-	-	-	-	-	(232.02)
As at 31st March 2021	**3,093.34**	**19,027.49**	**22,169.68**	**2,939.63**	**230.42**	**443.68**	**(545.38)**	**83.77**	**44,349.29**

The accompanying notes forms an integral part of the financial statements

For and on behalf of Board of Directors of
TD Power Systems Limited
CIN No. L31103KA1999PLC025071

Mohib N Khericha
Chairman
DIN: 00010365
Place: Ahmedabad

Nikhil Kumar
Managing Director
DIN:00062243
Place: Frankfurt

M N Varalakshmi
Chief Financial Officer
Place: Bangalore

N Srivatsa
Company Secretary
Membership No. F4699
Place: Bangalore

This is the statement of changes in equity referred to in our report of even date attached

For **Varma & Varma**
Chartered Accountants
Firm Registration No. 004532S

K P Srinivas
Partner
Membership No.208520

Place:Bangalore
Date: 19th May 2021

STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31,2021

Amount in ₹ Lakhs

		Year ended 31.03.2021		Year ended 31.03.2020	
A	**CASH FLOW FROM OPERATING ACTIVITIES**				
	Net Profit before tax		2,351.59		1,858.44
	Adjustments for				
	Depreciation	1,962.77		2,145.26	
	Amortisation	134.06		54.51	
	(Profit) / Loss on disposal of Property, Plant and Equipments (including amount considered as exceptional item)	(10.50)		(254.56)	
	Unbilled revenue	53.10		(70.85)	
	Dividend Income from investment measured at fair value through Profit and Loss	-		(0.06)	
	Interest income on bank deposits	(634.70)		(614.18)	
	Interest income on financial assets (Non-convertible debentures carried at amortised cost)	(80.87)		(45.07)	
	Interest income accrued on financial assets (Non-convertible debentures carried at amortised cost)	(94.19)		(94.67)	-
	Interest on the loan given to subsidiaries	(47.76)		(76.33)	
	Interest expenses (including foreign exchange difference recorded as adjustment to borrowing cost)	445.85		545.00	
	Compensation expenses under Employee Stock Option Scheme	303.74		281.34	
	Unrealised foreign exchange loss /(gain) (net)	(295.10)		105.08	
	Provision for warranty claims	8.48		18.74	
	Provision for leave encashment	22.20	1,767.08	103.68	2,097.89
	Operating profit before working capital changes		**4,118.67**		**3,956.33**
	Adjustments for				
	Decrease/(Increase) in trade receivables	1,015.30		3,614.14	
	Decrease/(Increase) in other receivables	(3,006.57)		149.68	
	Decrease/(Increase) in inventories	(1,987.97)		(2,758.13)	
	(Decrease)/Increase in trade payables	(3,024.50)		475.91	
	(Decrease)/Increase in other payable & provisions	3,533.55	(3,470.19)	(449.08)	1,032.52
	Cash generated from operations		**648.48**		**4,988.85**
	Direct taxes paid including TDS		(678.54)		(787.79)
	Net Cash from/(used in) Operating Activities		**(30.06)**		**4,201.06**
B	**Cash flow from investing activities**				
	Payment for property, plant and equipments (net of transfer of CWIP to fixed assets)	(1,050.31)		(1,018.74)	
	Payment for intangible assets	(343.02)		-	
	Proceeds from disposal of property, plant and equipments	19.52		1,579.02	
	Investments in non-convertible debentures carried at amortised cost	-		(997.96)	
	Proceeds from repayment of loan given to subsidiary	85.36		213.49	
	Dividend received	-		0.06	
	Interest received on loan given to subsidiary	47.76		76.33	
	Interest received on bank deposits	667.23		706.34	
	Net Cash from/(used in) investing activities		**(573.46)**		**558.54**

STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31,2021 (CONTD.)

Amount in ₹ Lakhs

	Year ended 31.03.2021		Year ended 31.03.2020	
C. Cash flow from financing activities				
Proceeds from / (Repayment of) working capital borrowings (net)	(1,561.15)		924.60	
Equity shares bought back	-		(91.15)	
Expenses on buyback of equity shares	-		(0.27)	
Purchase of Shares for ESOP by Trust	-		(822.13)	
Proceeds from ESOP exercised received	126.41		-	
Interest paid	(306.89)		(378.66)	
Dividend Received by ESOP Trust	2.68		8.46	
Dividend Paid, including dividend distribution tax	(232.02)		(1,305.22)	
Net Cash from/(used in) financing activities		**(1,970.97)**		**(1,664.37)**
Effect of exchange rate changes on the balance of cash and cash equivalents held in foreign currencies		(52.39)		12.33
Net increase/(decrease) in cash and cash equivalents		**(2,626.88)**		**3,107.56**
Net Foreign exchange difference on translation of foreign operations		55.27		(135.66)
Cash and cash equivalents at the beginning of the year		6,348.92		3,377.02
Cash and cash equivalents at the end of the year		**3,777.81**		**6,348.92**
Cash and cash equivalents at the end of the year- constitute				
Balances with banks				
In current accounts		2,174.74		2,395.83
In EEFC account		507.72		2,170.20
In Cash Credit Account		412.85		-
In deposit accounts with less than 3 months maturity		680.00		1,780.00
Cash on hand		2.50		2.89
		3,777.81		6,348.92

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

The accompanying notes form an integral part of the financial statements

For and on behalf of Board of Directors of
TD Power Systems Limited
CIN No. L31103KA1999PLC025071

Mohib N Khericha
Chairman
DIN: 00010365
Place: Ahmedabad

Nikhil Kumar
Managing Director
DIN:00062243
Place: Frankfurt

M N Varalakshmi
Chief Financial Officer
Place: Bangalore

N Srivatsa
Company Secretary
Membership No. F4699
Place: Bangalore

This is the cash flow statement referred to in our report of even date attached

For **Varma & Varma**
Chartered Accountants
Firm Registration No. 004532S

K P Srinivas
Partner
Membership No.208520

Place:Bangalore
Date: 19th May 2021

SUMMARY OF ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2021

SIGNIFICANT ACCOUNTING POLICIES

Corporate Information

The Company is incorporated and domiciled in India. Consequent to a Special Resolution of the Members, passed at the Company's Extra Ordinary General Meeting held on 17th January 2011, the Company was converted to a Public Limited Company by altering its Articles of Association in terms of Section 31 read with Section 44 of the Companies Act 1956, and a fresh Certificate of Incorporation dated 4th February 2011 was issued by the Registrar of Companies, Karnataka. The registered office of the Company is located at Dabaspet, Nelamangala Taluk Bangalore — 562 111. The Company is engaged in manufacturing AC Generators and Electric Motors for various applications which are specifically designed and tailor-made to suit the needs of the customers based on their requirements and specifications.

The financial statements for the year ended March 31, 2021 were approved by the Board of Directors and authorised for issue on 19th May 2021.

The company's subscription to the Share Capital of its Wholly Owned Subsidiaries included in investment under non-current assets as at 31st March 2021 are as follows:-

- 80,100 Equity Shares of USD 10- each in TD Power Systems USA Inc, USA
- 2000 Equity Share of JPY 10,000 each in TD Power Systems Japan Limited, JAPAN
- 550,000 * Equity Share of Euro 1 each in TD Power Systems Europe GmbH, EUROPE

  (* erstwhile Platin 1255 GmbH acquired by the company during January 2016)
- 59,99,998 Equity Shares of Rs.10 each in D F Power Systems Private Limited (excluding two shares beneficially held by the Directors of the Company).
- 12,782 shares of Turkish Lira of 100.- each in TD Power System Jenerator Sanayi Anonim Sirketi which was incorporated on 21st June 2017

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 is used except for certain financial assets and liabilities that are measured at fair values at the end of each reporting period, as explained in accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. The standalone financial statements are presented in Indian Rupees ("Rs./INR/ ₹") and all values are rounded to the nearest lakhs (INR 00,000), except when otherwise indicated.

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

1.2 Use of estimates and judgments:

The preparation of the financial statements in conformity with recognition and measurement principles of Ind AS requires management of the Company to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses for the period presented. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed below. Accounting estimates could change from period to period and actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

1.3 Current versus non-current classification:

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

a An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or Cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

b A liability is treated as current when it is:

- Expected to be settled in normal operating cycle
- Held primarily for the purpose of trading
- Due to be settled within twelve months after the reporting period, or

- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

c Deferred tax assets/ liabilities are classified as non-current assets/ liabilities.

d Based on the nature of products/activities of the Company and the normal time between acquisition of the assets and the realization in cash and cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

1.4 Critical Accounting Estimates:

a. Revenue Recognition:

The Company uses the percentage-of-completion method in accounting for its service contracts. Use of the percentage-of-completion method requires the Company to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date.

b Property, Plant and Equipment:

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

c Intangible Assets

The capitalization of cost in intangible asset under development is based on judgement of the management that technological and economical feasibility is confirmed and that the assets will generate economic benefits in future. Based on the evaluations carried out the Company's management has determined that there is no factor which indicate that these assets have suffered any impairment loss.

d Investment in subsidiaries

The Company reviews its carrying value of investments carried at cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for. The management of the Company is confident that the investment does not require further provision for impairment based on the future projections and also considering the fact that some of the subsidiaries are at early stage of their operations.

e Provision and Contingent liability

The Company reviews pending cases, claims by third party and other contingencies, if any on an on-going basis. For contingent losses that are considered probable, estimated loss is recorded as an accrual in financial statements. Loss contingencies that are considered possible are not provided for but disclosed in the financial statements as contingent liabilities. Contingencies the likelihood of which are remote, are not disclosed in the financial statements. Gain contingencies are not recognized until the contingencies are resolved and the amounts are received or recoverable.

f Provision for Credit loss

The Company reviews the position of trade receivable and ascertains a provision for life time credit loss after considering the industry and economic conditions in which customer operate, the profile of the customer and the past experience.

1.5 Revenue Recognition:

The company recognises revenue, when or as the entity satisfies a performance obligation by transferring a promised goods or services to a customer; i. e. when the customer is able to direct the use of the transferred goods or services and obtains substantially all of the remaining benefits, provided a contract with enforceable rights and obligations exists and amongst others collectability of consideration is probable taking into account our customer's creditworthiness. With regards to the sale of products (a) where delivery is not considered to have occurred, and therefore no revenues are recognized, until the customer has taken title to the products and assumed the risks and rewards of ownership of the products specified in the purchase order or sales agreement. (b) Where dispatch has not been done but tests have been completed as per the terms agreed with the customer, revenue is the transaction price the company expects to be entitled to. Consideration is adjusted for the time value of money if the period between the transfer of goods or services and the receipt of payment is substantial and there is a significant financing benefit either to the customer or Company. If a contract contains more than one distinct good or service, the transaction price is allocated to each performance obligation based on relative stand-alone selling prices. If stand-alone selling prices are not observable, the Company reasonably estimates those. Revenue is recognized for each performance obligation either at a point in time or over the time.

Sales from construction-type contracts :

Revenues are recognized over time under the percentage-of-completion method, based on the percentage of costs incurred to date compared to total estimated costs. An expected loss on the contract is recognized as an expense immediately.

The percentage-of-completion method places considerable importance on accurate estimates of the extent of progress towards completion and may involve estimates on the scope of deliveries and services required for fulfilling the contractually defined obligations. These significant estimates include total estimated costs, total estimated revenues, contract risks, including technical, political and regulatory risks, and other judgments. Under the percentage-of-completion method, changes in estimates may lead to an increase or decrease of revenue. In addition, the company needs to assess whether the contract is expected to continue or to be terminated. In determining whether the continuation or termination of a contract is expected to be the most likely scenario, all relevant facts and circumstances relating to the contract are considered on an individual basis.

Revenues from services:

Revenues are recognized over time on a straight-line basis or, if the performance pattern is other than straight-line, as services are provided, i. e. the progress towards complete satisfaction using input method or output method.

Dividend Income:

Revenue is recognised when the Company's right to receive the payment is established.

Interest Income:

Interest income is recognised using effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of financial asset.

1.6 Export Incentives:

Export incentives are recognized in the statement of profit and loss when the right to receive credit as per the terms of the scheme is established in respect of exports made and when there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

1.7 Property, plant and equipment (PPE):

Initial Measurement:

Free hold land is carried at historical cost. All other items of Property, Plant and Equipment's are carried at cost of acquisition/construction net of recoverable taxes, less accumulated depreciation / amortization and impairment losses, if any. The cost includes incidental expenses relating to the acquisition and finance cost till assets are put to use, are capitalized. Stores, spares and parts which can be used only in connection with an item of plant or equipment and whose useful life is expected to be irregular are capitalized and depreciated over the useful life of the principal item of the relevant assets. Property, Plant and Equipment manufactured internally are capitalized at Factory Cost.

Capital Work in Progress:

Property, Plant and Equipment which are not yet ready for their intended use are carried at cost, comprising direct cost and related incidental expenses. Advances paid towards acquisition of PPE outstanding at each balance sheet date are classified as Capital advances under other non-current assets.

Depreciation and amortization:

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

ii. Freehold land is not depreciated.

iii. Depreciation is not recorded on capital work-in-progress until construction and installation are complete and the asset is ready for its intended use.

The estimated useful lives are as mentioned below:

Type of Assets	Useful Life
Factory Building	30 Years
Non-factory Buildings	60 Years
Plant & Machinery - Double shift basis	10 Years
Office Equipments	5 Years
Furniture and Fixtures	10 Years
Computers	3 Years
Computer Server	6 Years
Communication Equipment	5 Years
Motor Vehicles	8 Years

Derecognition:

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in statement of profit or loss.

1.8 Intangible Assets:

Intangible assets with finite lives that are acquired are carried at cost or fair value as of the date of acquisition, as applicable, less accumulated amortization and accumulated impairment losses, if any. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses. Intangible assets consist of technical knowhow / license fees which are amortized over a period of 5 years on a straight-line basis being the estimated useful life.

1.9 Research & Development

Expenditure on research activity undertaken is charged to the Statement of Profit & Loss as and when incurred during the year to their natural head of accounts. The expenditure incurred includes cost of materials, salaries & wages and other revenue expenditure.

Development costs are capitalized only after the technical and commercial feasibility of the asset for sale or use has been established.

Capital Expenditure is categorized and disclosed separately as Research & Development Property Plant and Equipment and depreciation is charged as disclosed in Sl. No. 1.7 above.

1.10 Impairment of Assets:

a. Financial assets (other than at fair value):

The Company assesses at the end of each reporting period, whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognizes lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

b. Non-Financial Assets:

Tangible and intangible assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

1.11 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 realizable value represents the estimated selling price for inventory less all estimated cost of completion and cost necessary to make the sale.

1.12 Employee Benefits:

Employee benefits include provident fund, pension fund, employee state insurance scheme, compensated absences and gratuity.

a. Short-term employee benefits:

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by the employees are recognized during the year when the employee render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related services.

b. Long-term employee benefits:

Long term employee benefits include compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as a liability at the present value of the defined benefit obligation as at balance sheet date less the fair value of the plan assets, if any out of which the obligations are expected to be settled.

c. Defined Benefit Plans:

For defined benefit plans in the form of Gratuity (funded), the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuation being carried out at the end of each reporting period, taking effect of actuarial gains and losses which is recognised in Other Comprehensive Income. The amount is funded to gratuity fund administered by the trustees and managed by Life Insurance Corporation of India.

Re-measurement of net defined benefit liability/ asset pertaining to gratuity comprise of actuarial gains / losses (i.e. changes in the present value resulting from experience adjustments and effects of changes in actuarial assumptions) and is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Re-measurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to statement of profit or loss.

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. This cost is included in employee benefit expenses in the statement of profit and loss.

Past service cost is recognized immediately in the statement of profit and loss. The benefits obligation in respect of gratuity recognized in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for present value plan assets including refunds and reductions if any available as against future contributions to the scheme.

d. Defined Contribution Plans:

The Company has contributed to provident fund and employee state insurance scheme which is defined contribution plan. The contribution paid/ payable under the scheme is charged to Statement of Profit and loss during the year in which an employee renders the related service. Company has no further obligation beyond making the payment.

e. Termination benefits are recognized as an expense as and when incurred.

1.13 ESOP:

The Company recognises compensation expense relating to share-based payments in net profit using fair-value in accordance with IND AS 102, Share Based Payment. The estimated fair value of awards is charged to income on straight line basis over the requisite service period for each separately vesting portion of the award as if the award was in substance, multiple awards with a corresponding credit to Employee Stock Option / Rights outstanding Reserve.

The Company has created an Employee Stock Options Trust (ESOP) for providing share-based payment to its employees. The Company uses ESOP as a vehicle for distributing shares to employees under the employee remuneration schemes. The ESOP Trust buys shares of the company from the market, for giving shares to employees. The Company treats ESOP as its extension and shares held by ESOP are treated as treasury shares. Treasury shares are recognized at cost of acquisition and included under other equity. No gain or loss is recognized in profit or loss on the purchase or issue of the Company's own equity shares. Share options exercised during the reporting period are deducted from treasury shares.

1.14 Leases:

Company as a Lessee:

Contracts with third party, which give the company the right of use in respect of an Asset, are accounted in line with the provisions of Ind AS 116 – Leases, if the recognition criteria as specified in the Accounting standard are met.

Lease payments associated with Short terms leases and Leases in respect of Low value assets are charged off as expenses on straight line basis over lease term or other systematic basis, as applicable.

At commencement date, the value of "right of use" is capitalised at the present value of outstanding lease payments plus any initial direct cost and estimated cost, if any, of dismantling and removing the underlying asset and presented as part of Plant, property and equipment.

Liability for lease is created for an amount equivalent to the present value of outstanding lease payments and presented as Borrowing. Subsequent measurement, if any, is made using Cost model.

Each lease payment is allocated between the liability created and finance cost. The finance cost is charged to the Statement of Profit and loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

The lease payments are discounted using the interest rate implicit in the lease, if that rate can be determined, or the company's incremental borrowing rate.

Lease modifications, if any are accounted as a separate lease if the recognition criteria specified in the standard are met.

Company as a lessor:

Leases are classified as operating lease or a finance lease based on the recognition criteria specified in Ind AS 116 – Leases

a) **Finance Lease:**

At commencement date, amount equivalent to the "net investment in the lease" is presented as a Receivable. The implicit interest rate is used to measure the value of the "net investment in Lease". Each lease payment is allocated between the Receivable created and finance income. The finance income is recognised in the Statement of Profit and loss over the lease period so as to reflect a constant periodic rate of return on the net investment in Lease. The asset is tested for de-recognition and impairment requirements as per Ind AS 109 – Financial Instruments. Lease modifications, if any are accounted as a separate lease if the recognition criteria specified in the standard are met.

b) **Operating Lease:**

The company recognises lease payments from operating leases as income on either a straight-line basis or another systematic basis, if required. Lease modifications, if any are accounted as a separate lease if the recognition criteria specified in the standard are met.

1.15 Income Taxes:

The Company's major tax jurisdictions are in India. 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 and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognised in statement of profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

a. **Current Income Taxes:**

The current income tax expense includes income taxes payable by the Company and its overseas branches.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying units intends to settle the asset and liability on a net basis or where it has legally enforceable right to set off the recognized amount.

b. **Deferred Income Taxes:**

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount.

Deferred income tax asset is recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and unused tax losses, if any can be utilized.

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

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

1.16 Foreign Currency:

a. Functional and presentation currency:

The Standalone financial statement is presented in Indian Rupee (Rs. / ₹), which is also the Company's functional currency. Transaction in foreign currencies are initially recorded by the Company at their respective functional currency spot rates at the date, the transaction first qualifies for recognition. However, for practical reasons, the Company uses an average rate, if the average approximates the actual rate at the date of the transaction

b. Initial Recognition:

Foreign currency transactions are recorded in the reporting currency, by applying foreign currency exchange rates between the reporting currency and the foreign currency prevailing at the dates of the transactions.

c. Measurement of foreign currency monetary items and Non-monetary items at the balance sheet date

Monetary items outstanding at the balance sheet date are restated at the rate as on reporting date. Non – monetary items which are carried in terms of historical cost denominated in a foreign currency are not restated and hence is reported using the exchange rate prevailing at the date of transactions.

d. Treatment of exchange differences on monetary items

Exchange differences arising on settlement / restatement of foreign currency assets and liabilities of the Company are recognized as income or expense in the statement of profit and loss in the period in which they arise.

e. In respect of overseas branch, financial statements are translated as if the transactions are those of the Company itself i.e. Indian Rupees as the functional currency since the overseas branch is primarily involved in selling/marketing goods manufactured by the Company in India. The net impact of the foreign exchange difference of foreign operations is recognised in Other Comprehensive income.

1.17 Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of any entity and a financial liability or equity instrument of another entity. Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

i. Cash and Cash equivalents:

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

ii. Financial assets at amortized cost:

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

iii. Financial assets at fair value through profit or loss:

Financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in statement of profit and loss.

iv. Financial liabilities:

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments. Financial liabilities at Fair value through profit and Loss are stated at fair value, with any gains or losses arising on re-measurement in Profit and loss statement.

v. Equity Instrument:

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a company are recognised at the proceeds received, net of issue costs.

vi. De-recognition of financial instruments:

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized when the obligation specified in the contract is discharged or cancelled or expires.

vii. Impairment of financial assets:

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. In respect of trade receivables, the Company applies simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

viii. Investments in subsidiary:

Investments in subsidiary are carried at cost less accumulated impairment, if any.

ix. Fair value of financial instruments:

In determining the fair value of its financial instruments, the Company uses following hierarchy and assumptions that are based on market conditions and risks existing at each reporting date.

Fair value hierarchy:

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

1.18 Accounting for Derivatives:

Derivatives are initially recognized at fair value and are subsequently re-measured to their fair value at the end of each reporting period. The resulting gains/losses is recognized in the statement of profit and loss of that period.

1.19 Borrowing Cost:

General and specific borrowing cost that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period that is required to complete and prepare the asset for its intended use. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use.

SUMMARY OF ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION (CONTD.)

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization. Other borrowing costs are charged to statement of Profit and Loss in the period in which they are incurred.

1.20 Government Grants:

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attached to them and that the grants will be received. Government grants are recognised in profit or loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate.

1.21 Cash Flow statement:

Cash flows are reported using Indirect method, whereby profit for the period is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, financing and investing activity of the company are segregated.

1.22 Provision and Contingencies:

The Company reviews pending cases, claims by third party and other contingencies, if any on an on-going basis. For contingent losses that are considered probable, estimated loss is recorded as an accrual in financial statements. Loss contingencies that are considered possible are not provided for but disclosed in the financial statements as contingent liabilities. Contingencies the likelihood of which are remote, are not disclosed in the financial statements. Gain contingencies are not recognized until the contingencies are resolved and the amounts are received or recoverable.

Provision for Warranty

Provision for warranty related cost are recognized when the product is sold. Initial recognition is based on historical experience and future estimates of claims by the management. The estimate of such warranty related cost is revised annually.

Provision for Credit Loss:

The Company reviews the position of trade receivable and ascertains a provision for life time credit loss after considering the industry and economic conditions in which customer operate, the profile of the customer and the past experience.

1.23 Segment Reporting:

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

1.24 Earnings per share:

Basic earnings / (loss) per share are computed by dividing profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares after adjustments for treasury shares, outstanding during the year.

Diluted earnings per share is computed by dividing the profit after tax as adjusted for dividend, interest and other changes or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and weighted average number of shares which could have been issued on the conversion of all dilutive potential equity shares.

The number of equity shares is adjusted retrospectively for all periods presented for any share splits and bonus shares issued.

1.25 Dividend Distribution:

Dividend paid (including income tax thereon) is recognized in the period in which the interim dividend is approved by the Board of Directors, or in the respect of the final dividend when approved by shareholders.

1.26 IND AS-116 - Leases:

Effective April 1, 2019, the Company adopted Ind AS 116 “Leases” and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method. The adoption of this standard did not have any material impact on the financial statements for the year ended March, 31 2020.

Lease payments associated with Short terms leases and Leases in respect of Low value assets are charged off as expenses on straight line basis over lease term or other systematic basis, as applicable.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

NOTE-2: PROPERTY, PLANT AND EQUIPMENT

Amount in ₹ Lakhs

Particulars	GROSS BLOCK				DEPRECIATION				Written Down Value
	As at 01.04.2020	Additions	Disposal	As at 31.03.2021	As at 01.04.2020	For the year	Disposal	As at 31.03.2021	As at 31.03.2021
Free hold land	1,817.60	133.32	-	1,950.9	-	-	-	-	1,950.92
Buildings	11,169.53	9.45	-	11,178.98	3,047.73	322.09	-	3,369.82	7,809.16
Plant and machinery	21,692.58	704.48	47.79	22,349.27	15,120.22	1,348.10	41.26	16,427.06	5,922.21
Office equipments	319.64	42.56	4.25	357.95	252.04	17.74	3.94	265.84	92.11
Furniture and fixtures	357.96	1.01	-	358.97	272.12	21.27	-	293.39	65.58
Computers	666.24	81.82	4.37	743.69	509.65	61.93	4.26	567.32	176.37
Communication equipments	16.84	-	-	16.84	16.17	-	-	16.17	0.67
Motor vehicles	416.13	117.06	41.72	491.47	230.79	32.40	39.65	223.54	267.93
TOTAL - A	36,456.52	1,089.70	98.13	37,448.09	19,448.72	1,803.53	89.11	21,163.14	16,284.95

PROPERTY, PLANT AND EQUIPMENT - RESEARCH & DEVELOPMENT

Amount in ₹ Lakhs

Particulars	GROSS BLOCK				DEPRECIATION				Written Down Value
	As at 01.04.2020	Additions	Disposal	As at 31.03.2021	As at 01.04.2020	For the year	Disposal	As at 31.03.2021	As at 31.03.2021
Plant and machinery	1,600.92	-	-	1,600.92	1,165.21	159.24	-	1,324.45	276.47
TOTAL - B	**1,600.92**	**-**	**-**	**1,600.92**	1,165.21	**159.24**	**-**	**1,324.45**	**276.47**
TOTAL - C=A+B	**38,057.44**	**1,089.70**	**98.13**	**39,049.01**	**20,613.93**	**1,962.77**	**89.11**	**22,487.59**	**16,561.42**

NOTE-2: PROPERTY, PLANT AND EQUIPMENT

Amount in ₹ Lakhs

Particulars	GROSS BLOCK				DEPRECIATION				Written Down Value
	As at 01.04.2019	Additions	Disposal	As at 31.03.2020	As at 01.04.2019	For the year	Disposal	As at 31.03.2020	As at 31.03.2020
Free hold land	2,761.55	-	943.95	1,817.60	-	-	-	-	1,817.60
Buildings	11,167.08	2.45	-	11,169.53	2,725.94	321.79	-	3,047.73	8,121.80
Plant and machinery	20,994.54	781.52	83.48	21,692.58	13,620.00	1,559.66	59.44	15,120.22	6,572.36
Office equipments	304.68	15.26	0.30	319.64	239.84	12.48	0.28	252.04	67.60
Furniture and fixtures	355.83	2.13	-	357.96	248.10	24.02	-	272.12	85.84
Computers	674.39	56.44	64.59	666.24	520.34	51.44	62.13	509.65	156.59
Communication equipments	16.96	-	0.12	16.84	16.26	0.02	0.11	16.17	0.67
Motor vehicles	289.31	172.87	46.05	416.13	257.94	16.60	43.75	230.79	185.34
TOTAL - A	36,564.34	1,030.67	1,138.49	36,456.52	17,628.42	1,986.01	165.71	19,448.72	17,007.80

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

PROPERTY, PLANT AND EQUIPMENT - RESEARCH & DEVELOPMENT

Amount in ₹ Lakhs

Particulars	GROSS BLOCK				DEPRECIATION				Written Down Value
	As at 01.04.2019	Additions	Disposal	As at 31.03.2020	As at 01.04.2019	For the year	Disposal	As at 31.03.2020	As at 31.03.2020
Plant and machinery	1,600.92	-	-	1,600.92	1,005.96	159.25	-	1,165.21	435.71
TOTAL - B	**1,600.92**	**-**	**-**	**1,600.92**	**1,005.96**	**159.25**	**-**	**1,165.21**	**435.71**
TOTAL - C=A+B	**38,165.26**	**1,030.67**	**1,138.49**	**38,057.44**	**18,634.38**	**2,145.26**	**165.71**	**20,613.93**	**17,443.51**

Note:

The borrowings and non fund based facilities from Bank of Baroda is secured by way of:

(1) Exclusive first charge on fixed assets (including land, buildings and Plant and Machinery) of unit-I of the company situated at plot nos. 27,28,29 & 30A area, 25304 sq. mts Phase-I KIADB Dabaspet Industrial Area, Yedehalli Village, Bengaluru Rural District, Bengaluru.

(2) Exclusive first charge on part of fixed assets (including land, buildings and Plant and Machinery) of Unit-II of the company situated at Sy.No.59/2, area 4 acres 33 gunta (19526 Sq. mts including 7 gunta kharaba land) yedahalli village Dabaspet, Bangalore.

(3) Exclusive first charge on part of fixed assets (including land, buildings and Plant and Machinery) situated at Unit-II Sy.No. 59/2 Yedehalli Village, Dabaspet Bangalore Rural District, Bangalore (i.e., 8 acres of land out of 23.33 acres along with the factory building constructed there on) of the company.

Amount in ₹ Lakhs

		As at 31.03.2021	As at 31.03.2020
3	**CAPITAL WORK-IN-PROGRESS**		
	Plant and Machinery	24.52	63.91
	Land	0.63	0.63
	TOTAL	**25.15**	**64.54**
4	**INTANGIBLE ASSETS - (OTHER THAN GOODWILL)**		
	Technical know-how		
	Gross block (at deemed cost)	943.05	870.05
	Additions during the year	343.02	73.00
	Gross block at the end of the year (A)	**1,286.07**	**943.05**
	Accumulated amortisation at the beginning of the year	752.72	698.21
	Amortisation for the year	134.06	54.51
	Accumulated amortisation at the end of the year (B)	**886.78**	**752.72**
	NET CARRYING VALUE (A-B)	**399.29**	**190.33**
5	**INTANGIBLE ASSETS UNDER DEVELOPMENT**		
	Technical know-how	32.10	-
	TOTAL	**32.10**	**-**

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

FINANCIAL ASSETS

6 INVESTMENTS

Details of Investments	Currency	Per Security	Number of Securities		Amount in Lakhs	
			As at 31.03.2021	As at 31.03.2020	As at 31.03.2021	As at 31.03.2020
Non current investments *						
A Investments in equity instruments of subsidiaries - unquoted - carried at cost						
D F Power Systems Private Limited ** (Refer Note No. 53)	INR	10.00	59,99,998	59,99,998	2,040.75	2,040.75
TD Power Systems USA Inc (Refer Note No. 53)	USD	10.00	80,100	80,100	481.78	481.78
TD Power Systems Japan Limited	JPY	10,000.00	2,000	2,000	122.44	122.44
TD Power Systems Europe GMBH	Euro	1.00	5,50,000	5,50,000	414.12	414.12
TD Power Systems Jenerator Sanayi Anonim Sirketi	Lira	100.00	12,782	12,782	159.35	159.35
Less: Provision for diminution in the value of D F Power Systems Private Limited (Refer Note No. 53)					(1,440.75)	(1,440.75)
Total investment in equity of subsidiaries - A					**1,777.69**	**1,777.69**
B Investments in Non-convertible Debentures carried at amortised cost - (quoted)						
Tata Capital Financial Services Limited @ 8.90% (Maturity on 27.09.2023)	INR	1,000.00	1,00,000	1,00,000	995.48	995.48
Tata Capital Financial Services Limited @ 8.50% (Maturity on 26.08.2024)	INR	1,000.00	1,00,000	1,00,000	997.96	997.96
C Investment carried at fair value through Profit and Loss (FVTPL)						
Investments in Equity Shares - (fully paid up) (unquoted)						
The Shamrao Vithal Co-operative Bank Ltd. A Scheduled Bank (Cost per share is Rs.25)	INR	25.00	2,000	2,000	0.50	0.50
Grand Total (A+B+C)					**3,771.63**	**3,771.63**
Additional Information:						
Aggregate Carrying value of quoted Non-convertible debentures					1,993.44	1,993.44
Market value of quoted Non Convertible Debentures					2,197.99	2,003.59
Aggregate amount of unquoted shares					3,218.94	3,218.94
Amount of impairment in the value of investments in unquoted shares (Refer Note 53)					(1,440.75)	(1,440.75)
Aggregate carrying value of unquoted shares (net of provision for impairment					1,778.19	1,778.19

* Non-current investments are stated at cost. Provision for diminution if any, in the value of investments is made, to recognise a decline, other than temporary decline.

** Excluding two shares held by Company through the directors of the Company.

7 LOANS:

(Unsecured , considered good)		
Loans to related parties	1,017.38	1,130.71
TOTAL	**1,017.38**	**1,130.71**

Details of Loans

Particulars	Rate of Interest	Period of loan	Currency		
TD Power Systems USA Inc	Libor + 3% p.a.	24 Months	USD	944.71	973.57
TD Power Systems Europe GMBH	Libor + 3% p.a.	24 Months	EURO	-	82.25
TD Power Systems Jenerator Sanayi Anonim Sirketi	12% p.a.	36 Months	USD	72.67	74.89

Unsecured loan given to wholly owned subsidiary is to meet their operating expenses and working capital requirement.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

Amount in ₹ Lakhs

		As at 31.03.2021	As at 31.03.2020
8	**OTHER FINANCIAL ASSETS:**		
	(Unsecured , considered good)		
	Other receivables - electricity deposit	116.79	108.68
	Balance with government authorities - VAT input credit refund receivable	6.01	53.66
	TOTAL	**122.80**	**162.34**
9	**OTHER NON CURRENT ASSETS:**		
	(Unsecured, considered good)		
	Capital advances*	900.63	1,095.21
	Advance tax (net of provision)	649.73	763.61
	Gratuity - Excess of fair value of plan assets over defined benefit obligation	232.01	111.35
	TOTAL	**1,782.37**	**1,970.17**

* The company had entered into an agreement/MOU for purchase of land during 2009 & 2010 and accordingly, amount aggregating to Rs. 3,372.75 lakhs was paid from time to time in pursuance of this agreement. Pending execution of sale deed and completion of certain works related to the land the balance amount is carried under capital advance. The management of the company is of the view that considering the nature of the transaction, the registration of the sale of the land would be completed in due course and on completion, the said amount would be capitalised. The total advances of Rs.881.63 lakhs (PY Rs.1,081.64 lakhs) represents Rs.181.63 lakhs (PY Rs.381.64 lakhs) towards approx. 6.75 acres (PY 7.5 acres) of land and Rs.700 lakhs (PY Rs.700 lakhs) towards development cost of the land. The management of the company does not expect any significant further cash outflow towards the acquisition except for the cost of registration and related expenses.

		As at 31.03.2021	As at 31.03.2020
10	**INVENTORIES**		
	Raw materials	5,579.92	5,235.91
	Work in progress	8,399.55	6,905.17
	Finished goods	-	66.34
	Stock in trade	385.43	199.24
	Goods in transit:		
	Raw materials	209.56	179.83
	TOTAL	**14,574.46**	**12,586.49**
	(Refer accounting policy No. 1.11 for valuation of inventories)		
11	**TRADE RECEIVABLES (unsecured)**		
	Trade receivables, considered good and covered under letter of credit	1,365.80	612.97
	Trade receivable, Unsecured and considered good	16,212.22	18,063.45
	Trade receivable, Unsecured and considered doubtful	626.39	511.22
	Less: Expected credit loss allowance (on trade receivables considered doubtful) Refer Note 40(c)	626.39	511.22
	TOTAL	**17,578.02**	**18,676.42**
12	**CASH AND CASH EQUIVALENTS:**		
	Balances with banks:		
	In current accounts	2,174.74	2,395.83
	In EEFC accounts	507.72	2,170.20
	In Cash Credit Account	412.85	-
	In deposit accounts with less than 3 months maturity	680.00	1,780.00
	Cash on hand	2.50	2.89
	TOTAL	**3,777.81**	**6,348.92**

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

Amount in ₹ Lakhs

	As at 31.03.2021	As at 31.03.2020
13 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS:		
Balance in unclaimed dividend account	1.79	1.52
Balance with bank in respect of TDPS ESOP Trust	16.98	8.66
Bank deposits with less than 12 months maturity	10,025.00	4,780.00
Deposits (Under lien) with bank as Margin money towards bank guarantee	1,641.81	2,898.43
TOTAL	**11,685.58**	**7,688.61**
14 OTHER FINANCIAL ASSETS:		
(Unsecured , considered good)		
Security deposit for rented premises	20.90	20.54
Security deposit for others	2.08	2.08
Duty on finished goods	-	13.26
Earnest money deposit	133.17	2.94
Balance with government authorities - GST Refund receivable	1,034.45	536.43
Interest accrued on term deposits	204.38	61.37
Interest accrued on Non Convertible Debentures	94.19	94.67
Accrued Export incentive	103.88	138.62
Unbilled revenue	29.42	82.52
Mark to market gain on forward contracts (Refer Note No. 40B)	287.13	-
Employee advance	38.27	40.99
TOTAL	**1,947.87**	**993.42**
15 OTHER CURRENT ASSETS:		
Advance paid to suppliers (other than capital advances)	1,605.24	2,015.71
Balance with government authorities - Input tax credit	867.76	1,652.31
Prepaid expenses	146.59	144.50
Expenditure tax - (Relating to foreign operations)	-	94.92
TOTAL	**2,619.59**	**3,907.44**
16 EQUITY SHARE CAPITAL		
Authorized		
Equity shares of Rs.10/- each		
Number of equity shares	3,50,00,000	3,50,00,000
Amount of equity share capital (in INR)	3,500.00	3,500.00
Issued, subscribed and fully paid up		
Equity shares of Rs.10/- each		
Number of equity shares	3,09,33,414	3,10,09,223
Amount of equity share capital (in INR)	3,093.34	3,100.92
Reconciliation of the number of equity shares outstanding and the amount of equity share capital at the beginning and at the end of the year		
Number of equity shares		
Shares outstanding at the beginning of the year	3,09.33,414	3,10,09,223
Shares bought back during the year (Refer Note No. 16c)	-	75,809
Shares outstanding at the end of the year	**3,09,33,414**	**3,09,33,414**
Amount of equity share capital:		
Share capital outstanding at the beginning of the year	3,093.34	3,100.92
Shares bought back during the year (Refer Note No. 16c)	-	7.58
Share capital outstanding at the end of the year	**3,093.34**	**3,093.34**

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

Other Information:

I The Company has only one class of equity shares having par value of Rs.10/- each. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

II 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 liabilities. The distribution will be in proportion to the number of equity shares held by the shareholders.

III For the period of five years immediately preceding the date as at which the Balance Sheet is prepared, there were:

a. No shares allotted pursuant to a contract without consideration being received in cash.

b. No shares allotted as fully paid up by way of bonus shares.

c. The Buy-back of fully paid up Equity Shares of face value of Rs.10 each for an aggregate amount not exceeding Rs.30 Crores (Rupees Thirty Crores only) at a price not exceeding Rs.256/- (Rupees Two Hundred Fifty Six Only) per Equity Share from the shareholders of the Company via the "open market" route through the stock exchanges under the SEBI Buy-back Regulations 2018 and the Companies Act 2013 (as amended from time to time), approved earlier by the Board of Directors of the Company at its meeting held on September 26, 2018 was completed on April 10, 2019.

A total of 23,04,174 Equity Shares being 6.93% of the paid capital of the company was acquired & extinguished in terms of Regulation 21 r/w Regulation 11 of the SEBI Buy Back Regulations 2018 . The paid up capital as at the year end (Post Buyback) consists of 30,933,414 equity shares of Rs. 10 each amounting to Rs. 3,093.34 lakhs.

IV The particulars of employee stock option is given in note no. 50. There were no other shares reserved for issue under options and contracts/commitments for the sale of shares/disinvestmet.

V There were no calls unpaid or forfeited shares.

VI Particulars of equity share holders holding more than 5% of the total paid up equity share capital:	As at 31.03.2021		As at 31.03.2020	
	%	No of shares	%	No of shares
a. Saphire Finman Services LLP (Saphire Finman Services Private Limited)	16.25%	50,26,433	16.25%	50,26,433
b. Nikhil Kumar	15.07%	46,62,770	15.05%	46,55,470
c. Mohib N Khericha	12.38%	38,30,960	12.06%	37,30,960
d. Hitoshi Matsuo	10.46%	32,35,254	10.46%	32,35,254
e. Nippon Life India Trustee Limited	9.74%	30,12,343	9.84%	30,44,298

Note: The above disclosed information is as per the records/registers including Members register maintained by the Company as at the year end.

17 OTHER EQUITY

Amount in ₹ Lakhs

Reserves & Surplus:	As at 31.03.2021	As at 31.03.2020
17.1 Securities Premium		
As at the beginning of the year	19,027.49	19,118.91
Less: Utilised for equity shares which were bought back during the year	-	83.57
Less: Transfer to Capital Redemption Reserve	-	7.58
Less: Expenses on buyback of equity shares	-	0.27
As at the end of the year - A	**19,027.49**	**19,027.49**
17.2 Capital Redemption Reserve		
As at the beginning of the year	230.42	222.84
Add: Transfer from Securities Premium for shares bought back during the year	-	7.58
As at the end of the year - B	**230.42**	**230.42**
17.3 General Reserve		
As at the beginning of the year	2,939.63	2,939.63
Add: Transferred from retained earnings	-	-
As at the end of the year - C	**2,939.63**	**2,939.63**

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

OTHER EQUITY (CONTD.)

Amount in ₹ Lakhs

		As at 31.03.2021	As at 31.03.2020
17.4	**Retained earnings**		
	As at the beginning of the year	20,558.34	20,309.07
	Less: Dividend (Rs.0.75 per share (Previous year: Rs.2.00 per share)) including PY: dividend distribution tax	(232.02)	(745.84)
	Less: Interim Dividend Nil, (Previous Year: Rs. 1.50 per share) including dividend distribution tax (Refer Note No. 51)	-	(559.38)
	Add: Profit for the year as per statement of profit and loss	1,747.75	1,643.86
	Add/(less): Remeasurement of defined benefit plan for the year	101.87	(89.37)
	Less : Balance carrying value of shares in respect of ESOP exercised during the period transferred to Retained Earings	(6.26)	-
	As at the end of the year - D	**22,169.68**	**20,558.34**
17.5	**Stock Options Outstanding Account**		
	As at the beginning of the year	**281.34**	**-**
	Add: Addition during the year	303.74	281.34
	Less : Amount transferred to shares purchased by ESOP Trust in respect ESOP exercised during the period	(141.40)	-
	As at the end of the year - E	**443.68**	**281.34**
17.6	**Shares Purchased by ESOP Trust**		
	As at the beginning of the year	**(822.13)**	**-**
	Adjustment for:		
	Equity Shares of ₹ 10 each purchased during the year	-	(830.59)
	Proceeds from ESOP exercised received	126.41	-
	Amount transferred to shares purchased by ESOP Trust in respect of ESOP exercised during the period	141.40	-
	Balance carrying value of shares in respect of ESOP exercised during the period transferred to Retained Earnings	6.26	-
	Dividend received during the year on the shares held by the ESOP Trust	2.68	8.46
	As at the end of the year - F	**(545.38)**	**(822.13**
	Other Comprehensive Income:		
17.7	**Exchange difference on translation of foreign operations (Refer Note No.1.16)**		
	As at the beginning of the year	**139.54**	**3.88**
	Transferred from statement of profit and loss	(55.77)	135.66
	As at the end of the year - G	**83.77**	**139.54**
	Total (A+B+C+D+E+F+G)	**44,349.29**	**42,354.63**

Nature of Reserves:

a) Securities premium is used to record the premium on issue of shares. This is utilised in accordance with the provisions of the Companies Act, 2013.

b) General Reserve: General reserve is appropriation of the net profit in respect of reserves created pursuant to the provisions of the Companies Act, 1956 with respect to declaration of dividend. Such mandatory transfer to general reserve is not prescribed under the Companies Act, 2013.

c) The Remeasurements gains in respect of employee benefits included under retained earnings are as under:

	As at 31.03.2021	As at 31.03.2020
As at the beginning of the year	(116.32)	(26.95)
Remeasurements gain/(loss) on defined benefit plans	136.13	(119.44)
Income tax effect on above	(34.26)	30.07
Balance at the end of the year	**(14.45)**	**(116.32)**

d) Capital Redemption Reserve: The capital redemption reserve represents the face value (Rs.10) of the shares bought back. This is created by transfer from securities premium as per requirement of Sec.69 of the Companies Act, 2013.

e) Retained Earning: Retained earnings are the profits that the Company has earned till date, less transfer to general reserve, dividend or other distribution paid to shareholders.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

Amount in ₹ Lakhs

	As at 31.03.2021	As at 31.03.2020
f. Stock Option Outstanding Account: The balance in this account represents the Employee Share based remuneration debited to the Statement of Profit and Loss after adjustments for ESOPs exercised.		
g. Shares Purchased by ESOP Trust: The shares held by the ESOP Trust are treated as treasury shares and included under other equity.		
18 PROVISIONS:		
Provision for employee benefits (Refer Note No. 43)	452.59	450.82
TOTAL	**452.59**	**450.82**
19 DEFERRED TAX LIABILITY:		
Deferred tax liability:		
On account of depreciation on Property, plant and equipment	957.90	1,012.32
Deferred tax asset:		
On account of timing differences in recognition of expenditure	330.69	362.50
Net deferred tax liability/(asset)	**627.21**	**649.82**

Movement of deferred tax liability/(asset)

	Opening balance	Recognition in statement of profit and loss	Closing balance
As on 31st March 2021:			
Deferred tax liability:			
On account of depreciation on property, plant and equipment and amortisation of intangible assets	1,012.32	(54.42)	957.90
Deferred tax asset:			
On account of timing differences in recognition of expenditure	362.50	(31.81)	330.69
Total deferred tax liability	**649.82**	**(22.61)**	**627.21**
As on 31st March 2020:			
Deferred tax liability:			
On account of depreciation on property, plant and equipment and amortisation of intangible assets	1,507.99	(495.67)	1,012.32
Deferred tax asset:			
On account of timing differences in recognition of expenditure	344.61	17.89	362.50
Total deferred tax liability	**1,163.38**	**(513.57)**	**649.82**

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

Amount in ₹ Lakhs

	As at 31.03.2021	As at 31.03.2020
20 BORROWINGS		
Secured loans:		
Working Capital Borrowings:		
Loans repayable on demand		
- rupee loan from banks - Cash Credit	-	635.73
Export Finance - FCNRB	5,199.60	6,131.07
-foreign currency loan from banks		
TOTAL	**5,199.60**	**6,766.80**
Additional Information:		
Details of security for secured loans		
Loans from Bank of Baroda is secured by first pari-passu charge along with Kotak Mahindra Bank on all the current assets of the Company (present and future) excluding the assets created out of project specific BG limit of Rs. 75.27 crores issued by Bank of Baroda.	3,754.15	4,609.31

The loans are further collaterally secured as under: -

1. Exclusive first charge on fixed assets (including land, buildings and plant and machinery) of unit-I of the Company situated at plot nos. 27,28,29 & 30A area, 25304 sq. mts phase-I KIADB Dabaspet Industrial Area, Yedehalli Village, Bengaluru Rural District, Bengaluru.
2. Exclusive first charge on part of fixed assets (including land, buildings and plant and machinery) of unit-II of the Company situated at Sy.No.59/2, area 4 acres 33 gunta (19526 Sq. mts including 7 gunta kharaba land) Yedahalli Village Dabaspet, Bangalore.
3. Exclusive first charge on part of fixed assets (including land, buildings and plant and machinery) situated at Unit-II Sy.No. 59/2, Yedehalli Village, Dabaspet, Bangalore Rural District, Bangalore (i.e., 8 acres of land out of 23.33 acres along with the factory buildings constructed there on) of the Company.

   All the above are common securities for all fund based and non-fund based facilities obtained by the Company from Bank of Baroda.

	As at 31.03.2021	As at 31.03.2020
Loan from Kotak Mahindra Bank is secured by first pari-passu charge with Bank of Baroda on all existing and future receivable/current assets of the Company excluding the assets created out of project specific BG limit of Rs. 75.27 crores issued by Bank of Baroda.	1,445.45	2,157.49

Interest at 12.05% p.a. (PY: 12.05%) is applicable on Rupee loans from Bank of Baroda which will be reviewed annually

Interest at 2.75% p.a. (PY: 4.50%) is applicable on FCNR Euro loan from Bank of Baroda which will be rolled over after 6 months.

Interest at 2.80% p.a. (PY: 2.80%) is applicable on FCNR JPY Loan from Kotak Mahindra Bank which will be rolled over after 90 Days.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

	As at 31.03.2021	As at 31.03.2020
		Amount in ₹ Lakhs
21 TRADE PAYABLES		
-total outstanding dues of micro enterprises and Small enterprises*	60.26	53.21
-total outstanding dues of creditors other than micro enterprises and Small enterprises	10,139.40	13,197.14
TOTAL	**10,199.66**	**13,250.35**
All trade payables are non interest bearing and payable or settled within normal operating cycle of the company		
Additional Information:		
* The details of amounts outstanding to micro, small and medium enterprises under Micro Small and Medium Enterprises Development Act, 2006 (MSMED Act), based on the available information with the Company are as under:		
1. Principal amount due and remaining unpaid	60.26	53.21
2. Interest due on (1) above and the unpaid interest	-	-
3. The amount of interest paid by the buyer in terms of section 16 of Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	51.17	20.83
4. The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	0.29	0.02
5. The amount of interest accrued and remaining unpaid at the end of each accounting year	0.29	0.02
6. 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, The amount due to micro, small and medium enterprises is based on the information received and available with the Company.	222.44	222.15
22 OTHER FINANCIAL LIABILITIES		
Unclaimed dividends *	1.79	1.52
Outstanding liabilities in respect of accrued expenses	6,668.94	4,369.60
Duties and taxes payable	141.37	118.50
Earnest money deposit	2.15	2.15
Mark to market loss on forward contracts (Refer Note No. 40B)	-	228.18
Employee benefits payable	437.29	357.25
Due to Director	6.84	22.90
TOTAL	**7,258.38**	**5,100.10**

* Does not include any amount which are required to be credited to investor education and protection fund as at the year end.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

Amount in ₹ Lakhs

	Year ended 31.03.2021	Year ended 31.03.2020
23 OTHER CURRENT LIABILITIES		
Advance received from customers	3,777.67	2,555.25
TOTAL	**3,777.67**	**2,555.25**
24 PROVISIONS		
Provision for warranties (Refer Note No 46)	244.11	235.63
Provisions for employee benefits (Refer Note No 43)	78.47	77.44
TOTAL	**322.58**	**313.07**
25 CURRENT TAX LIABILITY		
Provision for taxation (net of advance tax)*	615.15	400.35
TOTAL	**615.15**	**400.35**

*Represents provisions (net of tax paid) held for earlier years pending completion of assessments / appellate proceedings.

	Year ended 31.03.2021	Year ended 31.03.2020
26 REVENUE FROM OPERATIONS		
Sale of Goods		
- AC generators	34,709.71	36,169.96
- AC generator spares/components	12,116.89	7,819.32
- Project business- Domestic	291.29	661.26
- Project business- Overseas Branch	1,701.78	2,461.67
Total	**48,819.67**	**47,112.21**
Sale of services	799.92	777.02
Sale of scrap	946.24	779.55
Total	**50,565.83**	**48,668.78**
Less: Inter segmental sales	624.40	774.58
TOTAL	**49,941.43**	**47,894.20**
Disaggregation of revenue information		
At Point in time (product/service)	49,765.91	47,891.76
Overtime	799.92	777.02
27 OTHER INCOME		
Interest income on bank deposits	634.70	614.18
Interest income on financial assets - non convertible debentures carried at amortised cost	175.06	139.74
Interest on the loan given to subsidiaries	47.76	76.33
Dividend from investment measured at FVTPL	-	0.06
Profit on sale of property, plant and equipments (Net)	10.50	38.62
Foreign exchange fluctuation gain (Net of loss)	373.00	589.99
Income from Renting of equipments	17.10	39.22
Miscellaneous income	10.38	16.95
TOTAL	**1,268.50**	**1,515.09**

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

Amount in ₹ Lakhs

	Year ended 31.03.2021	Year ended 31.03.2020
28 CONSUMPTION OF RAW MATERIALS, STORES, SPARE PARTS & COMPONENTS		
Stock at the beginning of the year	5,235.91	5,060.04
Add: Purchases	35,421.30	34,816.41
Less: Stock at the end of the year	5,579.92	5,235.91
Total	**35,077.29**	**34,640.54**
Consumption of major raw materials consists of:		
Copper (wires, strips, rods, sheet etc.)	4,878.00	5,305.00
Steel/ Laminations	7,000.00	6,433.62
Shaft Forgings	1,942.00	1,926.17
Others	20,973.66	20,606.22
TOTAL	**34,793.66**	**34,271.01**
29 PURCHASES AND CHANGES IN INVENTORIES OF STOCK IN TRADE		
Inventory at the beginning of the year	199.24	88.68
Add: Purchases for Project Business	964.51	1,828.38
Less: Inventory at the end of the year	385.43	199.24
TOTAL	**778.32**	**1,717.82**
30 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS		
Inventory at the end of the year		
Work in progress - A C Generators	8,399.55	6,905.17
Finished goods - A C Generators	-	66.34
	8,399.55	**6,971.51**
Less: Inventory at the beginning of the year		
Work in progress - A C Generators	6,905.17	4,444.28
Finished goods -A C Generators	66.34	52.19
	6,971.51	**4,496.47**
Net (Increase) / Decrease	**(1,428.04)**	**(2,475.04)**
31 EMPLOYEE BENEFITS EXPENSE		
Salaries and wages	5,251.82	4,765.94
Contribution to provident and other funds	377.98	431.20
Remuneration to whole time directors including contribution to provident and other Funds (Refer Note No.44)	345.24	196.86
Share based remuneration to employees (Refer Note No. 50)	303.74	281.34
Staff welfare expenses	1,029.94	1,048.29
TOTAL	**7,308.72**	**6,723.63**
32 FINANCE COST		
Interest	306.89	378.66
Foreign exchange difference recorded as an adjustment to borrowing cost	138.96	166.34
TOTAL	**445.85**	**545.00**
33 DEPRECIATION AND AMORTISATION EXPENSE		
Depreciation on property, plant and equipment	1,962.77	2,145.26
Amortization of intangible assets	134.06	54.51
TOTAL	**2,096.83**	**2,199.77**

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

Amount in ₹ Lakhs

	Year ended 31.03.2021	Year ended 31.03.2020
OTHER EXPENSES (Contd)		
34 OTHER EXPENSES		
Power and fuel	711.99	718.55
Rent (Refer Note No.45)	35.07	40.21
Repairs and maintenance		
-Buildings	13.72	18.85
-Machinery	271.33	253.10
-Others	45.95	38.23
Insurance	68.02	44.38
Manufacturing expenses	133.10	100.25
Rates and taxes	78.01	60.57
Payment to the auditors (excluding GST):		
-auditor fees (including audit of consolidated financial statements)	14.50	12.50
- for Limited review of quarterly financial results including consolidated financial results	6.75	6.25
-for others services - Certification fees	4.31	4.20
-out of pocket expenses	0.08	0.49
Legal and professional charges	259.97	309.43
Royalty	6.66	13.93
Travelling and conveyance	680.18	1,018.50
Bank charges (net of reimbursement received from subsidiary ₹25.24 (PY: ₹ 29.07)	437.50	381.57
Software expenses	208.44	132.35
Corporate Social Responsibility (Refer Note No. 49)	28.10	16.00
Directors sitting fees	16.60	22.70
Vehicle maintenance	41.52	41.16
Postage, telegrams and telephones	41.19	58.52
Printing and stationary	26.60	32.31
Provision for doubtful debts	115.17	-
Carriage, freight and Selling expenses	1,296.91	1,062.38
Donations	6.00	6.50
Advertisement	24.32	15.04
Subscription to technical associations, journals and magazines	7.38	7.10
TOTAL	**4,579.37**	**4,415.07**
35 EXCEPTIONAL ITEMS		
Profit on Sale of land (Refer Note No. 52)	-	215.94
TOTAL	**-**	**215.94**
36 CONTINGENT LIABILITIES AND COMMITMENTS		
(to the extent not provided for)		
Contingent Liabilities:		
Performance Guarantees	12,582.03	11,963.22
Performance Guarantees given to customers on behalf of subsidiary	1,013.65	543.28
Advance Guarantees given to customers on behalf of subsidiary companies	144.00	1,142.09
Income Tax demand disputed by the company	43.36	43.36

The management believes, based on internal assessment and / or legal advice, that the probability of an ultimate adverse decision and outflow of resources of the Company is not probable and accordingly, no provision for the above is considered necessary.

Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	428.73	354.55

Amount in ₹ Lakhs

	Year ended 31.03.2021	Year ended 31.03.2020
37 COMPONENTS OF OTHER COMPREHENSIVE INCOME (OCI)		
Items that will not to be reclassified to profit or loss:		
Re-measurement gains/ (losses) on defined benefit plans	136.13	(119.44)
Income tax on Defined benefit plans		
- Current Tax	(34.26)	-
- Deferred Tax	-	30.07
Items that will be reclassified to profit or loss:		
Exchange difference on translation of foreign operations	(55.77)	135.66
	46.10	**46.29**
38 EARNINGS PER SHARE - BASIC		
Profit for the year after tax expense	1,747.75	1,643.86
Weighted average number of equity shares (net of treasury shares) outstanding during the year	3,04,84,138	3,06,71,155
Earnings per share (in ₹)	5.73	5.36
Face Value of Equity share (in ₹)	10.00	10.00
EARNINGS PER SHARE - DILUTED		
Profit for the year after tax expense	1,747.75	1,643.86
Weighted average number of equity shares outstanding during the year (net of treasury shares)	3,09,44,936	3,09,72,341
Earnings per share (in ₹)	5.65	5.31
Face Value of Equity share (in ₹)	10.00	10.00

39 (a) The reconcilation between current tax and amounts computed by applying the income tax rate :

Particulars	Year ended 31.03.2021	Year ended 31.03.2020
Total profit/(loss) before tax (A)	2,351.59	1,858.44
Income tax rate (B)	25.17%	25.17%
Tax expense - (C) = (A) X (B)	**591.85**	**467.73**
Add - tax effect of the amounts as under:		
a) Expenses - not deductable for tax purpose	64.99	235.89
b) Deduction allowable under chapter VI-A	-	(0.38)
c) Other adjustment and rounding off	(30.40)	51.83
Total (D)	**33.59**	**287.34**
Net current tax expense (E) = (C)+(D)	**626.46**	**755.07**
Net Current Tax Expense (Rounding off to nearest thousand)	**626.46**	**755.07**
Tax expenses related to item classified under other comprehensive income	34.26	(30.07)
Net Current Tax Expense (Rounding off to nearest thousand)	**660.72**	**725.00**

39 (b) The reconcilation between deferred tax and amounts computed by applying the income tax rate :

Particulars	Year ended 31.03.2021	Year ended 31.03.2020
Deferred tax liabilities at the beginning of the year	**649.82**	**1,163.38**
Income tax rate (B)	25.17%	25.17%
Tax effect of the amounts as under:		
- Change in the income tax rate	-	(325.42)
- Change in difference between book value and WDV of property, plant and equipment & technical knowhow	(54.42)	(73.88)
- Change in recognition in other comprehensive income	30.07	(24.69)
- Change in provision for employee benefit disallowed	1.71	(89.57)
Deferred tax liabilities at the end of the year	**627.18**	**649.82**
Deferred tax expenses in the statement of profit and loss	**(22.64)**	**(513.57)**
Deferred tax expenses in the other comprehensive income	**-**	**-**

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

39(c) Pursuant to Taxation Laws (Amendment) Ordinance 2019, dated September 20, 2019, the Company exercised the option permitted u/s 115BAA of the Income Tax Act, 1961 to compute Income Tax at the rate of 22% plus applicable surcharge and cess (i.e., effective tax rate of 25.168%) from the financial year 2019-20. Tax expense for the year 2019-20 is after considering the impact of revised tax rates. Consequently, on account of re-measurement of deferred tax liabilities at the revised tax rate, an amount of INR 325.42 Lakhs has been reversed to Profit and Loss Statement during the year.

40 Financial Instruments - Accounting Classifications and Fair value measurements

A. The Fair value of cash and cash equivalents, bank balances, loans, trade receivables, trade payables and others approximates their carrying amount. Trade receivables are evaluated after taking into consideration for Expected Credit Losses. Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique.

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

B. Financial Assets / Liabilities Classification:

Amount in ₹ Lakhs

	Carrying Amount	
	As at 31.03.2021	**As at 31.03.2020**
Financial Assets at cost less provision for loss:		
Investments in equity instruments of:		
- Indian Subsidiary	600.00	600.00
Financial Assets at cost:		
- Foreign Subsidiaries	1,177.69	1,177.69
Financial assets at fair value through Profit and Loss (FVTPL):		
Investment in equity other than subsidiary - *	0.50	0.50
Mark to market gain on foreign exchange forward contracts (level 2) (Refer Note No. 14)	287.13	-
Financial Assets at amortised cost:		
Cash and cash equivalents	3,777.81	6,348.92
Bank balances other than cash and cash equivalents	11,685.58	7,688.61
Trade receivables net of ECL	17,578.02	18,676.42
Loans to subsidiaries	1,017.38	1,130.71
Investment in Non Convertible Debentures	1,993.44	1,993.44
Other financial assets	1,783.54	1,155.76
Financial liabilities at amortised cost:		
Short term borrowings	5,199.60	6,766.80
Trade payables	10,199.66	13,250.35
Other financial liabilities excluding Mark to market loss on foreign exchange forward contract	7,258.38	4,871.92
Financial liabilities at fair value through Profit and Loss (FVTPL):		
Mark to market loss on foreign exchange forward contracts (level 2) (Refer Note No. 22)	-	228.18

* In view of the fact this investment amount is not significant and the cost is considered to be at fair value (level 3)

C. Financial Risk Management

Objectives and Policies

The company's Financial Risk Management is an integral part of business strategies. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary market risk to the Company is foreign exchange risk. In addition, Company is exposed to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included throughout these financial statements.

The Company's principal financial liabilities comprise short term borrowings, trade and other payables. The main purpose of these financial liabilities is to support entity's operations. The entity's principal financial assets include cash and cash equivalents, investment in Non-convertible Debentures and trade and other receivables that derive directly from its operations.

All activities for risk management purposes are carried out by experienced teams that have the appropriate skills, experience and supervision. It is the entity's policy that no activities in derivatives will be undertaken except foreign exchange forward contract. The Board of Directors review and agree policies for managing each of these risks, which are summarised below.

Credit Risk

Credit risk refers to the risk of default on its obligation by the counter party resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. The customer credit risk is managed as per Company's established policy, procedure and controls relating to customer credit risk management. It requires different processes and policies to be followed based on the business risks, industry practice and customer profiles.

In order to contain the business risk, the creditworthiness of the customer is through scrutiny of its financials, status of financial closure of the project, to the extent available in public domain and if required, market reports and reference checks. The Company remains vigilant and regularly assesses the financial position of customers during execution of contracts with a view to restrict risks of delays and default. In view of nature of business profile and considering the size of the Company, credit risks from receivables are well contained on an overall basis.

The Company's maximum exposure to credit risk at the reporting date is the carrying amount of trade receivables.

Amount in ₹ Lakhs

	As at 31.03.2021	As at 31.03.2020
Total Receivable	17,578.02	18,676.42
Receivable individually in excess of 10% of the receivable	12,530.12	11884.41
Percentage of the above receivables to the total receivables of the Company	71.28%	63.63%

Receivables in excess of 10% of individual business receivables represents receivables from four customers/group as at 31st March 2021 and four customers/group as on 31st March 2020.

	As at 31.03.2021
Customer A	24.20%
Customer B	21.61%
Customer C	13.85%
Customer D	11.62%

	As at 31.03.2020
Customer A	13.62%
Customer B	22.37%
Customer C	15.71%
Customer D	11.94%

Credit risk on cash and cash equivalents and balances with banks is limited as the Company generally invests in deposits with scheduled banks. Total Cash and Cash equivalents and balances with bank as at 31st March 2021 is Rs. 15,463.39 Lakhs (PY: Rs. 14,037.53 Lakhs). Details of balances held with banks which is more than 10% of the total is as under.

	As at 31.03.2021	As at 31.03.2020
Bank A	6,750.00	2,840.00
Bank B	3,455.00	556.74
Bank C	2,140.12	6,060.00

Provision for expected credit losses

The life time expected credit loss ("ECL") is estimated on trade receivables, other amounts due from entities where there is no track record of short receipts. Delays in receiving payments from the customers pursuant to sale of goods or under contracts are not considered if such delays are commonly prevalent in the industry. Other short receipts other than arising from claims are duly considered in determining ECL.

Considering the above as well as business model of the Company, engineered-to-order products and the profile of trade receivables, the determination of a provision based only on age analysis may not be a realistic considering the economic and industry circumstances. Hence, the provision for expected credit loss is determined by the management for the specific trade receivables after considering the above facts and circumstances, particularly in view of the fact that there has no bad debts in the recent past.

Provision matrix (%, amount in lakhs) of ECL for trade receivables and the reconciliation of the movement in the provision is given below.

Amount in ₹ Lakhs

	As at 31.03.2021	As at 31.03.2020
Total Receivable	17,578.02	19,187.64
Provision for credit loss	626.39	511.22
Percentage	3.56%	2.66%

Reconciliation of loss allowance provision

	As at 31.03.2021	As at 31.03.2020
Balance at the beginning of the year	511.22	511.22
Provision for credit loss allowance made during the year	115.17	-
Provision utilised during the year	-	-
Balance at the end of the year	626.39	511.22

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash. The Company's approach in managing the same is to ensure, as far as possible, sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions.

The company's principal sources of liquidity are cash and cash equivalents, investment in non-convertible debentures, balances with banks and the cash flow that is generated from operations. The cash and cash equivalent, other bank balances and investment in non-convertible debentures aggregates to ₹17,456.83 lakhs at the end of year (PY - ₹ 16,030.97 lakhs). In addition the net trade receivables ₹17,693.19 lakhs (PY ₹18,676.42 lakhs) at the end of the year. The Company believes that the working capital is sufficient to meet its current requirements after considering the position of trade receivables along with Cash & Bank Balances. Accordingly, no liquidity risk is perceived.

The following are the contractual maturities of non-derivative financial liabilities due within one year based on contractual cash flows:

Amount in ₹ Lakhs

	As at 31.03.2021	As at 31.03.2020
Trade Payables	10,199.66	13,250.35
Short Term borrowings	5,199.60	6,766.80
Other Payables:		
Statutory dues	141.37	118.50
Employee dues	437.29	357.25
Other dues	6,679.72	4,396.17
Total	**22,657.64**	**24,889.07**

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates that will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

The Company also operates internationally and a major portion of the business is transacted in several currencies and consequently the Company is exposed to foreign exchange risk through its sales and services and purchases from overseas suppliers in various foreign currencies.

i) **Foreign currency risk exposure -: The company's exposure to foreign currency risk at the end of reporting year, are as follows:**

a) The foreign exchange forward contracts outstanding as on 31.03.2021 in respect of Euro is 15,093,000 (2020: Euro 14,000,000)

b) The total foreign currency exposures as at the end of the year is as under:

In Foreign Currency

Particulars	As on 31.03.2021 (Amount in Lakhs)			
	USD	Euro	JPY	Others
Assets/ Receivables	19.78	78.21	580.87	0.17
Liabilities (including advances)	21.83	56.26	2,481.02	0.06

Rupee Equivalent

Particulars	As on 31.03.2021 (Amount in Lakhs)			
	USD	Euro	JPY	Others
Assets /Receivables	1,437.87	6,654.55	381.81	15.16
Liabilities (including advances)	1,577.87	4,868.28	1,641.75	4.29

In Foreign Currency

Particulars	As on 31.03.2020 (Amount in Lakhs)			
	USD	Euro	JPY	Others
Assets /Receivables	28.22	68.15	682.75	0.37
Liabilities (including advances)	11.07	56.52	3,237.66	-

Rupee Equivalent

Particulars	As on 31.03.2020 (Amount in Lakhs)			
	USD	Euro	JPY	Others
Assets /Receivables	2,124.72	5,583.74	471.71	27.68
Liabilities (including advances)	799.34	4,729.77	2,270.89	-

c) **Sensitivity analysis:**

A strengthening or weakening of the Indian Rupee, as indicated below, against the USD, Euro, JPY and others as at 31st March 2021 would have increased (decreased) profit or loss by the amounts shown below. This analysis is based on foreign currency exchange rate variances that the Company considered to be reasonably possible at the end of the reporting period. The analysis is performed on the same basis for previous year, even though the actual foreign exchange rate variances were different.

Amount in Lakhs

Particulars	Impact on profit or loss (before tax)			
	As on 31st March 2021		As on 31st March 2020	
	Strengthening	Weakening	Strengthening	Weakening
5% Movement in:				
USD	7.00	(7.00)	(66.27)	66.27
EURO	(89.31)	89.31	(42.70)	42.70
JPY	63.00	(63.00)	89.96	(89.96)
Others	(0.76)	0.76	(1.38)	1.38

ii) Interest Rate Risk:

The Company's investments are primarily in Fixed rate interest bearing deposits and non-convertible debentures. Also the borrowings bear fixed rate of interest which are reviewed periodically by the banks. Hence, the Company is not significantly exposed to interest rate risks.

D Capital Management:

While managing capital, the Company's objective is to safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefit for other stakeholders.

The Board of Directors monitor the earnings before interest, depreciation and tax (EBITDA), which the Company defines as result from operating activities before considering finance cost, depreciation & amortisation, exceptional items and tax expenses. The Board of Directors also monitors the level of dividends to equity shareholders.

The Company's EBITDA is 7.26% as at 31.03.2021 in comparison to 6.00% as at 31.03.2020.

The Company monitors capital, taking a medium and long term view, on the basis of a number of financial ratios generally used by industry and by the rating agencies.

41 a. The company does not have any pending litigations which would impact its financial position as on the reporting date except to the extent disclosed in Note 36.

b. The company does not have any long term contracts for which there were any material foreseeable losses. The provision made for forward foreign exchange contracts as at the previous year end is disclosed in Note No. 22.

c. There are no amounts required to be transferred to the Investor Education and Protection Fund by the Company as on the reporting date.

42 SEGMENT REPORTING

The company's operation comprises of Manufacturing business and project business. Primary segment reporting comprises of manufacturing business & project business segments. Secondary segment reporting is based on geographical location of activities. Under primary segment revenue and direct expenses, which relate to a particular segment and which are identifiable, are reported under that segment.

Certain expenses, which are not allocable to any specific segment, are separately disclosed at the enterprise level. Cash and bank balances in India are reported at the enterprise level as the company operates common bank accounts. Property, plant and equipments, liabilities, current assets and current liabilities relating to specific business segments are identified and reported. Those that are not identifiable are reported as common items.

Secondary segment is reported based on the geographical location of the company, viz., India and Japan. Revenues in the secondary segment are based on the sales made by the Branch Office. Inter-segmental purchases and sales are separately identified and reported. Property, plant and equipments, current assets including cash and bank accounts, and current Liabilities are identified based on the Branch office to which they relate and are reported accordingly.

(I) Business segment

(Amount in ₹ Lakhs)

Current Year

Sl. No.	Particulars	Primary Segment			Total
		Manufacturing	Project business	Common	
1	**Segment Revenues**				
	External Revenues	48,538.69	2,027.14	-	50,565.83
	Inter segment revenues	(624.40)	-	-	(624.40)
	Total Revenues	**47,914.29**	**2,027.14**	**-**	**49,941.43**
2	**Segment Results**				
	Profit Before Taxation, Interest and Depreciation	3,959.06	39.71	(373.00)	3,625.77
	Less: Interest	445.85	-	-	445.85
	Less: Depreciation and Amortization	2,091.33	2.58	2.92	2,096.83
	Total	**1,421.88**	**37.13**	**(375.92)**	**1,083.09**
3	Unallocable & Other Income (including exceptional items)				1,268.50
	Less: Tax				603.84
	Profit after tax				**1,747.75**

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

SEGMENT REPORTING (CONTD.)

Amount in ₹ Lakhs

Previous Year

Sl. No.	Particulars	Primary Segment			
		Manufacturing	Project business	Common	Total
1	**Segment Revenues**				
	External Revenues	45,506.44	3,162.34	-	48,668.78
	Intersegment revenues	(774.58)	-	-	(774.58)
	Total Revenues	**44,731.86**	**3,162.34**	**-**	**47,894.20**
2	**Segment Results**				
	Profit Before Taxation, Interest and Depreciation	3,321.55	(91.66)	(357.71)	2,872.18
	Less: Interest	545.00	-	-	545.00
	Less: Depreciation and Amortizations	2,194.27	2.58	2.92	2,199.77
	Total	**582.28**	**(94.24)**	**(360.63)**	**127.41**
3	Unallocable & Other Income				1,731.03
	Less: Tax				214.58
	Profit after tax				**1,643.86**
4	Segment Assets - Current Year	54,816.99	3,689.47	17,389.01	75,895.47
	Segment Assets - Previous Year	53,760.46	4,971.09	16,202.98	74,934.53
5	Segment Liabilities - Current Year	20,430.61	2,195.42	5,826.81	28,452.84
	Segment Liabilities - Previous Year	19,013.04	3,056.90	7,416.62	29,486.56
6	Capital Expenditure (Gross Block)	1,432.72	-	-	1,432.72
	Disposal (Gross Block)	(98.13)	-	-	(98.13)
	Capital Expenditure (Net of disposal) - Current Year	**1,334.59**	**-**	**-**	**1,334.59**
	Capital Expenditure (Gross Block)	1,103.67	-	-	1,1103.67
	Disposal (Gross Block)	(1,138.49)	-	-	(1,138.49)
	Capital Expenditure (Net of disposal) - Previous Year	**(34.82)**	**-**	**-**	**(34.82)**

(ii) Geographical Segment:

Particulars	Segment revenue by geographical Market	
	Year ended 31.03.2021	Year ended 31.03.2020
Sales from India		
Domestic Sales (including Deemed Export)	29,396.50	29,530.83
Export Sales	19,467.08	16,676.28
Sales from Overseas Branch	1,702.25	2,461.67
Less: Inter-segmental sales	(624.40)	(774.58)
Total	**49,941.43**	**47,894.20**

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

Amount in ₹ Lakhs

Carrying amounts of geographical assets & additions to property, plant and equipment & intangible assets:

Particulars	Carrying amounts of segment assets		Additions to property, plant and equipment and intangible assets (Net of deletion)	
	As at 31.03.2021	As at 31.03.2020	As at 31.03.2021	As at 31.03.2020
Located in India	73,302.14	71,498.44	1,334.59	(107.82)
Located outside India	2,593.33	3,436.09	-	-
Total	**75,895.47**	**74,934.53**	**1,334.59**	**(107.82)**

(iii) Information about Major customers -

The revenue from operations from customers who exceed 10% of revenue from operations are given below.

Particulars	As at 31.03.2021
Customer A	22.49%
Customer B	13.49%
Customer C	12.58%
Customer D	12.06%

Particulars	As at 31.03.2020
Customer A	15.16%
Customer C	14.54%
Customer E	10.32%

43 Disclosure as per Ind AS 19 on 'Employee benefits

A Gratuity - Funded

The Company has a defined benefit gratuity plan. Every employee who has rendered continuous service of five years or more is entitled to gratuity at 15 days salary (15/26 X last drawn basic salary plus dearness allowance) for each completed year of service subject to a maximum of Rs.20 Lakhs. The gratuity liability arises on account of future payments, which are required to be made in the event of retirement, death in service or withdrawal. The liability has been assessed using projected unit credit actuarial method. The company made annual contributions to the Employee's Group Gratuity scheme of the Life Insurance Corporation of India.

I. Movement in net defined benefit asset on Gratuity plan

	Defined benefit obligation (Amount in ₹ Lakhs)		Fair value of plan assets (Amount in ₹ Lakhs)		Net defined benefit asset (Amount in ₹ Lakhs)	
	31-Mar-2021	31-Mar-2020	31-Mar-2021	31-Mar-2020	31-Mar-2021	31-Mar-2020
Opening balance	1,032.40	840.42	1,143.75	1,022.14	111.34	181.72
Included in profit or loss:						
Current service cost	93.37	75.82	-	-	(93.37)	(75.82)
Interest Income on planned asset	-	-	79.09	79.61	79.09	79.61
Interest cost	69.21	61.74	-	-	(69.21)	(61.74)
Total amount recognised in profit or loss	162.58	137.55	79.09	79.61	(83.49)	(57.94)
Included in OCI:						
Actuarial loss (gain)	(68.21)	110.63	-	-	68.21	(110.63)
Return on plan assets greater/(lesser) than discount rate	-	-	67.92	(8.80)	67.92	(8.80)
Total amount recognised in other comprehensive income	(68.21)	110.63	67.92	(8.80)	136.13	(119.44)
Contributions paid by the employer	-	-	68.03	107.00	68.03	107.00
Benefits paid	29.29	56.20	29.29	56.20	-	-
Closing balance	**1,097.49**	**1,032.40**	**1,329.50**	**1,143.75**	**232.01**	**111.34**

Amount in ₹ Lakhs

II. Details of Plan assets

	31st March 2021	31st March 2020
Government of India securities (central and state)	-	-
Schemes of insurance - conventional products	100.00%	100.00%
Others	–	–
	100.00%	**100.00%**

III. Acturial Assumptions

The following were the principal actuarial assumptions at the reporting date.

	31st March 2021	31st March 2020
Financial assumptions:		
Discount rate	6.80%	6.80%
Earning on plan assets	6.80%	6.80%
Salary escalation rate	7.00%	7.00%
Demographic assumption:		
Retirement age	58 Years	58 Years
Mortality table	Indian Assured Lives Mortality (2006-08) Ult.	
Withdrawal rate % (All ages)	3.00%	3.00%

IV. Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the significant principal assumptions is:

Amount in ₹ Lakhs

	31st March 2021		31st March 2020	
	Increase	Decrease	Increase	Decrease
Discount rate (1% Movement)	(113.96)	135.74	(109.95)	131.55
Salary escalation rate (1% Movement)	129.59	(111.52)	125.07	(107.27)
Withdrawal rate (1% Movement)	(2.05)	2.29	(1.78)	2.01

The sensitivity analysis above has been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. This analysis may not be representative of the actual change in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

V. Expected benefit payment of the gratuity plan in future years:

	Gratuity (Funded)	
	31st March 2021	31st March 2020
For the year ending:		
Less than 1 year	120.16	113.96
Between 1-2 years	39.94	37.70
Between 2-3 years	42.95	39.13
Between 3-4 years	72.23	43.67
Between 4-5 years	70.04	64.83
Between 5-10 years	554.75	487.34

VI. Risk Exposures

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks such as increase in salary, investment risk, discount rate, mortality, disability and withdrawals.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

Amount in ₹ Lakhs

B **Long term Leave Liability - Unfunded**

The company provides for earned leave benefit to the employees which accrue at 15 days (maximum) for the year. The earned leave is encashable while in service and upto a maximum of 105 days on retirement. The leave liability has been treated as other long term benefits and has been assessed using projected unit credit actuarial method.

I. Movement in net defined benefit (asset)/liability

	Defined benefit obligation	
	31-Mar-2021	**31-Mar-2020**
Opening balance	528.26	453.44
Included in profit or loss:		
Current service cost	127.60	106.13
Interest cost	35.36	33.36
Actuarial loss (gain)	(143.56)	(35.81)
Total amount recognised in profit or loss	**19.40**	**103.68**
Benefits paid	16.60	28.86
Closing balance	**531.06**	**528.26**

II. Acturial Assumptions

The following were the principal actuarial assumptions at the reporting date.

	31st March 2021	31st March 2020
Financial assumptions:		
Discount rate	6.80%	6.80%
Salary escalation rate	7.00%	7.00%
Demographic assumptions:		
Mortality table	100% of Indian Assured Lives Mortality (2006-08)	
Withdrawal rate % (All ages)	3.00%	3.00%
Retirement age	58 years	58 years

44 RELATED PARTY DISCLOSURE

Related Party	Relationship
D F Power Systems Private Limited TD Power Systems USA Inc TD Power Systems Japan Limited TD Power Systems Europe GMBH TD Power Systems Jenerator Sanayi Anonim Sirketi	Subsidiary Company
Ravindu Motors Private Limited Trident Automobiles Private Limited	Companies in which director/ relative of director is interested
Nikhil Kumar, Managing Director Mohib N Khericha, Director K G Prabhakar, Director N Srivatsa, Company Secretary M N Varalakshmi, CFO	Key management personnel

DETAILS OF TRANSACTIONS - CONTD.

Amount in ₹ Lakhs

DETAILS OF TRANSACTIONS:

Nature of transactions	**Key management personnel**	
	Year ended 31.03.2021	**Year ended 31.03.2020**
Directors Remuneration:		
Nikhil Kumar:		
Short-term employee benefits including commission of Rs. 144.35 lakhs (PY: NIL) which is subject to approval of Shareholder at Annual General Meeting	326.45	178.50
Other long term employee benefit	18.79	18.36
Dividend	34.92	162.35
Amount Outstanding at the year end*	6.84	22.90
Remuneration to Key Managerial Personnel:		
N Srivatsa		
Short-term employee benefits	53.87	51.11
Other long term employee benefit	3.46	3.31
Employees Share Option Cost relating to 97,962 options granted during the year	30.90	28.62
Dividend (below the rounding off amount)	0.25	-
Amount Outstanding at the year end	2.44	2.24
M N Varalakshmi *		
Short-term employee benefits	39.67	37.19
Other long term employee benefit	2.49	2.39
Employees Share Option Cost relating to 56,160 options granted during the year	17.71	16.41
Dividend (below the rounding off amount)	0.14	-
Amount Outstanding at the year end	3.16	1.66
Directors Sitting fees		
Mohib N Khericha	3.80	5.40
K G Prabhakar	2.00	3.30

* Amount outstanding as at 31st March 2020 includes amount of leave travel allowance and Medical claim.

Nature of transactions	**Subsidiary Company**		**Companies in which director/relative of director is interested**	
	Year ended 31.03.2021	**Year ended 31.03.2020**	**Year ended 31.03.2021**	**Year ended 31.03.2020**
DF Power Systems Private Limited				
Trade Advance received by Holding Company	114.59	128.00	-	-
TD Power Systems USA Inc				
Sale of Generators and Spares to subsidiary	986.24	954.66	-	-
Purchase from subsidiary	-	9.76	-	-
Interest on Inter-Corporate Loan charged	37.81	55.79	-	-
Amount receivable by Holding Company	40.49	540.30	-	-
Trade Advance received by Holding Company	652.11	198.18	-	-
Inter-Corporate Loan balance as at the end of year	944.71	973.57	-	-
Maximum amount of loan outstanding during the year	973.57	973.57	-	-
TD Power Systems Europe GMBH				
Sale of Generators and Spares to subsidiary	7,055.38	5,013.16	-	-
Purchase from subsidiary	258.90	114.06	-	-
Inter-Corporate Loan repaid by subsidiary during the year	85.36	70.51	-	-
Interest on Inter-Corporate Loan charged	1.23	4.70	-	-

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

Nature of transactions	Subsidiary Company		Companies in which director/relative of director is interested	
	Year ended 31.03.2021	Year ended 31.03.2020	Year ended 31.03.2021	Year ended 31.03.2020
Reimbursement of Bank Guarantee charges	1.75	1.35	-	-
Amount payable by Holding company	11.96	6.16	-	-
Amount receivable by Holding Company	2,704.64	1,037.77	-	-
Trade Advance received by Holding Company	400.86	152.82	-	-
Bank Guarantee outstanding as at the end of year	791.26	573.58		
Inter-Corporate Loan balance as at the end of year	-	82.25	-	-
Maximum amount of loan outstanding during the year	82.25	153.00	-	-
TD Power Systems Jenerator Sanayi Anonim Sirketi				
Sale of Generators and Spares to subsidiary	3,188.47	1,289.18	-	-
Trade Advance received by Holding Company	9.46	12.00	-	-
Amount receivable by Holding Company	1,460.47	966.34	-	-
Inter-Corporate Loan repaid by subsidiary during the year	-	142.98	-	-
Interest on Inter-Corporate Loan charged	8.72	15.84	-	-
Reimbursement of Bank Guarantee charges	23.50	27.72	-	- -
Bak Guarantee outstanding as at the end of year	1,392.05	1,484.60		
Inter-Corporate Loan balance as at the end of year	72.67	74.89	-	-
Maximum amount of loan outstanding during the year	74.89	204.75	-	-
Ravindu Motors Private Limited				
Servicing of Vehicles	-	-	2.02	1.67
Purchase of Motor Vehicle	-	-	40.00	25.08
Trident Automobiles Private Limited				
Servicing of Vehicles	-	-	0.43	0.39
Purchase of Moto Vehicle	-	-	36.46	-

45 Operating Lease:

The Company has taken office facilities, guesthouse and residential premises of employees under short term lease and are renewable on a periodic basis, and cancellable at its option. Rental expenses recorded for short term leases for the year is ₹ 35.07 lakhs (Previous year ₹ 40.21 lakhs).

46 Provision for warranties towards sale of goods are made on an estimated basis. During the year, the Company has made provisions towards Warranty claims, the details of the same are as under:

(Amount in ₹ Lakhs)

	As at 31.03.2021	As at 31.03.2020
Balance outstanding at the beginning of the year	235.63	216.89
Provision for the year	8.48	18.74
Withdrawn and credited to Statement of Profit and Loss	-	-
Balance outstanding at the end of the year	244.11	235.63

47 Final Dividend

On 19th May 2021 (2020: 4th June 2020) , the Board of Directors of the Company have proposed a dividend of Rs.2.5 (2020:Rs.0.75) per share in respect of the year ended 31st March 2021 subject to approval of shareholders at the Annual General Meeting.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

48 Research & Development

Following expenses have been incurred by the company towards Research & Development activities

(Amount in ₹ Lakhs)

Nature of expenditure	2020-2021	2019-2020
Capital Expenditure	-	-
Revenue Expenditure (excluding depreciation)		
- Employee benefit expenses	516.83	489.11
- Other expenses	1.27	1.45

49 Corporate Social Responsibility

a. Gross amount required to be spent by the company for the year (i.e. 2020-2021) - Rs. 26.27 lakhs(Against this the company has accrued/debited to statement of profit and loss Rs. 28.10 lakhs)

b. Cumulative amount spent as at the end of year is:

(Amount in ₹ Lakhs)

Towards	Spent	To be spent*	Total
1) Construction/acquisition of any asset	-	-	-
2) On purposes other than (1) above (includes ₹ 12 lakhs, spent by the company during the year)	252.87	14.27	267.14

*The Company has deposited Rs. 16.10 lakhs in special account after balance sheet date to be spent on identified projects

a. Gross amount required to be spent by the company for the previous year (i.e. 2018-2019) - Rs. 13.53lakhs

b. Cumulative amount spent as at the end of year is:

(Amount in ₹ Lakhs)

Towards	Spent	To be spent	Total
1) Construction/acquisition of any asset	-	-	-
2) On purposes other than (1) above (includes ₹ 16 lakhs, spent by the company during the year)	224.77	-	224.77

50 Employee Stock Benefit Plans

During August 2019, the Company had instituted an Employee Stock Option Plan I (GIL ESOP I) as approved by the Board of Directors and the Shareholders, for the allotment of 10,00,000 shares in aggregate, out of which not more than 5,65,000 shares to be acquired by the Trust through Secondary Acquisition and not more than 4,35,000 shares shall be issued by way of Primary / Fresh shares. The maximum number of options that may be granted to any employee in any year and in aggregate shall not exceed 2,00,000 options under the plan.

In accordance with the shareholders' approval in Annual General Meeting held on 12th August 2019, the Board, based on the recommendations of the Nomination and Remuneration Committee, has approved grant of 5,63,884 employee stock options ("ESOPs") and 3,99,216 employee stock appreciation rights ("ESARs") to the eligible employees of the Company and/or its Subsidiary Company(ies) under its TDPSL Equity Based Compensation Plan 2019 ("Plan"). These were outstanding at the period end.

Out of which 97,962 ESOPs and 56,160 ESOPs have been granted to Company Secretary and Chief Financial Officer of the company respectively.

The fair value of each equity settled award is estimated on the date of grant using the Black-Scholes-Merton model with the following assumptions:

Particulars	ESOP No. of Options	ESAR No. of Options
Market Price (₹)	134.45	134.45
Expected Life (in Years)	3 - 5	3 - 5
Volatility (%)	38.84 - 40	38.84 - 40
Risk free Rate (%)	5.93 - 6.26	5.93 - 6.26
Exercise Price (₹)	67.25	67.25
Dividend Yield (%)	1.49	1.49
Weighted Average Fair Value of the Vest (₹)	78.92	78.92

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

During the year ended 31st March 2021, 1,87,961 ESOPs were vested and exercised at an exercise price of ₹ 67.25 against which 1,87,961 Equity shares of the Company were transferred to the ESOP grantees by TDPSL Employee Welfare Trust. ₹ 126.41 lakhs was received from the ESOP grantees upon the Exercise of ESOPs.

51 Interim Dividend

During the year ended 31st March 2021, an interim dividend of NIL (PY: Rs.1.50/-) per equity share of Rs.10/- each was declared by the Board of Directors at their meeting held on (PY: 12th February 2020) and the said amount has been paid on 2nd March 2020.

52 During the quarter ended 30th September 2019, the Company sold unutilised land measuring 17 acre and 11 Guntas situated at Pemmanahalli village, Sompura Hobli, Nelamangala Taluk, Bangalore Rural District at a price of ₹ 87.50 lakhs per acre totaling to ₹ 1,511.56 Lakhs . The net profit of ₹ 215.94 lakhs arising from the sale of said land after considering the carrying cost of land of ₹ 943.95 lakhs and the estimated cost of development of ₹ 351.67, has been included under exceptional item. The formalities relating to execution and registration of the sale deed was completed during that quarter.

53 Consequent to write back of creditors, the Indian Subsidiary has reported profit of ₹ 821 lakhs for the financial year 2020-2021 and positive networth as at March 31 2021. The Company continues to evaluate business proposals to render engineering services and is negotiating with certain trade creditors for final settlement with substantial remission/reduction in liability on account of project cancellation and supply related issues. These steps are expected to help the company in reducing it's current liabilities. Further, efforts are ongoing to recover receivables by which management is hopeful of significantly improving the Company's ability to settle its liabilities. Accordingly, the management is of the opinion that the going concern assumption in preparation of the financial statements is appropriate.

The overseas subsidiary in USA has accumulated losses exceeding its share capital and has eroded its networth as at the end of the reporting period. The Subsidiary's current liabilities exceeds its total assets by ₹ 1,018.06 lakhs. A substantial portion of the liabilities is loan from the Parent company which is being renewed on timely basis reflecting the parent company's resolve to support and grow the market. Over the last 3-4 years this subsidiary has improved foothold in the American market and has delivered certain initial orders from very reputed customers. This will help in receiving improved orders in the forthcoming years enabling better operating performance. The subsidiary is manging it's cash flow requirements. However, The parent company is authorised by its Board to infuse further funds as and when required. Based on this, the management is of the opinion that the going concern assumption in preparation of the financial statements is appropriate.

54 The exponential increase in the Covid-19 cases in India during since March 21 has resulted in various State Governments ordering lock downs in various measures. While there have been certain logistical issues in movement of men and materials which needed to be managed, the ongoing lock down in Karnataka State has not affected the company's operations as on the date of approval of these financial statements. The incremental costs incurred by the company to adhere to the standard operating procedures notified by the Government / Authorities was not very significant. The global spread of Covid-19 has led to an uncertain business environment. The management has considered the possible effects that may result from the Covid-19 pandemic on the carrying value of various assets including investments (net of impairment loss) in subsidiaries and loans to subsidiaries after taking into account various internal and external information upto the date of approval of these financial statements and have concluded that they are recoverable based on the expected future performance of the Company and it's subsidiaries. The Company has also assessed various scenarios and assumptions and based on the current estimates, the management of the Company expects that the carrying amount of these assets, as reflected in the balance sheet as at March 31, 2021 are fully recoverable and that no further provision is required. Considering the present liquidity position of the company and its ability to raise funds, if required, the management of the company does not foresee any adverse impact on its ability to continue as going concern and in meeting its liabilities as and when they fall due. The impact assessment of Covid-19 is a continuing process given the uncertainties associated with its nature as well as it's duration and the management will continue to monitor any events/ changes to future economic conditions. Accordingly, the impact may be different from that estimated as at the date of approval of these financial statements.

For and on behalf of Board of Directors of
TD Power Systems Limited
CIN No. L31103KA1999PLC025071

Mohib N Khericha
Chairman
DIN: 00010365
Place: Ahmedabad

Nikhil Kumar
Managing Director
DIN:00062243
Place: Frankfurt

M N Varalakshmi
Chief Financial Officer
Place: Bangalore

N Srivatsa
Company Secretary
Membership No. F4699
Place: Bangalore

As per our report of even date attached
For **Varma & Varma**
Chartered Accountants
Firm Registration No. 004532S

K P Srinivas
Partner
Membership No.208520

Place:Bangalore
Date19th May 2021

CONSOLIDATED FINANCIAL STATEMENTS

INDEPENDENT AUDITORS' REPORT

To
THE MEMBERS OF
TD POWER SYSTEMS LIMITED

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the Consolidated Financial Statements of **TD Power Systems Limited** (" hereinafter referred as the Holding Company") and its five subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31, 2021, and the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Statement of Changes in Equity, the consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind-AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at March 31,2021, its profit, consolidated total Comprehensive income, Consolidated changes in equity and its Consolidated cash flows for the year then ended.

Basis for Opinion:

We conducted our audit of the consolidated Financial Statements, in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the code of ethics issued by Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Companies Act, 2013 and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with the requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Emphasis of Matter

We draw attention to Note No. 52 in the consolidated financial statements, which describes the evaluation of the impact of COVID-19 carried out by the group on the group business operations, financial position, carrying value of various assets and the uncertainties associated with such an evaluation in the present circumstances and that the impact may be different from that assessed as at the date of approval of these financial statements.

Our opinion is not modified in respect of the above matter.

Key Audit Matters:

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report

Revenue Recognition for contracts with customers:
Reasons why the matter was determined to be a key audit matter:

The Company generates a significant portion of the business by manufacturing AC Generators and Electric Motors for various applications which are specifically designed and tailor-made to suit the needs of the customers based on their requirements and specifications. The Company recognizes revenue in accordance with IND AS 115 Revenue from contracts with customers, generally when or as the entity satisfies a performance obligation by transferring a promised goods or services to a customer; i. e. when the customer is able to direct the use of the transferred goods or services and obtains substantially all of the remaining benefits, provided a contract with enforceable rights and obligations exists and amongst others collectability of consideration is probable taking into account the creditworthiness of the customers. These assessments include, in particular, the scope of deliveries and services required to fulfill contractually defined obligations.

Auditor's response:

As part of our audit, we obtained an understanding of the Company's internally established methods, processes and control mechanisms from order to delivery. We have also assessed the design and operating effectiveness of the internal controls by obtaining an understanding of such business transactions, and testing controls over these processes.

As part of our substantive audit procedures, we evaluated the management's assumptions based on a risk-based selection of a sample of contracts. We have carried out verification of documents relating to these sales that include the documents for final testing, dispatch of goods or acknowledgment of acceptance of the goods. We performed cut-off procedures to ensure that year-end sales are in line with the revenue recognition policy of the Company. The performance of obligations is considered to be complete, generally when the testing of goods is completed / customer has accepted the goods.

We have also discussed with the management the likelihood of any changes in the terms or non-fulfilment of obligations by the customers, arising from the impact of COVID-19.

Information Other than the Financial Statements and Auditor's Report Thereon

The Group's Board of Directors is responsible for the other information. The other information comprises the Management Discussion and Analysis, Board of Directors' report, Corporate Governance Report and other information published along with but does not include the consolidated financial statements and standalone financial statements and our auditor's report thereon. The Management Discussion and Analysis, Board of Directors' report, Corporate Governance Report etc., is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. When we read the Management Discussion and Analysis, Board of Directors' report, Corporate Governance Report etc., if we conclude that there is a material misstatement there in, we are required to communicate the matter to those charged with governance. In case of uncorrected material misstatement, we are required to communicate to other stakeholders as appropriate as well as to take action, applicable under applicable laws and regulations, if any.

Management Responsibilities and for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (the Act) that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind-AS) specified under Section 133 of the Act, read with relevant rules issued thereafter.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

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

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

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

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

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

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

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. For the entities included in the consolidated financial statements, which have been audited by other auditors/Chartered Accountants Firm, such other auditors/ Chartered Accountants Firm remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company 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

INDEPENDENT AUDITORS' REPORT ON (CONTD.)

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

Other Matters

i. We did not audit the financial statements of one Indian Subsidiary considered in the preparation of the consolidated financial statements, which constitute total assets of INR 861.95 lakhs, total revenue of INR 118.14 lakhs and net profit after tax of INR 820.35 lakhs and net cash flows of INR 4.11 lakhs for the year ended March 31, 2021 which has been audited by the auditor of that company whose audit report has been furnished to us, and our opinion on the statement, to the extent they have been furnished to us, and our opinion on the statement, to the extent have been derived from such financial statements is solely on the basis of such report of the other auditor.

ii. We did not audit the special purpose financial statements of four foreign subsidiaries considered in the preparation of the consolidated financial statements, which constitute total assets of INR 10,154.88 lakhs, total revenue of INR 20,990.38 lakhs, net profit after tax of INR 2,069.12 lakhs and net cash flows of INR 611.43 Lakhs for the year ended March 31, 2021. The special purpose financial statements of these four foreign subsidiaries prepared for the purpose of consolidation have been audited by an independent firm of Chartered Accountants in India, and our opinion on the statement, to the extent they have been derived from such financial statements is solely on the basis of the audit report on the special purpose financial statements issued by that independent firm of Chartered Accountants in India.

Report on Other Legal and Regulatory Requirements

1. 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 of the aforesaid consolidated financial statements.

   b. In our opinion, proper books of account as required by law relating to the preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors/Chartered Accountant's Firm.

   c. The consolidated Balance Sheet, the consolidated Statement of Profit and Loss including Other Comprehensive Income, Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account/ statements maintained for the purpose of preparation of the consolidated financial statements;

   d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014;

   e. On the basis of the written representations received from the directors of the holding company as on 31st March, 2021 taken on record by the Board of Directors of the holding company and report of the auditors of its subsidiary company incorporated in India, none of the directors of the group companies incorporated in India is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.

   f. With respect to the adequacy of the internal financial controls over financial reporting of the group and the operating effectiveness of such controls, refer to our separate report in '**Annexure A**'; and

   g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended;

      In our opinion and to the best of our information and according to the explanations given to us and as stated in Note No. 42, the remuneration payable by the Holding Company to its Managing Director is subject to the approval of the shareholders.

   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 group has disclosed pending litigations in its consolidated financial statements, the impact if any on the final settlement of these litigations on its financial position is not ascertainable at this stage – Refer Note No. 37 and Note No. 53 of consolidated financial statements;

      ii. the Company did not have any long term contracts for which there were any material foreseeable losses. Refer Note No. 44(b) of the consolidated financial statements; and

      iii. there has been no delay in transferring amounts to be transferred to the Investor Education and Protection Fund by the Holding Company during the year. There was no amount which was required to be transferred during the year to the Investor Education and Protection Fund by the subsidiary company incorporated in India. Refer Note No. 44(c) of consolidated financial statements.

For **VARMA & VARMA**
Chartered Accountants
FRN 004532S

K.P.SINIVAS
Partner
M. No. 208520
UDIN : 21208520AAAAIX2264

Place : Bangalore
Date : 19-05-2021

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

ANNEXURE REFERRED TO IN PARA 1 (f) "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF THE INDEPENDENT AUDITOR'S REPORT

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March 2021, we have audited the internal financial controls over financial reporting of **TD Power Systems Limited** ("the Holding Company") and its one subsidiary company incorporated in India as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and audit evidence obtained by the auditor of the subsidiary company incorporated in India in terms of their report referred to in the "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Holding Company and its subsidiary company incorporated in India.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that;

1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and based on the report of the auditors of its subsidiary company incorporated in India, the Holding Company and its subsidiary company incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2021, based on the internal control over financial reporting criteria established by the Company and its subsidiary company incorporated in India considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to the subsidiary company incorporated in India is based solely on the corresponding report of the auditor of the said subsidiary incorporated in India.

For **VARMA & VARMA**
Chartered Accountants
FRN 004532S
K.P.SINIVAS
Partner
M. No. 208520
UDIN : 21208520AAAAIX2264

Place : Bangalore
Date : 19-05-2021

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2021

Amount in ₹ Lakhs

	Note No.	As at 31.03.2021		As at 31.03.2020	
I. ASSETS					
Non - current assets					
Property, plant and equipment	2	16,995.10		17,815.14	
Capital work in progress	3	25.15		64.54	
Intangible assets other than Goodwill	4	399.29		190.33	
Intangible assets under development	5	32.10		-	
Financial assets					
Investments	6	1,993.94		1,993.94	
Other financial assets	7	122.80		162.34	
Other non-current assets	8	1,749.85	21,318.23	1,922.31	22,148.60
Current assets					
Inventories	9	18,878.10		14,440.78	
Financial assets					
Trade receivables	10	16,188.86		17,282.20	
Cash and cash equivalents	11	4,744.90		8,131.67	
Bank balances other than cash and cash equivalents	12	11,685.58		7,688.61	
Other financial assets	13	2,695.09		1,739.07	
Other current assets	14	2,977.02	57,169.55	4,311.83	53,594.16
TOTAL			**78,487.78**		**75,742.76**
II. EQUITY AND LIABILITIES					
Equity:					
Equity Share Capital	15	3,093.34		3,093.34	
Other Equity	16	43,974.30	47,067.64	39,406.96	42,500.30
Non - current liabilities					
Provisions	17	452.59		450.82	
Deferred tax liabilities (Net)	18	627.21	1,079.80	649.82	1,100.64
Current Liabilities					
Financial Liabilities:					
Borrowings	19	5,199.60		6,766.80	
Trade payables					
- total outstanding dues of micro enterprises and Small enterprises	20	60.26		53.21	
- total outstanding dues of creditors other than micro enterprises and Small enterprises		10,777.33		14,304.05	
Other financial liabilities	21	8,374.46		6,047.81	
Other current liabilities	22	4,989.85		4,255.25	
Provisions	23	323.69		314.35	
Current tax liabilities - Net	24	615.15	30,340.34	400.35	32,141.82
TOTAL			**78,487.78**		**75,742.76**

The accompanying notes forms an integral part of the Consolidated Financial Statements

For and on behalf of Board of Directors of
TD Power Systems Limited
CIN No. L31103KA1999PLC025071

Mohib N Khericha
Chairman
DIN: 00010365
Place: Ahmedabad

Nikhil Kumar
Managing Director
DIN:00062243
Place: Frankfurt

M N Varalakshmi
Chief Financial Officer
Place: Bangalore

N Srivatsa
Company Secretary
Membership No. F4699
Place: Bangalore

This is the consolidated balance sheet referred to in our report of even date attached

For **Varma & Varma**
Chartered Accountants
Firm Registration No. 004532S

K P Srinivas
Partner
Membership No.208520

Place:Bangalore
Date: 19th May 2021

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2021

Amount in ₹ Lakhs

	Note No.	Year ended 31.03.2021		Year ended 31.03.2020	
Revenue from operations	25		59,358.43		51,489.34
Other income	26		932.25		1,318.76
TOTAL REVENUE			**60,290.68**		**52,808.10**
Expenses					
Cost of materials consumed	27	42,581.32		37,127.28	
Purchases for Project Business	28	1,002.01		1,717.82	
Changes in inventories of finished goods, work in progress and stock in trade	29	(3,994.17)	39,589.16	(2,907.76)	35,937.34
Employee benefits expense	30		7,940.28		7,254.54
Finance costs	31		446.54		545.19
Depreciation and amortization expense	32		2,149.76		2,222.66
Other expenses	33		5,234.12		4,976.75
TOTAL EXPENSES			**55,359.86**		**50,936.48**
Profit/(loss) before exceptional items and tax			**4,930.82**		**1,871.62**
Exceptional items	34		717.51		1.405.24
Profit/(loss) before tax			**5,648.33**		**3,276.86**
Tax expense:					
Current tax (Refer Note No. 38C)		1,150.51		823.60	
Deferred tax		(22.62)		(513.57)	
Excess provision of income tax of earlier years		-	1,127.89	(26.92)	283.11
Profit/(loss) for the year			**4,520.44**		**2,993.75**
Other comprehensive income	35				
Items that will not be reclassified to profit or loss					
Remeasurement of Defined Benefit Plans		136.13		(119.44)	
Income tax on Defined Benefit Plans					
-Current Tax (Refer Note No. 38C)		(34.26)		-	
- Deferred tax		-	101.87	30.07	(89.37)
Items that will be reclassified to profit or loss					
Exchange difference on translation of foreign operations		(255.78)	(255.78)	(19.41)	(19.41)
Total			**(153.91)**		**(108.78)**
Total comprehensive income			**4,366.53**		**2,884.97**
Earnings per equity share of Rs. 10/- each:					
Basic (in ₹)			14.83		9.76
Diluted (in ₹)	36		14.61		9.67

The accompanying notes forms an integral part of the Consolidated Financial Statements

For and on behalf of Board of Directors of
TD Power Systems Limited
CIN No. L31103KA1999PLC025071

This is the consolidated statement of profit and loss referred to in our report of even date attached

For **Varma & Varma**
Chartered Accountants
Firm Registration No. 004532S

Mohib N Khericha
Chairman
DIN: 00010365
Place: Ahmedabad

Nikhil Kumar
Managing Director
DIN:00062243
Place: Frankfurt

K P Srinivas
Partner
Membership No.208520

Place:Bangalore
Date: 19th May 2021

M N Varalakshmi
Chief Financial Officer
Place: Bangalore

N Srivatsa
Company Secretary
Membership No. F4699
Place: Bangalore

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY AS AT MARCH 31, 2021

Amount in ₹ Lakhs

Particulars	Equity Share Capital (Equity Shares of Rs.10 each issued, subscribed and fully paidup)	Other Equity								Total other equity attributable to equity share holders of the company
		Reserves and surplus								
		Securities Premium	Retained earnings	General reserve	Capital Redemp-tion Reserve	Capital Reserve	Stock option Outstanding Account	Shares Purchased by ESOP Trust	Exchange difference on translation of foreign operations	
As at 1st April 2019	**3,100.92**	**17,550.66**	**16,562.77**	**3,369.92**	**222.84**	**718.29**	**-**	**-**	**27.36**	**38,451.84**
Profit for the period 1st April 2019 to 31st March 2020	-	-	2,993.75	-	-	-	-	-	-	2,993.75
Remeasurement of defined benefit plans for the year	-	-	(89.37)	-	-	-	-	-	-	(89.37)
Exchange difference on translation of foreign operations	-	-	-	-	-	-	-	-	(19.41)	(19.41)
Equity shares bought back during the year (Refer Note No. 15C)	(7.58)	-	-	-	-	-	-	-	-	-
Transfer to Capital Redemption Reserve in respect of equity shares bought back during the year in pursuance of Sec. 69 of the Companies Act, 2013 (Refer Note No. 15C)	-	(7.58)	-	-	7.58	-	-	-	-	-
Utilisation of Securities Premium for buyback of equity shares (Refer Note No. 15C)	-	(83.57)	-	-	-	-	-	-	-	(83.57
Expenses on buyback of equity shares (Refer Note No. 15C)	-	(0.27)	-	-	-	-	-	-	-	(0.27)
Transfer to Stock Options Outstanding account during the year (Refer Note No. 47)	-	-	-	-	-	-	281.34	-	-	281.34
Shares purchased by ESOP Trust (Refer Note No. 47)	-	-	-	-	-	-	-	(830.59)	-	(830.59)
Dividend received by TDPS ESOP Trust	-	-	-	-	-	-	-	8.46	-	8.46
Dividend including dividend distribution tax (DDT) for the year (Refer Note No. 48)	-	-	(745.84)	-	-	-	-	-	-	(745.84)
Interim Dividend including dividend distribution tax (DDT) (Refer No. 49)	-	-	(559.38)	-	-	-	-	-	-	(559.38
As at 31st March 2020	**3,093.34**	**17,459.24**	**18,161.93**	**3,369.92**	**230.42**	**718.29**	**281.34**	**(822.13)**	**7.95**	**39,406.96**
As at 1st April 2020	**3,093.34**	**17,459.24**	**18,161.93**	**3,369.92**	**230.42**	**718.29**	**281.34**	**(822.13)**	**7.95**	**39,406.96**
Profit for the period 1st April 2020 to 31st March 2021 -	-	-	4,520.44	-	-	-	-	-	-	4,520.44
Remeasurement of defined benefit plans for the year	-	-	101.87	-	-	-	-	-	-	101.87
Exchange difference on translation of foreign operations	-	-	-	-	-	-	-	-	(255.78)	(255.78)
Transfer to Stock Options Outstanding account during the year (Refer Note No. 47)	-	-	-	-	-	-	303.74	-	-	303.74
Amount transferred to share purchased by ESOP Trust in respect of ESOP exercised during the period	-	-	-	-	-	-	(141.40)	141.40	-	-
Amount received from employee on exercise of ESOP	-	-	-	-	-	-	-	126.41	-	126.41
Dividend received by TDPS ESOP Trust	-	-	-	-	-	-	-	2.68	-	2.68
Balance carrying value of shares in respect of ESOP exercised during the period transferred to Retained Earnings	-	-	- (6.26)	- -	-	-	-	6.26	-	-
Dividend including dividend distribution tax (DDT) for the year (Refer Note No. 48)	-	-	(232.02)	-	-	-	-	-	-	(232.02)
As at 31st March 2021	**3,093.34**	**17,459.24**	**22,545.96**	**3,369.92**	**230.42**	**718.29**	**443.68**	**(545.38)**	**(247.83)**	**43,974.30**

The accompanying notes forms an integral part of the Consolidated Financial Statements

This is the consolidated statement of changes in equity referred to in our report of even date attached

For and on behalf of Board of Directors of
TD Power Systems Limited
CIN No. L31103KA1999PLC025071

Mohib N Khericha
Chairman
DIN: 00010365
Place: Ahmedabad

Nikhil Kumar
Managing Director
DIN:00062243
Place: Frankfurt

M N Varalakshmi
Chief Financial Officer
Place: Bangalore

N Srivatsa
Company Secretary
Membership No. F4699
Place: Bangalore

For **Varma & Varma**
Chartered Accountants
Firm Registration No. 004532S

K P Srinivas
Partner
Membership No.208520

Place:Bangalore
Date: 19th May 2021

CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2021

Amount in ₹ Lakhs

		Year ended 31.03.2021		Year ended 31.03.2020	
A	**CASH FLOW FROM OPERATING ACTIVITIES**				
	Net Profit before tax		5,648.33		3,276.86
	Adjustments for				
	Depreciation	2,015.70		2,168.15	
	Amortisation	134.06		54.51	
	(Profit) / Loss on disposal of Property, Plant and Equipments (including amount considered as exceptional item)	(10.50)		(254.56)	
	Unbilled Revenue	53.10		(70.85)	
	Dividend income from investment measured at fair value through Profit and Loss	-		(0.06)	
	Interest income on bank deposits	(634.84)		(620.60)	
	Interest income on financial assets (Non-convertible debentures carried at amortised cost)	(80.87)		(45.07)	
	Interest income accrued on financial assets (Non-convertible debentures carried at amortised cost)	(94.19)		(94.67)	
	Interest expenses (including foreign exchange difference recorded as adjustment to borrowing cost)	446.54		545.19	
	Compensation expenses under Employee Stock Option Scheme	303.74		281.34	
	Unrealised Foreign Exchange Loss /(gain) (net)	(183.88)		253.57	
	Provision no longer required (including exceptional item)	(717.51)		(1,244.36)	
	Provision for Warranty Claims	8.48		18.74	
	Provision for Leave Encashment	22.48	1,262.31	104.19	1,095.52
	Operating profit before Working Capital Changes		**6,910.64**		**4,372.38**
	Adjustments for				
	Decrease/(Increase) in trade receivables	1,010.24		5,294.73	
	Decrease/(Increase) in Other Receivables	(3,119.05)		(297.81)	
	Decrease/(Increase) in inventories	(4,437.32)		(3,177.22)	
	(Decrease)/Increase in Trade Payables	(3,493.48)		(2,521.30)	
	(Decrease)/Increase in other payable & Provisions	3,822.50	(6,217.11)	2,720.70	2,019.10
	Cash generated from operations		**693.53**		**6,391.48**
	Direct Taxes Paid including TDS		(979.05)		(824.71)
	Net Cash from/(used in) Operating Activities		**(285.52)**		**5,566.77**
B	**Cash flow from investing activities**				
	Payment for property, plant and equipments (net of transfer of CWIP to fixed assets)	(1,165.29)		(1,333.79)	
	Payment for intangible assets	(343.02)		-	
	Proceeds from disposal of property, plant and equipments	19.52		1,579.02	
	Investments in non-convertible debentures carried at amortised cost	-		(997.96)	
	Dividend received	-		0.06	
	Interest received on bank deposits	667.37		757.83	
	Net Cash from/(used in) investing activities		**(821.42)**		**5.16**

CONSOLIDATED CASH FLOW STATEMENT (CONTD.)

Amount in ₹ Lakhs

	Year ended 31.03.2021		Year ended 31.03.2020	
C. Cash flow from financing activities				
Proceeds from (Repayment of) Working Capital borrowings (net)	(1,561.15)		924.60	
Equity shares bought back	-		(91.15)	
Expenses on equity shares bought back	-		(0.27)	
Cost of purchase of shares for ESOP by Trust	-		(822.13)	
Proceeds from ESOP exercised received	126.41		-	
Interest paid	(307.58)		(378.85)	
Dividend Received by ESOP Trust	2.68		8.46	
Dividend Paid, including dividend distribution tax	(232.02)		(1,305.22)	
Net Cash from/(used in) financing activities		**(1,971.66)**		**(1,664.56)**
Effect of exchange rate changes on the balance of cash and cash equivalents held in foreign currencies		(52.39)		12.33
Net increase/(decrease) in cash and cash equivalents		**(3,130.99)**		**3,919.70)**
Net Foreign exchange difference on translation of foreign operations		(255.78)		(19.41)
Cash and cash equivalents at the beginning of the year		8,131.67		4,231.38
Cash and cash equivalents at the end of the year		**4,744.90**		**8,131.67**
Cash and cash equivalents at the end of the year- constitute				
Balances with banks				
In current accounts		3,141.79		4,178.56
In EEFC account		507.72		2,170.20
In Cash Credit Account		412.85		-
In deposit accounts with less than 3 months maturity		680.00		1,780.00
Cash on hand		2.54		2.91
		4,744.90		**8,131.67**

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

The accompanying notes forms an integral part of the Consolidated Financial Statements

For and on behalf of Board of Directors of
TD Power Systems Limited
CIN No. L31103KA1999PLC025071

Mohib N Khericha
Chairman
DIN: 00010365
Place: Ahmedabad

Nikhil Kumar
Managing Director
DIN:00062243
Place: Frankfurt

M N Varalakshmi
Chief Financial Officer
Place: Bangalore

N Srivatsa
Company Secretary
Membership No. F4699
Place: Bangalore

This is the consolidated cash flow statement referred to in our report of even date attached

For **Varma & Varma**
Chartered Accountants
Firm Registration No. 004532S

K P Srinivas
Partner
Membership No.208520

Place:Bangalore
Date: 19th May 2021

SUMMARY OF ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED MARCH 31, 2021

Corporate Information

The Company is incorporated and domiciled in India. Consequent to a Special Resolution of the Members, passed at the Company's Extra Ordinary General Meeting held on 17th January 2011, the Company was converted to a Public Limited Company by altering its Articles of Association in terms of Section 31 read with Section 44 of the Companies Act 1956, and a fresh Certificate of Incorporation dated 4th February 2011 was issued by the Registrar of Companies, Karnataka. The registered office of the Company is located at Dabaspet, Nelamangala Taluk Bangalore - 562 111. The Company is engaged in manufacturing AC Generators and Electric Motors for various applications which are specifically designed and tailor-made to suit the needs of the customers based on their requirements and specifications.

The consolidated financial statements for the year ended March 31, 2021 were approved by the Board of Directors and authorised for issue on May 19, 2021.

The company's subscription to the Share Capital of its Wholly Owned Subsidiaries included in investment under non-current assets as at 31st March 2020 are as follows:-

- 80,100 Equity Shares of USD 10- each in TD Power Systems USA Inc, USA
- 2000 Equity Share of JPY 10,000 each in TD Power Systems Japan Limited, JAPAN
- 550,000 * Equity Share of Euro 1 each in TD Power Systems Europe GmbH, EUROPE

  (*erstwhile Platin 1255 GmbH acquired by the company during January 2016)
- 59,99,998 Equity Shares of Rs.10 each in D F Power Systems Private Limited (excluding shares beneficially held by the Directors of the Company)
- 12,782 shares of Turkish Lira of 100 each in TD Power System Jenerator Sanayi Anonim Sirketi which was incorporated on 21st June 2017

1.1 Statement of Compliance:

a. Principles of Consolidation:

Subsidiaries:

The financial statements of the subsidiary company used in the consolidation are drawn up to the same reporting date as of the Company.

The financial statements of the Companies and its subsidiary company has been combined on a line by line basis by adding together like items of assets, liabilities, income and expenses. Inter-company balances and transactions and unrealized profits or losses have been fully eliminated.

The share of equity in the subsidiary company as on the date of investment in excess of cost of investment of the Group, is recognized as 'Capital Reserve' and shown under the head 'Reserves and Surplus', in the consolidated financial statements.

1.2 Basis of preparation of consolidated financial statements:

The consolidated financial statements have been prepared on going concern basis and on accrual method of accounting. Historical cost is used except for certain financial assets and liabilities that are measured at fair values at the end of each reporting period, as explained in accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. The consolidated financial statements are presented in Indian Rupees ("Rs. / INR / ₹") and all values are rounded to the nearest lakhs (INR 00,000), except when otherwise indicated.

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

1.3 Use of estimates and judgments:

The preparation of the financial statements in conformity with recognition and measurement principles of Ind AS requires management of the Company to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses for the period presented. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed below. Accounting estimates could change from period to period and actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

1.4 Current versus non-current classification:

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

a An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or Cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

b A liability is treated as current when it is:

- Expected to be settled in normal operating cycle
- Held primarily for the purpose of trading
- Due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

c Deferred tax assets / liabilities are classified as non-current assets/ liabilities.

d Based on the nature of products/activities of the Company and the normal time between acquisition of the assets and the realization in cash and cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

1.5 Critical Accounting Estimates:

a. Revenue Recognition:

The Company uses the percentage-of-completion method in accounting for its service contracts. Use of the percentage-of-completion method requires the Company to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date.

b Property, Plant and Equipment:

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

c Intangible Assets

The capitalization of cost in intangible asset under development is based on judgement of the management that technological and economical feasibility is confirmed and that the assets will generate economic benefits in future. Based on the evaluations carried out the Company's management has determined that there is no factor which indicate that these assets have suffered any impairment loss.

d Investment in subsidiaries

The Company reviews its carrying value of investments carried at cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for. The management of the Company is confident that the investment does not require further provision for impairment based on the future projections and also considering the fact that some of the subsidiaries are at early stage of their operations.

e Provision and Contingent liability

The Company reviews pending cases, claims by third party and other contingencies, if any on an on-going basis. For contingent losses that are considered probable, estimated loss is recorded as an accrual in consolidated financial statements. Loss contingencies that are considered possible are not provided for but disclosed in the consolidated financial statements as contingent liabilities. Contingencies the likelihood of which are remote, are not disclosed in the consolidated financial statements. Gain contingencies are not recognized until the contingencies are resolved and the amounts are received or recoverable.

f Provision for Credit loss

The Company reviews the position of trade receivable and ascertains a provision for life time credit loss after considering the industry and economic conditions in which customer operate, the profile of the customer and the past experience.

1.6 Revenue Recognition:

The Company recognises revenue, when or as the entity satisfies a performance obligation by transferring a promised goods or services to a customer; i. e. when the customer is able to direct the use of the transferred goods or services and obtains substantially all of the remaining benefits, provided a contract with enforceable rights and obligations exists and amongst others collectability of consideration is probable taking into account our customer's creditworthiness. With regards to the sale of products (a) where delivery is not considered to have occurred, and therefore no revenues are recognized, until the customer has taken title to the products and assumed the risks and rewards of ownership of the products specified in the purchase order or sales agreement. (b) Where dispatch has not been done but tests have been completed as per the terms agreed with the customer, revenue is the transaction price the company expects to be entitled to. Consideration is adjusted for the time value of money if the period between the transfer of goods or services and the receipt of payment is substantial and there is a significant financing benefit either to the customer or Company. If a contract contains more than one distinct good or service, the transaction price is allocated to each performance obligation based on relative stand-alone selling prices. If stand-alone selling prices are not observable, the Company reasonably estimates those. Revenue is recognized for each performance obligation either at a point in time or over the time.

Sales from construction-type contracts:

Revenues are recognized over time under the percentage-of-completion method, based on the percentage of costs incurred to date compared to total estimated costs. An expected loss on the contract is recognized as an expense immediately. The percentage-of-completion method places considerable importance on accurate estimates of the extent of progress towards completion and may involve estimates on the scope of deliveries and services required for fulfilling the contractually defined obligations. These significant estimates include total estimated costs, total estimated revenues, contract risks, including technical, political and regulatory risks, and other judgments. Under the percentage-of-completion method, changes in estimates may lead to an increase or decrease of revenue. In addition, the company needs to assess whether the contract is expected to continue or to be terminated. In determining whether the continuation or termination of a contract is expected to be the most likely scenario, all relevant facts and circumstances relating to the contract are considered on an individual basis.

Revenues from services:

Revenues are recognized over time on a straight-line basis or, if the performance pattern is other than straight-line, as services are provided, i. e. the progress towards complete satisfaction using input method or output method.

Dividend Income:

Revenue is recognised when the Company's right to receive the payment is established.

Interest Income:

Interest income is recognised using effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of financial asset.

1.7 Export Incentives:

Export incentives are recognized in the statement of profit and loss when the right to receive credit as per the terms of the scheme is established in respect of exports made and when there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

1.8 Property, plant and equipment (PPE):

Initial Measurement:

Free hold land is carried at historical cost. All other items of Property, Plant and Equipment's are carried at cost of acquisition/construction net of recoverable taxes, less accumulated depreciation / amortization and impairment losses, if any. The cost includes incidental expenses relating to the acquisition and finance cost till assets are put to use, are capitalized. Stores, spares and parts which can be used only in connection with an item of plant or equipment and whose useful life is expected to be irregular are capitalized and depreciated over the useful life of the principal item of the relevant assets.

Property, Plant and Equipment manufactured internally are capitalized at Factory Cost.

Capital Work in Progress:

Property, Plant and Equipment which are not yet ready for their intended use are carried at cost, comprising direct cost and related incidental expenses. Advances paid towards acquisition of PPE outstanding at each balance sheet date are classified as Capital advances under other non-current assets.

Depreciation and amortization:

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

ii. Freehold land is not depreciated.

iii. Depreciation is not recorded on capital work-in-progress until construction and installation are complete and the asset is ready for its intended use.

The estimated useful lives are as mentioned below:

Type of Assets	Useful Life
Factory Building	30 Years
Non-factory Buildings	60 Years
Plant & Machinery - Double shift basis	10 Years
Office Equipments	5 Years
Furniture and Fixtures	10 Years
Computers	3 Years
Computer Server	6 Years
Communication Equipment	5 Years
Motor Vehicles	8 Years

Derecognition:

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in statement of profit or loss.

1.9 Intangible Assets:

Intangible assets with finite lives that are acquired are carried at cost or fair value as of the date of acquisition, as applicable, less accumulated amortization and accumulated impairment losses, if any. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Intangible assets consist of technical knowhow / license fees which are amortized over a period of 5 years on a straight-line basis being the estimated useful life.

1.10 Research & Development

Expenditure on research activity undertaken is charged to the Statement of Profit & Loss as and when incurred during the year to their natural head of accounts. The expenditure incurred includes cost of materials, salaries & wage and other revenue expenditure.

Development costs are capitalized only after the technical and commercial feasibility of the asset for sale or use has been established.

Capital Expenditure is categorized and disclosed separately as Research & Development Property Plant and Equipment and depreciation is charged as disclosed in Sl. No. 1.8 above.

1.11 Impairment of Assets:

a. Financial assets (other than at fair value):

The Company assesses at the end of each reporting period, whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognizes lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

b. Non-Financial Assets:

Tangible and intangible assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

1.12 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 realizable value represents the estimated selling price for inventory less all estimated cost of completion and cost necessary to make the sale.

1.13 Employee Benefits:

Employee benefits include provident fund, pension fund, employee state insurance scheme, compensated absences and gratuity.

a. Short-term employee benefits:

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by the employees are recognized during the year when the employee render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related services.

b. Long-term employee benefits :

Long term employee benefits include compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as a liability at the present value of the defined benefit obligation as at balance sheet date less the fair value of the plan assets, if any out of which the obligations are expected to be settled.

c. Defined Benefit Plans:

For defined benefit plans in the form of Gratuity (funded), the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuation being carried out at the end of each reporting period, taking effect of actuarial gains and losses which is recognised in Other Comprehensive Income. The amount is funded to gratuity fund administered by the trustees and managed by Life Insurance Corporation of India.

Re-measurement of net defined benefit liability/ asset pertaining to gratuity comprise of actuarial gains / losses (i.e. changes in the present value resulting from experience adjustments and effects of changes in actuarial assumptions) and is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Re-measurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to statement of profit or loss.

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. This cost is included in employee benefit expenses in the statement of profit and loss.

Past service cost is recognized immediately in the statement of profit and loss. The benefits obligation in respect of gratuity recognized in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for present value plan assets including refunds and reductions if any available as against future contributions to the scheme.

d. Defined Contribution Plans:

The Company has contributed to provident fund and employee state insurance scheme which is defined contribution plan. The contribution paid/ payable under the scheme is charged to Statement of Profit and loss during the year in which an employee renders the related service. Company has no further obligation beyond making the payment.

e. Termination benefits are recognized as an expense as and when incurred.

1.14 ESOP:

The Company recognises compensation expense relating to share-based payments in net profit using fair-value in accordance with IND AS 102, Share Based Payment. The estimated fair value of awards is charged to income on straight line basis over the requisite service period for each separately vesting portion of the award as if the award was in substance, multiple awards with a corresponding credit to Employee Stock Option / Rights outstanding Reserve. The Company has created an Employee Stock Options Trust (ESOP) for providing share-based payment to its employees. The Company uses ESOP as a vehicle for distributing shares to employees under the employee remuneration schemes. The ESOP Trust buys shares of the company from the market, for giving shares to employees. The Company treats ESOP as its extension and shares held by ESOP are treated as treasury shares. Treasury shares are recognized at cost of acquisition and included under other equity. No gain or loss is recognized in profit or loss on the purchase or issue of the Company's own equity shares. Share options exercised during the reporting period are deducted from treasury shares.

1.15 Leases:

Company as a Lessee:

Contracts with third party, which give the company the right of use in respect of an Asset, are accounted in line with the provisions of Ind AS 116 – Leases, if the recognition criteria as specified in the Accounting standard are met.

Lease payments associated with Short terms leases and Leases in respect of Low value assets are charged off as expenses on straight line basis over lease term or other systematic basis, as applicable.

At commencement date, the value of "right of use" is capitalised at the present value of outstanding lease payments plus any initial direct cost and estimated cost, if any, of dismantling and removing the underlying asset and presented as part of Plant, property and equipment.

Liability for lease is created for an amount equivalent to the present value of outstanding lease payments and presented as Borrowing. Subsequent measurement, if any, is made using Cost model.

Each lease payment is allocated between the liability created and finance cost. The finance cost is charged to the Statement of Profit and loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

The lease payments are discounted using the interest rate implicit in the lease, if that rate can be determined, or the company's incremental borrowing rate.

Lease modifications, if any are accounted as a separate lease if the recognition criteria specified in the standard are met.

Company as a lessor:

Leases are classified as operating lease or a finance lease based on the recognition criteria specified in Ind AS 116 – Leases

a) Finance Lease:

At commencement date, amount equivalent to the "net investment in the lease" is presented as a Receivable. The implicit interest rate is used to measure the value of the "net investment in Lease".

Each lease payment is allocated between the Receivable created and finance income. The finance income is recognised in the Statement of Profit and loss over the lease period so as to reflect a constant periodic rate of return on the net investment in Lease.

The asset is tested for de-recognition and impairment requirements as per Ind AS 109 – Financial Instruments.

Lease modifications, if any are accounted as a separate lease if the recognition criteria specified in the standard are met.

b) Operating Lease:

The company recognises lease payments from operating leases as income on either a straight-line basis or another systematic basis, if required. Lease modifications, if any are accounted as a separate lease if the recognition criteria specified in the standard are met.

1.16 Income Taxes:

The Company's major tax jurisdictions are in India. Significant judgement 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 and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognised in statement of profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

a. Current Income Taxes:

The current income tax expense includes income taxes payable by the Company and its overseas branches. Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying units intends to settle the asset and liability on a net basis or where it has legally enforceable right to set off the recognized amount.

b. Deferred Income Taxes:

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount.

Deferred income tax asset is recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and unused tax losses, if any can be utilized.

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

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

1.17 Foreign Currency:

a. Functional and presentation currency:

The consolidated financial statement is presented in Indian Rupee (Rs/₹), which is also the Company's functional currency. Transaction in foreign currencies are initially recorded by the Company at their respective functional currency spot rates at the date, the transaction first qualifies for recognition. However, for practical reasons, the Company uses an average rate, if the average approximates the actual rate at the date of the transaction

b. Initial Recognition:

Foreign currency transactions are recorded in the reporting currency, by applying foreign currency exchange rates between the reporting currency and the foreign currency prevailing at the dates of the transactions.

c. Measurement of foreign currency monetary items and Non-monetary items at the balance sheet date

Monetary items outstanding at the balance sheet date are restated at the rate as on reporting date. Non – monetary items which are carried in terms of historical cost denominated in a foreign currency are not restated and hence is reported using the exchange rate prevailing at the date of transactions.

d. Treatment of exchange differences on monetary items

Exchange differences arising on settlement / restatement of foreign currency assets and liabilities of the Company are recognized as income or expense in the statement of profit and loss in the period in which they arise.

e. In respect of overseas branch, financial statements are translated as if the transactions are those of the Company itself i.e. Indian Rupees as the functional currency since the overseas branch is primarily involved in selling/marketing goods manufactured by the Company in India. The net impact of the foreign exchange difference of foreign operations is recognised in Other Comprehensive income.

1.18 Financial Instruments:

A financial instrument is any contract that give rise to a financial asset of any entity and a financial liability or equity instrument of another entity. Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

i. Cash and Cash equivalents:

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

ii. Financial assets at amortized cost:

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

iii. Financial assets at fair value through profit or loss:

Financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in statement of profit and loss.

iv. Financial liabilities:

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments. Financial liabilities at Fair value through profit and Loss are stated at fair value, with any gains or losses arising on re-measurement in Profit and loss statement

v. Equity Instrument:

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a company are recognised at the proceeds received, net of issue costs.

vi. De-recognition of financial instruments:

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized when the obligation specified in the contract is discharged or cancelled or expires.

vii. Impairment of financial assets:

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. In respect of trade receivables, the Company applies simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

viii. Fair value of financial instruments:

In determining the fair value of its financial instruments, the Company uses following hierarchy and assumptions that are based on market conditions and risks existing at each reporting date.

Fair value hierarchy:

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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

1.19 Accounting for Derivatives:

Derivatives are initially recognized at fair value and are subsequently re-measured to their fair value at the end of each reporting period. The resulting gains/ losses is recognized in the statement of profit and loss of that period.

1.20 Borrowing Cost:

General and specific borrowing cost that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period that is required to complete and prepare the asset for its intended use. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

Other borrowing costs are charged to statement of Profit and Loss in the period in which they are incurred.

1.21 Government Grants:

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attached to them and that the grants will be received. Government grants are recognised in profit or loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate.

1.22 Cash Flow statement

Cash flows are reported using Indirect method, whereby profit for the period is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, financing and investing activity of the company are segregated.

1.23 Provision and Contingencies:

The Company reviews pending cases, claims by third party and other contingencies, if any on an on-going basis. For contingent losses that are considered probable, estimated loss is recorded as an accrual in financial statements. Loss contingencies that are considered possible are not provided for but disclosed in the financial statements as contingent liabilities. Contingencies the likelihood of which are remote, are not disclosed in the financial statements. Gain contingencies are not recognized until the contingencies are resolved and the amounts are received or recoverable.

Provision for Warranty

Provision for warranty related cost are recognized when the product is sold. Initial recognition is based on historical experience and future estimates of claims by the management. The estimate of such warranty related cost is revised annually.

Provision for Credit Loss:

The Company reviews the position of trade receivable and ascertains a provision for life time credit loss after considering the industry and economic conditions in which customer operate, the profile of the customer and the past experience.

1.24 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

1.25 Earnings per share:

Basic earnings/ (loss) per share are computed by dividing profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares after adjustments for treasury shares, outstanding during the period.

Diluted earnings per share is computed by dividing the profit after tax as adjusted for dividend, interest and other changes or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and weighted average number of shares which could have been issued on the conversion of all dilutive potential equity shares. The number of equity shares is adjusted retrospectively for all periods presented for any share splits and bonus shares issued.

1.26 Dividend Distribution:

Dividend paid (including income tax thereon) is recognized in the period in which the interim dividend is approved by the Board of Directors, or in the respect of the final dividend when approved by shareholders.

1.27 IND AS 116 - Leases:

Effective April 1, 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method. The adoption of this standard did not have any material impact on the financial statements for the year ended March, 31 2021.

Lease payments associated with Short terms leases and Leases in respect of Low value assets are charged off as expenses on straight line basis over lease term or other systematic basis, as applicable.

1.28 The consolidation of financial statement (CFS) present the consolidated accounts of TD Power Systems Limited with its following subsidiaries:

Name of Subsidiary	Country of Incorporation	Proportion of Ownership
DF Power Systems Limited	India	100%
TD Power Systems Japan Limited	Japan	100%
TD Power Systems USA Inc	United States of America	100%
TD Power Systems Europe Gmbh	Germany	100%
TD Power Systems Jenerator Sanayi A.S	Turkey	100%

2: PROPERTY, PLANT AND EQUIPMENTS

Amount in ₹ Lakhs

Particulars	GROSS BLOCK				DEPRECIATION				Written Down Value
	As at 01.04.2020	Additions	Disposal	As at 31.03.2021	As at 01.04.2020	For the year	Disposal	As at 31.03.2021	As at 31.03.2021
Free Hold Land	1,817.60	133.32	-	1,950.92	-	-	-	-	1,950.92
Buildings	11,169.53	9.45	-	11,178.98	3,047.73	322.09	-	3,369.82	7,809.16
Plant and machinery	22,031.62	791.36	47.79	22,775.19	15,139.85	1,386.81	41.26	16,485.40	6,289.79
Office equipments	325.92	48.37	4.25	370.04	254.10	19.45	3.94	269.61	100.43
Furniture and fixtures	374.31	11.99	-	386.30	276.06	23.87	-	299.93	86.37
Computers	675.07	93.13	4.37	763.83	514.67	66.83	4.26	577.24	186.59
Communication Equipments	22.09	-	-	22.09	20.16	1.00	-	21.16	0.93
Motor vehicles	449.92	117.06	41.72	525.26	234.06	36.41	39.65	230.82	294.44
TOTAL - A	**36,866.06**	**1,204.68**	**98.13**	**37,972.61**	**19,486.63**	**1,856.46**	**89.11**	**21,253.98**	**16,718.63**

PROPERTY, PLANT AND EQUIPMENTS - RESEARCH & DEVELOPMENT

Amount in ₹ Lakhs

Particulars	GROSS BLOCK				DEPRECIATION				Written Down Value
	As at 01.04.2020	Additions	Disposal	As at 31.03.2021	As at 01.04.2020	For the year	Disposal	As at 31.03.2021	As at 31.03.2021
Plant and machinery	1,600.92	-	-	1,600.92	1,165.21	159.24	-	1,324.45	276.47
TOTAL - B	**1,600.92**	**-**	**-**	**1,600.92**	**1,165.21**	**159.24**	**-**	**1,324.45**	**276.47**
TOTAL - C=A+B	**38,466.98**	**1,204.68**	**98.13**	**39,573.53**	**20,651.84**	**2,015.70**	**89.11**	**22,578.43**	**16,995.10**

PROPERTY, PLANT AND EQUIPMENT

Amount in ₹ Lakhs

Particulars	GROSS BLOCK				DEPRECIATION				Written Down Value
	As at 01.04.2019	Additions	Disposal	As at 31.03.2020	As at 01.04.2019	Additions	Disposal	As at 31.03.2020	As at 31.03.2020
Free Hold Land	2,761.55	-	943.95	1,817.60	-		-	-	1,817.60
Buildings	11,167.08	2.45	-	11,169.53	2,725.94	321.79	-	3,047.73	8,121.80
Plant and machinery	21,067.10	1,048.00	83.48	22,031.62	13,624.12	1,575.17	59.44	15,139.85	6,891.77
Office equipments	307.16	19.06	0.30	325.92	241.25	13.13	0.28	254.10	71.82
Furniture and fixtures	365.65	8.66	-	374.31	250.68	25.38	-	276.06	98.25
Computers	678.77	60.89	64.59	675.07	524.26	52.54	62.13	514.67	160.40
Communication equipments	22.21	-	0.12	22.09	19.25	1.02	0.11	20.16	1.93
Motor vehicles	289.31	206.66	46.05	449.92	257.94	19.87	43.75	234.06	215.86
TOTAL - A	**36,658.83**	**1,345.72**	**1,138.49**	**36,866.06**	**17,643.44**	**2,008.90**	**165.71**	**19,486.63**	**17,379.43**

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

PROPERTY, PLANT AND EQUIPMENT - RESEARCH & DEVELOPMENT

Amount in ₹ Lakhs

Particulars	GROSS BLOCK				DEPRECIATION				Written Down Value
	As at 01.04.2019	Additions	Disposal	As at 31.03.2020	As at 01.04.2019	Additions	Disposal	As at 31.03.2020	As at 31.03.2020
Plant and machinery	1,600.92	-	-	1,600.92	1,005.96	159.25	-	1,165.21	435.71
TOTAL - B	**1,600.92**	**-**	**-**	**1,600.92**	**1,005.96**	**159.25**	**-**	**1,165.21**	**435.71**
TOTAL - C=A+B	**38,259.75**	**1,345.72**	**1,138.49**	**38,466.98**	**18,649.40**	**2,168.15**	**165.71**	**20,651.84**	**17,815.14**

Note:

The borrowings and non fund based facilities from Bank of Baroda is secured by way of:

(1) Exclusive first charge on fixed assets (including Land, Buildings and Plant and Machinery) of Unit-I of the company situated at plot nos.27,28,29 & 30A area, 25304 sq. mts Phase-I KIADB Dabaspet Industrial Area, Yedehalli Village, Bengaluru Rural District, Bengaluru.

(2) Exclusive first charge on part of fixed assets (including Land, Buildings and Plant and Machinery) of Unit-II of the company situated at Sy.No.59/2, area 4 acres 33 gunta (19526 Sq. mts including 7 gunta kharaba land) Yedahalli Village Dabaspet, Bangalore.

(3) Exclusive first charge on part of fixed assets (including land, Buildings and Plant and Machinery) situated at Unit-II Sy.No. 59/2 Yedehalli Village, Dabaspet Bangalore Rural District, Bangalore (i.e., 8 acres of land out of 23.33 acres along with the factory building constructed there on) of the company.

Amount in ₹ Lakhs

	As at 31.03.2021	As at 31.03.2020
3 CAPITAL WORK-IN-PROGRESS		
Plant and Machinery	24.52	63.91
Land	0.63	0.63
TOTAL	**22.15**	**64.54**
4 INTANGIBLE ASSETS - (OTHER THAN GOODWILL)		
Technical know-how		
Gross Block (At Deemed Cost)	943.05	870.05
Additions during the year	343.02	73.00
Gross Block at the end of the year (A)	**1,286.07**	**943.05**
Accumulated amortisation at the beginning of the year	752.72	698.21
Amortisation for the year	134.06	54.51
Accumulated amortisation at the end of the year (B)	**886.78**	**752.72**
NET CARRYING VALUE (A-B)	**399.29**	**190.33**
5 INTANGIBLE ASSETS UNDER DEVELOPMENT		
Technical know-how	32.10	-
TOTAL	**32.10**	**-**

Amount in ₹ Lakhs

FINANCIAL ASSETS

6 INVESTMENT

	Details of Investments	Number of Securities		Amount in ₹ Lakhs	
		As at 31.03.2021	As at 31.03.2020	As at 31.03.2021	As at 31.03.2020
	Non current investments				
A	**Investments in Non-convertible Debentures carried at amortised cost - (quoted)**				
	Tata Capital Financial Services Limited @ 8.90% (Maturity on 27.09.2023)	2,00,000	1,00,000	995.48	995.48
	Tata Capital Financial Services Limited @ 8.50% (Maturity on 26.08.2024)	2,00,000	1,00,000	997.96	997.96
B	**Investment carried at fair value through Profit and Loss (FVTPL)**				
	Investments in Equity Shares - (fully paid up) (unquoted)				
	The Shamrao Vithal Co-operative Bank limited-A Scheduled Bank (Cost per share is Rs.25)	2,000	2,000	0.50	0.50
	Total (A+B)			**1,993.94**	**1,993.94**

Additional Information:		
Aggregate Carrying value of quoted Non-convertible debentures	1,993.44	1,993.44
Market value of quoted Non Convertible Debentures	2,197.99	2,003.59
Aggregate carrying value of unquoted shares	0.50	0.50

7 OTHER FINANCIAL ASSETS:

(Unsecured , considered good)		
Other receivables	116.79	108.68
Balance with government authorities - VAT Refund receivable	6.01	53.66
TOTAL	**122.80**	**162.34**

8 OTHER NON CURRENT ASSETS:

(Unsecured, Considered good)		
Capital advances	900.63	1,095.21
Advance payment of tax (net)	617.21	715.21
Gratuity- Excess of fair value of plan assets over defined benefit obligation	232.01	111.89
TOTAL	**1,749.85**	**1,922.31**

* The company had entered into an agreement/MOU for purchase of land during 2009 & 2010 and accordingly, amount aggregating to Rs. 3,372.75 lakhs was paid from time to time in pursuance of this agreement. Pending execution of sale deed and completion of certain works related to the land the balance amount is carried under capital advance. The management of the company is of the view that considering the nature of the transaction, the registration of the sale of the land would be completed in due course and on completion, the said amount would be capitalised. The total advances of Rs.881.63 lakhs (PY Rs.1,081.64 lakhs) represents Rs.181.63 lakhs (PY Rs.381.64 lakhs) towards approx. 6.75 acres (PY 7.5 acres) of land and Rs.700 lakhs (PY Rs.700 lakhs) towards development cost of the land. The management of the company does not expect any significant further cash outflow towards the acquisition except for the cost of registration and related expenses.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

Amount in ₹ Lakhs

		As at 31.03.2021	As at 31.03.2020
9	**INVENTORIES**		
	Raw materials	5,579.92	5,235.91
	Work in progress	11,309.64	8,294.47
	Finished goods	-	66.34
	Finished goods with subsidiary Companies	1,393.55	429.19
	Stock in trade	385.43	235.04
	Goods in transit:		
	Raw materials	209.56	179.83
	TOTAL	**18,878.10**	**14,440.78**
	(Refer accounting policy No. 1.12 for valuation of inventories)		
10	**TRADE RECEIVABLES**		
	Trade receivables, considered good and covered under letter of credit	1,365.80	612.97
	Trade receivables, Unsecured and considered good	14,823.06	16,669.23
	Trade receivables, Unsecured and considered doubtful	626.39	511.22
	Less: Expected credit loss allowance (on trade receivables considered doubtful) Refer Note 39(c)	626.39	511.22
	Trade receivables considered good	**16,188.86**	**17,282.20**
11	**CASH AND CASH EQUIVALENTS:**		
	Balances with banks:		
	In current accounts	3,141.79	4,178.56
	In deposit accounts with less than 3 months maturity	680.00	1,780.00
	In EEFC account	507.72	2,170.20
	In Cash Credit Account	412.85	-
	Cash on hand	2.54	2.91
	TOTAL	**4,744.90**	**8,131.67**
12	**BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS:**		
	Balance in unclaimed dividend account	1.79	1.52
	Balance with bank in respect of TDPS ESOP Trust	16.98	8.66
	Bank deposits with less than 12 months maturity	10,025.00	4,780.00
	Deposits (Under lien) with bank as Margin money towards bank guarantee	1,641.81	2,898.43
	TOTAL	**11,685.58**	**7,688.61**
13	**OTHER FINANCIAL ASSETS:**		
	(Unsecured , Considered good)		
	Security Deposit for rented premises	26.86	26.34
	Security deposit for others	2.08	2.08
	Earnest money deposit	133.17	2.94
	Duty on finished goods	-	13.26
	Balance with government authorities - GST Refund receivable*	1,775.01	1,276.12
	Interest accrued on term deposits	204.38	61.37
	Interest accrued on Non Convertible Debentures	94.19	94.67
	Accrued Export incentives	103.88	138.62
	Unbilled revenue	29.42	82.52
	Mark to market gain on forward contracts	287.13	-
	Employee advance	38.97	41.15
	TOTAL	**2,695.09**	**1,739.07**

Amount in ₹ Lakhs

	As at 31.03.2021	As at 31.03.2020
14 OTHER CURRENT ASSETS:		
Prepaid Expenses	208.46	220.71
Advance paid to suppliers (other than capital advances)	1,639.97	2,095.55
Balance with government authorities - Input tax credit	1,116.51	1,895.79
Expenditure tax - (Relating to foreign operations)	-	94.92
Others	12.08	4.86
TOTAL	**2,977.02**	**4,311.83**

*The Indian Subsidiary has accumulated Service tax and GST credit of Rs. 740.56 lakhs (PY: Rs.739.69 lakhs). During the current financial year there was no operation in the said subsidiary company, as a result there was no movement in the GST balance. However the accumulated credit in this account will be utilised by the said subsidiary company on appropriate business opportunity.

	As at 31.03.2021	As at 31.03.2020
15 EQUITY SHARE CAPITAL		
Authorized Capital		
Equity shares of Rs.10/- each		
Number of Equity Shares	3,50,00,000	3,50,00,000
Amount of Equity Share Capital (in Rs.)	3,500.00	3,500.00
Issued, subscribed and fully paid up capital		
Equity shares of Rs.10/- each		
Number of Equity Shares	3,09,33,414	3,10,09,223
Amount of Equity Share Capital (in Rs.)	3,093.34	3,100.92
Reconciliation of the number of equity shares outstanding and the amount of equity share capital at the beginning and at the end of the year		
Number of Equity Shares		
Shares outstanding at the beginning of the year	3,09,33,414	3,10,09,223
Shares bought back during the year (Refer Note No. 15c)	-	75,809
Shares outstanding at the end of the year	**3,09,33,414**	**3,09,33,414**
Amount of Equity Share Capital:		
Share capital outstanding at the beginning of the year	3,093.34	3,100.92
Shares bought back during the year (Refer Note No. 15c)	-	7.58
Share capital outstanding at the end of the year	**3,093.34**	**3,093.34**

Other Information:

I The Company has only one class of equity shares having par value of Rs.10/- each. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

II 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 liabilities. The distribution will be in proportion to the number of equity shares held by the shareholders.

III For the period of five years immediately preceding the date as at which the Consolidated Balance Sheet is prepared, there were:

a. No shares allotted pursuant to a contract without consideration being received in cash.

b. No shares allotted as fully paid up by way of bonus shares.

c. The Buy-back of fully paid up Equity Shares of face value of Rs.10 each for an aggregate amount not exceeding Rs.30 Crores (Rupees Thirty Crores only) at a price not exceeding Rs.256/- (Rupees Two Hundred Fifty Six Only) per Equity Share from the shareholders of the Company via the "open market" route through the stock exchanges under the SEBI Buy-back Regulations 2018 and the Companies Act 2013 (as amended from time to time), approved earlier by the Board of Directors of the Company at its meeting held on September 26, 2018 was completed on April 10 2019.

A total of 23,04,174 Equity Shares being 6.93% of the paid capital of the company was acquired & extinguished in terms of Regulation 21 r/w Regulation 11 of the SEBI Buy Back Regulations 2018. The paid up capital as at the year end (post Buyback) consists of 30,933,414 equity shares of Rs. 10 each amounting to Rs. 3,093.34 lakhs.

IV The particulars of employee stock option is given in note no.47. There were no other shares reserved for issue under options and contracts/commitments for the sale of shares/disinvestment.

V There were no calls unpaid or forfeited shares.

VI Particulars of equity share holders holding more than 5% of the total paid up equity share capital:	**As at 31.03.2021**		**As at 31.03.2020**	
	%	**No of shares**	**%**	**No of shares**
a. Saphire Finman Services LLP (Saphire Finman Services Private Limited)	16.25%	50,26,433	16.25%	50,26,433
b. Nikhil Kumar	15.07%	46,62,770	15.05%	46,55,470
c. Mohib N Khericha	12.38%	38,30,960	12.06%	37,30,960
d. Hitoshi Matsuo	10.46%	32,35,254	10.46%	32,35,254
e. Nippon Life India Trustee Limited	9.74%	30,12,343	9.84%	30,44,298

Note: The above disclosed information is as per the records/registers including Members register maintained by the Registrar of the Company as at the year end.

16 OTHER EQUITY

Amount in ₹ Lakhs

	As at 31.03.2021	**As at 31.03.2020**
Reserves & Surplus:		
Capital Reserve		
As at the beginning of the year (Refer Note No. 1.1)	718.29	718.29
As at the end of the year - A	**718.29**	**718.29**
Securities Premium		
As at the beginning of the year	17,459.24	17,550.66
Less: Utilised for equity shares which were bought back during the year	-	83.57
Less: Transfer to Capital Redemption Reserve	-	7.58
Less: Expenses on buyback of shares	-	0.27
As at the end of the year - B	**17,459.24**	**17,459.24**
Capital Redemption Reserve		
As at the beginning of the year	230.42	222.84
Add: Transfer from Securities Premium for shares bought back during the year	-	7.58
As at the end of the year - C	**230.42**	**230.42**
General Reserve		
As at the beginning of the year	3,369.92	3,369.92
As at the end of the year - D	**3,369.92**	**3,369.92**
Retained earnings		
As at the beginning of the year	18,161.93	16,562.77
Less: Dividend (Rs.2.00 per share (Previous year: Rs.1.80 per share)) including dividend distribution tax	(232.02)	(745.84)

Amount in ₹ Lakhs

	As at 31.03.2021	As at 31.03.2020
Less: Interim Dividend (NIL (Previous Year: Rs. 1.50 per share) including dividend distribution tax(Refer Note No. 49)	-	(559.38)
Add: profit for the year as per statement of profit and loss	4,520.44	2,993.75
Add/(less): Remeasurement of defined benefit plan for the year	101.87	(89.37)
Less: Balance carrying value of shares in respect of ESOP exercised during the period transferred to Retained Earnings	(6.26)	-
As at the end of the year - E	**22,545.96**	**18,161.93**
Stock Options Outstanding Account		
As at the beginning of the year	281.34	-
Add: Addition during the year	303.74	281.34
Less: Amount transferred to shares purchased by ESOP Trust in respect of ESOP exercised during the period	(141.40)	-
As at the end of the year - F	**443.68**	**281.34**
Shares Purchased by ESOP Trust		
Adjustment for:		
As at the beginning of the year	(822.13)	-
Equity Shares of ₹.10 each purchased during the year	-	(830.59)
Proceeds from ESOP exercised received	126.41	-
Amount transferred to shares purchased by ESOP Trust in respect of ESOP exercised during the period	141.40	-
Balance carrying value of shares in respect of ESOP exercised during the period transferred to Retained Earnings	6.26	-
Dividend received during the year on the shares held by the ESOP Trust	2.68	8.46
As at the end of the year - G	**(545.38)**	**(822.13)**
Other Comprehensive Income:		
Exchange difference on translation of foreign operations		
Exchange difference on translations of foreign operations	7.95	27.36
Add: Transferred from statement of profit and loss	(255.78)	(19.41)
As at the end of the year - H	**(247.83)**	**7.95**
Total (A+B+C+D+E+F+G+H)	**43,974.30**	**39,406.96**

Nature of Reserve:

a) Securities premium is used to record the premium on issue of shares. This is utilised in accordance with the provisions of the Companies Act, 2013.

b) General Reserve: General reserve is appropriation of the net profit in respect of reserves created pursuant to the provisions of the Companies Act, 1956 with respect to declaration of dividend. Such mandatory transfer to general reserve is not prescribed under the Companies Act, 2013.

c) The Remeasurements gains in respect of employee benefits included under retained earnings are as under:

	As at 31.03.2021	As at 31.03.2020
As at the beginning of the year	(105.35)	(15.98)
Remeasurements gain/(loss) on defined benefit plans	136.13	(119.44)
Income tax effect on above	(36.26)	30.07
Balance at the end of the year	**(3.48)**	**(105.35)**

Amount in ₹ Lakhs

	As at 31.03.2021	As at 31.03.2020
d) Capital Redemption Reserve: The capital redemption reserve represents the face value (Rs.10) of the shares bought back. This is created by transfer from securities premium as per requirement of Sec. 69 of the Companies Act 2013.	-	-
e) Retained Earning: Retained earnings are the profits that the Company has earned till date, less transfer to general reserve, dividend or other distribution paid to shareholders.	-	-
f) Stock Option Outstanding Account: The balance in this account represents the Employee Share based remuneration debited to the Statement of Profit and Loss after adjustment for ESOPs exercised.	-	-
g) Shares Purchased by ESOP Trust: The shares held by the ESOP Trust are treated as treasury shares and included under other equity.	-	-

17 PROVISIONS:

Provision for employee benefits (Refer Note No. 41)	452.59	450.82
TOTAL	**452.59**	**450.82**

18 DEFERRED TAX LIABILITY

Deferred tax liability:		
On account of depreciation on Property, plant and equipment	957.90	1,012.32
Deferred tax asset:		
On account of timing differences in recognition of expenditure	330.69	362.50
Net Deferred tax liability/(asset)	**627.21**	**649.82**

Movement of Deferred tax liability/(asset)

Particulars	Opening Balance	Recognition in statement of profit and loss	Closing Balance
As on 31st March 2021:			
Deferred tax liability:			
On account of depreciation on property, plant and equipment and amortisation of intangible assets	1,012.32	(54.42)	957.90
Deferred tax asset:			
On account of timing differences in recognition of expenditure	362.50	(31.81)	330.69
Total deferred tax liability	**649.82**	**(22.61)**	**627.21**
As on 31st March 2020:			
Deferred tax liability:			
On account of depreciation on property, plant and equipment and amortisation of intangible assets	1,507.99	(495.67)	1,012.32
Deferred tax asset:			
On account of timing differences in recognition of expenditure	344.61	17.89	362.50
Total Deferred tax liability	**1,163.38**	**(513.56)**	**649.82**

Amount in ₹ Lakhs

	As at 31.03.2021	As at 31.03.2020
19 BORROWINGS		
Secured loans:		
Working Capital Borrowings		
Loans repayable on demand		
- rupee loan from banks - Cash Credit	-	635.73
Export Finance - FCNRB		
- foreign currency loan from banks	5.199.60	6,131.07
TOTAL	**5,199.60**	**6,766.80**

Additional Information:

Details of security for secured loans:

Loans from Bank of Baroda is secured by first pari-passu charge along with Kotak Mahindra Bank on all the current assets of the Parent Company (present and future) excluding the assets created out of project specific BG limit of Rs. 75.27 crores issued by Bank of Baroda.	3,754.15	5,140.78

The loans are further collaterally secured as under: -

1. Exclusive first charge on fixed assets (including land, buildings and plant and machinery) of Unit-I of the Parent Company situated at plot nos. 27,28,29 & 30A area, 25304 sq. mts phase-I KIADB Dabaspet Industrial Area, Yedehalli Village, Bengaluru Rural District, Bengaluru.
2. Exclusive first charge on part of fixed assets (including land, buildings and plant and machinery) of Unit-II of the parent company situated at Sy.No.59/2, area 4 acres 33 gunta (19526 Sq. mts. including 7 gunta kharaba land) Yedahalli Village, Dabaspet, Bangalore.
3. Exclusive first charge on part of fixed assets (including land, buildings and plant and machinery) situated at Unit-II Sy.No. 59/2, Yedehalli Village, Dabaspet, Bangalore Rural District, Bangalore (i.e., 8 acres of land out of 23.33 acres along with the factory buildings constructed there on) of the Parent Company.

All the above are common securities for all fund based and non-fund based facilities obtained by the Parent Company from Bank of Baroda.

Loan from Kotak Mahindra Bank is secured by first pari-passu charge with Bank of Baroda on all existing and future receivable/current assets of the Parent Company excluding the assets created out of project specific BG limit of Rs. 75.27 crores issued by the Bank of Baroda.	1,445.45	1626.02

Interest at 12.05% p.a. (PY: 12.05%) is applicable on Rupee loans from Bank of Baroda which will be reviewed annually.

Interest at 2.75% p.a. (PY: 4.50%) is applicable on FCNR Euro Loan from Bank of Baroda which will be rolled over after 6 months.

Interest at 2.80% p.a. (PY: 2.80%) is applicable on FCNR JPY Loan from Kotak Mahindra Bank which will be rolled over after 90 Days.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

Amount in ₹ Lakhs

	As at 31.03.2021	As at 31.03.2020
20 TRADE PAYABLES		
total outstanding dues of micro enterprises and Small enterprises*	60.26	53.21
total outstanding dues of creditors other than micro enterprises and Small enterprises	10,777.33	14,304.05
TOTAL	**10,837.59**	**14,357.26**
All trade payables are non interest bearing and payable or settled within normal operating cycle of the company		
Additional Information:		
The details of amounts outstanding to Micro, Small and Medium Enterprises under Micro Small and Medium Enterprises Development Act, 2006 (MSMED Act), based on the available information with the group are as under:		
1. Principal amount due and remaining unpaid	60.26	53.21
2. Interest due on (1) above and the unpaid interest	-	-
3. The amount of interest paid by the buyer in terms of section 16 of Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	51.17	20.83
4. The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	0.29	0.02
5. The amount of interest accrued and remaining unpaid at the end of each accounting year.	0.29	0.02
6. 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.	264.88	264.59
*The amount due to Micro, Small and Medium Enterprises is based on the information received and available with the group.		
21 OTHER FINANCIAL LIABILITIES		
Unclaimed dividends *	1.79	1.52
Outstanding liabilities in respect of accrued expenses	7,767.30	5,305.20
Duties and taxes payable	159.09	130.61
Earnest Money Deposit	2.15	2.15
Mark to market loss on forward contracts (Refer Note No. 39B)	-	228.18
Employee benefits payable	437.29	357.25
Due to Director	6.84	22.90
TOTAL	**8,374.46**	**6,047.81**
* Does not include any amount which are required to be credited to investor education and protection fund as at the year end.		
22 OTHER CURRENT LIABILITIES		
Advance received from customers	4,989.85	4,255.25
TOTAL	**4,989.85**	**4,255.25**

Amount in ₹ Lakhs

	As at 31.03.2021	As at 31.03.2020
23 PROVISIONS		
Provision for warranties (Refer Note No 45)	244.11	235.63
Provisions for employee benefits (Refer Note No 41)	79.58	78.72
TOTAL	**323.69**	**314.35**
24 CURRENT TAX LIABILITIES (NET)		
Provision for taxation (net of advance tax)*	615.15	400.35
TOTAL	**615.15**	**400.35**
* Represents provisions (net of tax paid) held for earlier years pending completion of assessments/ appellate proceedings.		

	Year ended 31.03.2021	Year ended 31.03.2020
25 REVENUE FROM OPERATIONS		
Sale of Goods		
- AC generators	34,709.71	36,169.96
- AC generator spares	12,116.89	7,819.32
- Power Project business Inland	291.29	661.26
- Power Project business Overseas Branch	1,701.78	2,461.67
- Power Business Overseas	20,905.99	10,966.20
Total	**69,725.66**	**58,078.41**
Sale of services	799.92	777.02
Sale of scrap	946.24	779.55
Total	**71,471.82**	**59,634.98**
Less: Intersegmental sales	624.40	774.58
Inter company sales	11,488.99	7,371.06
TOTAL	**59,358.43**	**51,489.34**
Disaggregation of revenue information		
At Point in time (product/service)	70,671.90	58,857.96
Overtime	799.92	777.02
26 OTHER INCOME		
Interest income on bank deposits	634.84	620.60
Interest income on financial assets - non convertible debentures carried at amortised cost	175.06	139.74
Dividend from investment measured at FVTPL	-	0.06
Profit on sale of property, plant and equipments (Net)	10.50	38.62
Foreign exchange fluctuation gain (Net of loss)	-	405.95
Provision no longer required	-	55.06
Income from Renting of equipments	17.10	39.22
Other non operating income (net of expenses directly attributable to such income)	94.75	19.51
TOTAL	**932.25**	**1,318.76**
27 CONSUMPTION OF RAW MATERIALS, STORES, SPARE PARTS & COMPONENTS		
Stock at the beginning of the year	5,150.54	4,988.30
Add: Purchase	42,808.55	37,289.52
Less: Stock at the end of the year	5,377.77	5,150.54
Total	**42,581.32**	**37,127.28**

Amount in ₹ Lakhs

	Year ended 31.03.2021	Year ended 31.03.2020
Consumption of major raw materials consists of:		
Copper (wires, strips, rods, sheet etc.)	4,878.00	5,305.00
Steel/ Laminations	7,000.00	6,433.62
Shaft Forgings	1,942.00	1,926.17
Others	20,888.29	20,534.48
TOTAL	**34,708.29**	**34,199.27**
28 PURCHASES AND CHANGES IN INVENTORIES OF STOCK IN TRADE		
Inventory at the beginning of the year	199.24	88.68
Add: Purchases for Projects Business	1,188.20	1,828.38
Less: Inventory at the end of the year	385.43	199.24
TOTAL	**1,002.01**	**1,717.82**
29 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK IN TRADE		
Inventory at the end of the year		
Work in progress - A C Generators	11,309.64	8,294.47
Finished goods - A C Generators	-	66.34
Finished goods - A C Generators at subsidiary	1,595.70	550.36
TOTAL	**12,905.34**	**8,911.17**
Less: Inventory at the beginning of the year		
Work in progress - A C Generators	8,330.27	4,653.77
Finished goods -A C Generators	66.34	52.19
Finished goods - A C Generators at subsidiary	514.56	1,297.45
	8,911.17	**6,003.41**
Net (Increase) / Decrease	**(3,994.17)**	**(2,907.76)**
30 EMPLOYEE BENEFITS EXPENSE		
Salaries and wages	5,780.60	5,268.81
Contribution to provident and other funds	378.41	431.51
Remuneration to whole time directors including contribution to provident and other Funds (Refer Note No.42)	345.24	196.86
Share based remuneration to employees (Refer Note No. 47)	303.74	281.34
Staff welfare expenses	1,132.29	1,076.02
TOTAL	**7,940.28**	**7,254.54**
31 FINANCE COST		
Interest	307.58	378.85
Foreign exchange difference recorded as an adjustment to borrowing cost	138.96	166.34
TOTAL	**446.54**	**545.19**
32 DEPRECIATION AND AMORTISATION EXPENSE		
Depreciation on property, plant and equipments	2,015.70	2,168.15
Amortization of intangible assets	134.06	54.51
TOTAL	**2,149.76**	**2,222.66**

Amount in ₹ Lakhs

	Year ended 31.03.2021	Year ended 31.03.2020
33 OTHER EXPENSES		
Power and fuel	711.99	718.55
Rent (Refer Note No. 43)	97.69	80.89
Repairs and maintenance		
-Buildings	13.72	18.85
-Machinery	271.62	253.48
-Others	47.14	54.55
Insurance	97.80	68.14
Manufacturing expenses	208.29	211.72
Rates and taxes	172.54	87.19
Payment to the auditors (excluding GST)		
-auditor fees (including audit of consolidated financial statements)	15.20	13.50
- for Limited review of quarterly financial results including consolidated financial results	6.75	6.25
-for taxation matters	-	0.50
-for other services - Certification fees	4.31	4.95
-out of pocket expenses	0.08	0.49
Legal and professional charges	355.44	400.72
Royalty	6.66	13.93
Travelling expenses	716.60	1,080.57
Bank charges	487.52	438.71
Exchange Fluctuation	170.42	-
Software Expenses on ERP	208.44	132.35
Corporate Social Responsibility	28.10	16.00
Director Sitting fees	19.00	25.10
Maintenance of Vehicles	54.46	51.36
Postage, Telegrams and Telephones	53.64	68.61
Printing and stationary	31.45	34.35
Provision for doubtful debts	115.17	-
Carriage, freight and Selling expenses	1,300.50	1,160.36
Donations	6.00	6.50
Advertisement	25.80	20.74
Subscription to Technical Associations, Journals and Magazines	7.79	8.18
Miscellaneous Expenses	-	0.21
TOTAL	**5,234.12**	**4,976.75**
34 EXCEPTIONAL ITEMS:		
Profit on Sale of land (Refer Note No. 50)	-	215.94
Creditors written back (Refer Note No. 51)	717.51	1,189.30
TOTAL	**717.51**	**1,405.24**

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

Amount in ₹ Lakhs

	Year ended 31.03.2021	Year ended 31.03.2020
35 COMPONENTS OF OTHER COMPREHENSIVE INCOME (OCI) :		
Items that will not to be reclassified to profit or loss:		
Re-measurement gains/(losses) on defined benefit plans	136.13	(119.44)
Income tax on Defined benefit plans		
-Current Tax	(34.26)	-
- Deferred Tax	-	30.07
Items that will be reclassified to profit or loss:		
Exchange difference on translation of foreign operations	(255.78)	(19.41)
TOTAL	**(153.91)**	**(108.78)**
36 EARNINGS PER SHARE: - BASIC		
Profit for the year after tax expense	4,520.44	2,993.75
Weighted average number of equity shares (net of treasury shares) outstanding during the year	3,04.84,138	3,06,71,155
Earnings per share (in ₹)	14.83	9.76
Face Value of Equity share (in ₹)	10.00	10.00
EARNINGS PER SHARE: - DILUTED		
Profit for the year after tax expense	4,520.44	2,993.75
Weighted average number of equity shares (net of treasury shares) outstanding during the year	3,09,44,936	3,09,72,341
Earnings per share (in ₹)	14.61	9.67
Face Value of Equity share (in ₹)	10.00	10.00
37 CONTINGENT LIABILITIES AND COMMITMENTS:		
(to the extent not provided for)		
Contingent Liabilities:		
Performance Guarantees	12,582.03	11,963.22
Performance Guarantees given to customers on behalf of subsidiary companies	1,013.65	543.28
Advance Guarantees given to customers on behalf of subsidiary companies	144.00	1,142.09
Income Tax demand disputed by the company	43.36	43.36
VAT and Entry tax demand disputed by the subsidiary Company (Refer Note No. 53)	129.54	129.54 -

The management believes, based on internal assessment and / or legal advice, that the probability of an ultimate adverse decision and outflow of resources of the Company is not probable and accordingly, no provision for the same is considered necessary.

Commitments:

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	428.73	354.55

Amount in ₹ Lakhs

38 (a) The reconciliation between current tax and amounts computed by applying the income tax rate :

Particulars	Year ended 31.03.2021	Year ended 31.03.2020
Total profit/(loss) before tax (A)	2,351.59	1,858.44
Income tax rate (B)	25.17%	25.17%
Tax expense - (C) = (A) X (B)	**591.85**	**467.73**
Add - Tax effect of the amounts as under:		
a) Expenses - Not Deductable for tax purpose	64.99	235.89
b) Deduction allowable under chapter VI-A	-	(0.38)
c) Other adjustment and rounding off	(31.40)	51.83
Total (D)	**33.59**	**287.34**
Net current tax expense (E) = (C)+(D)	**625.44**	**755.07**
Net current tax expense (Rounding off to nearest thousand)	**625.44**	**755.07**
Tax Provision in Foreign Subsidiary	524.05	68.53
Net current tax expense (E) = (C)+(D)	**1,149.49**	**823.60**
Tax expenses related to item classified under other comprehensive income	34.26	(30.07)
Net current tax expense (Rounding off to nearest thousand)	**1,183.75**	**793.53**

38 (b) The reconcilation between deferred tax and amounts computed by applying the income tax rate :

Particulars	Year ended 31.03.2021	Year ended 31.03.2020
Deferred tax liabilities at the beginning of the year	**649.81**	**1,163.38**
Income tax rate (B)	25.17%	25.17%
Tax effect of the amounts as under:		
- -Change in the income tax rate	-	(325.42)
- Change in Difference between book value and WDV of property, plant and equipment and technical knowhow	(54.42)	(73.89)
- Change in recognision in other comprehensive income	30.07	(24.69)
- Change in Provision for employee benefit disallowed	1.71	(89.57)
Deferred tax liabilities at the end of the year	**627.17**	**649.81**
Deferred tax expenses in the statement of profit and loss	**(22.64)**	**(513.57)**
Deferred tax expenses in the other comprehensive income	**-**	**-**

38(c) Pursuamt to Taxation Laws (Amendment) Ordinance 2019, dated September 20, 2019, the Company exercised the option permitted u/s 115BAA of the Income Tax Act, 1961 to compute Income Tax at the rate of 22% plus applicable surcharge and cess (i.e., effective tax rate of 25.168%) from the financial year 2019-20. Tax expense for the year 2019-20 is after considering the impact of revised tax rates. Consequently, on account of re-measurement of deferred tax liabilities at the revised tax rate, an amount of INR 325.42 Lakhs has been reversed to Profit and Loss Statement during that year.

39 **Financial Instruments - Accounting Classifications and Fair value measurements**

A. The Fair value of cash and cash equivalents, bank balances, loans, trade receivables, trade payables and others approximates their carrying amount. Trade receivables are evaluated after taking into consideration for Expected Credit Losses. Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique.

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

B. Financial Assets / Liabilities Classification:

Amount in ₹ Lakhs

Particulars	**Carrying Amount**	
	As at 31.03.2021	**As at 31.03.2020**
Financial assets at fair value through Profit and Loss (FVTPL):		
Investment in equity other than subsidiary - *	0.50	0.50
Mark to market loss on foreign exchange forward contracts (level 2) (Refer Note No. 13)	287.13	-
Financial Assets at amortised cost:		
Cash and cash equivalents	4,744.90	8,131.67
Bank balances other than cash and cash equivalents	11,685.58	7,688.61
Trade receivables	16,188.86	17,282.20
Other financial assets	2,530.76	1,901.41
Investment in Non Convertible Debentures	1,993.44	1,993.44
Financial liabilities at amortised cost:		
Short term borrowings	5,199.60	6,766.80
Trade payables	10,837.59	14,357.26
Other financial liabilities excluding Mark to market loss on foreign exchange forward contact	8,374.46	5,819.63
Financial liabilities at fair value through Profit and Loss (FVTPL):		
Mark to market loss on foreign exchange forward contacts (level 2) (Refer Note No. 21)	-	228.18

* In view of the fact this investment amount is not significant and the cost is considered to be at fair value (level 3)

C. Financial Risk Management

Objectives and Policies

The company's Financial Risk Management is an integral part of business strategies. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary market risk to the Company is foreign exchange risk. In addition, Company is exposed to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included throughout these financial statements.

The Company's principal financial liabilities comprise short term borrowings, trade and other payables. The main purpose of these financial liabilities is to support entity's operations. The entity's principal financial assets include cash and cash equivalents investment in Non-convertible Debentures and trade and other receivables that derive directly from its operations.

All activities for risk management purposes are carried out by experienced teams that have the appropriate skills, experience and supervision. It is the entity's policy that no activities in derivatives will be undertaken except foreign exchange forward contact. The Board of Directors review and agree policies for managing each of these risks, which are summarised below.

Credit Risk

Credit risk refers to the risk of default on its obligation by the counter party resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. The customer credit risk is managed as per Company's established policy, procedure and controls relating to customer credit risk management. It require different processes and policies to be followed based on the business risks, industry practice and customer profiles.

In order to contain the business risk, the creditworthiness of the customer is through scrutiny of its financials, status of financial closure of the project, to the extent available in public domain and if required, market reports and reference checks. The Company remains vigilant and regularly assesses the financial position of customers during execution of contracts with a view to restrict risks of delays and default. In view of its diversified business profile and considering the size of the Company, credit risks from receivables are well contained on an overall basis.

The Company's maximum exposure to credit risk at the reporting date is the carrying amount of trade receivables.

Amount in ₹Lakhs

	As at 31.03.2021	As at 31.03.2020
Total Receivable	16,188.86	17,282.20
Receivable individually in excess of 10% of the receivable	10,012.45	9,340.01
Percentage of the above receivables to the total receivables of the Company	61.85%	54.04%

Receivables in excess of 10% of individual business receivables represents receivables from four customers/group as at 31st March 2021 and three customers/group as on 31st March 2020.

	As at 31.03.2021
Customer A	23.46%
Customer B	15.04%
Customer C	12.62%
Customer D	10.73%

	As at 31.03.2020
Customer A	24.17%
Customer B	16.97%
Customer C	12.90%

Credit risk on cash and cash equivalents and balances with banks is limited as the Company generally invests in deposits with scheduled banks. Total Cash and Cash equivalents and balances with bank as at 31st March 2021 is ₹ 15,463.39 Lakhs (PY: ₹ 14,037.53 Lakhs). Details of balances held with banks which is more than 10% of the total is as under.

	As at 31.03.2021	As at 31.03.2020
Bamk A	6,750.00	2,840.00
Bamk B	3,455.00	556.74
Bank C	2,140.12	6,060.00

Provision for expected credit losses

The life time expected credit loss ("ECL") is estimated on trade receivables, other amounts due from entities where there is no track record of short receipts. Delays in receiving payments from the customers pursuant to sale of goods or under contracts are not considered if such delays are commonly prevalent in the industry. Other short receipts other than arising from claims are duly considered in determining ECL.

Considering the above as well as business model of the Company, engineered-to-order products and the profile of trade receivables, the determination of a provision based only on age analysis may not be a realistic considering the economic and industry circumstances. Hence, the provision for expected credit loss is determined by the management for the specific trade receivables after considering the above facts and circumstances, particularly in view of the fact that there has no bad debts in the recent past.

Provision matrix (%, amounts) of ECL for trade receivables and the reconciliation of the movement in the provision is given below.

Amount in ₹ Lakhs

	As at 31.03.2021	**As at 31.03.2020**
Total Receivable	16,815.25	17,793.42
Provision for credit loss	626.39	511.22
Percentage	3.73%	2.87%

Reconciliation of loss allowance provision

	As at 31.03.2021	**As at 31.03.2020**
Balance at the beginning of the year	511.22	511.22
Provision for credit loss allowance made during the year	115.17	-
Provision utilised during the year	-	-
Balance at the end of the year	626.39	511.22

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash. The Company's approach in managing the same is to ensure, as far as possible, sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions.

The company's principal sources of liquidity are cash and cash equivalents, balances with banks, investment in non-convertible debentures and the cash flow that is generated from operations. The cash and cash equivalent, other bank balances and non-convertible debentures aggregates to ₹ 18,423.92 lakhs at the end of year (PY - ₹ 17,813.72 lakhs). In addition the net trade receivables as at the year end was ₹ 16,304.03 lakhs (PY ₹ 17,282.20 lakhs). The Company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

The following are the contractual maturities of non-derivative financial liabilities due within one year based on contractual cash flows:

Amount in ₹ Lakhs

	As at 31.03.2021	**As at 31.03.2020**
Trade Payables	10,837.59	14,357.26
Short Term Borrowings	5,199.60	6,766.80
Other Payables:		
Statutory dues	159.09	130.61
Employee dues	437.29	357.25
Other dues	7,778.08	5,559.95
Total	**24,411.65**	**27,171.87**

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates that will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

The Company also operates internationally and a major portion of the business is transacted in several currencies and consequently the parent Company is exposed to foreign exchange risk through its sales and services and purchases from overseas suppliers in various foreign currencies.

i) **Foreign currency risk exposure -: The parent company's and its Indian Subsidiaries exposure to foreign currency risk at the end of reporting year, are as follows:**

a) The foreign exchange forward contracts outstanding as on 31.03.2021 in respect of Euro is 15,093,000 (2020: Euro 14,000,000)

b) The total foreign currency exposures as at the end of the year is as under:

In Foreign Currency

Particulars	As at 31.03.2021 (Amount in Lakhs)			
	USD	Euro	JPY	Others
Assets/ Receivables	19.78	78.21	580.87	0.17
Liabilities (including advances)	24.73	56.26	2,481.02	0.06

Rupee Equivalent

Particulars	As at 31.03.2021 (Amount in Lakhs)			
	USD	Euro	JPY	Others
Assets/Receivables	1,437.87	6,654.55	381.81	15.16
Liabilities (including advances)	1,790.79	4,868.28	1,641.75	4.29

In Foreign Currency

Particulars	As at 31.03.2020 (Amount in Lakhs)			
	USD	Euro	JPY	Others
Assets/Receivables	28.22	68.15	682.75	0.37
Liabilities (including advances)	21.87	56.52	3,237.66	-

Rupee Equivalent

Particulars	As at 31.03.2020 (Amount in Lakhs)			
	USD	Euro	JPY	Others
Assets/Receivables	2,124.72	5,583.74	471.71	27.68
Liabilities (including advances)	1,618.00	4,729.77	2,270.89	-

c) **Sensitivity analysis:**

A strengthening or weakening of the Indian Rupee, as indicated below, against the USD, Euro, JPY and others as at 31st March 2021 would have increased (decreased) profit or loss by the amounts shown below. This analysis is based on foreign currency exchange rate variances that the Company considered to be reasonably possible at the end of the reporting period. The analysis is performed on the same basis for previous year, even though the actual foreign exchange rate variances were different.

Particulars	Impact on profit or loss (before tax)			
	As at 31.03.2021		As at 31.03.2020	
	Strengthening	Weakening	Strengthening	Weakening
5% Movement in:				
USD	17.65	(17.65)	(66.27)	66.27
EURO	(89.31)	89.31	(42.70)	42.70
JPY	63.00	(63.00)	89.96	(89.96)
Others	(0.76)	0.76	(1.38)	1.38

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

SEGMENT REPORTING (CONTD.)

ii) Interest Rate Risk:

The Company's investments are primarily in Fixed rate interest bearing deposits and non-convertible debentures. Also the borrowings bear fixed rate of interest which are reviewed periodically by the banks. Hence, the Company is not significantly exposed to interest rate risks.

D Capital Management:

While managing capital, the Company's objective is to safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefit for other stakeholders.

The Board of Directors monitors the earnings before interest, depreciation and tax (EBITDA), which the Company defines as result from operating activities before considering finance cost, depreciation & amortisation, exceptional items and tax expenses. The Board of Directors also monitors the level of dividends to equity shareholders.

The Company's EBITDA excluding other income is 11.11% as at 31.03.2021 in comparison to 6.45% as at 31.03.2020.

The Company monitors capital, using a medium and long term view, on the basis of a number of financial ratios generally used by industry and by the rating agencies.

40 SEGMENT REPORTING

The company's operation comprises of Manufacturing business & Project Business. Primary segmental reporting comprises of Manufacturing Business & Project Business Segments. Secondary Segmental reporting is based on geographical location of activities. Under primary segment revenue and direct expenses, which relate to a particular segment and which are identifiable, are reported under that segment.

Certain expenses, which are not allocable to any specific segment, are separately disclosed at the enterprise level. Cash and bank balances in India are reported at the enterprise level as the company operates common bank accounts. Property, Plant and Equipment, Liabilities, Current assets and Current liabilities relating to specific business segments are identified and reported. Those that are not identifiable are reported as common items.

Secondary segment is reported based on the geographical location of the company, viz., India, Japan, USA, Europe and Hongkong. Revenues in the secondary segment are based on the sales made by the branch office or subsidiaries.. Inter-segmental purchases & sales are separately identified and reported. Property, plant and Equipment, Current Assets including Cash and Bank accounts, and Current Liabilities are identified based on the branch office or subsidiary to which they relate and are reported accordingly.

(i) Business segment

Amount in ₹ Lakhs

Current Year

	Particulars	Primary Segment				Total
		Manufacturing	Project Business	EPC	Common	
1	**Segment Revenues**					
	External Revenues	69,209.21	2,262.61	-	-	71,471.82
	Inter segment revenues	(624.40)	-	-	-	(624.40)
	Inter company	(11,488.99)	-	-	-	(11,488.99)
	Total Revenues	**57,095.82**	**2,262.61**	**-**	**-**	**59,358.43**
2	**Segment Results**					
	Profit Before Taxation, Interest and Depreciation	6,451.24	40.91	(15.30)	118.02	6,594.87
	Less: Interest	446.54	-	-	-	446.54
	Less: Depreciation and Amortizations	2,144.26	2.58	-	2.92	2,149.76
	Total	**3,860.44**	**38.33**	**(15.30)**	**115.10**	**3,998.57**
3	Unallocable & Other Income including exceptional item	-	-	-	-	1,649.76
	Less: Tax	-	-	-	-	1,127.89
	Profit after tax	**-**	**-**	**-**	**-**	**4,520.44**

Amount in ₹ Lakhs

Previous Year

	Particulars	Primary Segment				Total
		Manufacturing	Project Business	EPC	Common	
1	**Segment Revenues**					
	External Revenues	56,472.64	3,162.34	-	-	59,634.98
	Inter segment revenues	(774.58)	-	-	-	(774.58)
	Inter company	(7,371.06)	-	-	-	(7,371..06)
	Total Revenues	**48,327.00**	**3,162.34**	**-**	**-**	**51,489.34**
2	**Segment Results**					
	Profit Before Taxation, Interest and Depreciation	3,687.28	(163.19)	(127.39)	(75.99)	3,320.71
	Less: Interest	545.19	-	-	-	545.19
	Less: Depreciation and Amortizations	2,217.16	2.58	-	2.92	2,222.66
	Total	**924.93**	**(165.77)**	**(127.39)**	**(78.91)**	**552.86**
3	Unallocable & Other Income including exceptional item					2,724.00
	Less: Tax					283.11
	Profit after tax					**2,993.75**
4	Segment Assets - Current Year	60,311.25	3,719.90	115.29	14,341.34	78,487.78
	Segment Assets - Previous Year	57,188.15	5,244.66	128.70	13,181.25	75,742.76
5	Segment Liabilities - Current Year	22,574.34	2,204.04	791.14	5,850.62	31,420.14
	Segment Liabilities - Previous Year	20,844.10	3,307.09	1,650.54	7,440.73	33,242.46
6	Capital Expenditure (Gross Block)	1,547.70	-	-	-	1,547.70
	Disposal (Gross Block)	(98.13)	-	-	-	(98.13)
	Capital Expenditure (Net of disposal) - Current Year	1,449.57	-	-	-	1,449.57
	Capital Expenditure (Gross Block)	1,418.72	-	-	-	1,418.72
	Disposal (Gross Block)	(1,138.49)	-	-	-	(1,138.49)
	Capital Expenditure (Net of disposal) - Previous Year	280.23	-	-	-	280.23

(ii) Geographical Segment:

	Particulars	Segment revenue by geographical Market	
		Year ended 31.03.2021	Year ended 31.03.2020
	Sales from India		
	Domestic Sales (including Deemed Export)	29,396.50	29,530.83
	Export Sales	19,467.08	16,676.28
	Sales of Overseas Branch and Subsidiary	22,608.24	13,427.87
	Less: Inter-segmental sales	(624.40)	(774.58)
	Less: Inter-company sales	(11,488.99)	(7,371.06)
	Total	**59,358.43**	**51,489.34**

Carrying amounts of geographical assets & additions to property, plant and equipment & intangible assets:

	Particulars	Carrying amounts of segment assets		Additions to property, plant and equipment and intangible assets (Net of deletion)	
		As at 31.03.2021	**As at 31.03.2020**	**As at 31.03.2021**	**As at 31.03.2020**
	Located in India	65,739.77	66,293.30	1,334.59	(107.82)
	Located outside India	12,748.01	9,449.46	114.98	315.05
	Total	**78,487.78**	**75,742.76**	**1,449.57**	**207.23**

(iii) Information about Major customers -

The revenue from operations from customers who exceed 10% of revenue from operations are given below.

Particualrs	**As at 31.03.2021**
Customer A	11.35%
Customer B	10.58%
Customer C	10.15%

Particualrs	**As at 31.03.2020**
Customer B	13.52%

41 Disclosure as per Ind AS 19 on 'Employee benefits

A Gratuity - Funded

The Parent Company has a defined benefit gratuity plan. Every employee who has rendered continuous service of five years or more is entitled to gratuity at 15 days salary (15/26 X last drawn basic salary plus dearness allowance) for each completed year of service subject to a maximum of Rs.20 Lakhs. The gratuity liability arises on account of future payments, which are required to be made in the event of retirement, death in service or withdrawal. The liability has been assessed using projected unit credit actuarial method. The Parent Company made annual contributions to the Employee's Group Gratuity scheme of the Life Insurance Corporation of India.

i. Movement in net defined benefit asset on Gratuity plan

Amount in ₹ Lakhs

Particulars	Defined benefit obligation		Fair value of plan assets		Net defined benefit asset	
	31.03.2021	**31.03.2020**	**31.03.2021**	**31.03.2020**	**31.03.2021**	**31.03.2020**
Opening balance	1,032.40	840.42	1,143.75	1,022.14	111.34	181.72
Included in profit or loss:						
Current service cost	93.37	75.82	-	-	(93.37)	(75.82)
Interest Income on planned asset	-	-	79.09	79.61	79.09	79.61
Interest cost	69.21	61.74	-	-	(69.21)	(61.74)
Total amount recognised in profit or loss	162.58	137.55	79.09	79.61	(83.49)	(57.94)
Included in OCI:						
Actuarial loss (gain)	(68.21)	110.63	-	-	68.21	(110.63)
Return on plan assets greater/(lesser) than discount rate	-	-	67.92	(8.80)	67.92	(8.80)
Total amount recognised in other comprehensive income	(68.21)	110.63	67.92	(8.80)	136.13	(119.44)
Contributions paid by the employer	-	-	68.03	107.00	68.03	107.00
Benefits paid	29.29	56.20	29.29	56.20	-	-
Closing balance	**1,097.49**	**1,032.40**	**1,329.50**	**1,143.75**	**232.01**	**111.34**

ii. Details of Plan assets

	31.03.2021	31.03.2020
Government of India securities (central and state)	-	-
Schemes of insurance - conventional products	100.00%	100.00%
Others (including Fixed Deposits and Special Deposits)	-	-
	100.00%	**100.00%**

iii. Acturial Assumptions

The following were the principal actuarial assumptions at the reporting date.

	31.03.2021	31.03.2020
Financial assumptions:		
Discount rate	6.80%	6.80%
Earning on plan assets	6.80%	6.80%
Salary escalation rate	7.00%	7.00%
Demographic assumptions:		
Retirement age	58 Years	58 Years
Mortality table	Indian Assured Lives Mortality (2006-08) Ult.	
Withdrawal rate % (All ages)	3.00%	3.00%

IV. Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the significant principal assumptions is:

Amount in ₹ Lakhs

	31.03.2021		31.03.2020	
	Increase	Decrease	Increase	Decrease
Discount rate (1% Movement)	(113.96)	135.74	(109.95)	131.55
Salary escalation rate (1% Movement)	129.59	(111.52)	125.07	(107.27)
Withdrawal rate (1% Movement)	(2.05)	2.29	(1.78)	2.01

The sensitivity analysis above has been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. This analysis may not be representative of the actual change in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

V. Expected benefit payment of the gratuity plan in future years:

Amount in ₹ Lakhs

	Gratuity (Funded)	
	31.03.2021	31.03.2020
For the year ending:		
Less than 1 year	120.16	113.96
Between 1-2 years	39.94	37.70
Between 2-3 years	42.95	39.13
Between 3-4 years	72.23	43.67
Between 4-5 years	70.04	64.83
Between 5-10 years	554.75	487.34

VI. Risk Exposures

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks such as increase in salary, investment risk, discount rate, mortality, disability and withdrawals.

B Long term Leave Liability - Unfunded

The parent company provides for earned leave benefit to the employees which accrue at 15 days (maximum) for the year. The earned leave is encashable while in service and upto a maximum of 105 days on retirement. The leave liability has been treated as other long term benefits and has been assessed using projected unit credit actuarial method.

I. Movement in net defined benefit (asset)/liability

Amount in ₹ Lakhs

	Defined benefit obligation	
	31.03.2021	**31.03.2020**
Opening balance	528.26	453.44
Included in profit or loss:		
Current service cost	127.60	106.13
Interest cost	35.36	33.36
Actuarial loss (gain)	(143.56)	(35.81)
Total amount recognised in profit or loss	**19.40**	**103.68**
Benefits paid	16.60	28.86
Closing balance	**531.06**	**528.26**

II. Acturial Assumptions

The following were the principal actuarial assumptions at the reporting date.

	31.03.2021	**31.03.2020**
Financial assumptions:		
Discount rate	6.80%	6.80%
Salary escalation rate	7.00%	7.00%
Demographic assumptions:		
Mortality table	100% of Indian Assured Lives Mortality (2006-08)	
Withdrawal rate % (All ages)	3.00%	3.00%
Retirement age	58 years	58 years

42 RELATED PARTY DISCLOSURE

Related Party	Relationship
Ravindu Motors Private Limited Trident Automobiles Private Limited	Companies in which director/ relative of director is interested
Nikhil Kumar, Managing Director Mohib N Khericha, Director K G Prabhakar, Director N Srivatsa, Company Secretary M N Varalakshmi, CFO	Key management personnel

DETAILS OF TRANSACTIONS:

Amount in ₹ Lakhs

Nature of transactions	Companies in which director/relative of director is interested		Key management personnel	
	Year ended 31.03.2021	Year ended 31.03.2020	Year ended 31.03.2021	Year ended 31.03.2020
Directors Remuneration:				
Nikhil Kumar:				
Short-term employee benefits including commission of ₹ 144.35 lakhs (PY: NIL) which is subject to approval of Shareholder at Annual General Meeting	-	-	389.34	220.61
Other long term employee benefit	-	-	18.79	18.36
Dividend	-	-	34.92	162.35
Amount Outstanding at the year end*	-	-	6.84	22.90
Remuneration to Key Managerial Personnel:				
N Srivatsa				
Short-term employee benefits	-	-	53.87	51.11
Other long term employee benefit	-	-	3.46	3.31
Employees Share Option Cost relating to 97,962 options granted during the year	-	-	30.90	28.62
Dividend (below the rounding off amount)	-	-	0.25	-
Amount Outstanding at the year end	-	-	2.44	2.24
M N Varalakshmi				
Short-term employee benefits	-	-	39.67	37.19
Other long term employee benefit	-	-	2.49	2.39
Employees Share Option Cost relating to 56,160 options granted during the year	-	-	17.71	16.41
Dividend (below the rounding off amount)	-	-	0.14	-
Amount Outstanding at the year end	-	-	3.16	1.66
Directors Sitting fees				
Mohib N Khericha	-	-	4.60	6.20
Nikhil Kumar	-	-	0.80	0.80
K G Prabhakar	-	-	2.80	4.10
Ravindu Motors Private Limited				
Servicing of Vehicles	2.02	1.67	-	-
Purchase of Motor Vehicle	40.00	25.08	-	-
Trident Automobiles Private Limited				
Servicing of Vehicles	0.43	0.39	-	-
Purchase of Motor Vehicle	36.46	-	-	-

* Amount outstanidng as at 31st March 2020 includes amount of Leave travel allowance and Medical claim.

43 Operating Lease:

The group has taken office facilities, guesthouse and residential premises of employees under short term lease and are renewable on a periodic basis, and cancelable at its option. Rental expenses recorded for short term leases for the year is ₹ 97.69 lakhs (Previous year ₹ 80.89 lakhs).

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

44 a The Group does not have any pending litigations which would impact its financial position as on the reporting date except to the extent disclosed in Note 37

b The Company does not have any long term contracts for which there were any material foreseeable losses. The provision made for forward foreign exchange contracts is as at the previous year end disclosed in Note No. 21.

c No amounts required to be transferred to the Investor Education and Protection Fund by the Group as on the reporting date.

d Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary/ Associates / Joint Ventures.

Amount in ₹ Lakhs

Name of the entities in consolidated financial statement	Net Assets i.e., total assets minus total liabilities		Share in profit or Loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of Consolidated net assets	Amount (in Lakhs)	As % of Consolidated profit or loss	Amount (in Lakhs)	As % of Consolidated other comprehen sive- income	Amount (in Lakhs)	As % of Consolidated total comprehen-sive income	Amount (in Lakhs)
1	2	3	4	5	6	7	8	9
Parent								
TD Power Systems Limited	100.80%	47,442.63	38.66%	1,747.75	-29.95%	46.10	41.08%	1,793.85
TD Power Systems Limited - Previous Year	106.94%	45,447.97	54.91%	1,643.86	-42.55%	46.29	58.58%	1,690.15
Subsidiaries								
India								
DF Power Systems Private Limited	0.05%	24.30	18.15%	820.35	0.00%	-	18.79%	820.35
DF Power Systems Private Limited- Previous Year	-1.87%	(796.05)	37.51%	1,122.95	0.00%	-	38.92%	1,122.95
Foreign								
TD Power Systems USA Inc	-2.16%	(1,018.06)	-1.94%	(87.49)	-30.75%	47.33	-0.92%	(40.16)
TD Power Systems USA Inc - Previous Year	-2.30%	(977.90)	-4.13%	(123.61)	97.38%	(105.93)	-7.96%	(229.54)
TD Power Systems Japan Limited	0.05%	21.81	0.00%	0.02	1.03%	(1.59)	-0.04%	(1.57)
TD Power Systems Japan Limited - Previous Year	0.06%	23.38	-2.39%	(71.65)	-0.17%	0.19	-2.48%	(71.46)
TD Power Systems Europe GmbH	1.14%	537.53	4.82%	217.79	-4.17%	6.42	5.13%	224.21
TD Power Systems Europe - GmbH - Previous Year	0.74%	313.32	6.58%	197.02	28.19%	(30.67)	5.77%	166.35
TD Power Systems Jenerator Sanayi Anonim Sirketi	4.33%	2,039.27	42.89%	1,938.80	163.84%	(252.17)	38.63%	1,686.63
TD Power Systems Jenerator Sanayi Anonim Sirketi- Previous Year	0.83%	352.64	7.98%	238.81	17.15%	(18.66)	7.63%	220.15
Consolidation adjustments	-4.21%	(1,979.84)	-2.58%	(116.78)	0.00%	-	-2.58%	(116.78)
Consolidation adjustments- Previous Year	-4.38%	(1,863.06)	-0.46%	(13.63)	0.00%	-	-0.47%	(13.63)
Total	**100.00%**	**47,067.64**	**100.00%**	**4,520.44**	**100.00%**	**(153.91)**	**100.09%**	**4,366.53**
Total - Previous Year	**100.00%**	**42,500.30**	**100.00%**	**2,993.75**	**100.00%**	**(108.78)**	**100.00%**	**2,884.97**

Amount in ₹ Lakhs

45 During the year, the parent Company has made provisions towards Warranty claims, the details of the same are as under:

	Warranty claims	
	As at 31.03.2021	**As at 31.03.2020**
Balance outstanding at the beginning	235.63	216.89
Provision for the reporting period	8.48	18.74
Utilized during the reporting period	-	-
Withdrawn and credited to Statement of Profit and Loss	-	-
Balance outstanding at the end of the reporting period	244.11	235.63

46 Corporate Social Responsibility

a. Gross amount required to be spent by the company for the year (i.e. 2020-2021) - Rs. 26.27 lakhs (Against this the Company has accrued/debited to statement of profit and loss ₹ 28.10 lakhs)

b. Amount spent as at the end of year is:

Towards	Spent	To be spent*	Total
Construction/acquisition of any asset	-	-	-
On purposes other than (1) above	252.87	14.27	267.14

*The Company has deposited Rs. 16.10 lakhs in special account after balance sheet date to be spent on identified projects.

a. Gross amount required to be spent by the company for the previous year (i.e. 2019-2020) - Rs.13.53 lakhs

b. Amount spent as at the end of year is:

Towards	Spent	To be spent	Total
Construction/acquisition of any asset	-	-	-
On purposes other than (1) above	224.77	-	224.77

47 Employee Stock Benefit Plans

During August 2019, the Company had instituted an Employee Stock Option Plan I (GIL ESOP I) as approved by the Board of Directors and the Shareholders, for the allotment of 10,00,000 shares in aggregate, out of which not more than 5,65,000 shares to be acquired by the Trust through Secondary Acquisition and not more than 4,35,000 shares shall be issued by way of Primary / Fresh shares. The maximum number of options that may be granted to any employee in any year and in aggregate shall not exceed 2,00,000 options under the plan.

In accordance with the shareholders' approval in Annual General Meeting held on 12th August 2019, the Board, based on the recommendations of the Nomination and Remuneration Committee, has approved grant of 5,63,884 employee stock options ("ESOPs) and 3,99,216 employee stock appreciation rights ("ESARs") to the eligible employees of the Company and/or its Subsidiary Company(ies) under its TDPSL Equity Based Compensation Plan 2019 ("Plan"). These were outstanding at the period end.

Out of which 97,962 ESOPs and 56,160 ESOPs have been granted to Company Secretary and Chief Financial Officer of the company respectively.

The fair value of each equity settled award is estimated on the date of grant using the Black-Scholes-Merton model with the following assumptions:

Particulars	ESOP No. of Options	ESAR No. of Options
Market Price (₹)	134.45	134.45
Expected Life (in Years)	3 - 5	3 - 5
Volatility (%)	38.84 - 40	38.84 - 40
Risk free Rate (%)	5.93 - 6.26	5.93 - 6.26
Exercise Price (₹)	67.25	67.25
Dividend Yield (%)	1.49	1.49
Weighted Average Fair Value of the Vest (₹)	78.92	78.92

During the year ended 31st March 2021, 1,87,961 ESOPs were vested and exercised at an exercise price of ₹ 67.25 against which 1,87,961 Equity shares of the Company were transferred to the ESOP grantees by TDPSL Employee Welfare Trust. ₹ 126.41 lakhs was received from the ESOP grantees upon the Exercise of ESOPs.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

48 Final Dividend:

On 19th May 2021, (2020: 4th June 2020) the Board of Directors of the Company have proposed a dividend of ₹ 2.50 (2020: ₹ 0.75) per share in respect of the year ended 31st March 2021 subject to approval of shareholders at the Annual General Meeting.

49 Interim Dividend:

During the year ended 31st March 2021, an interim dividend of NIL (PY: ₹ 1.50/-) per equity share of ₹ 10/- each was declared by the Board of Directors at their meeting held on (PY: 12th February 2020) and the said amount has been paid on 2nd March 2020.

50 During the quarter ended 30th September 2019, the Company sold unutilised land measuring 17 acre and 11 Guntas situated at Pemmanahalli village, Sompura Hobli, Nelamangala Taluk, Bangalore Rural District at a price of ₹ 87.50 lakhs per acre totaling to ₹ 1,511.56 Lakhs . The net profit of ₹ 215.94 lakhs arising from the sale of said land after considering the carrying cost of land of ₹ 943.95 lakhs and the estimated cost of development of ₹ 351.67, has been included under exceptional item. The formalities relating to execution and registration of the sale deed was completed during that quarter.

51 Creditors Written Back:

During the year ended 31st March 2021, the Indian Subsidiary has written back creditors amounting to ₹ 717.51 lakhs due to liquidated damages against project supplies, counter claims in respect of performance guarantees and amount unclaimed.

52 The exponential increase in the Covid-19 cases in India during since March 21 has resulted in various State Governments ordering lock downs in various measures. While there have been certain logistical issues in movement of men and materials which needed to be managed, the ongoing lock down in Karnataka State has not affected the company's operations as on the date of approval of these financial statements.

The incremental costs incurred by the holding company to adhere to the standard operating procedures notified by the Government / Authorities was not very significant

The global spread of Covid-19 has led to an uncertain business environment. The management has considered the possible effects that may result from the Covid-19 pandemic on the carrying value of various assets after taking into account various internal and external information upto the date of approval of these financial statements and have concluded that they are recoverable based on the expected future performance of the Group. The Group has also assessed various scenarios and assumptions and based on the current estimates, the management of the Group expects that the carrying amount of these assets, as reflected in the balance sheet as at March 31, 2021, are fully recoverable and that no further provision is required.

Considering the present liquidity position of the Group and its ability to raise funds, if required, the management does not foresee any adverse impact on its ability to continue as going concern and in meeting its liabilities as and when they fall due. The impact assessment of Covid-19 is a continuing process given the uncertainties associated with its nature as well as it's duration and the management will continue to monitor any events/ changes to future economic conditions. Accordingly, the impact may be different from that estimated as at the date of approval of these financial statements.

53 In case of Indian subsidiary, consequent to an ex-parte order dated April 30 2019 passed by the Asst. Commissioner of Commercial Taxes , Chhattisgarh in respect of Assessment for the FY 2014-15, a claim has been received for ₹ 110.01 lakhs towards VAT and for ₹ 19.52 lakhs towards entry tax. That company has filed a remand application with the Commissioner of Commercial Taxes Chhattisgarh against the said ex-parte order. That Company has been advised that since all the purchases were within the state of Chhattisgarh including VAT which if set off against the Output VAT, for which certain documents are to be provided by that Company to the assessing officer, no VAT liability would arise. It is also advised that considering nature of purchases, entry tax is also not applicable. Thus the entire is contestable in an assessment proceeding. Further the applicable returns have been filed periodically.

For and on behalf of Board of Directors of
TD Power Systems Limited
CIN No. L31103KA1999PLC025071

Mohib N Khericha
Chairman
DIN: 00010365
Place: Ahmedabad

Nikhil Kumar
Managing Director
DIN:00062243
Place: Frankfurt

M N Varalakshmi
Chief Financial Officer
Place: Bangalore

N Srivatsa
Company Secretary
Membership No. F4699
Place: Bangalore

As per our report of even date attached

For **Varma & Varma**
Chartered Accountants
Firm Registration No. 004532S

K P Srinivas
Partner
Membership No.208520

Place:Bangalore
Date: 19th May 2021

TD Power Systems Limited
REGISTERED OFFICE & FACTORY:

27, 28 and 29, KIADB Industrial Area
Dabaspet, Nelamangala Taluk
Bengaluru Rural District
Bengaluru – 562 111, India

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