

# Innovating Future Mobility



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This report and financial statements contained herein have been prepared in accordance with the requirements of the Companies Act, 2013. ("The Act") and the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act. The preparation of financial statements requires management to make estimates and assumptions which impact the reported amounts of income and expenses of the period, assets and liabilities as of the date of the financial statements. The estimates and judgements relating to the financial statements have been made on a prudent and reasonable basis, so that the financial statements reflect in a true and fair manner, the form and substance of transactions.



To view this report online and  
to know more about Tata Technologies, visit:  
[www.tatatechnologies.com](http://www.tatatechnologies.com)

# Corporate Information

## Board of Directors

Ajoyendra Mukherjee – Chairman w.e.f. February 21, 2023  
 Subramanian Ramadorai – Chairman and Director up to February 21, 2023  
 Usha Sangwan w.e.f. October 21, 2022  
 Nagaraj Ijari w.e.f. March 1, 2023  
 Aarthi Sivanandh w.e.f. June 11, 2022  
 Pathamadai Balachandran Balaji  
 Shailesh Chandra w.e.f. March 1, 2023  
 Warren Harris – CEO & Managing Director

## Chief Financial Officer

Savitha Balachandran

## Company Secretary

Vikrant Gandhe

## Registered Office

Plot No. 25, Rajiv Gandhi Infotech Park, Hinjawadi,  
 Pune – 411057, India

## Corporate Identification Number

U72200PN1994PLC013313

## Investor Relations Email ID

investor@tatatechnologies.com

## Statutory Auditors

B S R & Co. LLP, Chartered Accountants  
 (Firm Registration No. 101248W/ W-100022)  
 8<sup>th</sup> Floor, Business Plaza, Westin Hotel Campus, 36/3-B  
 Koregaon Park Annex, Mundhwa Road, Ghorpadi  
 Pune – 411001, India

## Committee Composition (as on March 31, 2023)

### Audit Committee

Usha Sangwan – Chairperson  
 Nagaraj Ijari  
 Aarthi Sivanandh  
 Pathamadai Balachandran Balaji

## Nomination and Remuneration Committee

Nagaraj Ijari – Chairman  
 Ajoyendra Mukherjee  
 Usha Sangwan

## Corporate Social Responsibility Committee

Aarthi Sivanandh – Chairperson  
 Pathamadai Balachandran Balaji  
 Warren Harris

## Stakeholders Relationship Committee

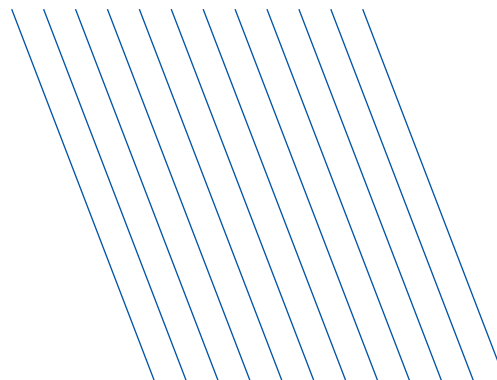
Ajoyendra Mukherjee – Chairman  
 Aarthi Sivanandh  
 Warren Harris

## Risk Management Committee

Nagaraj Ijari – Chairman  
 Shailesh Chandra  
 Warren Harris

## Registrar and Transfer Agents

TSR Consultants Private Limited,  
 C-101, 1<sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg,  
 Vikhroli West, Mumbai – 400083  
 Tel : +91 8108118484 Fax : +91 22 6656 8494  
 E-mail: csg-unit@tcplindia.co.in  
 Website: <https://www.tcplindia.co.in>



## Board of Directors



/// **Ajoyendra Mukherjee**  
Chairman, Independent Director



/// **Usha Sangwan**  
Independent Director



/// **Nagaraj Ijari**  
Independent Director



/// **Aarthi Sivanandh**  
Independent Director



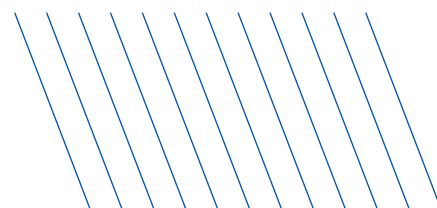
/// **PB Balaji**  
Non-Executive Director



/// **Shailesh Chandra**  
Non-Executive Director



/// **Warren Harris**  
CEO & Managing Director



# Executive Leadership Team



/// **Warren Harris**  
CEO & Managing Director



/// **Pawan Bhageria**  
President (Human Resource, Information Technology and Facilities and Education)



/// **Savitha Balachandran**  
Chief Financial Officer



/// **Nachiket Paranjpe**  
President – Automotive Sales



/// **Alope Palsikar**  
Executive Vice President and Head – Aerospace and Industrial Heavy Machinery Sales



/// **Prahalada Rao**  
President and Client Partner – Tata Motors



/// **Sriram Lakshminarayanan**  
President and Chief Technical Officer



/// **Santosh Singh**  
Executive Vice President and Global Head – Marketing and Business Excellence



/// **Anjali Balagopal**  
General Counsel



/// **Shailesh Saraph**  
Executive Vice President and Global Head – Engineering, Research and Development



/// **Geena Binoy**  
Executive Vice President and Global Head – Digital Enterprise Solutions



## Message from the Chairman



I would like to celebrate this accomplishment of strong performance, which has been made possible by the unwavering commitment and hard work of our teams”.

## Dear Shareholders,

I hope you and your families are safe and well. I am delighted to share with you my thoughts about our FY 2022-23 performance and key highlights.

Despite macroeconomic challenges, your Company delivered a strong performance and recorded a 25.1% growth in revenue to ₹ 4,414.18 Crore in FY 2022-23 as against ₹ 3,529.57 Crore in FY 2021-22. Revenue from sale of services increased by 33.2% to ₹ 3,535.22 Crore in FY 2022-23 compared with ₹ 2,654.84 Crore in FY 2021-22. Profit before Tax (PBT) stood at ₹ 796.15 Crore during FY 2022-23 compared with ₹ 586.83 Crore during the previous financial year, registering an increase of 35.7%. Profit after Tax (PAT) increased by 42.8% to ₹ 624.03 Crore in FY 2022-23 compared with ₹ 436.97 Crore in FY 2021-22.

I would like to celebrate this accomplishment of strong performance, which has been made possible by the unwavering commitment and hard work of our teams. Our people are integral to our business culture and growth plans, and we remain committed to promoting their welfare and well-being.

Over the past two years, your Company has seen dramatic changes in the operating environment. With the evolving technology landscape, businesses have been forced to reinvigorate the way they innovate, operate, and deliver products and services.

Your Company used this opportunity to reinforce its commitment to the vision of Engineering a Better World – which includes a better world for our customers, our people, and the community at large. As a leading global engineering services company offering product development and digital solutions, including turnkey solutions, to global original equipment manufacturers and their tier 1 suppliers, we are well-poised to help our customers navigate their future and create thriving opportunities. We collaborated with our customers to innovate products and endeavour to create value for our customers by helping them develop products that are safer, cleaner and improve the quality of life for their end-customers.

In FY 2022-23, your Company underwent the Tata Business Excellence Model (TBEM) assessment as an organizational improvement methodology for excellence in the implementation of strategic business initiatives. Your Company continues to improve in this area, as evidenced by the score of 587 in the 2022 assessment, which is an increase of 34 points over the score of 553 in the 2020 assessment.

Accelerating digital transformation is a key focus area for us. We continued to invest in digital tools and platforms during the year to improve employee experience and process efficiency. Your Company rolled out industry-leading digital solutions for employee engagement and recognition, talent acquisition, indirect taxation determination, and compliance in the USA.

During the year, as part of the new digital branding initiative, your Company launched a user-friendly, any-device compatible, feature-rich mobile application corporate website globally. In our pursuit of delivering modern solutions, we invested in state-of-the-art technologies like cloud-native application protection platform (CNAPP); CNAPP is a network cloud integration solution that allows integration of multiple sites without the need for a physical network.

We continue to deliver value to all our stakeholders by delivering solutions to our customers, supporting our people and communities, and driving returns to our shareholders. Our core values of One Team with Customers, Can Do Attitude, and Global Mindset enable us to delight customers and inspire our people.

My sincere thanks to our employees and appreciation to our stakeholder family for your continued trust and confidence in the Company.

Thank you.

Sincerely,

**Ajoyendra Mukherjee**

## Message from the Chief Executive Officer & Managing Director



Our performance during FY 2022-23 surpassed our expectations. We generated strong revenues and operating profits”.



## Dear Shareholders,

I trust this letter finds you and your loved ones safe and healthy.

The previous financial year was a year of transition for the world at large. With the impact of the pandemic waning, geopolitical conflict in Europe posed fresh challenges of disrupted global supply chains and unprecedented inflationary pressures across the world. Despite these challenges, India emerged as one of the fastest-growing economies in FY 2022-23.

Your Company remained focused on leveraging this opportunity towards corporate growth. Our culture is underpinned by our individual and collective desire to grow personally and professionally as we strive to “Engineer a Better World”. This culture makes Tata Technologies an incredible organization.

Our performance during FY 2022-23 surpassed our expectations. We generated strong revenues and operating profits. We also witnessed expansion in operating margins and cash flows. Revenue for the year grew by 25.1% YoY to ₹ 4,414.18 Crore while PAT increased by 42.8% YoY to ₹ 624.03 Crore in FY 2022-23. Our operating margin stood at 18.6%, an expansion of 31 basis points (bps) over FY 2021-22. We also improved our cash position from ₹ 1,411.57 Crore in FY 2021-22 to ₹ 1,480.73 Crore in FY 2022-23, an increase of 4.9%. Our revenue from services increased by more than 23% year-on-year, which is amongst the highest in our market.

This year, we have enhanced our emphasis on digitizing our operations and upskilling our people. This has not only empowered our teams but have also enabled us to onboard over 2,300 employees (net addition) globally. We undertook wide-ranging initiatives in the realms of learning, growth, performance management, and employee engagement.

We conducted several training programs under our global, in-house technical initiative – TechVarsity. During the year, 700+ new generation engineers attended the EDGE program which covers various technologies, domains, and processes. We believe the training reduced billability days. Additionally, we believe it contributed to an increase

in upskilling of lateral employees and increase in person-days of learning. TechVarsity has collaborated with global learning partners for accreditations and manages the LMS of a leading aerospace customer to build competencies for their project.

FY 2022-23 saw the launch of Rainbow, a structured initiative to promote diversity, equity, and inclusion. One of our key themes for FY 2023-24 is gender diversity. Our endeavour is to create an open and inclusive workplace for diverse talent. While our women workforce stands at 14.0% of the total, I am proud to state that our percentage of women in the executive leadership team stands at 27.3%.

As a responsible organization, we are focused on undertaking initiatives for social and economic development in the areas in which we live and work. We implemented new technologies and practices to reduce environmental impact.

During the year, we conducted drives for mass tree plantation at the corporate office and Mahalunge Forest areas in Pune. The principle of Reuse – Reduce – Recycle (3R) was promoted across your Company’s facilities to eliminate waste and avoid landfilling. Our major energy conservation measures included phased installations of LED and APFC panels across all three SEZ locations. We also undertook several water conservation activities which resulted in a reduction in water consumption compared with the pre-COVID years of FY 2019-20.

I would like to express my gratitude to all our employees for their continuous hard work and dedication in serving your Company. As we gear up to capitalize on emerging opportunities, we will focus on strengthening our competencies and driving long-term, sustainable growth. With our differentiated capabilities, we are well-placed to serve evolving customer demands and grow our market share.

Regards,

**Warren K. Harris**

## Notice

Notice is hereby given that the Twenty-Ninth Annual General Meeting ("AGM") of the Members of Tata Technologies Limited will be held on **Thursday, July 27, 2023, at 03:30 pm (IST)** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the year ended March 31, 2023, together with Report of the Directors and Auditors thereon.
2. To receive, consider and adopt the Consolidated Financial Statements of the Company for the year ended March 31, 2023, together with Report of the Auditors thereon.
3. To declare a Final Dividend (including a Special Dividend) on Equity Shares for the financial year ended March 31, 2023.
4. To appoint a Director in place of Mr. Pathamadai Balachandran Balaji (DIN:02762983), who retires by rotation and, being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

5. **To appoint Mr. Nagaraj Ijari as an Independent Director:**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary resolution:**

**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV, Section 161 and any other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder, each as amended (collectively referred to as the "Companies Act") and other applicable law and pursuant to the provisions of the articles of association of the Company, Mr. Nagaraj Ijari (DIN: 09390579), who has provided his consent to act as an independent director of the Company, if appointed and submitted a declaration that he meets the criteria for appointment as an independent director under the Companies Act and who is eligible for appointment, be and is hereby appointed as an independent director of the Company for a period of five consecutive years from March 1, 2023 to February 28, 2028.

**RESOLVED FURTHER THAT**, to give effect to the above resolutions, the Board of Directors, Mr. Warren

Harris, Chief Executive Officer & Managing Director, Ms. Savitha Balachandran, Chief Financial Officer, Mr. Vikrant Gandhe, Company Secretary and Ms. Anjali Balagopal, General Counsel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things, including to settle any question, difficulty or doubt that may arise and to finalise and execute all documents and writings as may be necessary.

**RESOLVED FURTHER THAT** Mr. Vikrant Gandhe, Company Secretary be and is hereby authorised to issue a certified copy of the above resolution and forward the same to concerned authorities for necessary actions.

6. **To appoint Mr. Shailesh Chandra as a Non-Executive Director:**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary resolution:**

**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with, Section 161 and any other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder, each as amended (collectively referred to as the "Companies Act") and other applicable law and pursuant to the provisions of the articles of association of the Company, Mr. Shailesh Chandra (DIN: 07593905), who has provided his consent to act as a director of the Company, if appointed and who is eligible for appointment, be and is hereby appointed as a director of the Company.

**RESOLVED FURTHER THAT**, to give effect to the above resolutions, the Board of Directors, Mr. Warren Harris, Chief Executive Officer & Managing Director, Ms. Savitha Balachandran, Chief Financial Officer, Mr. Vikrant Gandhe, Company Secretary and Ms. Anjali Balagopal, General Counsel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things, including to settle any question, difficulty or doubt that may arise and to finalise and execute all documents and writings as may be necessary.

**RESOLVED FURTHER THAT** Mr. Vikrant Gandhe, Company Secretary be and is hereby authorised to issue a certified copy of the above resolution and forward the same to concerned authorities for necessary actions.

## 7. Adoption of amended Articles of Association

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **Special resolution**:

**RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013 and the rules made thereunder, each as amended, and other applicable provisions, if any, and in order to incorporate the observations issued by the Securities and Exchange Board of India with on the draft red herring prospectus dated March 9, 2023 and the subsequent amendment to the shareholders' agreement, Part B of the existing articles of association of the Company, be and is hereby terminated and an amended set of articles of association as circulated to the shareholders of the Company, be and is hereby approved and adopted as the articles of association of the Company, in total exclusion and substitution of the existing articles of association of the Company.

**RESOLVED FURTHER THAT** Mr. Warren Harris, Chief Executive Officer & Managing Director, Ms. Savitha Balachandran, Chief Financial Officer and Mr. Vikrant Gandhe, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be required to be done to give effect to the abovementioned resolution including filing of necessary forms with the Registrar of Companies, Maharashtra, at Pune.

### NOTES:

In view of the global outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its General Circular No. 20/2020 dated May 5, 2020 in relation to "Clarification on holding of Annual General Meeting (AGM) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")" read with Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 2/2022 dated May 5, 2022, and Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), allowed the companies to conduct their Annual General Meetings to be held till September 30, 2023 through VC / OAVM, without the physical presence of the Members at a common venue by following the guidelines specified in the said MCA Circulars. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the AGM of the Company is being held through VC / OAVM on

July 27, 2023, at 03:30 pm (IST). The deemed venue for the 29<sup>th</sup> AGM will be the Registered Office of the Company.

1. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this Notice.
2. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the 29<sup>th</sup> AGM through VC/OAVM facility. Corporate Members intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC / OAVM are requested to send a certified copy of the Board Resolution to the Scrutinizer at [jbbhave@gmail.com](mailto:jbbhave@gmail.com) or Company Secretary by e-mail at [investor@tatatechnologies.com](mailto:investor@tatatechnologies.com).
3. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. As per the provisions of Clause 3.A.II of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item no. 5,6 and 7 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
5. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item no. 5, 6 and 7 of the Notice is annexed hereto. The relevant details, pursuant to Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment / re-appointment at this AGM are also annexed. Requisite declarations have been received from Director/s for seeking appointment / re-appointment.
6. The Members can join the AGM in the VC / OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the

- Meeting by following the procedure mentioned in the Notice.
7. In line with the MCA Circulars, the Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose Email IDs are registered with the Company / Depositories.
  8. Members who need assistance in connection with using the technology before or during the AGM, may reach out to the Company officials at +91 20 6652 9090.
  9. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members / Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in web-Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).
  10. Members are requested to intimate changes, if any, pertaining to their name, postal address, Email IDs, telephone / mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their Depository Participant (DP) in case the shares are held in electronic form. The shareholders who earlier held shares in physical form are requested to get their shares released from the Escrow account maintained by the Company by completing the formalities prescribed by the Registrar & Transfer Agent, M/s TSR Consultants Private Limited by writing to them on [csg-unit@tcplindia.co.in](mailto:csg-unit@tcplindia.co.in).
  11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA at [csg-unit@tcplindia.co.in](mailto:csg-unit@tcplindia.co.in) in case the shares are held in physical form, quoting their folio number.
  12. The format of the Register of Members prescribed by the MCA under the Act requires the Company / RTA to record additional details of Members, including their PAN details, Email IDs, bank details for payment of dividend etc. Members holding shares in physical form are requested to submit the filled in form to the Company at [investor@tatatechnologies.com](mailto:investor@tatatechnologies.com) or to the RTA in physical mode, after restoring normalcy or in electronic mode at [csg-unit@tcplindia.co.in](mailto:csg-unit@tcplindia.co.in), as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.
  13. During the 29<sup>th</sup> AGM, Members may access the electronic copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act by writing to the Company on [investor@tatatechnologies.com](mailto:investor@tatatechnologies.com).
  14. Members who wish to inspect the relevant documents referred to in the Notice can send an email to [investor@tatatechnologies.com](mailto:investor@tatatechnologies.com) up to the conclusion of this Meeting.
  15. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, July 21, 2023, to Thursday, July 27, 2023 (both days inclusive) for the purpose of AGM and payment of Final Dividend (including a Special Dividend) to be declared.
  16. Dividends are declared based on profits (including retained earnings) available for the distribution. On May 5, 2023, the Board of Directors have proposed a final dividend of ₹ 7.70 per share and a one-time special dividend of ₹ 4.60 per share in respect of the year ended March 31, 2023. The total proposed dividend for the year ended March 31, 2023, amounts to ₹ 12.30 per share, subject to approval of shareholders at the Annual General Meeting, and if approved, would result in a cash outflow of approximately ₹ 498.97 crore.
  17. As per Indian Income Tax Act, 1961 dividend paid and distributed by a Company is taxable in the hands of shareholders. Therefore, the Company is required to

deduct taxes at source (TDS) at the rates applicable on the amount distributed to the shareholders. For information on prescribed rates, shareholders are requested to refer to the Finance Act, 2020 and subsequent amendments thereof. The shareholders are requested to update their PAN details, tax residential status with Registrar and Transfer Agents (RTA) (in case of shares held in physical mode) and depository participants (in case shares held in demat mode). However, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total dividend to be received during FY 2023-24 does not exceed ₹ 5,000. The withholding tax rate (TDS rate) would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company.

Further, as per the Finance Act 2021, Section 206AB has been inserted w.e.f. July 1, 2021 wherein higher rate of tax (twice the specified rate) would be applicable on payment made to a 'Specified Person' defined under the provisions of the aforesaid section.

A resident individual shareholder with PAN who is not liable to pay income tax can submit a yearly declaration in Form 15G/15H. To avail the benefit of non-deduction of tax, members may send duly signed forms to Company's RTA at <https://tcpl.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> or send an email to [Csg-exemptforms2324@tcplindia.co.in](mailto:Csg-exemptforms2324@tcplindia.co.in) by Monday, July 24, 2023 (upto 6.00 p.m. IST). Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form IOF, any other document which may be required to avail the tax treaty benefits by updating details at <https://tcpl.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> alternatively send an email to [Csg-exemptforms2324@tcplindia.co.in](mailto:Csg-exemptforms2324@tcplindia.co.in) The said declarations need to be submitted by Monday, July 24, 2023 (up to 6:00 p.m. IST).

The Company is not obligated to apply the beneficial Tax Treaty rates at the time of tax deduction/ withholding on dividend amounts. Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by

the Non-Resident shareholder and review to the satisfaction of the Company.

Shareholders who are exempted from TDS provisions through any circular or notification may provide documentary evidence in relation to the same, to enable the Company in applying the appropriate TDS on Dividend payment to such shareholder.

18. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered Email ID mentioning their Name, DP ID and Client ID / Folio number, PAN, Mobile Number at [investor@tatatechnologies.com](mailto:investor@tatatechnologies.com) from Thursday, July 20, 2023 (9:00 a.m. IST) to Saturday, July 22, 2023 (5:00 p.m. IST). Only those Members who have registered themselves as a speaker will be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
19. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
20. To support the 'Green Initiative', Members who have not yet registered their Email ID are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company / RTA in case the shares are held by them in physical form. Process for registering Email ID to receive the Notice of AGM and Annual Report electronically:
 

**Registration of Email ID permanently with company/ DP:** Members are requested to register the same with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by writing to them at [csg-unit@tcplindia.co.in](mailto:csg-unit@tcplindia.co.in). Further, those Members who have already registered their Email IDs are requested to keep their Email IDs validated / updated with their DPs / RTA to enable servicing of notices / documents / Annual Reports and other communications electronically to their Email IDs in future.
21. The Company has dematerialized its Equity Shares with CDSL & NSDL, and Company's ISIN number is



INE142M01025. The members are requested to note that in wake of notification dated September 10, 2018, issued by Ministry of Corporate Affairs, members holding shares in physical form have to mandatorily convert their holding into Demat form if they intend to transfer their shares on or after October 2, 2018. The shareholders who earlier held shares in physical form are requested to get their shares released from the Escrow account maintained by the Company by completing the formalities prescribed by the Registrar & Transfer Agent, M/s TSR Consultants Private Limited by writing to them on [csg-unit@tcplindia.co.in](mailto:csg-unit@tcplindia.co.in).

22. Voting through electronic means:

- i. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 5, 2020, Circular No. 20/2021 dated December 8, 2021, Circular No. 2/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022, all other relevant circulars issued from time to time, physical attendance of the Members at the AGM venue is not required and general meeting can be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC / OAVM.
- ii. Pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-voting.
- iii. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key

Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.

- iv. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- v. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020, and December 28, 2022, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the date of the AGM will be provided by NSDL.
- vi. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company. The Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- vii. This AGM is being held through VC / OAVM in compliance with applicable provisions of the Companies Act, 2013 read with General Circular No. 20/2020 dated May 5, 2020 in relation to "Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" read with Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 2/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**

The remote e-voting period begins on Monday, July 24, 2023, at 9:00 A.M. and ends on Wednesday, July 26, 2023, at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Thursday, July 20, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, July 20, 2023.

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





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

**Step 1: Access to NSDL e-Voting system**
**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

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

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

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

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speed-e” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;">  App Store              Google Play         </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</p>
	<p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section.
3. A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

**5. Your User ID details are given below:**

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

**6. Password details for shareholders other than Individual shareholders are given below:**

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your Email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your Email ID. Trace the email sent to you from NSDL from your mailbox.

Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your Email ID is not registered, please follow steps mentioned below in 'Process for those shareholders whose Email IDs are not registered'.
7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- (i) Click on "Forgot User Details / Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (ii) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - (iii) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, your PAN, your name and your registered address etc.
  - (iv) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  - (v) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  - (vi) Now, you will have to click on "Login" button.
  - (vii) After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: cast your vote electronically and join General Meeting on NSDL e-Voting system.

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting are in active status.
2. Select "EVEN" of company which is 124053. For joining virtual meeting, you need to click on "VC / OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by Email to [jbbhave@gmail.com](mailto:jbbhave@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct



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

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Senior Manager – NSDL, Ms. Pallavi Mhatre, Manager – NSDL or Mr. Sagar Gudhate, Manager – NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investor@tatatechnologies.com](mailto:investor@tatatechnologies.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investor@tatatechnologies.com](mailto:investor@tatatechnologies.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder / members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user ID and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote

through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and Email ID correctly in their demat account in order to access e-Voting facility.

#### THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members / shareholders, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

#### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

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

- Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views / have questions may send their questions in advance mentioning their name, demat account number / Folio Number, Email ID, mobile number at [investor@tatatechnologies.com](mailto:investor@tatatechnologies.com). The same will be replied by the Company suitably.

#### General Guidelines:

- The remote e-voting period commences on Monday, July 24, 2023, at 9:00 A.M. and ends on Wednesday, July 26, 2023, at 05:00 P.M. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date i.e. Thursday, July 20, 2023, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder will not be allowed to change it subsequently or cast the vote again.
- The members, who have cast their vote by remote e-voting, may also attend the meeting through VC but shall not be entitled to cast their vote again.
- The voting rights of shareholders shall be in proportion to their shares of the paid-up equity

share capital of the Company as on Thursday, July 20, 2023.

- Mr. Jayavant Bhave, Practicing Company Secretary (FCS No. 4266; COP No. 3068) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three (3) days from the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, forthwith to the Chairman or a person authorized by him in writing who shall countersign the same.
- The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.tatatechnologies.com](http://www.tatatechnologies.com) immediately after the results are declared by the Chairman.
- Subject to the receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the AGM.

By Order of the Board of directors

Vikrant Gandhe

Company Secretary

Membership No. FCS 4757

Date: June 30, 2023

Place: Pune, Maharashtra

#### Registered Office:

Tata Technologies Limited

Plot No 25, Rajiv Gandhi Infotech Park,

Hinjawadi, Pune – 411057

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), sets out all material facts relating to the Special Business mentioned in the accompanying Notice and should be taken as forming a part of the Notice.

### Item 5 – Appointment of Mr. Nagaraj Ijari as an Independent Director:

The Company needed to re-constitute its board of directors to ensure compliance with the corporate governance requirements under the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable law prior to filing of the draft red herring prospectus with the Securities and Exchange Board of India.

The Board vide its circular resolution passed on March 1, 2023, subject to approval of shareholders of the Company, appointed Mr. Nagaraj Ijari as an additional director (in the category of independent director) of the Company for a period of five consecutive years from March 1, 2023, to February 28, 2028.

### DETAILS OF DIRECTOR SEEKING APPOINTMENT:

Name	Mr. Nagaraj Ijari (DIN: 09390579)
Date of Birth	July 20, 1959
Date of appointment	March 1, 2023
Qualifications	Bachelor’s degree in technology (textiles) from the Bangalore University and Advanced Management Program from the Harvard Business School.
Expertise in specific functional areas	Engineering
Directorships held in other Companies (excluding foreign and Section 8 Companies)	TML Business Services Limited
Memberships/ Chairmanships of committees of other public companies	Member of following Committees of TML Business Services Limited: <ul style="list-style-type: none"> <li>• Audit Committee,</li> <li>• Nomination and Remuneration Committee and</li> <li>• Corporate Social Responsibility Committee</li> </ul>
Number of shares held in the Company	NIL
Number of Meetings of the Board of Directors attended during FY 2022–23: since appointment	2 (out of 2)
Relationship with other Directors, Manager or Key Managerial Personnel, if any	None
Last drawn Remuneration	Nil

The Board recommends to the members to pass the resolution as Ordinary Resolution.

None of the Directors, except Mr. Nagaraj Ijari, Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company are directly/ indirectly interested in the above resolution.

### Item 6 – Appointment of Mr. Shailesh Chandra as Non-Executive Director:

The Company needed to re-constitute its board of directors to ensure compliance with the corporate

governance requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable law prior to filing of the draft red herring prospectus with the Securities and Exchange Board of India.

The Board vide its circular resolution passed on March 1, 2023, subject to approval of shareholders of the Company, appointed Mr. Shailesh Chandra as an additional director (non-executive category) of the Company.

**DETAILS OF DIRECTOR SEEKING APPOINTMENT:**

<b>Name</b>	<b>Mr. Shailesh Chandra (DIN: 07593905)</b>
Date of Birth	April 13, 1973
Date of appointment	March 1, 2023
Qualifications	Bachelor's degree in technology in Mechanical Engineer from Banaras Hindu University and executive master's degree in business administration from S.P. Jain Institute of Management and Research
Expertise in specific functional areas	Strategy and Business transformation
Directorships held in other Companies (excluding foreign and Section 8 Companies)	<ol style="list-style-type: none"> <li>1. Tata Motors Passenger Vehicles Limited</li> <li>2. Tata Passenger Electric Mobility Limited</li> <li>3. JT Special Vehicles Private Limited</li> <li>4. Fiat India Automobiles Private Limited</li> </ol>
Memberships/ Chairmanships of committees of other public companies	NIL
Number of shares held in the Company	NIL
Number of Meetings of the Board of Directors attended during FY 2022-23: since appointment	1 (out of 2)
Relationship with other Directors, Manager or Key Managerial Personnel, if any	None
Last drawn Remuneration	Nil

The Board recommends to the members to pass the resolution as Ordinary Resolution.

None of the Directors, except Mr. Shailesh Chandra, Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company are directly/ indirectly interested in the above resolution.

**Item 7 – Adoption of amended Articles of Association**

In order to undertake the proposed initial public offering, the Company was required to ensure that the articles of association of the Company (the “Articles of Association”) conform to the requirements prescribed by relevant stock exchanges prior to filing of the draft red herring prospectus (“DRHP”) with the Securities and Exchange Board of India (“SEBI”) and the relevant stock exchanges. Accordingly, the Company had amended its Articles of Association and divided it into two parts, Part A and Part B, pursuant to Board resolution dated December 12, 2022 and shareholders resolution dated January 14, 2023. The DRHP was filed with the SEBI and stock exchanges on March 9, 2023. Pursuant to observations received from SEBI on the DRHP, the Articles of Association are proposed to be amended to terminate Part B in the existing Articles of Association and make corresponding article cross-reference changes.

The existing Articles of Association (including both Part A and Part B) and the proposed revised Articles of Association will be made available for inspection at the

registered office of the Company during the working hours of the Company on any working day and on the website of the Company, at <https://www.tatatechnologies.com/in/investor-relations/> up to the date of the annual general meeting.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, as applicable, any amendment in Article of Association requires approval of the members of the Company by way of a special resolution.

The Board recommends to the members to pass the resolution as Special Resolution.

None of the directors or managers or key managerial personnel or their relatives is concerned or interested in the said resolution except to the extent of their shareholding in the Company, if any.

By Order of the Board of directors

Date: June 30, 2023  
Place: Pune, Maharashtra

Vikrant Gandhe  
Company Secretary  
Membership No. FCS 4757

**Registered Office:**

Tata Technologies Limited  
Plot No 25, Rajiv Gandhi Infotech Park,  
Hinjawadi, Pune – 411057

**Item 4: DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THIS ANNUAL GENERAL MEETING**

<b>Name</b>	<b>Mr. Pathamadai Balachandran Balaji (DIN: 02762983)</b>
Date of Birth	September 9, 1969
Date of Appointment	March 30, 2018
Qualifications	Mechanical Engineer from IIT Chennai and a PGDM from IIM Kolkata
Expertise in specific functional areas	Wide experience and expertise in Finance
Directorships held in other Public Companies (excluding foreign and Section 8 Companies)	<ol style="list-style-type: none"> <li>1. Tata Motors Finance Limited</li> <li>2. Tata Motors Finance Solutions Limited</li> <li>3. TMF Holdings Limited</li> <li>4. Tata Consumer Products Limited</li> <li>5. Tata Motors Passenger Vehicles Limited</li> <li>6. Tata Passenger Electric Mobility Limited</li> </ol>
Memberships / Chairmanships of committees of other public companies	<ol style="list-style-type: none"> <li>1. Member of Audit Committee, Nomination and Remuneration Committee, Risk Management Committee and IT Strategy Committee of Tata Motors Finance Limited</li> <li>2. Chairman of Risk Management Committee and Member of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and IT Strategy Committee of Tata Motors Finance Solutions Limited</li> <li>3. Member of Audit Committee, Nomination and Remuneration Committee, Risk Management Committee and IT Strategy Committee of TMF Holdings Limited</li> <li>4. Member of Corporate Social Responsibility Committee of Tata Passenger Electric Mobility Limited</li> </ol>
Number of shares held in the Company	None
Number of Meetings of the Board of Directors attended during FY 2022-23	12 (out of 12)
Relationship with other Directors, Manager or Key Managerial Personnel, if any	None
Last drawn Remuneration	Nil



# Board's Report

## TO THE MEMBERS OF TATA TECHNOLOGIES LIMITED

The board of directors present the Annual Report of Tata Technologies Limited (the Company) along with the audited financial statements for the financial year ended March 31, 2023. The consolidated performance of the Company and its subsidiaries has been referred to wherever required.

### 1. FINANCIAL RESULTS

The summary of the financial results of the Company for year ended March 31, 2023, is as follows:

(₹ Crore)

Particulars	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
Income from Operations	2,112.28	1,730.76	4,414.18	3,529.57
Other Income	38.23	37.57	87.74	48.80
Total Income	2,150.51	1,768.33	4,501.92	3,578.37
Operating Expenditure	1,745.53	1,421.22	3,593.24	2,883.93
<b>Profit before Depreciation, Interest and Taxes</b>	<b>404.98</b>	<b>347.11</b>	<b>908.68</b>	<b>694.44</b>
Interest	11.66	14.48	17.98	21.90
Depreciation	61.17	49.84	94.55	85.71
<b>Profit before exceptional item and tax</b>	<b>332.15</b>	<b>282.79</b>	<b>796.15</b>	<b>586.83</b>
Exceptional items	-	-	-	-
<b>Profit before tax (PBT)</b>	<b>332.15</b>	<b>282.79</b>	<b>796.15</b>	<b>586.83</b>
Tax expense	88.12	64.27	172.12	149.86
<b>Profit after Tax (PAT)</b>	<b>244.03</b>	<b>218.52</b>	<b>624.03</b>	<b>436.97</b>

### 2. STATE OF THE COMPANY'S AFFAIRS, OPERATING RESULTS & BUSINESS PERFORMANCE

The Operating revenue of the Company recorded an increase of 22% during financial year 2022-23 over the previous financial year on a standalone basis. The revenue increment on standalone basis was mainly due to an increase of 34.1% in sale of services to ₹ 1,555.01 crore, while sale of technology solutions decreased marginally by 2.3% to ₹ 556.96 crore.

On consolidated basis, the Group's revenue from operations increased by 25.1% to ₹ 4,414.18 crore during the financial year 2022-23 as against ₹ 3,529.57 crore during the previous year. The revenue from sale of services increased by 33.2% to ₹ 3,535.22 crore in financial year 2022-23 as compared with ₹ 2,654.84 crore in financial year 2021-22. Business in South-East Asia has witnessed significant increase in service revenue due to existing and new business opportunities coupled with increase in service revenue in India, UK and US regions by 14.9%, 22.0% and 19.5% respectively. Revenue from technology solutions increased marginally by 0.4% to ₹ 877.37

crore compared with ₹ 873.61 crore during the previous financial year.

During the year under review, the Company did not receive any dividend from its subsidiaries.

The PBT of the Company increased by 17.45% to ₹ 332.15 crore in financial year 2022-23 compared with ₹ 282.79 crore in the previous financial year on a standalone basis. The PAT increased to ₹ 244.03 crore in financial year 2022-23 compared with ₹ 218.52 crore during the previous financial year on standalone basis.

On consolidated basis, the Group recorded an increase in other income to ₹ 87.74 crore during financial year 2022-23 compared with ₹ 48.80 crore during financial year 2021-22 mainly on account of research and development expenditure credit recognized in UK, which corresponds with increase in revenue from that geographical location.

On consolidated basis, the Group earned a PBT of ₹ 796.15 crore during the financial year 2022-23

compared with ₹ 586.83 crore during the previous financial year, thereby registering an increase of 35.7% over the previous financial year, consequent to the factors explained below:

- a. The employee benefit expenses in 2022-23 were ₹ 1,929.46 crore compared with ₹ 1,512.70 crore in financial year 2021-22, higher by 27.6%, primarily due to increase in the average manpower strength required to support business growth. Outsourcing and consultancy charges also increased by 42.5% to ₹ 569.66 crore during financial year 2022-23 compared with ₹ 399.80 crore during financial year 2021-22. Employee expenses and contractor cost together accounted for 56.6% of revenue from operations in financial year 2022-23 compared with 54.2% in the previous financial year 2021-22.
- b. Other expenses increased by 45.5% to ₹ 411.64 crore during financial year 2022-23 compared with ₹ 282.89 crore during financial year 2021-22. However, when calculated as a percentage of revenue from operations, the other expenses have only marginally increased to 9.3% compared with 8% during financial year 2021-22. A detailed analysis is as under:

- Increase in software and AMC charges by ₹ 50.30 crore is primarily on account of new annual software licenses purchased across territories on account of increase in business operations.
- Travelling and conveyance expenses were higher by ₹ 48.06 crore due to increase in domestic and international business travel during the year supported by relaxation in travelling norms.
- Professional fees increased by ₹ 16.06 crore and staff recruitment, training and seminar expenses were higher by ₹ 10.16 crore as compared with the previous year because of overall increase in business operations.

Although tax expenses increased by ₹ 22.26 crore in the current financial year as compared with the previous year, the effective tax rate (ETR) reduced from 25.5% to 21.6%, mainly due to changes in income tax regulations in US territory. Consequently, the PAT increased by 42.8% to ₹ 624.03 crore in financial year 2022-23 compared with ₹ 436.97 crore in the previous financial year.

### 3. DIVIDEND

During the year under review, the Company did not pay any interim dividend. The Board recommended a final dividend of ₹ 7.70 per share and one-time special dividend of ₹ 4.60 per share. The total proposed dividend for the year ended March 31, 2023, including the final dividend and one-time special dividend amounts to ₹ 12.30 per share.

### 4. TRANSFER TO RESERVES

The board of directors have not proposed to transfer any amount to the general reserve. Therefore, the entire profit of ₹ 244.03 crore earned during the financial year 2022-23 has been retained in the Company's profit and loss account.

### 5. HUMAN RESOURCE DEVELOPMENT

Building on the progress made during the last fiscal year, the Company undertook various interventions towards enhancement of human resource development practices during the year under review, particularly in the domains of learning, growth, performance management, and engagement.

Our global in-house technical learning platform TTL TechVarsity—launched during FY22 to cater to technical competency development across the organization—delivered trainings with over 200 technical modules during the last fiscal year. The modules covered more than 4500 unique lateral employees through build vs buy, account-specific trainings, and competency catalogue-based trainings. During the year under review, 700+ new generation engineers went through the EDGE program, that covered various technologies, domains and processes besides contributing to a significant increase of 60.08% in upskilling of employees and 194.3% increase in person-days of learning. It also resulted in the accreditation of 230 employees in eight technical areas. Currently, TechVarsity also manages the LMS of a leading aerospace customer to build competencies for their project.

During the year under review, more than 1,027 campus hires, globally, underwent the 'campus to corporate' transition trainings for graduate engineer trainees (GETs) that focused on soft skills. The competency gaps highlighted during the performance assessment process during the year were bridged through a structured series of trainings, designed for 3,375 lateral employees globally. About 3,328 virtual learning course completions were registered

across the organization on a recognized online learning platform. Additionally, various strategic developmental interventions were organized to cater to the team or business unit-specific requirements (e.g., intercultural sensitivity, program management, etc.).

About 286 talent managers underwent the Leadership Excellence Acceleration Program (LEAP) certification course that provides structured inputs to people managers on various aspects of team management through a virtual mode, powered by a recognized online learning platform. The year also witnessed the completion of the LeaderBridge certification of 36 senior leaders, conducted in partnership with Xavier School of Management (XLRI, formerly called Xavier Labor Relations Institute) and Tata Management Training Centre (TMTC). LeaderBridge, the Company's flagship long-term leadership development initiative, is an extended development intervention designed to build and groom the next generation of leaders.

To foster employee career growth, the Company introduced its formal internal mobility and growth policy to be deployed globally under the newly formed talent review forums.

The Company's diversity and inclusion policy stresses the importance of eliminating barriers to ensure that all employees enjoy full participation in the workplace. The Company believes that this approach drives the development and achievement of well-informed and culturally appropriate business outcomes. The Company further consolidated its efforts on diversity, equity, and inclusion towards the end of FY23 with the launch of 'RAINBOW, a structured initiative to promote diversity, equity, and inclusion, with the FY24 theme being gender diversity. The Company also rolled out a differently abled support policy, committed to hire and create infrastructure for diverse talent in its workspaces. Our women workforce count stands at 14.04% of the total workforce, while the percentage of women in the executive leadership team (ELT) stands at 27.27%. The attrition rate during the year under review was 21.7%.

## 6. BUSINESS EXCELLENCE AND QUALITY INITIATIVES

The Company has adopted the Tata Business Excellence Model (TBEM) as an organizational improvement methodology for excellence in the

implementation of key strategic business initiatives. The TBEM focuses on key aspects of the business such as leadership, strategy, customer, people, processes and the outcomes they deliver to improve business performance. The Company, periodically assessed under the TBEM criteria based on the Malcolm Baldrige framework, qualified as an emerging industry leader upon crossing the 550 score in the 2020 TBEM assessment. The Company then underwent an external TBEM assessment in 2022, and achieved a score of 587, up from 553 in 2020. This TBEM Score denotes that "there are no major gaps in the deployment of the overall requirement of the TBEM criteria and results address most key customer / stakeholder, market, and process requirements and demonstrate the area of strength." Basis the assessment findings, the Company developed strategic action plans to address the gaps across its business, including sales, marketing, delivery, and HR processes. The implementation of these strategies and the outcome are reviewed by the executive leadership team and an update on progress is shared with the Board every quarter.

The Company has adopted various internal and external processes and standards to establish its quality management system and ensure consistent delivery quality globally across client engagements. The Company uses project management applications to record the planning and logistics like time and booking data, which is utilized as a basis for project tracking, accounting, consolidation and management information systems across our locations. Client feedback cultivated through the NPS with inputs from project teams, is used to continually improve our quality management systems. The Company has implemented the Project Health Quality Index (PHQI) which is an amalgamation of key lead and lag metrics of project management that provide early warning signs of potential difficulties that may arise in project delivery. The benefits of PHQI are visible in terms of adherence to timelines, quality, and cost objectives, besides ensuring client satisfaction. The Company has adopted the following globally recognized standards:

- Quality management systems: ISO 9001:2015 certification for facilities in our corporate office at Hinjawadi, Pune, special economic zone (SEZ) Blueridge (Pune), Thane, Jamshedpur, Bengaluru in India and Brasov, Craiova and Lasi Romania locations

- Aerospace quality management system: AS 9100D certification for our facilities in Hinjawadi and SEZ Blueridge in Pune, India
- Information security management system: ISO 27001:2013 certification for our facilities in JK Infotech, Hinjawadi, and SEZ Blueridge in Pune, India
- Occupation health and safety management systems: ISO 45001:2018 certification for our facilities at Hinjawadi and JK Infotech in Pune. All employees are trained to ensure compliance with the Company's code of conduct that is stringently implemented.

## 7. CHANGES IN SHARE CAPITAL

During the financial year 2022-2023, the following changes have occurred in the share capital of the Company:

### a) Sub-division of face value of Equity Shares of the Company:

During the year, each equity share of face value of ₹10 each was subdivided into five equity shares of face value of ₹2 each.

### b) Increase in authorized share capital of the Company:

During the year, the authorized share capital of the Company was increased from ₹60,70,00,000 (Rupees sixty crore seventy lakh) and divided into 30,00,00,000 (thirty crore) equity shares of ₹2 (Rupees Two) each and 7,00,000 (seven lakh) 0.01% cumulative non-participative compulsorily convertible preference shares of ₹ 10 (Rupees ten) to ₹ 3,50,70,00,000 (Rupees three hundred and fifty crore and seventy lakh) divided into 1,75,00,00,000 (one hundred and seventy five crore) equity shares of ₹ 2 (Rupees two) each and 7,00,000 (seven lakh) 0.01% cumulative non-participative compulsorily convertible preference shares of ₹ 10 (Rupees ten). There was no change in the preference share capital which continues to be 7,00,000 (seven lakh) 0.01% cumulative non-participative compulsorily convertible preference shares of ₹ 10 (Rupees ten) each.

### c) Issue of Bonus Equity Shares:

During the year, the Company issued and allotted 20,28,34,265 (twenty crore twenty eight lakh thirty four thousand two hundred and sixty five) equity shares of face value ₹ 2

(Rupees two) each as bonus shares credited as fully paid-up, to the eligible shareholders of the Company holding equity shares whose names appeared in the Register of Members / Beneficial Owners' position of the Company on January 16, 2023 (record date), in the proportion of one new equity share for every one equity share held in the Company. Consequent to the bonus issue of shares, the paid-up capital of the Company stands at ₹81,13,37,060 (Rupees eighty-one crore thirteen lakh thirty seven thousand and sixty) as on March 31, 2023.

### Proposed IPO

Your Company has proposed, subject to receipt of requisite approvals, market conditions and other considerations, to make an initial public offer of its equity shares by way of an offer for sale and has filed a draft red herring prospectus with the Securities and Exchange Board of India on March 9, 2023 (IPO). The IPO comprises of up to 95,708,984 equity shares for cash, representing approximately 23.60% of your Company's paid-up share capital.

The IPO comprises of an offer for sale of (a) up to 81,133,706 equity shares by Tata Motors Limited, (b) up to 9,716,853 equity shares by Alpha TC Holdings Pte. Ltd. and (c) up to 4,858,425 equity shares by Tata Capital Growth Fund I, each representing up to 20%, 2.40% and 1.20%, respectively of your Company's paid-up share capital.

## 8. MATERIAL CHANGES AND COMMITMENT AFFECTING THE FINANCIAL POSITION

There have been no material changes affecting the financial position of the Company, after the close of FY 2022-23 till the date of this Report.

## 9. SUBSIDIARY COMPANIES AND JOINT VENTURE

Your Company has eleven (11) subsidiaries.

With a view to simplify its operations, and structure, your Company had undertaken a restructuring program aimed to reduce the number of subsidiaries, besides exiting sub-optimal operations and de-layering of subsidiaries. As part of this process, Tata Technologies de Mexico, S.A. de C.V., a step subsidiary of the Company passed a resolution for its voluntary liquidation in March 2020, which is still an ongoing process.

Tata HAL Technologies Limited (THAL), a joint venture between Hindustan Aeronautics Limited (HAL) and Tata Technologies Limited had decided to close its operations effective March 31, 2020. Post receipt of the necessary Board and shareholder approvals in 2021 and other necessary formalities being completed, THAL had filed a petition for voluntary liquidation with the National Company Law Tribunal (NCLT), Bengaluru on July 12, 2022. The NCLT issued its order of dissolution on March 17, 2023, and THAL was dissolved w.e.f. that date. The necessary filings with the Ministry of Corporate Affairs have been completed.

INCAT GmbH, a step subsidiary of the Company in Germany, which too, was under liquidation, was revived with effect from March 30, 2022, and the name of the company was changed to Tata Technologies GmbH.

Other than what has been stated above, there has been no material change in the nature of the business of the subsidiaries.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013, a statement containing the salient features of financial statements of the Company's subsidiaries in Form AOC-1 is attached to the financial statements of the Company as Annexure I.

## 10. DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2022-2023.

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of its knowledge and ability, confirm that:

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures

- ii. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period
- iii. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities
- iv. they have prepared the annual accounts on a going concern basis
- v. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively

## 11. DIRECTORS AND KEY MANAGERIAL PERSONNEL

In terms of Section 149 of the Act, Mr. Ajoyendra Mukherjee, Ms. Usha Sangwan, Mr. Nagaraj Ijari, and Ms. Aarthi Sivanandh are the independent directors of the Company as on date of this report. All the independent directors of the Company have provided requisite declarations under Section 149(7) of the Act, that they meet the criteria of independence as laid down under Section 149(6) of the Act along with Rules framed thereunder.

Ms. Aarthi Sivanandh (DIN: 00140141) was appointed as additional director in the independent and woman category w.e.f. June 11, 2022, for a term of three years. Her appointment was approved by the shareholders in the Annual General Meeting held on July 1, 2022.

Ms. Usha Sangwan (DIN: 02609263) was appointed as additional director in the independent and woman category w.e.f. October 21, 2022, for a term of three years. Her appointment was approved by the shareholders on January 14, 2023, through postal ballot.

Mr. Nagaraj Ijari (DIN: 09390579) was appointed as additional director in the independent category w.e.f. March 1, 2023, for a term of five years subject to approval of the shareholders. A resolution seeking shareholders' approval for the appointment of



Mr. Nagaraj Ijari forms a part of the Notice of the Annual General Meeting (AGM). Pursuant to Section 149 (6) of the Companies Act, 2013, the Company has received the declaration of independence from Mr. Nagaraj Ijari.

Mr. Shailesh Chandra (DIN: 07593905) was appointed as additional director in the non-executive non-independent category w.e.f. March 1, 2023, subject to approval of the shareholders. A resolution seeking shareholders' approval for the appointment of Mr. Shailesh Chandra forms a part of the Notice of the AGM.

Mr. Subramanian Ramadorai (DIN: 00000002) resigned as non-executive director and consequently ceased to be Chairman of the board of directors w.e.f. the closure of the Board meeting held on February 21, 2023.

Mr. Ajoyendra Mukherjee (DIN: 00350269) was appointed as Chairman of the board of directors w.e.f. the closure of the Board meeting on February 21, 2023.

Mr. Pathamadai Balachandran Balaji (DIN: 02762983) retires by rotation and being eligible, has offered himself for re-appointment.

A resolution seeking shareholders' approval for the appointment forms a part of the Notice of the AGM.

During the year, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission, and reimbursement of expenses incurred by them for the purpose of attending the board meetings of the Company.

In the opinion of the board of directors, the independent directors have relevant proficiency, expertise, and experience.

Pursuant to the provisions of Section 203 of the Act, the key managerial personnel of the Company as on March 31, 2023, are as follows:

Mr. Warren Kevin Harris, Chief Executive Officer and Managing Director, Ms. Savitha Balachandran, Chief Financial Officer and Mr. Vikrant Gandhe, Company Secretary and Compliance Officer.

## 12. BOARD MEETINGS

Twelve meetings of the Board were held during the year under review. The time gap between two meetings was less than 120 days.

## 13. BOARD EVALUATION

The Company has adopted the Tata Group Governance Guidelines that provides a due process for evaluation of board performance. The Board of Directors has accordingly conducted an annual assessment of its own performance, board committees, and individual directors pursuant to Section 134(3)(p) of the Companies Act, 2013 read with Rule 8(4) of the Companies (Accounts) Rules, 2014.

The board thus sought inputs from all the directors on the basis of criteria such as board composition and structure, effectiveness of board processes, information and functioning, etc. Since FY22, the Company has adopted an automated tool to make the evaluation process objective, which provides for a simple and secure system accessible only to the members of the Board / committees along with a comparative multi-year view of the board evaluation feedback.

The performance of the committees was evaluated by the board after seeking inputs from the committee members basis criteria such as the composition of committees, effectiveness of committee meetings, etc.

In a separate meeting of independent directors held on February 21, 2023, performance of non-independent directors, the chairman of the Company and the board was evaluated, by considering the views of executive directors and non-executive directors. The board and the Nomination and Remuneration Committee reviewed the performance of individual directors basis criteria such as contribution by the individual director to the board and committee meetings such as preparedness on the issues to be discussed, meaningful participation in terms of constructive contribution and inputs in meetings, etc.

## 14. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The Company's policy on directors' and key managerial personnel remuneration and other matters provided in Section 178(3) of the Act is available on the Company's website at <https://ttlwebassets.tatatechnologies.com/app/uploads/2023/03/Nomination-and-Remuneration-Policy.pdf>.



## 15. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company's internal control systems are commensurate with the nature of its business, the size and complexity of its operations and such internal financial controls with reference to the financial statements are adequate.

## 16. AUDIT COMMITTEE

The Audit Committee was reconstituted on March 1, 2023. The committee currently comprises of three non-executive independent directors and one non-executive non-independent director, all of whom are financially literate. The committee is comprised of Ms. Usha Sangwan as the chairperson, and Ms. Aarthi Sivanandh, Mr. Nagaraj Ijari, and Mr. Pathamadai Balachandran Balaji as members of the committee.

The committee has adopted a charter for its functioning and met 10 times during the year under review. All of its recommendations were accepted by the Board.

## 17. STATUTORY AUDITORS

M/s. BSR & Co. LLP, Chartered Accountants, (Firm Registration No. 101248W/ W-100022) were re-appointed as the statutory auditors of the Company to hold office from the conclusion of the 28<sup>th</sup> AGM held on July 1, 2022, until the conclusion of the Company's 33<sup>rd</sup> AGM.

The observations made in the Auditor's Report are self-explanatory and therefore do not call for any further comments. The report of the statutory auditors forming part of the Annual Report, does not contain any qualification, reservation or adverse remark.

## 18. SECRETARIAL AUDIT

Section 204 of the Companies Act, 2013 inter-alia requires prescribed classes of companies to annex with its Board Report, a secretarial audit report provided by the company secretary in practice, in the prescribed format. As the Company falls under the prescribed class, the board of directors had appointed M/s. J. B. Bhavé & Co., Practising Company Secretaries, as the secretarial auditors of the Company for 2022-23 and their report is annexed to this report as Annexure II. There are no qualifications / observations in the said Report.

## 19. INTERNAL AUDITORS

In line with the audit committee's recommendation to implement regular rotation of internal auditors, the Company has appointed M/s. Genpact Enterprise Risk Consulting LLP as the internal auditors from FY22 to FY25.

## 20. COMPLIANCE AUDITORS

To strengthen its compliance process, the Company has implemented a system-based compliance tool known as "iComply" across its global operations. M/s. Genpact Enterprise Risk Consulting LLP, as the compliance auditor also undertakes a compliance review for the Company in addition to its mandate as internal auditors.

## 21. COST RECORDS

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable to the business activities of the Company.

## 22. RISK MANAGEMENT

The Board of the Company constituted the Risk Management Committee in FY23 to frame, implement and monitor the risk management program of the Company and approved the risk management policy. The board / audit committee oversees the overall process of risk management throughout the organization.

## 23. LOANS AND INVESTMENTS

The particulars of loans, guarantees, and investments have been disclosed in the financial statements.

## 24. PUBLIC DEPOSITS

The Company has not accepted any deposits from the public in terms of Section 73 of the Companies Act, 2013 during the year under review and hence, no amount is outstanding under the head 'Public Deposits' as on March 31, 2023.

## 25. RELATED PARTY TRANSACTIONS

None of the transactions with related parties falls under the scope of Section 188(1) of the Act. As the Company does not have any RPTs to report pursuant to Sections 134(3)(h) and 188 of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2, the same is not provided. All the related party transactions entered by the Company in 2022-23 were at arm's length and in the ordinary course of business. All such transactions were reviewed and approved by the audit committee from time to time.

## 26. CORPORATE SOCIAL RESPONSIBILITY

The Company has complied with the provisions of Section 135 of the Companies Act, 2013 and all its subsequent amendments. The brief outline of the Company's corporate social responsibility (CSR) policy and the CSR initiatives undertaken during the year under review are set out in Annexure III of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021. The CSR policy is available on <https://www.tatatechnologies.com/in/sustainability/>

## 27. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

### CONSERVATION OF ENERGY INITIATIVES

During the year under review, the Company worked on various eco-efficiency measures, to promote sustainability and reduce its carbon footprint. The Company implemented new technologies and best practices to improve its operations, reduce its environmental impact and enable a safe return to work (RTO).

**Energy savings:** During the year, the energy consumption of 6,245,336 KWH across Pune, Thane, Bangalore, and Gurugram locations is 25% lower than the pre-pandemic (FY 2019-20) consumption, which is attributed to the work from home practice adopted by the Company. However, an increase in employees' footfall in offices, compared with COVID-19 years (FY 2021-22), has resulted in increased energy consumption by 25% compared with FY 2021-22. Many energy conservation measures (ECM) and initiatives were undertaken during the year, which included phased installations of LED and APFC panels at three SEZ locations.

**Water saving measures:** During the year, water consumption reduced by 14% as compared with the pre-Covid years FY 2019-20.

**Sustainable Connect:** Sustainability has always been an area of focus for the Company, implemented with the objective of environmental protection and restoration. During the year, two major events for mass tree plantation were implemented at the corporate office and Mahalunge Forest areas in Pune. The principle of Reuse – Reduce – Recycle (3R) was promoted across the Company's various facilities to eliminate waste and avoid land filling.

## TECHNOLOGY ABSORPTION

Accelerating digital transformation is a key focus area for your Company. Your Company continued to invest in digital tools and platforms during the year to improve employee experience and process efficiency. Your Company rolled out industry-leading digital solutions for employee engagement and recognition, talent acquisition, indirect taxation determination, and compliance in the USA. Marketing campaign solutions were redesigned to meet the needs of product business and the new cloud-based helpdesk solution was implemented for corporate clients in the products business.

During the year under review, as part of the Company's new digital branding initiative, a user-friendly, any-device compatible, feature-rich mobile application corporate website was launched and rolled out globally. Digitalization of IT enterprise played a crucial enablement role in helping expansion of businesses in new regions. During the year, the Company's core systems across order-to-cash processes, were enhanced for supporting additional regions in Europe such as Germany and France.

Cybersecurity technology absorption is an essential practice in the Company to protect sensitive data and to maintain a healthy cyber security posture. The Company strives to adopt the latest security tools and technologies to stay ahead of cyber threats and reduce the risk of data breaches and other security incidents.

Post the pandemic years, the cybersecurity threat landscape has changed multi-fold. Hybrid work environment has exposed the endpoints and enterprise web applications outside the organization's perimeter network security, resulting in a wider attack surface area. Considering these cybersecurity risks in the IT environment, the Company has enhanced the coverage of its next generation endpoint detection and response (EDR) solution to all global endpoints. An industry leading web application firewall (WAF) has also been introduced to protect the enterprise web application from known (OWASP) and unknown (Zero Day) vulnerabilities and attacks.

With renewed focus on process simplification across enterprise applications, multiple initiatives are undertaken to simplify approvals for project and portfolio management system, procurement system and service requests management system. The performance management system was enhanced for meeting the changing needs of our current businesses.

Data being core to any enterprise, multiple online dashboards were developed in sales, finance, HR and IT which are helping business leaders to undertake data driven decisions.

Leveraging new technologies to reduce the delivery time for IT solutions, a low code platform was used to design and deploy the solution for effective management of IT assets.

Employee onboarding experience was improved through multiple automation initiatives that have resulted in significant improvement in data quality across enterprise systems. The focus on automation extended into multiple areas like accrual automation and payroll consolidation.

With focus on improving compliance, enhancements were done to ensure timesheet compliance in China and travel portal enhancements for domestic and international travel.

In the process of delivering modern solutions to our leading enterprise clients, the Company handles intellectual property (IP) and confidential data of its customer’s products and services. Being an ISO 27001 and ISO 9001-AS certified organization, protection of IP data lies at the core of our security architecture. Thus, to protect our own IP data and the customer’s too, the Company has expanded the scope of data loss prevention (DLP) technology from earlier cloud and endpoint level to network level DLP.

To stay ahead of the curve, the Company’s IT infrastructure needs to be always available, predictable, resilient, and prepared for meeting future business demands, that can range from an end user computing area to network connectivity for new customers. This infrastructure includes data center services along with storage, back-up and virtual machines.

In the pursuit of delivering modern solutions, the Company has invested in state-of-the-art technologies like cloud native application protection platform (CNAPP), which is a network cloud integration solution that allows integration of multiple sites without the need of a physical network. The Company has initiated network hardware refresh at its multiple office locations in India as well as Europe which will lead to resilient connectivity, minimize downtime and ensure better compliance.

Improved data center and storage services include optimization of the Company’s software-defined platform, which has enhanced the capacity of existing servers.

Business continuity management is another focus area for the Company, and as part of its continual improvement initiatives, the process to have BCP for identified customer accounts at the granular level has been enhanced. This has served to improve business resiliency in case of any unfortunate business interruption.

Accelerating the pace of its investments to drive digital transformation to improve the employee experience and internal process efficiency shall be key focus areas for the Company in the coming years.

## FOREIGN EXCHANGE EARNINGS & OUTGO

Information pertaining to foreign exchange earnings and outgo during the year under review is as follows:

(₹ Crore)

Particulars	2022-23	2021-22
Earnings in foreign currency	802.48	596.93
<b>Total earnings in foreign currency</b>	<b>802.48</b>	<b>596.93</b>
Expenditure in foreign currency	23.22	7.42
<b>Net Forex earnings</b>	<b>779.26</b>	<b>589.51</b>

## 28. ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Company’s annual return is available on its website at <https://www.tatatechnologies.com/in/about-us/investor-relations/>.

## 29. MANAGEMENT OF BUSINESS ETHICS

The Tata code of conduct (TCOC) upholds the highest standards of corporate and personal conduct and is the guiding force for all Tata companies, including Tata Technologies. The Company ensures ethical behavior in all stakeholder interactions, including the organization’s partners / suppliers, and tracks TCOC compliance across the organization.

To ensure consistent understanding and deployment of the TCOC, globally, the following processes are in place:

- Session on TCOC as part of induction training for new joiners.
- E-learning training on TCOC using iGETIT® LMS, which forms part of the mandatory trainings for all employees, and is monitored for compliance at

an organizational level. As of March 31, 2023, 96% of employees had completed this training.

- The Company registered a high score on the Leadership of Business Ethics Assurance survey that was conducted during the year.
- The Company rolled out the TCOC awareness campaign through e-mails.
- The Company rolled out an exclusive series of executive leadership videos to socialize and propagate the Values–Mission–Vision (VMV) of the organization and encouraged individuals to imbibe them in their day-to-day work.

The Company launched an employees' survey to measure awareness of TTL values and to evaluate the level of adoption across the organization. It registered a score of 80/100.

The organizational structure for the Management of Business Ethics (MBE) in the Company comprises: a) Chief ethics counsellor, b) Regional ethics counsellors, and c) POSH IC committee.

In addition to the TCOC, the Company has in place a whistle blower policy to provide a mechanism for its employees to report any concern to the Ethics Counsellor/Chairman of the Company's Audit Committee. The Company has also adopted a global anti-bribery and gift policy in line with the Tata code of conduct and applicable laws, if any.

Through regular communication, employees of the Company are well-informed regarding the framework for raising any concern about TCOC violations. The framework is managed by the chief ethics counsellor through the Ethics office. Employees raise issues or concerns by connecting with the office through the e-mail ID- [ethics@tatatechnologies.com](mailto:ethics@tatatechnologies.com). The concerns are then assigned by the Ethics office to regional ethics counsellors, who conduct an inquiry into the matter through independent investigation committees. Complaint closures are reviewed on a regular basis by the chief ethics counsellor. To manage this process better, regional ethics counsellors are trained in the methodology of conducting the investigations.

The Company received nine complaints during the year: four for wrong behavior and work practices, two cases of workplace harassment, two related to breach of information security, and one case of theft. Out of the nine complaints, eight have been closed while one is in process.

### 30. TATA TECHNOLOGIES LIMITED SHARE BASED LONG TERM INCENTIVE SCHEME 2022 (TTL SLTI 2022)

Pursuant to the approval of the members obtained at the AGM held on July 1, 2022, the Company adopted Tata Technologies Limited Share based Long Term Incentive Scheme 2022 (TTL SLTI Scheme 2022). The objective underlying the implementation of the scheme is to attract, motivate, and retain appropriate human talent in the Company, achieve sustained long-term growth of the Company, and support creation of shareholder value by aligning the interests of the employees with the long-term interests of the Company.

The scheme comprises two types of options, viz., Class A stock options (performance stock options) and Class B stock options (employee stock option plan). The maximum number of options that may be granted under the Scheme is 28,00,000 resulting in 28,00,000 equity shares of ₹ 2 each. The exercise price for the performance-based Class A stock options is ₹ 2 and for the Class B employee stock option is fixed at ₹ 189.95. The scheme shall be administered by the Company's board of directors either directly or through a Trust. The Board may authorize its Nomination and Remuneration Committee (NRC) to operate and administer the scheme.

Options granted under the scheme would vest within three years from the date of grant of options and shall be determined by the Board based on the benchmark of achievement of performance metrics in terms of Company's performance outcome vs. target on revenue, operating profits, large account and such other parameters as may be determined by board of the Company as mentioned in the Grant Letter or communicated to Employees from time to time.

During the year, 8,36,760 options were granted to select employees of the Company and its subsidiaries. None of the Class A Stock Options (Performance Stock Options) and Class B Stock Options (Employee Stock Option Plan) were vested nor any shares were allotted during the year. During FY 2022-23, there has been no change in the TTL SLTI Scheme 2022, other than the adjustment consequent to sub-division of face value from ₹ 10 to 2 and bonus in the ratio of 1:1.

**Details of the Employees Stock Option Scheme – Class A Stock Options (Performance Stock Options)**

Sr. No.	Particulars	No. of options
1	Options granted	3,95,800
2	Options vested	NIL
3	Options exercised	NIL
4	The total number of shares arising as a result of exercise of options	NIL
5	Options lapsed	7,010
6	The exercise price	₹ 2 each
7	Variation of terms of options	The Nomination and Remuneration Committee (NRC) of the Company approved grant of 39,580 performance- stock options (Class A Stock Options) of face value of ₹ 10 each at an exercise price of ₹ 10 to various employees. The date of grant was November 6, 2022. The shareholders of the Company in January 2023 approved the sub-division of each equity share of ₹ 10 into five shares of ₹ 2 each. The shareholders also approved a bonus issue of equity shares in the ratio of 1:1. Consequent to the sub-division and bonus issue, the NRC, in February 2023, approved adjustment to the performance stock options granted, due to which the number of performance stock options granted became 3,88,790 excluding options granted to one employee which lapsed due to separation of employment.
8	Money realised by exercise of options	N.A.
9	Total number of options in force	3,88,790
10	Employee wise details of Options granted to –	
	1. Key Managerial Personnel	
	• Warren Harris	63,060
	• Savitha Balachandran	11,660
	2. Any other employee who receives a grant of options in any one year of option amounting to 5% or more of options granted during that year.	NA
	3. Identified employees who were granted option, 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.	NA

**Details of the Employees Stock Option Scheme – Class B Stock Options (Employee Stock Option Plan)**

Sr. No.	Particulars	Disclosure
1	Options granted	4,47,970
2	Options vested	NIL
3	Options exercised	NIL
4	The total number of shares arising as a result of exercise of options	NIL
5	Options lapsed	NIL
6	The exercise price	₹ 189.95 each
7	Variation of terms of options	The Nomination and Remuneration Committee (NRC) of the Company approved grant of 44,797 Class B Stock Options (Employee Stock Option Plan) of face value of ₹ 10 each at an exercise price of ₹ 1899.5 to various employees. The date of grant was November 6, 2022. The shareholders of the Company in January 2023 approved the sub-division of equity share of ₹ 10 each into five shares of ₹ 2 each. The shareholders also approved a bonus issue of equity shares in the ratio of 1:1. Consequent to the sub-division and bonus issue, the NRC, in February 2023, approved adjustment to the Class B stock options granted, due to which the number of Class B stock options granted became 4,47,970 and the adjusted exercise price became ₹ 189.95.



Sr. No.	Particulars	Disclosure
8	Money realised by exercise of options	N.A.
9	Total number of options in force	4,47,970
10	Employee wise details of options granted to –	
	1. Key Managerial Personnel	
	• Warren Harris	1,51,340
	• Savitha Balachandran	27,980
	2. Any other employee who receives a grant of options in any one year of options amounting to 5% or more of options granted during that year	NA
	3. Identified employees who were granted option, 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	NA

### 31. PREVENTION OF SEXUAL HARASSMENT

The Company has complied with provisions relating to the constitution of an Internal Complaints committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. There were no POSH cases reported during the financial year. The annual return for POSH has been filed for the period ended December 2022.

### 32. ORDER OF COURT

The Company has not received any significant and material orders, passed by the regulators and courts or tribunal that materially impacts the ongoing status and Company's operations in the future.

### 33. COMPLIANCE OF APPLICABLE SECRETARIAL STANDARDS

The Company has complied with applicable secretarial standards. For more details, shareholders are advised to refer to the Secretarial Audit Report annexed to this report as Annexure II.

### 34. PARTICULARS OF EMPLOYEES

Pursuant to Section 134 (2) read with Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, this report is being sent to all the shareholders of the Company, excluding the details of employees who were in receipt of remuneration of

not less than ₹ 102 lakh during the year ended March 31, 2023 or not less than ₹ 8.5 lakh per month during any part of the said year. Members interested in obtaining information under Section 134 (2) may write to the Company Secretary at the registered office of the Company.

### 35. ACKNOWLEDGMENTS

The directors express their earnest gratitude to all the customers, business partners, bankers, and auditors for their continued support and association with the Company. We also wish to thank the Government and all statutory authorities for their unwavering support and co-operation and place on record our appreciation of the dedication and hard work contributed by employees, individually and collectively, in the overall progress of the Company during the last year. The directors would like to particularly thank and place on record their gratitude to all the members of the Company for their faith in the management and continued affiliation with the Company.

On behalf of the Board of Directors

**Ajoyendra Mukherjee**

Chairman

DIN: 00350269

Date: May 5, 2023

Place: Pune



[Pursuant to first proviso to sub section 3 of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014]

**PART “A”**

**Statement containing salient features of the financial statement of subsidiaries**

Sr. No.	Name of Subsidiary Company	Country	Reporting Currency	Exchange Rate	Capital	Reserves	Total Assets	Total Liabilities	Investments Other than Investment in Subsidiaries	Turnover	Profit/(Loss) Before Taxation	Provision for taxation	Profit / (loss) After taxation	Proposed Dividend	% shareholding
1	INCAT International Plc.	UK	GBP	101.64	2.47	45.43	47.90	-	-	-	0.01	-	0.01	-	100
2	Tata Technologies Inc.	USA	USD	82.18	983.76	(324.84)	864.18	205.26	-	988.83	84.87	19.32	65.55	-	99.80
3	Tata Technologies de Mexico, S.A. de C.V. (in process of liquidation)	Mexico	MXN	4.55	0.80	2.07	4.71	1.83	-	-	(0.03)	-	(0.03)	-	99.80
4	Cambriic Limited, Bahamas	Bahamas	USD	82.18	22.19	0.87	23.06	-	-	-	0.07	-	0.07	-	99.80
5	Tata Technologies SRL, Romania	Romania	RON	18.04	5.55	72.53	86.66	8.58	-	89.24	11.50	1.57	9.93	-	99.80
6	Tata Manufacturing Technologies Consulting (Shanghai) Limited	China	CNY	11.96	3.68	54.23	101.61	43.70	-	190.45	18.88	0.87	18.01	-	100
7	Tata Technologies Europe Limited	UK	GBP	101.64	0.11	1,287.43	1,895.76	608.21	-	1,663.20	290.59	53.35	237.24	-	100
8	Tata Technologies Nordics AB ^ (Formerly known as Escenda Engineering AB upto November 01, 2020)	Sweden	SEK	7.93	0.17	1.60	57.09	55.32	-	98.10	(4.80)	(0.98)	(3.82)	-	100
9	Tata Technologies GmbH	Germany	EURO	89.47	1.47	20.35	27.40	5.58	-	6.35	0.47	0.13	0.34	-	100
10	Tata Technologies (Thailand) Limited	Thailand	BAHT	2.41	8.51	(15.83)	10.70	18.03	-	5.34	(4.96)	-	(4.96)	-	100
11	TATA Technologies Pte Ltd.	Singapore	USD	82.18	443.79	565.07	1,170.18	161.33	-	466.40	82.05	13.68	68.37	-	100
12	Tata Technologies Limited Employees Stock Option Trust	India	INR	1.00	-	2.20	2.24	0.04	-	-	0.08	0.01	0.07	-	0%
13	INCAT International Limited ESOP 2000	UK	GBP	101.64	-	19.92	34.77	14.84	-	-	(0.15)	-	(0.15)	-	0%

- Names of the subsidiaries which are yet to commence operations
- Names of the subsidiaries which have been liquidated or sold during the year

## Annexure II – Board’s Report

## FORM NO. MR-3 SECRETARIAL AUDIT REPORT

### FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH 2023

[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  
**Tata Technologies Limited**  
Plot No 25, Rajiv Gandhi Infotech Park,  
Hinjawadi, Pune 411057

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Tata Technologies Limited (hereinafter called “the Company”).

Secretarial Audit was conducted for the period from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023, in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances of the Company and expressing my opinion thereon. I have been engaged as Secretarial Auditors of the Company to conduct the Audit of the Company to examine the compliance of Companies Act, 2013, and the other laws listed below.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other record maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to me and representations made by the Management, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2023 (“Audit Period”), complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and legal 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 record maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2023 audit period according to the provisions of the following list of laws and regulations:

- |  |  |
|--|--|
| <ul style="list-style-type: none"> <li>i. The Companies Act, 2013 (the Act) and the rules made there under;</li> </ul> | <ul style="list-style-type: none"> <li>ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under; <b>[Not applicable during the Audit Period, since the Company is unlisted]</b></li> <li>iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;</li> <li>iv. The Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;</li> <li>v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) to the extent applicable to the Company: <ul style="list-style-type: none"> <li>a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015;</li> <li>b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;</li> <li>c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;</li> <li>d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;</li> <li>e. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021;</li> <li>f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;</li> <li>g. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;</li> <li>h. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;</li> <li>i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;</li> </ul> </li> </ul> |
|--|--|

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015

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

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.

Adequate notice is given to all directors to schedule the board meetings, agenda and detailed notes on agenda are sent at least seven days in advance, 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 the decisions of the board are passed with unanimous consent of all the directors and are recorded as part of the minutes.

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

#### During the year under report:

1. The company has completed buyback of 12,40,122 (Twelve Lakh Forty Thousand One Hundred and Twenty Two) equity shares of ₹ 10/- (Rupees Ten only) each being 2.97% of the total issued and paid-up equity share capital of the company on 9<sup>th</sup> April, 2022 and the company has filed the return of buyback with the Registrar of Companies, Pune (ROC).
2. The board of directors of the company in their meeting held on 31<sup>st</sup> May, 2022 consented to the grant of 2,80,000 (Two Lakh Eighty Thousand) employee stock options of ₹ 10/- (Rupees Ten only) each convertible into equity shares of the company under Tata Technologies Limited Share Based Long Term Incentive Scheme, 2022 (TTL SLTI Scheme 2022). The TTL SLTI Scheme 2022 was approved at the

Annual General Meeting (AGM) of the company held on 1<sup>st</sup> July, 2022 by way of special resolution which includes extension of the TTL SLTI Scheme 2022 to cover the employees of the holding/ subsidiary company (ies) of the company. The existing Tata Technologies Employees Stock Option Scheme 2001 ("ESOP Plan") was terminated by seeking members approval through special resolution passed by postal ballot dated 14<sup>th</sup> January, 2023.

3. The board of directors of the company have co-opted Ms. Aarthi Sivanandh as an Additional Director (Independent- Woman). She was appointed as an Independent and Woman Director at the AGM of the company held on 1<sup>st</sup> July, 2022 for three consecutive years from 11<sup>th</sup> June, 2022 to 10<sup>th</sup> June, 2025.
4. Approval by way of special resolution at the AGM of the company held on 1<sup>st</sup> July, 2022 was availed for increasing the permissible limits for making investments/ extending loans and giving guarantees or providing securities in connection with loans to persons/ bodies corporate up to ₹ 10,00,00,00,000/- (Rupees One Thousand Crore only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more.

Also, the following were approved by passing ordinary resolutions at the AGM of the company:

- a. Mr. Pathamadai Balachandran Balaji, Non-Executive Director of the company was liable to retire by rotation and was reappointed as Non-Executive Director.
- b. Re-appointment of M/s. BSR & Co. LLP as Statutory Auditors of the company for a period of 5 years till the conclusion of the Thirty Third AGM to be held in year 2027.
- c. Payment of commission to Non- Executive Directors pursuant to the applicable provisions of the Act effective for a period of five consecutive financial years commencing 1<sup>st</sup> April, 2022;
5. The board of directors in their meeting held on 12<sup>th</sup> December, 2022 authorized an Initial Public Offering (IPO) through offer for sale of the equity shares of the company by certain existing shareholders identified as selling shareholders viz. Tata Motors

Limited, Alpha TC Holdings Pte. Ltd and Tata Capital Growth Fund I up to 8,11,33,706 (Eight Crore Eleven Lakh Thirty Three Thousand Seven Hundred and Six), 97,16,853 (Ninety Seven Lakh Sixteen Thousand Eight Hundred and Fifty Three) and 48,58,425 (Forty Eight Lakh Fifty Eight Thousand Four Hundred and Twenty Five) equity shares respectively amounting to 20%, 2.40% and 1.20% respectively of the pre-offer paid-up equity share capital of the Company respectively in all aggregating to 9,57,08,984 (Nine Crore Fifty Seven Lakh Eight Thousand Nine Hundred and Eighty Four) equity shares. The Draft Red Herring Prospectus in respect of the IPO through offer for sale was approved by the board on 9<sup>th</sup> March, 2023 and accordingly filed with SEBI, the BSE Limited and National Stock Exchange India Limited.

6. The members approval was sought by passing special resolution through postal ballot dated 14<sup>th</sup> January, 2023 for the following:
  - A. Adoption of amended Articles of Association of the company to include two parts, Part A and Part B, which parts shall, unless the context otherwise requires, co-exist with each other until receipt of final listing and trading approvals by the Company from the recognized stock exchanges where the equity shares are proposed to be listed pursuant to the initial public offer of equity shares of the Company. All articles of Part B shall automatically terminate and cease to have any force and effect on and from the date of listing and the provisions of Part A shall continue to be in effect and be in force, without any further corporate or other action, by the Company or by its shareholders.
  - B. Sub-division of the face value of its Equity shares from ₹ 10/- (Rupees ten only) each to ₹ 2/- (Rupees Two only) each and accordingly, the authorised share capital of the company is ₹ 60,70,00,000/- (Rupees Sixty Crore Seventy Lakh only) divided into 30,00,00,000 (Thirty Crore) equity shares of ₹ 2/- (Rupees Two only) each and 7,00,000 (Seven Lakh) 0.01% cumulative non-participative compulsorily convertible preference shares of ₹ 10/- (Rupees Ten only) each.
  - C. An ordinary resolution was passed for increasing the authorised share capital of the company from ₹ 60,70,00,000/- (Rupees Sixty Crore Seventy Lakh only) divided into 30,00,00,000 (Thirty Crore) equity shares of ₹ 2/- (Rupees Two only) each and 7,00,000 (Seven Lakh) 0.01% cumulative non-participative compulsorily convertible preference shares of ₹ 10/- (Rupees Ten only) each. Accordingly, clause V. of the memorandum of association of the company was altered.
  - D. Adoption of amended memorandum of association in total exclusion and substitution of the existing Memorandum of Association of the Company in order to align the memorandum of association of the Company ("Memorandum of Association") with the requirements of the Act.
  - E. Capitalization of reserves and the issue of bonus shares to the equity shareholders of the company.
  - F. An ordinary resolution was passed for appointment of Ms. Usha Sangwan as an Independent and Woman Director for a period of three consecutive years from 21<sup>st</sup> October, 2022 to 20<sup>th</sup> October, 2025.
  - G. Increase in investment limits from 10% to 24% of the paid-up equity share capital of the company for Non-Resident Indians (NRI) and Overseas Citizens of India (OCI) on repatriation basis in the equity shares bearing face value of ₹ 2/- (Rupees Two only) each.
  - H. Continuation of Mr. Subramanian Ramadorai (DIN: 00000002) as a Non-Executive Director of the company who has attained the age of more than 75 (Seventy-Five) years.
  - I. Termination of the Tata Technologies Employees Stock Option Scheme 2001 and matters related thereto.
7. The company has applied to the Registrar of Companies, Pune (RoC) on 26<sup>th</sup> December, 2022 and subsequently, has filed a company petition for compounding before the National Company Law

Tribunal (NCLT), Mumbai, on 15<sup>th</sup> February, 2023, and has filed a settlement application with the SEBI dated 9<sup>th</sup> January, 2023 in relation to certain preferential allotments for compounding of an offence under section 441 of the Act, and rules made thereunder, read with section 67(3) of the Companies Act, 1956 in order to make good the default made inadvertently in accordance with the circular dated 31<sup>st</sup> December, 2015 bearing no. CIR/CFD/DIL3/18/2015, as amended by circular dated 3<sup>rd</sup> May, 2016 bearing no. CFD/DIL3/CIR/P/2016/53 issued by SEBI (together referred to as the 'SEBI Circulars').

The Company, through its Promoter, has taken remedial steps in accordance with SEBI Circulars by providing all existing Equity Shareholders, other than its Promoter ("Eligible Equity Shareholders") as on 11<sup>th</sup> November, 2022, an option to surrender their entire shareholding at ₹ 175/- (Rupees One Hundred and Seventy Five only) each. The board consented to provide the exit offer to the shareholders on 4<sup>th</sup> November, 2022 which remained open for a period of 15 days from 23<sup>rd</sup> November, 2022 to 7<sup>th</sup> December, 2022.

8. 20,28,34,265 (Twenty Crore Twenty Eight Lakh Thirty Four Thousand Two Hundred and Sixty Five) equity shares of ₹ 2/- (Rupees Two only) each were allotted on 20<sup>th</sup> January, 2023 as bonus shares in the ratio of one equity share for every one existing fully paid-up equity share. The paid-up Equity Share capital pursuant to bonus allotment and sub-division is ₹ 81,13,37,060/- (Rupees Eighty One Crore Thirteen Lakh Thirty Seven Thousand and Sixty only) divided into 40,56,68,530 (Forty Crore Fifty Six Lakh Sixty Eight Thousand Five Hundred and Thirty) Equity Shares of face value of ₹ 2/- (Rupees Two only) each.

9. The board of directors in their meeting held on 21<sup>st</sup> February, 2023:

a. Adopted the policy on materiality with respect to its creditors as prescribed under the Securities

and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for the purpose of disclosures in the Offer Documents and on the website of the company.

b. Adopted and/or amended as the case may be other required policies/ code of conduct as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Regulations').

c. Accepted resignation of Mr. Subramanian Ramadorai as Non-Executive Director (and consequently ceased to be Chairman) after a long tenure of over 20 years.

d. Appointed Mr. Ajoyendra Mukherjee as Chairman

10. The board, on 28<sup>th</sup> February, 2023, constituted the risk management committee and adopted the risk management policy as prescribed under the SEBI Regulations by passing a circular resolution.

11. Mr. Nagaraj Ijari was co-opted as an Additional Director (Independent) and Mr. Shailesh Chandra as an Additional Director (Non- Executive) w.e.f 1<sup>st</sup> March, 2023.

This Report should be read along with my letter of even date annexed as Annexure and forms part of this Report for all purposes.

For **J. B. Bhave & Co.**  
Company Secretaries

**Jayavant B. Bhave**  
Proprietor

FCS: 4266 CP: 3068

UDIN: F004266E000235761

PR. No: 1238/2021

Date: 5<sup>th</sup> May, 2023

Place: Pune

## ANNEXURE TO THE SECRETARIAL AUDIT REPORT OF TATA TECHNOLOGIES LIMITED (2022-23)

## AUDITORS' RESPONSIBILITY

My Report of even date is to be read along with this letter.

In accordance with the ICSI Auditing Standards (CSAS1 to CSAS4) –

- Maintenance of secretarial record is the responsibility of the Management of the Company. My responsibility as the Auditor is to express the opinion on the compliance with the applicable laws and maintenance of record based on Secretarial Audit conducted by me.
- The Secretarial Audit needs to be conducted in accordance with applicable Auditing Standards. These Standards require that the Auditor should comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of record.
- I am also responsible to perform procedures to identify, assess and respond to the risks of material misstatement or non-compliance arising from the Company's failure appropriately to account for or disclose an event or transaction. However, due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some Misstatements or material non-compliances may not be detected, even though the audit was properly planned and performed in accordance with the Standards.

Accordingly, I wish to state as under-

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial record based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance

about the correctness of the contents of the secretarial record. The verification was done on test basis to ensure that correct facts are reflected in the secretarial record. I believe that the process and practices that I followed provide a reasonable basis for my opinion that the statements prepared, documents or record maintained by the Company are free from misstatement.

3. My responsibility is limited to only express my opinion on the basis of evidences collected, information received and record maintained by the Company or given by the Management. I have not verified the correctness and appropriateness of the financial record and books of accounts maintained by the Company.
4. Wherever required, I have obtained the Management Representation about compliance of laws, rules and regulations and happening of events, etc.
5. The Compliance of the provisions of the Corporate Laws, other applicable laws, rules, regulations and standards is the responsibility of the management. My examination is limited to verification of procedure 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.

**For J. B. Bhave & Co.**  
Company Secretaries

**Jayavant B. Bhave**  
Proprietor

FCS: 4266 CP: 3068  
PR. No: 1238/2021

Date: 5<sup>th</sup> May, 2023  
Place: Pune



**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES OF THE COMPANY IN FY 2022-23**

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

At Tata Technologies, our CSR vision is to co-create sustainable value for our key stakeholders through engineering and technology innovations. Our mission is to make a positive impact on the communities where the Company does business, areas with relevant intervention needs, and on our internal and external stakeholders, thereby, making it better for the planet, better for people and better for progress, better now and better for the future, by leveraging our core competencies, resources, technology, and employee volunteers. Our CSR programs shall aim to be relevant to local, national, and global contexts, keeping disadvantaged communities as the focus and based on globally agreed sustainable development principles.

**2. Composition of CSR Committee**

As on March 31, 2023, the CSR Committee comprises of the following Board members:

**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	Ms. Aarthi Sivanandh	Chairperson, Independent Director	Two	One
2	Mr. P B Balaji	Member, Non-Executive, Non-Independent Director	Two	Two
3	Mr. Warren Harris	Member, Managing Director	Two	Two

**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:**

Web link: <https://www.tatatechnologies.com/in/sustainability/>

**4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:**

NOT APPLICABLE

**5. (a) Average net profit of the company as per section 135(5):**

₹ 273,54,01,504

**(b) Two percent of average net profit of the company as per section 135(5):**

₹ 5,47,08,030

**(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years:**

NIL

**(d) Amount required to be set off for the financial year, if any:**

NIL

**(e) Total CSR obligation for the financial year [(b) + (c) - (d)]:**

₹ 5,47,08,030

## 6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):

₹ 5,27,77,387

## (b) Amount spent in Administrative Overheads:

₹ 27,77,757

## (c) Amount spent on Impact Assessment, if applicable:

NA

## (d) Total amount spent for the Financial Year [(a)+(b)+(c)]:

₹ 5,55,55,144

## (e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
5,55,55,144	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE

## (f) Excess amount for set-off, if any:

Sl. No.	Particular	Amount (in ₹)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	5,47,08,030
(ii)	Total amount spent for the Financial Year	5,55,55,144
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	8,47,114
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	Nil
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	8,47,114

## 7. Details of Unspent CSR amount for the preceding three financial years:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
SL. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under subsection (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any Amount (in ₹)      Date of Transfer	Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
1	FY 2021-22	1,00,00,000	NIL	1,00,00,000	NIL      NIL	NIL	NOT APPLICABLE

## 8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

NOT APPLICABLE

9. 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

10. A Responsibility Statement of the CSR Committee:

We hereby declare that implementation and monitoring of CSR Policy are in compliance with CSR objectives and policy of the Company and in line with the Companies Act, 2013.

Sd/-

**Mr. Warren Harris**  
(CEO & Managing Director)

Place: Pune  
Date: April 27, 2023

Sd/-

**Ms. Aarthi Sivanandh**  
(Chairperson, CSR Committee)  
(Independent Director)

Place: Pune  
Date: April 27, 2023

Sd/-

**Mr. P. B. Balaji**  
(Non-Executive)  
(Non-Independent Director)

Place: Pune  
Date: April 27, 2023

# **Consolidated Financial Statements**

# Independent Auditor's Report

To the Members of Tata Technologies Limited

## Report on the Audit of the Consolidated Financial Statements

### Opinion

We have audited the consolidated financial statements of Tata Technologies Limited (hereinafter referred to as the 'Holding Company') and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") and its joint venture, which comprise the consolidated balance sheet as at 31 March 2023, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and 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, based on the consideration of reports of other auditors on separate financial statements of such subsidiaries as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its joint venture as at 31 March 2023, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group and its joint venture in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with

these requirements. We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

### Management's and Board of Directors'/ Board of Trustees' Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its joint venture in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies/ Board of Trustees of the Employee Stock Option Trust included in the Group and its joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company/Employee Stock Option Trust and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies/ Board of Trustees of the Employee Stock Option Trust included in the Group and its joint venture are responsible for assessing the ability of each company/

Employee Stock Option Trust to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors/Board of Trustees either intends to liquidate the Company/Employee Stock Option Trust or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies/ Board of Trustees of the Employee Stock Option Trust included in the Group and the respective Management and Board of Directors of its joint venture are responsible for overseeing the financial reporting process of each company/Employee Stock Option Trust.

### **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 skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. 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 the Group and its joint venture to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the the Group and its joint venture to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial information of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (a) of the section titled "Other Matters" in this audit report.



We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors 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.

## Other Matter(s)

a. We did not audit the financial statements of 2 subsidiaries, whose financial statements reflect total assets (before consolidation adjustments) of ₹ 1,885.62 Crores as at 31 March 2023, total revenues (before consolidation adjustments) of ₹ 1,577.17 Crores and net cash outflows (before consolidation adjustments) amounting to ₹ 258.10 Crores for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose audit reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the audit reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

b. The financial statements of 5 subsidiaries, whose financial statements reflect total assets (before consolidation adjustments) of ₹ 135.33 Crores as at 31 March 2023, total revenues (before consolidation adjustments) of ₹ 6.27 Crores and net cash inflows (before consolidation adjustments) amounting to ₹ 1.67 Crores for the year ended on that date, as considered in the consolidated financial statements, have not been audited either by us or by other auditors. The consolidated financial statements

also include the Group's share of net profit (and other comprehensive income) of ₹ Nil for the year ended 31 March 2023 in respect of its joint venture whose financial statements have not been audited either by us or by other auditor. These unaudited financial statements have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint venture, and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries and joint venture, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of this matter with respect to the financial statements certified by the Management.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such subsidiaries as were audited by other auditors, as noted in the 'Other Matters' paragraph we report, to the extent applicable, that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it

- appears from our examination of those books and the reports of the other auditors.
- c. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e. On the basis of the written representations received from the directors of the Holding Company as on 31 March 2023 and taken on record by the Board of Directors of the Holding Company, none of the directors of the Holding Company is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act.
  - f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements of the subsidiaries, as noted in the "Other Matters" paragraph:
- a. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2023 on the consolidated financial position of the Group and its joint venture. Refer Note 32(a) to the consolidated financial statements.
  - b. The Group and its joint venture did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2023.
  - c. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company during the year ended 31 March 2023.
  - d.
    - (i) The management of the Holding Company has represented to us that, to the best of its knowledge and belief, as disclosed in the Note 42(d)(vii) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or by its joint venture incorporated in India to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or by its joint venture incorporated in India ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
    - (ii) The management of the Holding Company has represented to us that, to the best of its knowledge and belief, as disclosed in the Note 42(d)(vii) to the consolidated financial statements, no funds have been received by the Holding Company or by its joint venture incorporated in India from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or by its joint venture incorporated in India shall directly or indirectly, lend or

- invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
- e. As stated in Note 42(c) to the consolidated financial statements, the Board of Directors of the Holding Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with

Section 123 of the Act to the extent it applies to declaration of dividend.

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

For **BSR & Co. LLP**  
Chartered Accountants  
Firm’s Registration No.:101248W/W-100022

**Swapnil Dakshindas**  
Partner

Place: Pune  
Date: 05 May 2023

Membership No.: 113896  
ICAI UDIN:23113896BGYERV3283

### **Annexure A to the Independent Auditor's Report on the Consolidated Financial Statements of Tata Technologies Limited for the year ended 31 March 2023**

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

(xxi) According to the information and explanations given to us and based on our examination, there are no companies included in the consolidated financial statements of the Holding Company which are companies incorporated in India except the Holding Company. The Companies (Auditor's Report) Order, 2020 of the Holding Company did not include any unfavourable answers or qualifications or adverse remarks.

For **BSR & Co. LLP**

Chartered Accountants

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

**Swapnil Dakshindas**

Partner

Membership No.: 113896

ICAI UDIN:23113896BGYERV3283

Place: Pune

Date: 05 May 2023

## Annexure B to the Independent Auditor's Report on the consolidated financial statements of Tata Technologies Limited for the year ended 31 March 2023

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

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

### Opinion

In conjunction with our audit of the consolidated financial statements of Tata Technologies Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2023, we have audited the internal financial controls with reference to financial statements of the Holding Company, as of that date.

In our opinion, the Holding Company, have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to financial statements criteria established by such companies considering the essential components of such 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 (the "Guidance Note").

### Management's Responsibilities for Internal Financial Controls

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

### Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent

applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

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

### Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include 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 consolidated 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 consolidated financial statements.

### **Inherent Limitations of Internal Financial Controls with Reference to Financial Statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections

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

For **BSR & Co. LLP**  
Chartered Accountants  
Firm's Registration No.:101248W/W-100022

**Swapnil Dakshindas**

Partner

Place: Pune

Date: 05 May 2023

Membership No.: 113896

ICAI UDIN:23113896BGYERV3283



# Consolidated Balance Sheet

(Amount in ₹ Crore)

	Note No	As at March 31, 2023	As at March 31, 2022
<b>I. ASSETS</b>			
<b>(1) Non-current Assets</b>			
(a) Property, Plant and Equipment	3	120.15	114.53
(b) Capital work-in-progress	3	2.65	0.26
(c) Right-of-use-asset	4	180.29	187.85
(d) Goodwill	5	762.92	729.30
(e) Other Intangible assets	6	31.96	36.22
(f) Intangible assets under development	6	0.10	-
(g) Investments in joint venture	7	-	-
(h) Financial assets:			
(i) Loans	9	-	0.04
(ii) Other financial assets	15	43.70	44.22
(i) Deferred tax assets (net)	10	152.08	57.44
(j) Income tax assets (net)	10	30.52	30.30
(k) Other non-current assets	11	79.65	37.66
<b>Total Non-current Assets</b>		<b>1,404.02</b>	<b>1,237.82</b>
<b>(2) Current Assets</b>			
(a) Financial assets:			
(i) Investments	8	29.78	527.68
(ii) Trade receivables			
(a) Billed	12	951.75	647.29
(b) Unbilled		154.47	120.89
(iii) Cash and cash equivalents	13	382.82	768.26
(iv) Other bank balances	14	616.38	101.14
(v) Loans	9	490.22	46.25
(vi) Other financial assets	15	74.43	32.78
(b) Current tax assets (net)	10	32.62	10.72
(c) Other current assets	11	1,065.00	725.19
<b>Total Current Assets</b>		<b>3,797.47</b>	<b>2,980.20</b>
<b>Total assets</b>		<b>5,201.49</b>	<b>4,218.02</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity Share capital	16	81.13	41.81
(b) Other Equity	17	2,908.32	2,238.34
<b>Total Equity</b>		<b>2,989.45</b>	<b>2,280.15</b>
<b>Liabilities</b>			
<b>(2) Non-current Liabilities</b>			
(a) Financial Liabilities:			
(i) Lease Liabilities		214.76	223.16
(ii) Other financial liabilities	19	0.54	0.35
(b) Provisions	20	23.33	18.65
<b>Total Non-current liabilities</b>		<b>238.63</b>	<b>242.16</b>
<b>(3) Current Liabilities</b>			
(a) Financial Liabilities:			
(i) Lease Liabilities		40.60	38.28
(ii) Trade payables	18		
(a) total outstanding dues of micro enterprises and small enterprises		107.17	17.22
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		550.64	319.41
(iii) Other financial liabilities	19	4.57	255.86
(b) Other current liabilities	21	1,174.88	1,012.65
(c) Provisions	20	33.91	30.69
(d) Current tax liabilities (net)	10	61.64	21.60
<b>Total Current Liabilities</b>		<b>1,973.41</b>	<b>1,695.71</b>
<b>Total Liabilities</b>		<b>2,212.04</b>	<b>1,937.87</b>
<b>Total Equity and Liabilities</b>		<b>5,201.49</b>	<b>4,218.02</b>
<b>See accompanying notes forming integral part of the Consolidated Financial Statements</b>		1-43	

As per our report of even date attached  
For **B S R & Co. LLP**  
Chartered Accountants  
Firm Registration No: 101248W/W -100022

**For and on behalf of the Board**

**Swapnil Dakshindas**  
Partner  
Membership No: 113896  
ICAI UDIN: 23113896BGYERV3283

**Ajoyendra Mukherjee**  
Chairman  
DIN: 00350269

**Warren Harris**  
Managing Director  
DIN: 02098548

**Savitha Balachandran**  
Chief Financial Officer  
Pune: May 05, 2023

**Vikrant Gandhe**  
Company Secretary

Pune : May 05, 2023

# Consolidated Statement of Profit and Loss

(Amount in ₹ Crore)

	Note No	For the year ended March 31, 2023	For the year ended March 31, 2022
I. Revenue from operations	22	4,414.18	3,529.57
II. Other income (net)	23	87.74	48.80
<b>III. Total Revenue (I + II)</b>		<b>4,501.92</b>	<b>3,578.37</b>
<b>IV. Expenses :</b>			
(a) Purchases of technology solutions	24	682.48	688.54
(b) Outsourcing and consultancy charges		569.66	399.80
(c) Employee benefits expense	25	1,929.46	1,512.70
(d) Finance costs	26	17.98	21.90
(e) Depreciation and amortisation expense	27	94.55	85.71
(f) Other expenses	28	411.64	282.89
<b>Total Expenses (IV)</b>		<b>3,705.77</b>	<b>2,991.54</b>
<b>V. Profit before tax (III - IV)</b>		<b>796.15</b>	<b>586.83</b>
<b>VI. Tax Expense :</b>			
(a) Current tax	30	261.16	158.67
(b) Deferred Tax	10	(89.04)	(8.81)
		<b>172.12</b>	<b>149.86</b>
<b>VII. Profit for the year (V -VI)</b>		<b>624.03</b>	<b>436.97</b>
<b>VIII. Other comprehensive income:</b>			
<b>Items that will not be reclassified to profit or loss:</b>			
(i) Remeasurement of post employment benefit obligations		(14.98)	(14.60)
(ii) Income tax relating to above item		5.24	5.10
<b>Items that will be reclassified to profit or loss:</b>			
(i) Exchange differences on translation of foreign operations		93.30	6.54
<b>IX. Other comprehensive income for the year</b>		<b>83.56</b>	<b>(2.96)</b>
<b>X. Total comprehensive income for the year VII+IX</b>		<b>707.59</b>	<b>434.01</b>
<b>XI. Earnings Per Equity Share(Face value of ₹ 2 each)</b>	31		
Ordinary shares:			
(i) Basic (₹)		15.38	10.77
(ii) Diluted (₹)		15.37	10.77
<b>See accompanying notes forming integral part of the Consolidated Financial Statements</b>	1-43		

As per our report of even date attached  
For **B S R & Co. LLP**  
Chartered Accountants  
Firm Registration No: 101248W/W -100022

For and on behalf of the Board

**Swapnil Dakshindas**  
Partner  
Membership No: 113896  
ICAI UDIN: 23113896BGYERV3283

**Ajoyendra Mukherjee**  
Chairman  
DIN: 00350269

**Warren Harris**  
Managing Director  
DIN: 02098548

**Savitha Balachandran**  
Chief Financial Officer  
Pune: May 05, 2023

**Vikrant Gandhe**  
Company Secretary

Pune : May 05, 2023

# Consolidated Statement of Cash Flows

(Amount in ₹ Crore)

	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit for the year	624.03	436.97
Depreciation and amortisation	94.55	85.71
Export incentive written off	-	13.33
Share-based payments to employees	1.73	-
Provision for income tax	261.16	158.67
Provision for deferred tax	(89.04)	(8.81)
(Profit)/Loss on sale of investments	(0.65)	3.87
(Profit) on derecognition of lease liability/right to use assets	(0.69)	(0.64)
(Profit) on sale of tangible and intangible fixed assets	(0.06)	(0.10)
Interest income	(41.48)	(39.74)
Finance cost	17.98	21.90
Unrealised exchange loss/ (gain)	0.03	(0.47)
Effect of exchange differences on translation of foreign currency cash & cash equivalent	(1.90)	2.14
Allowances for expected credit loss (net)	(13.84)	(3.31)
Change in fair value of investments	(0.02)	(0.20)
Change in fair value of derivatives measured at FVTPL	0.38	-
Bad debts written off	11.27	-
Operating profit before working capital changes	<b>863.45</b>	<b>669.32</b>
<b>Working capital adjustments</b>		
(Increase) in billed trade receivables current	(273.98)	(209.05)
(Increase)/Decrease in unbilled trade receivables current	(28.63)	23.40
(Increase) in other current financial assets	(36.32)	(7.14)
(Increase) in other current assets	(337.52)	(523.46)
Decrease in non-current loans	0.04	0.30
(Increase) in current loans	(1.00)	(2.15)
(Increase) in other non current assets	(38.27)	(28.84)
Increase in trade payables	302.55	110.24
Increase/ (Decrease) in other financial liabilities non current	0.19	(0.12)
(Decrease)/ Increase in other financial liabilities current	(0.34)	0.02
Increase in other liabilities	201.38	48.99
Increase in current provisions	3.06	18.75
(Decrease) in non-current provisions	(10.30)	(11.15)
<b>CASH GENERATED FROM OPERATIONS</b>	<b>644.31</b>	<b>89.11</b>
Income taxes paid (net)	(242.92)	(127.82)
<b>NET CASH GENERATED FROM/(USED IN) OPERATING ACTIVITIES</b>	<b>401.39</b>	<b>(38.71)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Proceeds from sale of tangible and intangible fixed assets	0.44	0.50
Proceeds from sub lease receivable	2.12	-
Interest received on bank deposit and others	7.59	5.56
Deposits with banks	(622.32)	(99.06)
Payment for purchase of tangible and intangible fixed assets	(65.66)	(63.38)
Proceeds from sale of investments	-	20.47
Proceeds from redemption of the deposits	108.62	-
Inter corporate deposits placed	(1,839.50)	(1,481.00)
Inter corporate deposits refunded	1,397.25	1,688.50
Interest received from inter corporate deposit/bonds	25.46	32.47
Purchase of mutual funds	(98.25)	(567.47)
Proceeds from redemption of the debentures	-	5.00
Proceeds from sale of mutual funds	596.82	532.62
<b>NET CASH (USED IN)/GENERATED FROM INVESTING ACTIVITIES</b>	<b>(487.43)</b>	<b>74.21</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Payments for purchase of shares including premium	(295.90)	-
Expenditure on buyback of shares	(0.02)	(0.13)
Interest paid	(0.06)	(0.39)
Repayment of lease liabilities	(50.89)	(43.89)
<b>NET CASH (USED IN) FINANCING ACTIVITIES</b>	<b>(346.87)</b>	<b>(44.41)</b>

# Consolidated Statement of Cash Flows

(Amount in ₹ Crore)

	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>NET (DECREASE)/INCREASE IN CASH &amp; CASH EQUIVALENTS</b>	<b>(432.91)</b>	<b>(8.91)</b>
Cash & cash equivalents at the close of the year (Refer Note 13)	382.82	768.26
Cash & cash equivalents at the beginning of the year (Refer Note 13)	768.26	781.33
Less: Effect of exchange rate changes on cash and cash equivalents	(1.90)	2.14
Add : Translation adjustment on cash & bank balances of foreign subsidiaries	45.57	(2.02)
	<b>(432.91)</b>	<b>(8.91)</b>

**Notes:**

(a) The above cash flows from operating activities has been prepared under the indirect method set out in Indian Accounting Standard (Ind AS) 7 on Statement of Cash Flows.

(b) For the purpose of cash flow Cash and cash equivalents comprise :

Cash and Cash Equivalents

(Amount in ₹ Crore)

	As at March 31, 2023	As at March 31, 2022
Cash on hand	0.01	0.01
Cheques, drafts on hand / funds in transit	28.51	1.37
Current account with banks	319.70	766.88
Bank deposits with less than 3 months maturity	34.60	-
	<b>382.82</b>	<b>768.26</b>

(c) Change in liabilities arising from financing activities

(Amount in ₹ Crore)

	As at March 31, 2023	As at March 31, 2022
<b>Opening balance</b>	261.44	266.21
Additions	26.67	34.19
Interest accrued on lease liabilities	14.09	14.62
Principal payment of lease liabilities	(36.80)	(29.27)
Interest paid on lease liabilities	(14.09)	(14.62)
Deletions	(0.09)	(10.48)
Translation differences	4.14	0.79
<b>Closing balance</b>	<b>255.36</b>	<b>261.44</b>

(d) Cash flow from operating activities for the year ended March 31, 2023 is after considering corporate social responsibility expenditure of ₹ 5.55 crore (March 31, 2022: ₹ 5.48 crore)

See accompanying notes forming integral part of the Consolidated Financial Statements 1-43

As per our report of even date attached  
For **B S R & Co. LLP**  
Chartered Accountants  
Firm Registration No: 101248W/W -100022

**Swapnil Dakshindas**  
Partner  
Membership No: 113896  
ICAI UDIN: 23113896BGYERV3283

Pune : May 05, 2023

**For and on behalf of the Board**

**Ajoyendra Mukherjee**  
Chairman  
DIN: 00350269

**Savitha Balachandran**  
Chief Financial Officer  
Pune: May 05, 2023

**Warren Harris**  
Managing Director  
DIN: 02098548

**Vikrant Gandhe**  
Company Secretary

# Consolidated Statement of Changes in equity

## Part A – Equity Share Capital

(Amount in ₹ Crore)

Balance as at April 1, 2022	Changes in equity share capital due to prior period errors	Restated balance as at April 1, 2022	Changes in equity share capital during the year	Balance as at March 31, 2023
41.81	-	41.81	39.32	81.13

(Amount in ₹ Crore)

Balance as at April 1, 2021	Changes in equity share capital due to prior period errors	Restated balance as at April 1, 2021	Changes in equity share capital during the year	Balance as at March 31, 2022
41.81	-	41.81	-	41.81

## Part B – Other Equity

(Amount in ₹ Crore)

Particulars	Reserves and Surplus							Items of Other comprehensive income		Total Other Equity
	Securities Premium Reserve	General reserve	Legal reserve	Surplus Reserve	Capital Redemption Reserve	Special Economic Zone Reinvestment Reserve	Share options outstanding account	Retained earnings	Exchange differences on translating the financial statements of a foreign operation	
Balance as at April 1, 2021	269.14	135.26	1.05	1.59	1.25	-	-	1,489.19	202.88	2,100.36
Profit for the year	-	-	-	-	-	-	-	436.97	-	436.97
Other comprehensive income for the year (net of tax)	-	-	-	-	-	-	-	(9.50)	6.54	(2.96)
<b>Total comprehensive income for the year</b>	-	-	-	-	-	-	-	<b>427.47</b>	<b>6.54</b>	<b>434.01</b>
Liability of buy-back (including tax) (refer note 16)	(245.79)	(50.11)	-	-	-	-	-	-	-	(295.90)
Expenditure on buyback of equity shares (refer note 16)	(0.13)	-	-	-	-	-	-	-	-	(0.13)
Transfer to Special Economic Zone Reinvestment Reserve	-	-	-	-	-	19.34	-	(19.34)	-	-
Transfer from Special Economic Zone Reinvestment Reserve	-	-	-	-	-	(19.34)	-	19.34	-	-
<b>Balance as at March 31, 2022</b>	<b>23.22</b>	<b>85.15</b>	<b>1.05</b>	<b>1.59</b>	<b>1.25</b>	<b>-</b>	<b>-</b>	<b>1,916.66</b>	<b>209.42</b>	<b>2,238.34</b>

# Consolidated Statement of Changes in equity

(Amount in ₹ Crore)

Particulars	Reserves and Surplus								Items of Other comprehensive income	Total Other Equity
	Securities Premium Reserve	General reserve	Legal reserve	Surplus Reserve	Capital Redemption Reserve	Special Economic Zone Reinvestment Reserve	Share options outstanding account	Retained earnings	Exchange differences on translating the financial statements of a foreign operation	
<b>Balance as at April 1, 2022</b>	23.22	85.15	1.05	1.59	1.25	-	-	1,916.66	209.42	2,238.34
Profit for the year	-	-	-	-	-	-	-	624.03	-	624.03
Other comprehensive income for the year (net of tax)	-	-	-	-	-	-	-	(9.74)	93.30	83.56
<b>Total comprehensive income for the year</b>	-	-	-	-	-	-	-	<b>614.29</b>	<b>93.30</b>	<b>707.59</b>
Expenditure on buyback of equity shares (refer note 16)	(0.02)	-	-	-	-	-	-	-	-	(0.02)
Transfer to Capital Redemption Reserve	(1.24)	-	-	-	1.24	-	-	-	-	-
Buy-back of equity shares	1.24	-	-	-	-	-	-	-	-	1.24
Transfer to Special Economic Zone Reinvestment Reserve	-	-	-	-	-	22.19	-	(22.19)	-	-
Transfer from Special Economic Zone Reinvestment Reserve	-	-	-	-	-	(22.19)	-	22.19	-	-
Issue of bonus issue (refer note 16)	(13.13)	(26.18)	-	-	(1.25)	-	-	-	-	(40.56)
Employee stock compensation expense (refer note 25)	-	-	-	-	-	-	1.73	-	-	1.73
<b>Balance as at March 31, 2023</b>	<b>10.07</b>	<b>58.97</b>	<b>1.05</b>	<b>1.59</b>	<b>1.24</b>	<b>-</b>	<b>1.73</b>	<b>2,530.95</b>	<b>302.72</b>	<b>2,908.32</b>

(Loss) of (₹ 9.74 crore) as at March 31, 2023 ((₹ 9.50 crore) as at March 31, 2022) on remeasurement of defined employee benefit plans (net of tax) is recognised as a part of retained earnings

See accompanying notes forming integral part of the Consolidated Financial Statements 1-43

As per our report of even date attached  
For **BSR & Co. LLP**  
Chartered Accountants  
Firm Registration No: 101248W/W -100022

**Swapnil Dakshindas**  
Partner  
Membership No: 113896  
ICAI UDIN: 23113896BGYERV3283

Pune : May 05, 2023

**For and on behalf of the Board**

**Ajoyendra Mukherjee**  
Chairman  
DIN: 00350269

**Savitha Balachandran**  
Chief Financial Officer  
Pune: May 05, 2023

**Warren Harris**  
Managing Director  
DIN: 02098548

**Vikrant Gandhe**  
Company Secretary



# Notes Forming Part of the Consolidated Financial Statement

## Company Overview and Significant Accounting Policies

### 1. Company overview

TATA Technologies Limited (“TTL or the Company”) was incorporated on August 22, 1994 as a Private Limited Company in the name of Core Software Systems Private Limited. The name of the Company was subsequently changed to Tata Technologies (India) Limited. On February 8, 2001, the Company changed its name from Tata Technologies (India) Limited to Tata Technologies Limited. The Company is headquartered in Pune, India. The Company has six offices located at Mumbai, Lucknow, Jamshedpur, Bangalore, Gurugram and one branch office located in Japan that enables it to provide high quality, cost-effective services to clients.

TTL together with its subsidiaries is herein after referred to as the “Group”.

Service offerings provided by the Group include providing outsourced engineering and designing services and digital transformation services to global manufacturing clients. We also complement our service offerings with technology solution offerings containing academia upskilling and reskilling solutions and value added reselling of software applications and solutions. The offshore capabilities of the Group in the field of engineering automation services combined with the high-end onshore strengths of subsidiaries are expected to offer a strong and seamless onshore/offshore delivery capability to the international customers in the automotive, aerospace and engineering industries.

During October 2005, the Company incorporated a wholly owned subsidiary in Thailand to cater the need of automotive companies in Thailand and South East Asian countries. Also, during October 2005 the Company acquired, through its subsidiary, 100% equity of INCAT International Plc., UK which had various subsidiaries in US, Europe, Japan and Singapore. A reorganization of various entities under INCAT was undertaken, to have a single representative legal entity in each country in which the Company operates, to improve operational efficiency. The Company has a global presence, through its subsidiaries and branches, in US, UK, Germany, Canada, Singapore, South Korea, Thailand, China, France, Japan and Sweden.

In December, 2005, the Company acquired 100% stake in Tata Technologies Pte Ltd. a Singapore based Company.

In October 2006, the Company sold its 100% equity stake in Tata Technologies (Thailand) Ltd. to its wholly owned subsidiary viz. Tata Technologies Pte Ltd., Singapore at a value determined by an independent valuer.

During May 2013 the Group acquired US based engineering services company – Cambric Holdings Inc. The Group has also set up a wholly owned subsidiary in China in March 2014.

In April 2017, the Group acquired 100% stake in Tata Technologies Nordics AB (formerly known as Escenda Engineering AB upto November 01, 2020), a Sweden based Company.

Tata Technologies Limited is a subsidiary of Tata Motors Limited (which is the holding company).

### 2. Summary of Significant Accounting Policies

#### 2.1 Basis of Preparation

##### (i) Statement of compliance

The Consolidated Financial statements of the group and its joint venture comprise the Consolidated Balance Sheet as at 31 March 2023 and 31 March 2022; the related Consolidated Statement of Profit and Loss (including Other Comprehensive Income) for the year ended, the Consolidated Statement of Changes in Equity, and the Consolidated Statement of Cash Flows for the year ended 31 March 2023 and 31 March 2022 and the Significant accounting policies (together referred to as ‘financial statements’).

The financial statements have been prepared on a going concern basis.

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act), Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act and other accounting principles generally accepted in India.

## Notes Forming Part of the Consolidated Financial Statement

These financial statements were approved for issue in accordance with the resolution of the Board of Directors on May 05, 2023.

These financial statements are presented in Indian Rupees (INR), which is also the Group's functional currency. All amounts have been rounded-off to the nearest crore, unless otherwise indicated.

### (ii) Historical cost convention

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis, except for the following:

- certain financial assets and liabilities (including derivative instruments) which are measured at fair value or amortised cost;
- defined benefit plans;
- share-based payments and
- assets and liabilities arising in a business combination

### (iii) Current versus non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and services and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

### (iv) Use of estimates

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the

period in which the estimates are revised and in any future periods affected.

### Critical accounting estimates:

#### a) Useful lives of Property, plant and equipment

The Group reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

#### b) Impairment of goodwill

Goodwill is tested for impairment annually and when events occur or changes in circumstances indicate that the recoverable amount of the cash generating unit is less than its carrying value. The recoverable amount of cash generating units is higher of value-in-use and fair value less cost to sell. The calculation involves use of significant estimates and assumptions which includes turnover and earnings multiples, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.

#### c) Business combination

In accounting for business combinations, judgment is required in identifying whether an identifiable intangible asset is to be recorded separately from goodwill. Additionally, estimating the acquisition date fair value of the identifiable assets (including useful life estimates) and liability acquired, and contingent consideration assumed involves management judgment. These measurements are based on information available at the acquisition date and are based on expectations and assumptions that have been deemed reasonable by management. Changes in these judgments, estimates, and assumptions can materially affect the results of operations.

#### d) Income Taxes

The major tax jurisdictions for the Group are India, United Kingdom and the United States of America. Significant judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments.

## Notes Forming Part of the Consolidated Financial Statement

A tax assessment can involve complex issues, which can only be resolved over extended time periods.

**e) Deferred Taxes**

Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry forwards become deductible. The Company considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of the deferred tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry-forward period are reduced.

**f) Expected credit losses on financial assets**

The impairment provisions of financial assets are based on assumptions about risk of default and expected timing of collection. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, customer's creditworthiness, existing market conditions as well as forward looking estimates at the end of each reporting period.

**g) Revenue Recognition and contract assets (to the extent of projects where revenue is recognised on percentage completion method)**

The Group uses the percentage-of-completion method in accounting for its fixed-price contracts. Use of the percentage-of-completion method requires the Group 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.

**h) Defined benefit plans and compensated absences**

The cost of the defined benefit plans, compensated absences and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

**i) Leases**

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease

## Notes Forming Part of the Consolidated Financial Statement

being evaluated or for a portfolio of leases with similar characteristics

### 2.2 Basis of consolidation

#### Subsidiaries (Also refer Note 39)

The financial statements comprise the Consolidated Financial Statements of the Company, its subsidiaries and its joint venture for the year ended 31 March 2023 and 31 March 2022.

The Company consolidates all entities which are controlled by it.

The Company establishes control when; it has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect the entity's returns by using its power over the entity.

Subsidiaries are consolidated from the date control commences until the date control ceases.

The results of subsidiaries acquired, or sold, during the year are consolidated from the effective date of acquisition and up to the effective date of disposal, as appropriate.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All inter-company transactions, balances and income and expenses are eliminated in full on consolidation.

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

#### Investment in Joint venture

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement

have rights to the net assets of the arrangement. The results, assets and liabilities of a joint venture are incorporated in these financial statements using the equity method of accounting as described below.

#### Equity method of accounting

An interest in a joint venture is accounted for using the equity method from the date in which the investee becomes a joint venture and is recognized initially at cost. The financial statements include the Company's share of profits or losses and equity movements of equity accounted investees, from the date joint control commences until the date joint control ceases. When the Company's share of losses exceeds its interest in an equity accounted investee, the carrying amount of that interest (including any long-term investments in the nature of net investments) is reduced to nil and the recognition of further losses is discontinued except to the extent that the Company has an obligation or has made payments on behalf of the investee.

When the Company transacts with a joint venture of the Company, unrealized profits and losses are eliminated to the extent of the Company's interest in its joint venture.

#### Treasury Shares

When any entity within the Group (Tata Technologies Limited and its subsidiaries) purchases the Company's ordinary shares, the consideration paid including any directly attributable incremental cost is presented as a deduction from total equity, until they are cancelled, sold or reissued. When treasury shares are sold or reissued subsequently, the amount received is recognized as an increase in equity, and the resulting surplus or deficit on the transaction is transferred to/from share premium.

### 2.3 Foreign currency transaction and translation

#### (i) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is the Company's functional and presentation currency.

## Notes Forming Part of the Consolidated Financial Statement

### (ii) Transactions and balances

Transactions in foreign currency are translated into the functional currency using the exchange rates prevailing at the date of the transaction. Foreign-currency denominated monetary assets and liabilities are re-instated into the functional currency at exchange rates at the balance sheet date. The gains or losses resulting from such translations are included in the statement of profit and loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

### (iii) Foreign operations

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into presentation currency as follows:

- Assets and liabilities are translated at the closing rate at the date of the Balance Sheet
- Income and expense items are translated at the average exchange rates for the respective months (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions).
- All resulting exchange differences are recognized in other comprehensive income and held in foreign currency translation reserve (FCTR), a component of equity. When a foreign operation is disposed of, the relevant amount recognized in FCTR is transferred to the statement of income as part of the profit or loss on disposal.

### 2.4 Revenue recognition

The Group earns revenue primarily from providing Engineering, Research and Development (ER&D) services, Digital Enterprise Solutions (DES) services, solutions for education business and Product Lifecycle Management (PLM) services and products

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Group expects to receive in exchange for those products or services.

- Revenue from time and material contracts is recognized and measured by units delivered and efforts expended.
- Revenue related to fixed price maintenance and support services contracts where the Group is standing ready to provide services is recognized based on time elapsed mode and revenue is straight lined over the period of performance.
- In respect of other fixed-price contracts, revenue is recognized using percentage-of-completion method ('POC method') of accounting with contract cost incurred determining the degree of completion of the performance obligation.
- Revenue from the sale of internally developed software and third-party is recognized upfront at the point in time when the software is delivered to the customer. In cases where implementation and / or customization services rendered significantly modifies or customizes the software, these services and software are accounted for as a single performance obligation and revenue is recognized over time on a POC method.
- Revenue from the sale of third party manufactured products / hardware is recognized at the point in time when control is transferred to the customer.
- The Group is also in business of solutions for education business and in business of supply of third-party software. In such cases, revenue for supply of such third-party products are recorded at gross or net basis depending on whether the Group is acting as the principal or as

## Notes Forming Part of the Consolidated Financial Statement

an agent of the customer. The Group recognizes revenue in the gross amount of consideration when it is acting as a principal and at net amount of consideration when it is acting as an agent.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Invoices are usually payable based on the credit terms agreed with customers which vary up to 90 days.

Contract assets are recognized when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue ("contract liability") is recognized when there are billings in excess of revenues.

In accordance with Ind AS 37, the Group recognizes an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Contracts are subject to modification to account for changes in contract specification and requirements. The Group reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation a cumulative adjustment is accounted for.

Use of significant judgements in revenue recognition

- The Group's contracts with customers could include promises to transfer multiple products and services to a customer. The Group assesses the products / services promised in a contract and identifies distinct performance obligations

in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.

- Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur and is reassessed at the end of each reporting period. The Group allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.
- The Group uses judgement to determine an appropriate standalone selling price for a performance obligation. The Group allocates the transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct product or service promised in the contract. Where standalone selling price is not observable, the Group uses the expected cost-plus margin approach to allocate the transaction price to each distinct performance obligation.
- The Group exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Group considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it



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is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

- Contract fulfilment costs are generally expensed as incurred except where they meet the criteria for capitalization. The assessment of this criteria requires the application of judgement, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered.

### 2.5 Property, plant and equipment

#### (i) Recognition and measurement:

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Cost includes expenditures directly attributable to the acquisition of the asset. General and specific borrowing costs directly attributable to the construction of a qualifying asset are capitalized as part of the cost. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by management.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably.

The carrying amount of any component accounted for as a separate asset is derecognised when discarded / scrapped. All other repairs and maintenance costs are charged to profit and loss in the reporting period in which they occur.

Deposits and advances paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the

cost of property, plant and equipment not available for use before such date are disclosed under capital work-in-progress.

As asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

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

#### (ii) Depreciation:

The Company depreciates property, plant and equipment over their estimated useful lives using the straight-line method considering the nature, estimated usage, operating conditions, past history of replacement and anticipated technological changes. Taking into account these factors, the Company has decided to retain the useful life hitherto adopted for various categories of property, plant and equipment, which are different from those prescribed in Schedule II of the Act.

The estimated useful lives of assets are as follows:

Type of Asset	Useful life
Lease hold improvements	Lower of Lease period or estimated useful life
Buildings	15 to 25 years
Plant and machinery	1 to 21 years
Computer equipment's	1 to 4 years
Vehicles	3 to 11 years
Furniture & fixtures	1 to 21 years
Software	1 to 4 years

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end with the effect of any changes in the estimate accounted for on a prospective basis.

### 2.6 Intangible assets

Intangible assets are stated at cost less accumulated amortization and impairment, if any. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. Amortization

## Notes Forming Part of the Consolidated Financial Statement

methods and useful lives are reviewed periodically including at each financial year end.

Internally generated intangible asset arising from development activity is recognised at cost on demonstration of its technical feasibility, the intention and ability of the Company to complete, use or sell it, only if, it is probable that the asset would generate future economic benefit and the expenditure attributable to the said assets during its development can be measured reliably.

Software not exceeding ₹ 25,000 is charged off to the statement of profit and loss.

### 2.7 Business combination

The Company accounts for its business combinations under acquisition method of accounting under the provisions of IND AS 103, Business Combinations. Acquisition related costs are recognised in profit or loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the condition for recognition are recognised at their fair values at the acquisition date.

Purchase consideration paid in excess of the fair value of net assets acquired is recognised as goodwill. Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, after reassessing the fair values of the net assets and contingent liabilities, the excess is recognised as capital reserve.

The interest of non-controlling shareholders (if any) is initially measured either at fair value or at the non-controlling interests' proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity of subsidiaries.

Goodwill represents the cost of acquired business as established at the date of acquisition of the business in excess of the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities less accumulated impairment losses, if any.

Goodwill is tested for impairment annually or when events or circumstances indicate that the implied fair value of goodwill is less than its carrying amount.

Business combinations between entities under common control is accounted for at carrying value.

Transaction costs that the Group incurs in connection with a business combination such as finder's fees, legal fees, due diligence fees, and other professional and consulting fees are expensed as incurred.

### 2.8 Research and development cost

Research costs are expensed as incurred. Development expenditure incurred on an individual project is recognized as an intangible asset when the Company can demonstrate:

- technical feasibility of completing the intangible asset so that it will be available for use or sale;
- its intention to complete the asset;
- its ability to use or sell the asset;
- how the asset will generate probable future economic benefits and
- the availability of adequate resources to complete the development.

### 2.9 Financial instruments

#### (a) Financial assets:

##### (i) Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit and loss), and
- those measured at amortised cost

The classification depends on the entity's business model for managing the financial assets and the contractual cash flow characteristics.

For investments in debt instruments, this will depend on business model in which the investment is held. For investments

## Notes Forming Part of the Consolidated Financial Statement

in equity instruments, this will depend on whether the company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

**(ii) Initial recognition:**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. However trade receivables that do not contain a significant financing component are measured at transaction price.

**(iii) Measurement:**

Subsequent to initial recognition, non-derivative financial instruments are measured as described below:

**Cash and cash equivalents:**

The Group's cash and cash equivalents consist of cash on hand and in banks and demand deposits with banks (half year or less from the date of acquisition). For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks (half year or less from the date of acquisition), net of outstanding bank overdrafts that are repayable on demand and are considered part of the Company's cash management system. In the balance sheet, bank overdrafts are presented under borrowings within current liabilities.

**Financial assets carried at amortised cost:**

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold

the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**Financial assets at fair value through other comprehensive income (FVOCI):**

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

**Financial assets at fair value through profit or loss (FVTPL):**

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

**(iv) Impairment of financial assets:**

The Group assesses at each date of balance sheet 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. In determining the allowances for doubtful trade receivables, the Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based

## Notes Forming Part of the Consolidated Financial Statement

on the ageing of the receivables that are due and rates used in the provision matrix. 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.

### (v) Derecognition of financial assets:

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 derecognition under IND AS 109.
- retains contractual rights to receive the cash flows of the financial asset but assumes a contractual obligation to pay the cash flows to one or more recipients.

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

## 2.9 Financial liabilities

### (i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

### (ii) Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification, as described below:

#### Financial liabilities at amortised cost:

Borrowings, trade and other payables are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest method. For these financial instruments, the carrying amounts approximate fair value due to the short-term maturity of these instruments.

### (iii) Derecognition

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

### (iv) Derivative financial instruments

The Group is exposed to foreign currency fluctuations on foreign currency assets, liabilities, net investment in foreign operations and forecasted cash flows denominated in foreign currency.

The Group limits the effect of foreign exchange rate fluctuations by following established risk management policies including the use of derivatives. The Group enters into derivative financial instruments where the counterparty is primarily a bank.

Although the Group believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109, Financial Instruments. Any derivative that is either not designated a hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a

## Notes Forming Part of the Consolidated Financial Statement

financial asset or financial liability, at fair value through profit or loss.

Derivatives not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in net profit in the statement of profit and loss when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through profit or loss and the resulting exchange gains or losses are included in other income. Assets / liabilities in this category are presented as current assets / current liabilities if they are either held for trading or are expected to be realized within 12 months after the balance sheet date.

### 2.10 Impairment-Non Financial assets

Intangible assets, property, plant and equipment and right to use assets

At each balance sheet date, the Company assesses whether there is any indication that any property, plant and equipment, intangible assets with finite lives and right to use assets may be impaired. If any such impairment exists the recoverable amount of an asset is estimated to determine the extent of impairment, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Intangible assets with indefinite useful lives and intangible assets not yet available for use, are tested for impairment annually at each balance sheet date, or earlier, if there is an indication that the asset may be impaired.

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

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its

carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the income statement.

As at March 31, 2023, none of the Company's property, plant and equipment and intangible assets and right to use assets were considered impaired.

### 2.11 Provisions and contingent liabilities

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which the reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are determined at present value based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the financial statements.

### 2.12 Earnings per equity share:

Basic earnings per share is computed using the weighted average number of equity shares outstanding during the year adjusted for treasury shares held. Diluted earnings per share is computed using the weighted average number of shares during the year adjusted for treasury shares held and dilutive

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potential shares, except where the result would be anti-dilutive.

### 2.13 Taxation

Income tax comprises current and deferred taxes. Income tax expense is recognized in the income statement except when they relate to items that are recognized outside profit or loss (whether in other comprehensive income or directly in equity), in which case tax is also recognized outside profit or loss, or where they arise from the initial accounting for business combination.

#### (i) Current income tax:

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted as at the reporting date and applicable for the year. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and liability simultaneously.

#### (ii) Deferred income tax:

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax assets are recognized to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

Deferred income tax liabilities are recognized for all taxable temporary differences except in respect of taxable temporary differences associated with investments in subsidiaries, associates and foreign branches where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

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

The Company offsets deferred income tax assets and liabilities, where it has a legally enforceable right to offset current tax assets against current tax liabilities, and they relate to taxes levied by the same taxation authority on either the same taxable entity, or on different taxable entities where there is an intention to settle the current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

#### (iii) Minimum Alternate Tax (MAT)

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as a deferred tax asset if there is convincing evidence that the Company will pay normal income tax in the future.

### 2.14 Employee benefits:

#### (i) Post-employment benefit plans:

The Company participates in various employee benefit plans. Pensions and other post-employment benefits are classified as either defined contribution plans or defined



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benefit plans. Under a defined contribution plan, the Company's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The related actuarial and investment risks fall on the employee. The expenditure for defined contribution plans is recognized as an expense during the period when the employee provides service. Under a defined benefit plan, it is the Company's obligation to provide agreed benefits to the employees. The related actuarial and investment risks fall on the Company. The present value of the defined benefit obligations is calculated by an independent actuary using the projected unit credit method.

The Company has the following employee benefit plans:

**a. Provident fund**

In accordance with Indian law, Eligible employees of the Company receive benefits from a provident fund, which is a defined contribution plan. Both, the eligible employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary. The Company has no further obligations under this scheme beyond its periodic contributions.

**b. Superannuation**

The Company has two superannuation plans, a defined benefit plan and a defined contribution plan. An eligible employee on April 1, 1996 could elect to be a member of either plan.

Employees who are members of the defined benefit superannuation plan are entitled to benefits depending on the years of service and salary drawn. The monthly pension benefits after retirement range from 0.75% to 2% of the annual basic salary for each year of service. The Company account for superannuation benefits payable in future under the plan based on an estimated basis

for the period end and on an independent actuarial valuation as on the Balance Sheet date.

Re-measurements, comprising actuarial gains and losses, the effect of changes to asset ceiling (if applicable) and the return on plan assets (excluding net interest), is recognized in other comprehensive income in the period in which they occur. Re-measurements recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognized in the Statement of Profit or Loss in the period of plan amendment.

With effect from April 1, 2003, this plan was amended and benefits earned by covered employees have been protected as at March 31, 2003. Employees covered by this plan are prospectively entitled to benefits computed on a basis that ensures that the annual cost of providing the pension benefits would not exceed 15% of salary.

Separate irrevocable trusts are maintained for employees covered and entitled to benefits. The Company contribute up to 15% of the eligible employees' basic salary to the trust every year. Such contributions are recognized as an expense when incurred. The Company has no further obligation beyond this contribution.

**c. Gratuity**

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump-sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 to 30 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The Company makes annual contributions to gratuity funds established as trusts.

## Notes Forming Part of the Consolidated Financial Statement

The Company account for the liability for gratuity benefits payable in the future based on an estimated basis for the period end and on an independent actuarial valuation under Projected Unit Cost method as on the Balance Sheet date.

Re-measurements, comprising actuarial gains and losses, the effect of changes to asset ceiling (if applicable) and the return on plan assets (excluding net interest), is recognized in other comprehensive income in the period in which they occur. Re-measurements recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognized in the Statement of Profit or Loss in the period of plan amendment.

Costs comprising service cost (including current and past service cost and gains and losses on curtailments and settlements) and net interest expense or income is recognized in profit or loss.

The obligation recognized in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

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

**d. Bhavishya Kalyan Yojana (BKY)**

Bhavishya Kalyan Yojana is an unfunded defined benefit plan for employees of the Company. The benefits of the plan include pension in certain cases, payable up to the date of normal superannuation

had the employee been in service, to an eligible employee at the time of death or permanent disablement, while in service, either as a result of an injury or as certified by the appropriate authority. The monthly payment to dependents of the deceased / disabled employee under the plan equals 50% of the basic salary drawn at the time of death or accident or a specified amount, whichever is greater. The Company account for the liability for BKY benefits payable in the future based on an estimated basis for the period end and on an independent actuarial valuation under Projected Unit Cost method as on the Balance Sheet date.

Re-measurements, comprising actuarial gains and losses, the effect of changes to asset ceiling (if applicable) and the return on plan assets (excluding net interest), is recognized in other comprehensive income in the period in which they occur. Re-measurements recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognized in the Statement of Profit or Loss in the period of plan amendment.

Costs comprising service cost (including current and past service cost and gains and losses on curtailments and settlements) and net interest expense or income is recognized in profit or loss.

The obligation recognized in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

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

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when the actual settlement is expected to occur.

The Parent Company has replaced its employee benefit scheme BKY with Group Term Life Insurance (GTL) policy with effect from November 2019. Accordingly, with effect from December 2019, the Company has continued to carry obligation under this scheme based on actuarial valuation for those beneficiaries having claims under this scheme before the date of discontinuation.

**e. Post-retirement medicare scheme**

Under this unfunded scheme, employees of the Company receive medical benefits subject to certain limits on amounts of benefits, periods after retirement and types of benefits, depending on their grade and location at the time of retirement. Employees separated from the Company as part of an Early Separation Scheme, on medical grounds or due to permanent disablement are also covered under the scheme. The Company account for the liability for post-retirement medical scheme based on an estimated basis for the period end and on an independent actuarial valuation under Projected Unit Cost method at the year end.

Re-measurements, comprising actuarial gains and losses, the effect of changes to asset ceiling (if applicable) and the return on plan assets (excluding net interest), is recognized in other comprehensive income in the period in which they occur. Re-measurements recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognized in the Statement of Profit or Loss in the period of plan amendment.

Costs comprising service cost (including current and past service cost and gains and losses on curtailments and settlements) and net interest expense or income is recognized in profit or loss.

The obligation recognized in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

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

During the year ended March 31, 2021, the Parent Company has curtailed its Post-retirement Medicare scheme, which is an unfunded defined benefit plan to exclude all employees who will retire after December 31, 2020. Accordingly, with effect from January 2021, the carrying value of liability has been recognised based on an independent actuarial valuation under Projected Unit Cost method for those beneficiaries having claims under this scheme before the date of discontinuation.

**(ii) Compensated absences**

The Company provides for the encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment. The liability is provided based on number of days of unutilized leave at each balance sheet date based on an estimated basis for the period end and on an independent actuarial valuation under Projected Unit Cost method at the year end.

### **2.15 Share based payments**

Share-based compensation benefits are provided to the employees via the Share based long term incentive scheme 2022 ("SLTI 2022").

## Notes Forming Part of the Consolidated Financial Statement

### Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised, together with a corresponding increase in share options outstanding account in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

### Cash-settled transactions

The cost of cash-settled transactions is measured initially at fair value at the grant date. This fair value is expensed over the period until the vesting date with recognition of a corresponding liability. The liability is remeasured to fair value at each reporting date up to, and including the settlement date, with changes in fair value recognised in employee benefits expense

### 2.16 Dividends

Dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors as per Ind AS 10.

### 2.17 Government Grants and Incentives

Government Grant and Incentives are recognised when there is a reasonable assurance that the Group will comply with the relevant conditions and the incentive will be received. Incentives are recorded at fair value where applicable. Incentives are recognised in the statement of profit and loss, either on a systematic basis when the company recognises, as expenses, the related costs that the incentives are intended to compensate or, immediately if the costs have already been incurred. Incentives related to income are presented as an offset against the related expenditure, and government grants that are awarded as incentives with no ongoing performance obligations to the Group are recognised as income in the period in which the grant is received.

### 2.18 Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Group as a lessee The Group accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

## Notes Forming Part of the Consolidated Financial Statement

### Group as a lessee

The Group recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate. For leases with reasonably similar characteristics, the Group, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Group is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring

the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Group recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the re-measurement in statement of profit and loss.

The Group has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

### Group as a lessor

At the inception of the lease the Group classifies each of its leases as either an operating lease or a finance lease. The Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Group is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short term lease to which the Group applies the exemption described above, then it classifies the sub-lease as an operating lease.

If an arrangement contains lease and non-lease components, the Group applies Ind AS 115 Revenue from contracts with customers to allocate the consideration in the contract

### Sub lease

At the inception of the sub lease contract, the Group classifies the sub lease as a finance lease or an operating lease based on criteria in Ind AS 116 Lease.

## Notes Forming Part of the Consolidated Financial Statement

The sub lease which is classified as an operating lease, the lease liability and right to use of the head lease is not derecognised. The lease income which would be received from the sub lease over the lease term is recognised as other income in the Statement of Profit or Loss Account.

The sub lease which is classified as a finance lease, the lease liability of the head lease is not derecognised, instead the right to use asset of the head lease is derecognised and net investment in sub lease is recognised. The interest income received on the net investment in sub lease is recognised in Statement of Profit or Loss Account over the lease term.

### 2.19 Cost recognition

Costs and expenses are recognised when incurred and have been classified according to their nature.

### 2.20 Exceptional items

The Group considers exceptional items to be those which derive from events or transactions which are significant for separate disclosure by virtue of their size or incidence in order for the user to obtain a proper understanding of the Group's financial performance. These items include, but are not limited to, acquisition costs, impairment charges, restructuring costs and profits and losses on disposal of subsidiaries, contingent consideration and other one off items which meet this definition. To provide a better understanding of the underlying results of the period, exceptional items are reported separately in the Statement of Profit and Loss.

### 2.21 Recent Indian Accounting Standards (Ind AS) and Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023, as below:

#### Ind AS 1 – Presentation of Financial Statements

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Group does not expect this amendment to have any significant impact in its financial statements.

#### Ind AS 12 – Income Taxes

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Group is evaluating the impact, if any, in its financial statements.

#### Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Group does not expect this amendment to have any significant impact in its financial statements.



## Notes Forming Part of the Consolidated Financial Statement

### 3 Property, Plant and Equipment

(Amount in ₹ Crore)

	Buildings	Plant & Machinery and Equipments – Owned	Computers	Furniture and fixtures	Vehicles	Leasehold Improvements	Total
<b>Gross carrying value as of April 1, 2021</b>	17.79	41.76	140.93	32.93	2.58	29.35	265.34
Additions	-	0.85	53.69	1.10	1.33	-	56.97
Currency translation differences	-	(0.27)	(0.04)	0.15	0.06	(0.10)	(0.20)
Disposals	-	(0.15)	(1.08)	(0.15)	(0.35)	(0.23)	(1.96)
<b>Gross carrying value as of March 31, 2022</b>	17.79	42.19	193.50	34.03	3.62	29.02	320.15
<b>Accumulated depreciation as of April 1, 2021</b>	7.53	22.37	116.16	19.98	2.58	9.48	178.10
Depreciation for the year	1.27	3.57	18.42	2.92	0.44	2.78	29.40
Currency translation differences	-	(0.18)	(0.09)	0.01	0.05	(0.11)	(0.32)
Accumulated depreciation on disposals	-	(0.08)	(1.07)	(0.15)	(0.03)	(0.23)	(1.56)
<b>Accumulated depreciation as of March 31, 2022</b>	8.80	25.68	133.42	22.76	3.04	11.92	205.62
<b>Net carrying value as of March 31, 2022</b>	8.99	16.51	60.08	11.27	0.58	17.10	114.53
<b>Gross carrying value as of April 1, 2022</b>	17.79	42.19	193.50	34.03	3.62	29.02	320.15
Additions	0.07	4.42	37.70	1.37	-	-	43.56
Currency translation differences	-	0.43	2.47	0.98	0.18	0.84	4.90
Disposals	(0.06)	(0.27)	(2.43)	(0.66)	(0.27)	-	(3.69)
<b>Gross carrying value as of March 31, 2023</b>	17.80	46.77	231.24	35.72	3.53	29.86	364.92
<b>Accumulated depreciation as of April 1, 2022</b>	8.80	25.68	133.42	22.76	3.04	11.92	205.62
Depreciation for the year	1.25	3.06	28.97	2.51	0.33	2.36	38.48
Currency translation differences	-	0.27	2.45	0.71	0.16	0.39	3.98
Accumulated depreciation on disposals	(0.05)	(0.20)	(2.18)	(0.61)	(0.27)	-	(3.31)
<b>Accumulated depreciation as of March 31, 2023</b>	10.00	28.81	162.66	25.37	3.26	14.67	244.77
<b>Net carrying value as of March 31, 2023</b>	7.80	17.96	68.58	10.35	0.27	15.19	120.15

(i) Contractual obligations: The estimated amount of contracts remaining to be executed on capital account, and not provided for is ₹ 13.55 crore as at March 31, 2023 (₹ 10.91 crore as at March 31, 2022).

(ii) Ageing schedule of Capital Work in Progress (CWIP) as on March 31, 2023

(Amount in ₹ Crore)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	2.65	-	-	-	2.65

(iii) Ageing schedule of Capital Work in Progress (CWIP) as on March 31, 2022

(Amount in ₹ Crore)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	0.26	-	-	-	0.26

## Notes Forming Part of the Consolidated Financial Statement

### 4 Right-of-use-asset

(Amount in ₹ Crore)

	Commercial Premises	Land	Residential Premises	Plant, machinery and equipments	Vehicles	Total
<b>Gross carrying value as at April 1, 2021</b>	<b>282.87</b>	<b>3.30</b>	<b>1.41</b>	<b>0.18</b>	<b>12.53</b>	<b>300.29</b>
Additions	28.54	-	-	-	5.76	34.30
Currency translation differences	(0.53)	-	-	-	(0.10)	(0.63)
Disposals	(14.39)	-	-	-	(1.48)	(15.87)
Reclass to net investment in sub lease (Refer Note (i))	(44.00)	-	-	-	-	(44.00)
Other adjustments	1.43	-	-	-	-	1.43
<b>Gross carrying value as of March 31, 2022</b>	<b>253.92</b>	<b>3.30</b>	<b>1.41</b>	<b>0.18</b>	<b>16.71</b>	<b>275.52</b>
<b>Accumulated depreciation as at April 1, 2021</b>	<b>58.52</b>	<b>0.08</b>	<b>1.26</b>	<b>0.14</b>	<b>7.65</b>	<b>67.65</b>
Depreciation for the year	31.98	0.04	0.08	0.04	3.44	35.58
Disposals	(4.94)	-	-	-	(1.34)	(6.28)
Reclass to net investment in sub lease (Refer Note (i))	(9.65)	-	-	-	-	(9.65)
Other adjustments	0.98	-	-	-	-	0.98
Currency translation differences	(0.49)	-	-	-	(0.12)	(0.61)
<b>Accumulated depreciation as of March 31, 2022</b>	<b>76.40</b>	<b>0.12</b>	<b>1.34</b>	<b>0.18</b>	<b>9.63</b>	<b>87.67</b>
<b>Net carrying value as of March 31, 2022</b>	<b>177.52</b>	<b>3.18</b>	<b>0.07</b>	<b>-</b>	<b>7.08</b>	<b>187.85</b>
<b>Gross carrying value as at April 1, 2022</b>	<b>253.92</b>	<b>3.30</b>	<b>1.41</b>	<b>0.18</b>	<b>16.71</b>	<b>275.52</b>
Additions	16.74	-	0.27	-	9.66	26.67
Currency translation differences	5.85	-	-	-	0.27	6.12
Disposals	-	-	-	-	(1.11)	(1.11)
Other adjustments	0.17	-	-	-	-	0.17
<b>Gross carrying value as of March 31, 2023</b>	<b>276.68</b>	<b>3.30</b>	<b>1.68</b>	<b>0.18</b>	<b>25.53</b>	<b>307.37</b>
<b>Accumulated depreciation as at April 1, 2022</b>	<b>76.40</b>	<b>0.12</b>	<b>1.34</b>	<b>0.18</b>	<b>9.63</b>	<b>87.67</b>
Depreciation for the year	32.86	0.04	0.09	-	4.60	37.59
Disposals	-	-	-	-	(1.08)	(1.08)
Currency translation differences	2.58	-	-	-	0.32	2.90
<b>Accumulated depreciation as of March 31, 2023</b>	<b>111.84</b>	<b>0.16</b>	<b>1.43</b>	<b>0.18</b>	<b>13.47</b>	<b>127.08</b>
<b>Net carrying value as of March 31, 2023</b>	<b>164.84</b>	<b>3.14</b>	<b>0.25</b>	<b>-</b>	<b>12.06</b>	<b>180.29</b>

#### Note (i)

During year ended March 31, 2022, Tata Technologies Europe Limited ("TTEL") has entered into sub lease arrangement for the building with the lessee for the remaining lease term of the head lease. The sub lease is classified as a finance lease. The net investment in sub lease, recognised is ₹ 34.35 crore. (Refer Note 15).

## Notes Forming Part of the Consolidated Financial Statement

### 5 Goodwill

#### 5(i) Goodwill Movement

(Amount in ₹ Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
As at the beginning of the year	729.30	725.90
Translation difference	33.62	3.40
<b>Balance as at the end of the year</b>	<b>762.92</b>	<b>729.30</b>

#### 5(ii) Goodwill Impairment

Goodwill has been allocated to the service segment of the Group as Cash Generating Units (“CGUs”).

The movement in goodwill during the year is on account of foreign exchange fluctuation.

Goodwill is tested for impairment annually. The recoverable amount of the cash generating unit was determined based on value in use. Value in use was determined based on future cash flows, which requires use of assumptions such as growth in the sales, gross margin and operating income margin.

The assumptions are build basis the group’s past experience, the existing economic conditions and trends, estimated future growth rates and anticipated future economic conditions. None of the key assumptions are sensitive to any of the CGU’s recoverable amount.

The calculations use financial budgets approved by the management covering a five-year period. Cash flows beyond the five-year period are extrapolated using estimated long-term growth rate of 5% as at March 31, 2023 (March 31, 2022: 2%). These growth rates are consistent with forecasts included in the industry reports. The discount rate considered is 14.996% as at March 31, 2023 (March 31, 2022: 14.607%).

An analysis of the sensitivity of the computation to a change in key assumptions (operating margin, discount rates and long-term average growth rate), based on any reasonable change, did not identify any probable scenario in which the recoverable amount of the CGU would decrease below its carrying amount.

### 6 Other Intangible assets

(Other than internally generated)

(Amount in ₹ Crore)

	Software Licenses	Customer Relationship	Total
<b>Gross carrying value as of April 1, 2021</b>	<b>136.20</b>	<b>25.62</b>	<b>161.82</b>
Additions	13.25	-	13.25
Currency translation differences	0.24	(0.78)	(0.54)
Disposal	-	-	-
<b>Gross carrying value as of March 31, 2022</b>	<b>149.69</b>	<b>24.84</b>	<b>174.53</b>
<b>Accumulated amortisation as of April 1, 2021</b>	<b>108.17</b>	<b>9.62</b>	<b>117.79</b>
Amortization for the year	18.10	2.63	20.73
Currency translation differences	0.20	(0.41)	(0.21)
Accumulated amortisation on disposals	-	-	-
<b>Accumulated amortisation as of March 31, 2022</b>	<b>126.47</b>	<b>11.84</b>	<b>138.31</b>
<b>Net carrying value as of March 31, 2022</b>	<b>23.22</b>	<b>13.00</b>	<b>36.22</b>

## Notes Forming Part of the Consolidated Financial Statement

(Amount in ₹ Crore)

	Software Licenses	Customer Relationship	Total
<b>Gross carrying value as of April 1, 2022</b>	<b>149.69</b>	<b>24.84</b>	<b>174.53</b>
Additions	14.59	-	14.59
Currency translation differences	2.15	(0.58)	1.57
Disposal	-	-	-
<b>Gross carrying value as of March 31, 2023</b>	<b>166.43</b>	<b>24.26</b>	<b>190.69</b>
<b>Accumulated amortisation as of April 1, 2022</b>	<b>126.47</b>	<b>11.84</b>	<b>138.31</b>
Amortization for the year	16.08	2.40	18.48
Currency translation differences	2.16	(0.22)	1.94
Accumulated amortisation on disposals	-	-	-
<b>Accumulated amortisation as of March 31, 2023</b>	<b>144.71</b>	<b>14.02</b>	<b>158.73</b>
<b>Net carrying value as of March 31, 2023</b>	<b>21.72</b>	<b>10.24</b>	<b>31.96</b>

(i) Details of Intangible assets under development are as under:

(Amount in ₹ Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	-	0.07
Addition during the year	0.26	-
Capitalized during the year	(0.16)	(0.07)
<b>Balance at the end of the year</b>	<b>0.10</b>	<b>-</b>

(ii) Contractual obligation : The estimated amount of contracts remaining to be executed on capital account, and not provided for is ₹ 7.31 crore as at March 31, 2023 (₹ 1.87 crore as at March 31, 2022).

(iii) Ageing schedule of Intangible assets under development as on March 31, 2023

(Amount in ₹ Crore)

Particulars	Amount in intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	0.10	-	-	-	0.10

(iv) Ageing schedule of Intangible assets under development as on March 31, 2022

(Amount in ₹ Crore)

Particulars	Amount in intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-

## Notes Forming Part of the Consolidated Financial Statement

### 7 Investment in Joint Venture

#### Joint ventures:

- (i) Details of the Company's joint venture as at March 31, 2023 are as follows:

Name of joint venture	Principal place of the business	% of holding	
		As at March 31, 2023	As at March 31, 2022
TATA HAL Technologies Ltd (THTL)	India	-	50%

The Company has a joint venture with Hindustan Aeronautics Ltd., TATA HAL Technologies Ltd (THTL) for providing engineering and design solutions and services in the domain of aerostructures for aerospace industry. The summarized financial information in respect of THTL that is accounted for using the equity method is set forth below.

- (ii) Summarised financial information of the company in respect of the the Company's joint venture is set out below:

(Amount in ₹ Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
Current assets	-	0.75
Current liabilities	-	0.06
<b>The above amounts of assets and liabilities include the following:</b>		
Cash and cash equivalents	-	0.20
<b>Share of net assets of joint venture</b>	<b>-</b>	<b>0.35</b>

(Amount in ₹ Crore)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Revenue	-	-
Net income/(loss)	-	(0.18)
Other comprehensive income	-	-
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>(0.18)</b>
<b>The above net income includes the following:</b>		
Interest income	-	-
Interest expense	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

- (iii) Reconciliation of above summarized financial information to the carrying amount of the interest in the joint venture recognized in the consolidated financial statements:

(Amount in ₹ Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
Net assets of the joint venture	-	0.69
Proportion of the Company's interest in joint venture	-	0.35
<b>Carrying amount of the Company's interest in joint venture</b>	<b>-</b>	<b>0.35</b>

## Notes Forming Part of the Consolidated Financial Statement

(Amount in ₹ Crore)

Particulars	Year ended	
	March 31, 2023	March 31, 2022
Summary of Company's share of profit/(loss) in equity accounted investees	-	(0.09)

- (iv) Having regard to the future business strategy/plans of the joint venture and considering their current financial position, the Company recognized a provision for impairment loss of ₹ 5.07 crores during the year ended March 31, 2017, in respect of its investment in joint venture.
- (v) The Board and Shareholders of the joint venture have approved the voluntary liquidation of the Company and have appointed Mr. Thirupal Gorige, Insolvency Professional, as the liquidator of the Company on June 8, 2021. The winding up process is completed on March 17, 2023, Vide order dated March 17, 2023 of the Honorable National Company Law Tribunal.

Aggregate book value of unquoted investments	-	5.07
Aggregate value of impairment	-	5.07

### 8 INVESTMENTS

(Amount in ₹ Crore)

	As at March 31, 2023		As at March 31, 2022	
	Units	Amount	Units	Amount
<b>CURRENT</b>				
<b>Quoted:</b>				
<b>i) Investment carried at Fair value through Profit and Loss (FVTPL)</b>				
SBI Premier Liquid Fund – DIRECT Growth	8,525	3.00	150,049	50.01
Birla Sun Life Cash Plus–Growth	-	-	2,915,499	100.04
Axis Liquid Fund–Direct–Growth–CFDG	-	-	423,111	100.03
Kotak Liquid Fund Direct Plan Growth	18,162	8.26	63,921	27.51
ICICI Prudential Liquid – Direct Plan – Growth	-	-	3,173,273	100.04
SBI Liquid Fund Regular Growth	-	-	151,061	50.01
HDFC Liquid Fund –Direct Plan – Growth	-	-	239,055	100.04
UTI Liquid Cash Plan – Regular Plan–Growth	4,114	1.52	-	-
UTI Liquid Cash Plan – Direct Plan – Growth Option	5,429	2.00	-	-
Aditya Birla Sun Life Overnight Fund	24,747	3.00	-	-
Axis Overnight Fund Direct Growth	67,489	8.00	-	-
SBI Overnight Fund Direct Growth	10,963	4.00	-	-
<b>Total Investment carried at Fair value through Profit and Loss (FVTPL)</b>		<b>29.78</b>		<b>527.68</b>
<b>Total Current Investments</b>		<b>29.78</b>		<b>527.68</b>
Aggregate book value of quoted investments		29.78		527.68
Aggregate market value of quoted investments		29.78		527.68
Aggregate book value of unquoted investments		-		-
Aggregate value of impairment		-		-



## Notes Forming Part of the Consolidated Financial Statement

### 9 LOANS

(Amount in ₹ Crore)

	As at March 31, 2023	As at March 31, 2022
<b>NON-CURRENT</b>		
<b>(Unsecured, considered good)</b>		
(a) Loans and advances to employees	-	0.04
<b>Total</b>	<b>-</b>	<b>0.04</b>
<b>CURRENT</b>		
<b>(Unsecured, considered good)</b>		
(a) Loans to related parties (Refer Note 38(b))		
- Inter corporate deposits	484.75	42.50
(b) Loans and advances to employees	5.94	4.06
Less : Provision for doubtful receivables	(0.47)	(0.31)
<b>Total</b>	<b>490.22</b>	<b>46.25</b>

#### Disclosure of the loan granted which are repayable on demand

(Amount in ₹ Crore)

Type of borrowers	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans (including current and non-current)	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans (including current and non-current)
	March 31, 2023	March 31, 2023	March 31, 2022	March 31, 2022
Promoter	484.75	100.00%	42.50	100.00%
Directors	-	-	-	-
Key Managerial Personnel ("KMP")	-	-	-	-
Related Parties	-	-	-	-

The above intercompany deposits are in compliance with the companies act and have been given for business purpose. The rate of interest on the intercorporate deposits is in range of 5% to 7.05% as on March 31, 2023 ( 5% as on March 31, 2022).

### 10 (i) Income tax assets/(liabilities)

(Amount in ₹ Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
Non-current Income Tax Assets (Net)	30.52	30.30
Current Income Tax Assets (Net)	32.62	10.72
Income Tax Liabilities (Net)	61.64	21.60
<b>Net income tax assets /(liability)</b>	<b>1.50</b>	<b>19.42</b>

## Notes Forming Part of the Consolidated Financial Statement

### 10 (ii) Movement in income tax assets/(liabilities)

The gross movement in income tax assets/(liabilities) for the year ended March 31, 2023 and year ended March 31, 2022 is as follows:

(Amount in ₹ Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
Net Current Income Tax Assets at beginning of the year	19.42	50.52
Income Tax Paid (Net)	242.92	127.82
Translation Differences	0.32	(0.25)
Current Income Tax Expense	(261.16)	(158.67)
<b>Net Income Tax Assets at the end of the year</b>	<b>1.50</b>	<b>19.42</b>

### 10 (iii) DEFERRED TAX ASSETS (NET)

(Amount in ₹ Crore)

Significant components and movements in deferred tax assets and liabilities for the year ended March 31, 2023:	As at April 1, 2022	Recognised in statement of profit and loss	Recognised in/ reclassified from other comprehensive income	Currency Translation impact	As at March 31, 2023
<b>Deferred tax assets:</b>					
Business loss carry forwards	7.08	-	-	(0.17)	6.91
Expenses deductible in future years	-	85.05	-	(0.23)	84.82
Provisions, allowances for doubtful receivables and others	13.20	(2.93)	-	0.19	10.46
Compensated absences and retirement benefits	25.54	11.48	-	0.56	37.58
Derivative financial instruments	-	0.13	-	-	0.13
Remeasurement of post employment benefit obligations	6.04	-	5.24	-	11.28
Others	15.43	0.47	-	0.89	16.79
<b>Total deferred tax assets</b>	<b>67.29</b>	<b>94.20</b>	<b>5.24</b>	<b>1.24</b>	<b>167.97</b>
<b>Deferred tax liabilities:</b>					
Property, plant and equipment and Intangible assets	0.97	(0.12)	-	0.16	1.01
Amortisation of Customer intangibles	4.16	(0.49)	-	(0.13)	3.54
Gain/Loss on Change in Fair Value of Investments (MTM on Investments)	0.10	(0.09)	-	-	0.01
Depreciation carry forwards	(2.16)	2.14	-	0.12	0.10
Others	6.78	3.72	-	0.73	11.23
<b>Total deferred tax liabilities</b>	<b>9.85</b>	<b>5.16</b>	<b>-</b>	<b>0.88</b>	<b>15.89</b>
<b>Net assets/(liabilities)</b>	<b>57.44</b>	<b>89.04</b>	<b>5.24</b>	<b>0.36</b>	<b>152.08</b>

## Notes Forming Part of the Consolidated Financial Statement

(Amount in ₹ Crore)

Significant components and movements in deferred tax assets and liabilities for the year ended March 31, 2022:	As of April 1, 2021	Recognised in statement of profit and loss	Recognised in/reclassified from other comprehensive income	Currency Translation impact	As of March 31, 2022
<b>Deferred tax assets:</b>					
Depreciation carry forwards	2.30	(0.14)	-	-	2.16
Business loss carry forwards	11.69	(4.89)	-	0.28	7.08
Provisions, allowances for doubtful receivables and others	14.56	(1.47)	-	0.11	13.20
Compensated absences and retirement benefits	12.60	12.87	-	0.07	25.54
Remeasurement of post employment benefit obligations	0.94	-	5.10	-	6.04
Others	15.55	(0.47)	-	0.35	15.43
<b>Total deferred tax assets</b>	<b>57.64</b>	<b>5.90</b>	<b>5.10</b>	<b>0.81</b>	<b>69.45</b>
<b>Deferred tax liabilities:</b>					
Property, plant and equipment and Intangible assets	1.65	(0.74)	-	0.06	0.97
Amortisation of Customer intangibles	4.86	(0.54)	-	(0.16)	4.16
Gain/Loss on Change in Fair Value of Investments (MTM on Investments )	0.03	0.07	-	-	0.10
Others	8.13	(1.70)	-	0.35	6.78
<b>Total deferred tax liabilities</b>	<b>14.67</b>	<b>(2.91)</b>	<b>-</b>	<b>0.25</b>	<b>12.01</b>
<b>Net assets/(liabilities)</b>	<b>42.97</b>	<b>8.81</b>	<b>5.10</b>	<b>0.56</b>	<b>57.44</b>

### 11 Other Assets

(Amount in ₹ Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>NON-CURRENT</b>		
<b>(Unsecured, considered good)</b>		
(a) Prepaid expenses	78.37	36.33
(b) Deposits with government authorities	1.28	1.07
(c) Other non-current assets	-	0.26
<b>Total</b>	<b>79.65</b>	<b>37.66</b>
<b>CURRENT</b>		
<b>(Unsecured, considered good)</b>		
Advances other than capital advances:		
(a) Advances to suppliers and contractors	90.44	34.19
(b) Other advances	0.35	0.36
<b>Others:</b>		
(a) Contract Assets	718.20	501.88
(b) Prepaid expenses	88.34	66.85
(c) Deposits with government authorities	0.92	1.43
(d) Balances with government authorities	166.75	120.48
<b>Total</b>	<b>1,065.00</b>	<b>725.19</b>

## Notes Forming Part of the Consolidated Financial Statement

### 12 Trade Receivables

(Amount in ₹ Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>CURRENT</b>		
<b>(Unsecured unless otherwise stated)</b>		
(a) Trade receivables considered good	983.47	692.36
Less : Expected credit loss allowance	32.61	45.96
	<b>950.86</b>	<b>646.40</b>
(b) Trade receivables which are credit impaired	11.50	11.17
Less : Expected credit loss allowance	10.61	10.28
	<b>0.89</b>	<b>0.89</b>
	<b>951.75</b>	<b>647.29</b>

Above balance of Trade receivable include balances with related parties (Refer Note 38(b))

#### Trade receivable ageing schedule as on March 31, 2023

(Amount in ₹ Crore)

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1 year - 2 year	2 year - 3 year	More than 3 years	
Undisputed trade receivables- considered good	575.95	280.87	89.74	19.07	0.21	17.63	983.47
Undisputed trade receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables- credit impaired	-	-	-	4.44	-	7.06	11.50
Disputed trade receivables- considered good	-	-	-	-	-	-	-
Disputed trade receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables- credit impaired	-	-	-	-	-	-	-
Gross trade receivables	-	-	-	-	-	-	994.97
Less: Expected credit loss allowance	-	-	-	-	-	-	(43.22)
Trade receivables - billed	-	-	-	-	-	-	951.75
Unbilled trade receivables	154.47	-	-	-	-	-	154.47
Trade receivables - billed and unbilled	-	-	-	-	-	-	1,106.22

## Notes Forming Part of the Consolidated Financial Statement

### Trade receivable ageing schedule as on March 31, 2022

(Amount in ₹ Crore)

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1 year - 2 year	2 year - 3 year	More than 3 years	
Undisputed trade receivables- considered good	375.61	270.33	12.04	13.20	8.79	12.39	692.36
Undisputed trade receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables- credit impaired	-	1.57	2.87	-	6.73	-	11.17
Disputed trade receivables- considered good	-	-	-	-	-	-	-
Disputed trade receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables- credit impaired	-	-	-	-	-	-	-
Gross trade receivables	-	-	-	-	-	-	703.53
Less: Expected credit loss allowance	-	-	-	-	-	-	(56.24)
Trade receivables - billed	-	-	-	-	-	-	647.29
Unbilled trade receivables	120.89	-	-	-	-	-	120.89
Trade receivables - billed and unbilled	-	-	-	-	-	-	768.18

### 13 Cash And Cash Equivalents

(Amount in ₹ Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Balances with banks:		
- Current account with banks	319.70	766.88
- Deposits with maturity of less than three months	34.60	-
(b) Cheques, drafts on hand/funds in transit	28.51	1.37
(c) Cash on hand	0.01	0.01
	<b>382.82</b>	<b>768.26</b>

Balances with banks in current account include ₹ 34.79 crore as on March 31, 2023 (₹ 34.15 crore as on March 31, 2022) pertaining to trusts held for specified purposes.

### 14 Other Bank Balances

(Amount in ₹ Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Earmarked balance with banks (Refer note 14(i))	1.19	1.72
(b) Bank deposits	615.19	99.42
	<b>616.38</b>	<b>101.14</b>

#### Notes :

- (i) Earmarked balance pertain to:
- Unclaimed dividend

## Notes Forming Part of the Consolidated Financial Statement

### 15 Other Financial Assets

(Amount in ₹ Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>NON-CURRENT</b>		
<b>(Unsecured unless otherwise stated)</b>		
(a) Deposits pledged/lien with banks	0.06	0.06
(b) Security deposits	12.61	10.69
(c) Net investment in sub lease (Refer note 4)	31.03	33.47
	<b>43.70</b>	<b>44.22</b>
<b>CURRENT</b>		
<b>(Unsecured unless otherwise stated)</b>		
(a) Interest accrued on deposits and investments	5.65	0.60
(b) Bills of Exchange	1.79	6.14
(c) Receivable from related parties for reimbursement of expenses (Refer Note 38(b))	1.42	1.35
(d) Research and Development Expenditure Credit receivable	30.19	16.38
(e) SEIS licenses receivable	-	4.78
(f) Security deposits	0.24	0.23
(g) Net investment in sub lease (Refer note 4)	3.48	1.09
(h) Others (Refer note (i) below)	31.66	2.21
	<b>74.43</b>	<b>32.78</b>

**Note:**

- (i) Other financial asset includes receivable for expenses incurred in relation to Initial Public Offering ("IPO") that will be recovered by the Company from the selling shareholders upon successful completion of IPO. (Refer note 42(b))

The movement in the net investment in sublease asset during the year ended March 31, 2023 and March 31, 2022 is as follows :

(Amount in ₹ Crore)

	As at March 31, 2023	As at March 31, 2022
<b>Opening balance</b>	34.56	-
Additions	-	34.35
Interest income accrued during the year	1.59	0.21
Lease receipts	(2.12)	-
Translation difference	0.48	-
<b>Closing balance</b>	<b>34.51</b>	<b>34.56</b>



## Notes Forming Part of the Consolidated Financial Statement

The table below provides details regarding the contractual maturities of Net investment in sub lease, including estimated interest receipts as at March 31, 2023 and March 31, 2022:

### Net investment in sub lease – Maturity Analysis as on March 31, 2023

(Amount in ₹ Crore)

Particulars	Due in 1 <sup>st</sup> Year	Due in 2 <sup>nd</sup> Year	Due in 3 <sup>rd</sup> to 5 <sup>th</sup> Year	Due after 5 <sup>th</sup> Year	Total
(a) Net Investment in sub lease	4.70	4.70	11.48	19.47	40.35

### Net investment in sub lease – Maturity Analysis as on March 31, 2022

(Amount in ₹ Crore)

Particulars	Due in 1 <sup>st</sup> Year	Due in 2 <sup>nd</sup> Year	Due in 3 <sup>rd</sup> to 5 <sup>th</sup> Year	Due after 5 <sup>th</sup> Year	Total
(a) Net Investment in sub lease	2.37	4.59	11.99	22.88	41.83

### Reconciliation between maturity analysis and the carrying value

(Amount in ₹ Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
As per maturity analysis	40.35	41.83
(Less) Unearned interest income	(5.84)	(7.27)
<b>Carrying value</b>	<b>34.51</b>	<b>34.56</b>

## 16 Equity Share Capital

(Amount in ₹ Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>(a) Authorised :</b>		
(i) 1,75,00,00,000 equity shares of ₹ 2/- each (as at March 31, 2022: 60,000,000 equity shares of ₹ 10/- each)	350.00	60.00
(ii) 700,000 0.01% Cumulative Non-participative Compulsorily convertible Preference Shares of ₹ 10/- each (as at March 31, 2022: 700,000 0.01% Cumulative Non-participative Compulsorily convertible Preference Shares of ₹ 10/- each)	0.70	0.70
<b>Total</b>	<b>350.70</b>	<b>60.70</b>
<b>(b) Issued,Subscribed and Fully paid up capital:</b>		
405,668,530 equity shares of ₹ 2/- each (41,806,975 equity shares of ₹ 10/- each as at March 31, 2022)	81.13	41.81
<b>Issued and subscribed share capital</b>	<b>81.13</b>	<b>41.81</b>

### Note on Buy-back of Shares

The Board of Directors of the Company, at its meeting held on February 11, 2022 had approved a proposal to buyback upto 1,240,122 equity shares of the Company for an aggregate amount not exceeding ₹ 245.79 crore representing 2.97% of the total paid up equity share capital at ₹ 1,982 per equity share, which was approved by the shareholders by means of a special resolution through a postal ballot dated March 18, 2022.

## Notes Forming Part of the Consolidated Financial Statement

A Letter of Offer was sent to all eligible shareholders holding shares as on the record date i.e. March 21, 2022. The offer period i.e. the period for tendering the equity shares for buyback was March 26, 2022 to April 09, 2022. The verification of the applications was completed by the Registrar to the Buyback on April 11, 2022 and payments made to equity shareholders during April 13, 2022 to April 26, 2022. The unaccepted equity shares were returned to eligible equity shareholders on April 13, 2022. Pursuant to the Letter of Offer, the Company had recorded a payable of ₹ 295.90 crore (including provision for tax on buy-back of ₹ 50.11 crore) as at March 31, 2022 as Other financial and current liability (refer note 19 and refer note 21).

Capital redemption reserve was created to the extent of nominal value of share capital extinguished of ₹ 1.24 crore in the year ended March 31, 2023.

The Company paid an amount of ₹ 79.48 crore to Tata Capital Growth fund I, Associate of Group company, on April 13, 2022 and ₹ 158.96 crore to Alpha TC Holdings Pte. Ltd., towards the consideration for buy-back of its equity shares on April 25, 2022.

### Note on share split and bonus of Shares

The Company has increased the authorised share capital from existing 60,000,000 equity shares to 1,75,00,00,000 equity shares of ₹ 2 each, which was approved by the shareholders by means of a special resolution through a postal ballot dated January 14, 2023.

The Board of Directors of the Company, at its meeting held on December 12, 2022 had approved the sub division of the existing authorised share capital of the company from 60,000,000 equity shares of ₹ 10 each into 300,000,000 equity shares of ₹ 2 each, which was approved by the shareholders by means of a special resolution through a postal ballot dated January 14, 2023. The record date for the share split is January 16, 2023. The company had allotted 162,267,412 weighted average number of equity shares of ₹ 2 each effective January 16, 2023.

Post sub division of the existing authorised share capital of the company, the Board of Directors at its meeting held on December 12, 2022 had approved the bonus issue of one new equity share for every one share held on record date, which was approved by the shareholders by means of an ordinary resolution through a postal ballot dated January 14, 2023. The record date for the bonus issue is January 16, 2023. The sum of ₹ 40.56 crore by capitalisation of profits transferred from security premium amounting to ₹ 13.13 crore and capital redemption reserve amounting to ₹ 1.25 crore and general reserve amounting to ₹ 26.18 crore. The company had allotted 202,834,265 weighted average number of equity shares of ₹ 2 each by way of bonus issue to its shareholders in ratio of 1:1 effective January 16, 2023.

The company had allotted bonus shares of 151,503,000 equity shares to Tata Motors Limited (Promoter and Parent company), 4,059,960 equity shares to Tata Motors Finance Limited (Fellow Subsidiary), 7,361,250 equity shares to Tata Capital Growth fund I (Associate of Group company) and 14,722,505 equity shares to Alpha TC Holdings Pte Ltd. (Associate of Group company)

### (c) The movement of number of shares and share capital

Particulars	No of shares	Amount in ₹ Crore
<b>Equity shares</b>		
Number of shares as at April 1, 2021	41,806,975	41.81
Add: Shares issued under ESOP scheme	-	-
<b>Number of shares as at March 31, 2022</b>	<b>41,806,975</b>	<b>41.81</b>
Number of shares as at April 1, 2022	41,806,975	41.81
Less: Shares extinguished on buy-back	(1,240,122)	(1.24)
<b>Number of shares before split and bonus</b>	<b>40,566,853</b>	<b>40.57</b>

## Notes Forming Part of the Consolidated Financial Statement

Particulars	No of shares	Amount in ₹ Crore
Number of shares after split *	202,834,265	40.57
Add: Shares issued on account of bonus	202,834,265	40.56
<b>Number of shares as at March 31, 2023</b>	<b>405,668,530</b>	<b>81.13</b>

\* Number of shares have been sub divided into 5 shares of ₹ 2 each during the year.

**(d) Rights, preferences and restrictions attached to shares :**

**(i) Ordinary Shares**

The Company has only one class of shares having par value of ₹ 2/- per share. Each holder of equity share is entitled to one vote per share and in the event of liquidation, has rights proportionate to their shareholdings over the residual assets after paying out all the liabilities.

**(e) Shares in the Company held by each shareholder holding more than 5% shares (including shares held by the Holding Company, it's subsidiaries and associates)**

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	% Holding	No. of Shares	% Holding
<b>Equity Shares</b>				
(a) Tata Motors Limited (Parent Company)	303,006,000	74.69%	30,300,600	72.48%
(b) Alpha TC Holdings Pte Ltd.	29,445,010	7.26%	3,746,505	8.96%
	<b>332,451,010</b>	<b>81.95%</b>	<b>34,047,105</b>	<b>81.44%</b>

**(f) Shares in the Company held by promoter**

Disclosure of shareholding of promoters as on March 31, 2023 is as follows:

Name of promoter	As at March 31, 2023		As at March 31, 2022		% change during the year
	No. of Shares	% Holding	No. of Shares	% Holding	
Tata Motors Limited	303,006,000	74.69%	30,300,600	72.48%	2.22%

**(g) Information regarding issue of shares in the last five years**

(a) The Company has not issued any shares without payment being received in cash.

(b) Equity shares issued as bonus shares

202,834,265 equity shares of ₹ 2 each as fully paid bonus shares by capitalisation of profits transferred from security premium amounting to ₹ 13.13 crore and capital redemption reserve amounting to ₹ 1.25 crore and general reserve amounting to ₹ 26.18 crore, pursuant to an ordinary resolution passed after taking the consent of shareholders through postal ballot.

(c) Equity shares extinguished on buy-back

296,164 equity shares of ₹ 10 each were extinguished on buy-back by the company pursuant to a Letter of Offer made to all eligible shareholders of the company at ₹ 748 per equity share. The equity shares bought back were extinguished on March 6, 2020.

1,240,122 equity shares of ₹ 10 each were extinguished on buy-back by the company pursuant to a Letter of Offer made to all eligible shareholders of the company at ₹ 1,982 per equity share. The equity shares bought back were extinguished on April 20, 2022.

## Notes Forming Part of the Consolidated Financial Statement

### (h) Shares reserved for issue under options:

Information relating to the Group's share based payment plans, including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the year, is set out in note 35.

### 17 (a) Other Equity:

(Amount in ₹ Crore)

	As at March 31, 2023	As at March 31, 2022
Securities Premium	10.07	23.22
Capital Redemption Reserve	1.24	1.25
General reserve	58.97	85.15
Legal reserve	1.05	1.05
Surplus Reserve	1.59	1.59
Retained earnings	2,530.95	1,916.66
Special Economic Zone Reinvestment Reserve	-	-
Share options outstanding account	1.73	-
Items of other comprehensive income	302.72	209.42
	<b>2,908.32</b>	<b>2,238.34</b>

### 17 (b) Movement in other equity

(Amount in ₹ Crore)

	As at March 31, 2023	As at March 31, 2022
<b>Securities premium</b>		
Balance as at the beginning of the year	23.22	269.14
Less: Expenditure incurred on buy back of equity shares	(0.02)	(0.13)
Less: Liability towards buy back of equity shares (refer note 16 & 19)	-	(245.79)
Add: Buy-back of equity shares (adjusted with paid up equity share capital)	1.24	-
Less: Issue of bonus shares	(13.13)	-
Less: Transfer to Capital Redemption Reserve	(1.24)	-
<b>Balance as at the end of the year</b>	<b>10.07</b>	<b>23.22</b>
<b>Capital redemption reserve</b>		
Balance at the beginning of the year	1.25	1.25
Add : Transferred from Securities Premium Reserve	1.24	-
Less: Issue of bonus shares	(1.25)	-
<b>Balance as at the end of the year</b>	<b>1.24</b>	<b>1.25</b>
<b>General reserve</b>		
Balance as at the beginning of the year	85.15	135.26
Less: Tax liability towards buyback of equity shares (refer note 16 & 21)	-	(50.11)
Less: Issue of bonus shares	(26.18)	-
<b>Balance as at the end of the year</b>	<b>58.97</b>	<b>85.15</b>
<b>Legal reserve</b>		
Balance as at the beginning of the year	1.05	1.05
Add : Transferred from Retained earnings	-	-
<b>Balance as at the end of the year</b>	<b>1.05</b>	<b>1.05</b>

## Notes Forming Part of the Consolidated Financial Statement

(Amount in ₹ Crore)

	As at March 31, 2023	As at March 31, 2022
<b>Surplus reserve</b>		
Balance as at the beginning of the year	1.59	1.59
Add : Transferred from Retained earnings	-	-
<b>Balance as at the end of the year</b>	<b>1.59</b>	<b>1.59</b>
<b>Special Economic Zone Reinvestment Reserve</b>		
Balance as at the beginning of the year	-	-
Add : Transferred from Retained earnings	22.19	19.34
Less : Transferred to Retained earnings	(22.19)	(19.34)
<b>Balance as at the end of the year</b>	<b>-</b>	<b>-</b>
<b>Retained earnings</b>		
Balance as at the beginning of the year	1,916.66	1,489.19
Add: Profit for the year	624.03	436.97
Less: Remeasurement of post employment benefits obligations (net of tax effect)	(9.74)	(9.50)
Less: Transferred to Special Economic Zone Reinvestment Reserve	(22.19)	(19.34)
Add: Transferred from Special Economic Zone Reinvestment Reserve	22.19	19.34
<b>Balance as at the end of the year</b>	<b>2,530.95</b>	<b>1,916.66</b>
<b>Share options outstanding account</b>		
Balance as at the beginning of the year	-	-
Add: Employee stock compensation expense (refer note 25)	1.73	-
<b>Balance as at the end of the year</b>	<b>1.73</b>	<b>-</b>
<b>Other Components of Equity:</b>		
Balance as at the beginning of the year	209.42	202.88
Add: Exchange differences on translation of foreign operations	93.30	6.54
<b>Balance as at the end of the year</b>	<b>302.72</b>	<b>209.42</b>

**Notes:**
**(i) Securities premium account**

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provision of the Companies Act, 2013.

**(ii) Capital redemption reserve**

As per Companies Act, 2013, capital redemption reserve is created when company purchases its own shares out of free reserves or securities premium. A sum equal to the nominal value of the shares so purchased is transferred to capital redemption reserve. The Company has transferred the amount to Capital redemption reserve from Securities Premium.

**(iii) General reserve**

The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act 1956. Mandatory transfer to general reserve is not required under the Companies Act 2013.

**(iv) Legal reserve**

The Company has created this reserve based on the local requirements of the Romanian Law. Since the Company has reached maximum amount that can be transferred as required by the Law, there are no further transfers from FY 2020-21.

## Notes Forming Part of the Consolidated Financial Statement

### (v) Surplus reserve

The Company has created this reserve based on the local requirements of the Chinese Law. The Company has transferred 50% of the paid up capital from profit for the year as required by the Law, there are no further transfers from FY 2020-21.

### (vi) Special Economic Zone Reinvestment Reserve

The Special Economic Zone (SEZ) re-investment reserve is created out of the profit of eligible SEZ unit in terms of the provisions of section 10AA(1)(ii) of the Income-tax Act, 1961. The reserve will be utilised by the Company for acquiring new assets for the purpose of its business as per the terms of section 10AA(2) of Income-tax Act, 1961.

### (vii) Retained earnings

Retained earnings comprises of the Company's undistributed earnings after taxes.

### (viii) Share options outstanding account

The Share options outstanding account is used to record the fair value of equity-settled share-based payment transactions with employees. The amounts recorded in share options outstanding account are transferred to securities premium upon exercise of stock options and transferred to the general reserve on account of stock options not exercised by employees.

## 18 Trade Payables

(Amount in ₹ Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>CURRENT</b>		
Trade payables		
(a) Total outstanding dues of micro enterprises and small enterprises*	107.17	17.22
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	550.64	319.41
<b>Total</b>	<b>657.81</b>	<b>336.63</b>

\* Note:

The information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

(Amount in ₹ Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Principal amount and the interest due and remaining unpaid	107.17	17.22
(b) Principal amount paid after appointed date during the year	0.42	0.73
(c) Interest remaining due and payable for earlier years	0.09	0.09
(d) Amount of interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed date during the year	-	-
(e) Amount of interest accrued and unpaid	0.09	0.09



## Notes Forming Part of the Consolidated Financial Statement

### Trade payable ageing schedule as on March 31, 2023

(Amount in ₹ Crore)

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 year	1 year – 2 year	2 year– 3 year	More than 3 years	
MSME	107.12	0.05	-	-	-	107.17
Others	271.76	6.59	2.61	0.64	2.18	283.78
Disputed dues MSME	-	-	-	-	-	-
Disputed dues Others	-	-	-	-	-	-
	<b>378.88</b>	<b>6.64</b>	<b>2.61</b>	<b>0.64</b>	<b>2.18</b>	<b>390.95</b>
Accrued expenses						266.86
<b>Total</b>						<b>657.81</b>

### Trade payable ageing schedule as on March 31, 2022

(Amount in ₹ Crore)

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 year	1 year – 2 year	2 year– 3 year	More than 3 years	
MSME	17.04	0.18	-	-	-	17.22
Others	109.94	19.00	0.56	0.07	2.74	132.31
Disputed dues MSME	-	-	-	-	-	-
Disputed dues Others	-	-	-	-	-	-
	<b>126.98</b>	<b>19.18</b>	<b>0.56</b>	<b>0.07</b>	<b>2.74</b>	<b>149.53</b>
Accrued expenses						187.10
<b>Total</b>						<b>336.63</b>

## 19 Other Financial Liabilities

(Amount in ₹ Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>NON-CURRENT</b>		
(a) Dues payable to employees	0.54	0.35
<b>Total</b>	<b>0.54</b>	<b>0.35</b>
<b>CURRENT</b>		
(a) Unpaid dividends	1.19	1.71
(b) Dues payable to employees	0.03	0.37
(c) Capital creditors	2.97	7.99
(d) Fair value of foreign exchange derivative liabilities	0.38	-
(e) Liability towards buy-back of equity shares (Refer note 16)	-	245.79
<b>Total</b>	<b>4.57</b>	<b>255.86</b>

## Notes Forming Part of the Consolidated Financial Statement

### 20 Provisions

(Amount in ₹ Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>NON CURRENT</b>		
(a) Provision for Employee Benefits	23.33	18.65
<b>Total</b>	<b>23.33</b>	<b>18.65</b>
<b>CURRENT</b>		
(a) Provision for Employee Benefits	33.91	30.69
<b>Total</b>	<b>33.91</b>	<b>30.69</b>

### 21 Other Liabilities

(Amount in ₹ Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>CURRENT</b>		
(a) Unearned Revenue	187.41	153.32
(b) Statutory remittances (withholding taxes, Provident Fund ,GST etc.)	74.40	57.62
(c) Advance and progress payments	913.07	751.60
(d) Tax liability towards buy back of equity shares (Refer note 16)	-	50.11
<b>Total</b>	<b>1,174.88</b>	<b>1,012.65</b>

### 22 Revenue From Operations

(Amount in ₹ Crore)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Sale of services	3,535.22	2,654.84
(b) Sale of technology solutions (Refer note (i) below)	877.37	873.61
(c) Other operating revenues	1.59	1.12
	<b>4,414.18</b>	<b>3,529.57</b>

Note:

- (i) Technology Solutions includes group's revenue from academia upskilling and reskilling solutions and value added reselling of software applications and solutions.(Refer Note 33)

#### 22 (i) Revenue disaggregation by Vertical Business Units is as follows:

(Amount in ₹ Crore)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Service Segment	3,531.16	2,651.35
(b) Technology Solutions Segment (Refer note (i) below)	883.02	878.22
	<b>4,414.18</b>	<b>3,529.57</b>

Note:

- (i) Technology solution segment includes revenue from services pertaining to product business amounting to ₹ 4.06 crore (March 31, 2022: ₹ 3.49 crore).

## Notes Forming Part of the Consolidated Financial Statement

### 22 (ii) Revenue disaggregation by geography is as follows:

(Amount in ₹ Crore)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) India	1,313.83	1,143.54
(b) UK	868.74	711.96
(c) North America	946.54	792.16
(d) Rest of Europe	138.88	147.06
(e) Rest of the world		
- Vietnam	958.29	491.22
- Others	187.90	243.63
	<b>4,414.18</b>	<b>3,529.57</b>

Geographical information is based on the location of the specific customer site, irrespective of the location of the headquarters of the customer or the location of the Delivery Centre where the work is performed.

### 22 (iii) Changes in Contract Assets are as follows:

(Amount in ₹ Crore)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Balance at the beginning of the year	501.88	47.74
Revenue recognised during the year	1,956.14	1,464.30
Invoices raised during the year	(1,739.82)	(1,010.16)
<b>Balance at the end of the year</b>	<b>718.20</b>	<b>501.88</b>

### 22 (iv) Changes in unearned, deferred revenue and advances from customers are as follows:

(Amount in ₹ Crore)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Balance at the beginning of the year	904.92	747.08
Revenue recognised that was included in the unearned and deferred revenue balance and Advance from customers at the beginning of the year	(491.08)	(81.73)
Increase due to invoicing during the year, excluding amounts recognised as revenue during the year and increase in advances received during the year	686.64	239.57
<b>Balance at the end of the year</b>	<b>1,100.48</b>	<b>904.92</b>

### 22 (v) Reconciliation of revenue recognised with the contracted price is as follows:

(Amount in ₹ Crore)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Contracted price	4,417.60	3,535.86
Reduction towards variable consideration components	(3.42)	(6.29)
Revenue from operations	<b>4,414.18</b>	<b>3,529.57</b>

The reduction towards variable consideration comprise of service level credits, upfront discount, etc.

## Notes Forming Part of the Consolidated Financial Statement

- 22 (vi)** The aggregate value of transaction price allocated to unsatisfied (or partially satisfied) performance obligations is ₹ 1,420.43 crore (March 31, 2022: ₹ 1,552.14 crore) and is expected to be recognised as revenue in the next year.

### 23 Other Income (Net)

(Amount in ₹ Crore)

	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>(a) Interest Income</b>		
Interest income earned on financial assets that are not designated as at fair value through profit and loss		
(i) Interest income-others	39.89	39.28
(ii) Interest income on debentures	-	0.25
(iii) Interest income on net investment in sub lease	1.59	0.21
<b>(b) Other gains and losses</b>		
(i) Change in fair value of investments measured at FVTPL (net)	0.02	0.20
(ii) Change in fair value of derivatives measured at FVTPL (net)	(0.38)	-
<b>(c) Other non-operating income</b>		
(i) Research and Development Expenditure Credit	32.72	6.51
(ii) Foreign currency gain/ (loss) (Net)	5.94	2.53
(iii) Other non-operating income	5.52	3.30
(iv) Profit/(loss) on sale of investments measured at FVTPL (net)	0.65	(3.87)
(v) Lease income (Refer note (i) below)	1.79	0.39
	<b>87.74</b>	<b>48.80</b>

#### Note:

- (i) Maturity analysis of undiscounted lease payments to be received under operating lease**

(Amount in ₹ Crore)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Due in 1 <sup>st</sup> Year	1.74	1.56
Due in 2 <sup>nd</sup> Year	-	1.30
Due in 3 <sup>rd</sup> to 5 <sup>th</sup> Year	-	-
Due after 5 <sup>th</sup> Year	-	-
	<b>1.74</b>	<b>2.86</b>

### 24 Purchase of Technology Solutions

(Amount in ₹ Crore)

	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Purchase of technology solutions	682.48	688.54
	<b>682.48</b>	<b>688.54</b>

#### Note:

- (i) Technology solutions include purchase of information technology equipment, software and other products for academia upskilling and reskilling solutions and purchase of third party software licenses for value added reselling of software applications and solutions (Refer note 33)

## Notes Forming Part of the Consolidated Financial Statement

### 25 Employee Benefits Expense

(Amount in ₹ Crore)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Salaries and wages (Refer note (i) below)	1,785.96	1,410.04
(b) Contribution to Provident and other funds	107.64	82.49
(c) Share-based payments to employees (Refer note 35)	1.73	-
(d) Staff welfare Expenses	34.13	20.17
	<b>1,929.46</b>	<b>1,512.70</b>

Note:

- (i) Salaries and wages  
Salaries and wages for the year ended March 31, 2023 are netted off with the government grant amounting to ₹ Nil crore (March 31, 2022: ₹ 2.57 crore).

### 26 Finance Costs

(Amount in ₹ Crore)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Interest	3.89	7.28
(b) Interest on lease liabilities	14.09	14.62
	<b>17.98</b>	<b>21.90</b>

### 27 Depreciation and Amortisation Expense

(Amount in ₹ Crore)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Depreciation on Property, Plant and Equipment	38.48	29.40
(b) Depreciation on Right of use asset	37.59	35.58
(c) Amortisation of Other Intangible assets	18.48	20.73
	<b>94.55</b>	<b>85.71</b>

## Notes Forming Part of the Consolidated Financial Statement

### 28 Other Expenses

(Amount in ₹ Crore)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Rent (refer note 29 (c))	7.70	7.89
(b) Repairs & maintenance	15.79	12.84
(c) Office expenses	40.29	34.16
(d) Travelling & conveyance	77.27	29.21
(e) Power, fuel and water charges	11.17	7.39
(f) Auditors remuneration		
Remunerations paid to the auditors of holding Company (refer note 29 (a))	1.67	1.22
Remunerations paid to other auditors	1.81	1.50
(g) Staff recruitment, training and seminar expenses	27.14	16.98
(h) Software and AMC charges	160.29	109.99
(i) Professional fees	36.42	20.36
(j) Communication expenses	15.33	14.92
(k) Bad Debts written off	11.27	-
(l) Allowances for expected credit loss (net)	(13.84)	(3.31)
(m) Corporate social responsibility expenses (refer note 29 (b))	5.55	5.48
(n) Miscellaneous expenses	13.78	24.26
	<b>411.64</b>	<b>282.89</b>

### 29 (a) Payment to auditors of holding Company

(Amount in ₹ Crore)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>For Holding Company</b>		
i) For statutory audit, including quarterly audits	0.53	0.48
ii) For Tax audit	0.07	0.06
iii) For other attest services	0.13	0.02
iv) Reimbursement of out-of-pocket expenses	0.02	0.01
<b>Sub-Total</b>	<b>0.75</b>	<b>0.57</b>
<b>For Subsidiaries &amp; Joint venture</b>		
i) For services as auditors, including quarterly audits	0.91	0.63
ii) Reimbursement of out-of-pocket expenses	0.01	0.02
<b>Sub-Total</b>	<b>0.92</b>	<b>0.65</b>
<b>Total</b>	<b>1.67</b>	<b>1.22</b>

The above audit fees excludes ₹ 1.64 crore towards fees paid/ payable to the auditors on account of initial public offering of equity shares as these expenses would be recovered from selling shareholders.

## Notes Forming Part of the Consolidated Financial Statement

### 29 (b) Corporate social responsibility expenditure

(Amount in ₹ Crore)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
1 Amount required to be spent by company during the year	5.50	5.31
2 Amount spent during the year on		
(a) Construction/ acquisition of any asset	-	-
(b) On purposes other than (a) above	5.55	4.48
3 Shortfall at the end of the year	-	0.83
4 Total previous year shortfall	-	-
5 Reasons of shortfall	Not Applicable	Pertains to ongoing projects
6 Nature of CSR activities	STEM (Science Technology Engineering Mathematics) Education program, Employability enhancement program and Women empowerment program	STEM (Science Technology Engineering Mathematics) Education program, Employability enhancement program, Women empowerment program, Intergrated rural development, Disaster relief program
<b>Total</b>	<b>5.55</b>	<b>4.48</b>

### Movement in provision for corporate social responsibility expenditure

(Amount in ₹ Crore)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening balance of the provision	1.00	-
(Add) Addition during the year	-	1.00
(Less) Utilised during the year	(1.00)	-
Closing balance of the provision	-	1.00

The Company has not entered into related party transaction for corporate social expenditure for the year ended March 31, 2023 and March 31, 2022

### 29 (c) Rent

(Amount in ₹ Crore)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Expense related to short term leases	5.24	1.20
(b) Expense related to low value asset, excluding short term lease of low value assets	2.46	6.69
	<b>7.70</b>	<b>7.89</b>



## Notes Forming Part of the Consolidated Financial Statement

### 30 Income tax expense

This note provides an analysis of the Group's income tax expense, shows amounts that are recognised directly in equity and how the tax expense is affected by non- assessable and non-deductible items. It also explains significant estimates made in relation to Group's tax positions

(Amount in ₹ Crore)

(i) Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Income tax expense</b>		
Current tax on profits for the year	261.16	158.67
<b>Total current tax expense</b>	<b>261.16</b>	<b>158.67</b>
<b>Deferred tax</b>		
Decrease / (increase) in deferred tax assets	(94.20)	(5.90)
(Decrease) / increase in deferred tax liabilities	5.16	(2.91)
<b>Total deferred tax (benefit)</b>	<b>(89.04)</b>	<b>(8.81)</b>
<b>Income tax expense</b>	<b>172.12</b>	<b>149.86</b>

The company has benefited from certain tax incentives that the Government of India has provided to the units registered under the Special Economic Zones Act 2005 (SEZ). SEZ units which began the provision of services on or after April 1, 2005 are eligible for a deduction of 100 percent of profits or gains derived from the export of services for the first five years from the financial year in which the unit commenced the provision of services and 50 percent of such profits or gains for further five years. Up to 50% of such profits or gains are also available for deduction for five years subject to certain conditions.

The Government of India, on September 20, 2019, vide the Taxation Laws (Amendment) Act 2019, inserted a new Section 115BAA in the Income Tax Act, 1961, which provides an option to the Company to pay income taxes at reduced tax rates as per the provisions/ conditions defined in the said section. The Company had evaluated both options and has decided to continue with the existing tax regime to avail the benefits of 10AA

### (ii) Reconciliation of tax expense and the accounting profit:

(Amount in ₹ Crore)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit before taxes	796.15	586.83
<b>Income tax expense at tax rates applicable to individual entities</b>	<b>205.73</b>	<b>159.41</b>
Utilization/credit of unrecognised tax losses, unabsorbed depreciation and other tax benefits	-	5.25
Income taxed at higher/(lower) rates	(31.37)	(37.58)
Effect of Base erosion anti-abuse tax (BEAT)	-	15.60
Effect of non deductible expenses	6.24	4.24
Others	(8.48)	2.94
<b>Total tax expense</b>	<b>172.12</b>	<b>149.86</b>

## Notes Forming Part of the Consolidated Financial Statement

### (iii) Amounts recognised in OCI

(Amount in ₹ Crore)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Income tax relating to items that will not be reclassified to profit and loss	5.24	5.10
<b>Total</b>	<b>5.24</b>	<b>5.10</b>

### (iv) Tax losses

(Amount in ₹ Crore)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Unused capital losses on which no deferred tax asset has been recognised	1.26	2.58
Potential tax benefit @23.296% ( @ 23.296% for March 31, 2022)	0.29	0.60

Capital losses pertain to A.Y. 2015 - 2016 ₹ 1.26 crore (A.Y. 2014 - 2015 ₹ 1.32 crore & A.Y. 2015 - 2016 ₹ 1.26 crore for March 31, 2022). Deferred tax asset was not recognised on unused capital losses since there was lack of reasonable certainty of taxable capital profits to utilize this deferred tax asset. The losses can be carried forward for a period of 8 years as per local tax regulations.

## 31 Earning per Share

(Amount in ₹ Crore)

Particulars		For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Earnings Per Share</b>			
(a) Profit attributable to equity shareholders	₹ Crore	624.03	436.97
(b) The weighted average number of Ordinary equity shares outstanding during the year (Refer note (i) below)	Nos.	405,736,482	405,736,482
(c) The nominal value per Ordinary Share	₹	2.00	2.00
(d) Earnings Per Share (Basic)	₹	15.38	10.77
(e) Profit attributable to equity shareholders	₹ Crore	624.03	436.97
(f) The weighted average number of Ordinary equity shares outstanding during the year (Refer note (i) below)	Nos.	405,736,482	405,736,482
(g) Add: Adjustment for Employee Stock Options	Nos.	159,148	-
(h) The weighted average number of Ordinary outstanding for diluted EPS	Nos.	405,895,630	405,736,482
(i) Earnings Per Shares (Diluted)	₹	15.37	10.77

#### Note:

##### (i) Share splits and bonus issue

The basic and diluted earning per share for the current year and previous year presented have been calculated/ restated after considering the share splits and bonus issue and appropriate adjustments to outstanding options granted to employees under the ESOP scheme. (Refer note 16)

## Notes Forming Part of the Consolidated Financial Statement

### 32 (a) Contingent Liabilities

(Amount in ₹ Crore)

Particulars	As at	As at
	March 31, 2023	March 31, 2022
(a) Bonus related to retrospective period (Refer note (i))	7.82	7.82
(b) Income Tax demands disputed in appeals (Refer note (ii))	3.46	4.59
(c) Sales Tax demands disputed in appeals	-	0.02
(d) Service Tax demands disputed in appeals (Refer note (iii) and (iv))	17.65	23.55

#### Notes:

- (i) Statutory bonus at the revised rates pertaining to year retrospective to the notification dated on 01.01.2016 (i.e. from 01.04.2014 to 31.12.2015) was not provided pending similar cases contesting retrospective applicability of the said notification in various Honourable High Courts. During November 2016, considering the industry practices, the management after internal deliberations decided to and has paid the incremental bonus covering the fiscal year of the said notification i.e. from 01.04.2015 to 31.12.2015 aggregating to ₹ 5.55 crores, which has been presented as exceptional item in the financials for the year ended 31.03.2017. The incremental bonus for the FY 2014-15 is continued as contingent liability pending similar cases contesting retrospective applicability of the said notification in various Honourable High Courts.
- (ii) The Company has ongoing disputes with Income Tax Authorities relating to tax treatment of certain items. These mainly include disallowed expenses for Corporate tax, the tax treatment of certain expenses claimed by the Company as deductions and the computation of certain allowances.
- (iii) Pertains to disputes in relation to service tax on reverse charge mechanism amounting to ₹ Nil crore (March 31, 2022: ₹ 1.49 crore) for Financials Years 2006-07 and 2007-08. Considering the merit of the case, confirmation of demand is likely to be remote, hence contingent liability has been disclosed to the tune of ₹ Nil crore (March 31, 2022: ₹ 6.67 crore) consisting of demand of ₹ Nil crore (March 31, 2022: ₹ 1.49 crore) crores and interest and penalty of ₹ Nil crore. (March 31, 2022: ₹ 5.18 crore)
- (iv) Service Tax Department had raised demand amounting to ₹ 5.11 crore (for the period April 08 to September 08 - ₹ 1.57 crores and for the period October 08 to September 09 - ₹ 3.54 crores) for delay in filing the prescribed declaration for availing cenvat credit. Aggrieved by the order, company had preferred an appeal with CESTAT. The appeal was decided in favour of the company during January 2016. Subsequently service tax department filed an appeal with High Court in 2017. The case being question of law, the High Court admitted the appeal in December 2018. Considering the merit of the case, confirmation of demand is likely to be remote, hence contingent liability has been disclosed to the tune of ₹ 17.65 crore (March 31, 2022: ₹ 16.88 crore) consisting of demand of ₹ 5.11 crores and interest and penalty of ₹ 12.54 crores (March 31, 2022: ₹ 11.77 crore).
- (v) It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings as it is determinable only on the receipt of the judgements/decisions pending with various forums/authorities.
- (vi) The Company does not expect any reimbursements in respect of the above contingent liabilities.

- 32 (b)** The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. Subsequently, a review petition against this decision has been filed and is pending before the SC for disposal.

Pending the outcome of the review petition and directions from the EPFO, the impact for past periods, if any, is not ascertainable and consequently no financial effect has been provided for in the financial statements. The Company has taken effect on a prospective basis, from the date of the SC order.

## Notes Forming Part of the Consolidated Financial Statement

### 33 Segment Reporting

IndAS 108 establishes standards for the way that business enterprises report information about operating segments and related disclosures about products and services, geographic areas, and major customers.

The chief operating decision maker (“CODM”) reviews the performance of the Group on the basis of its Vertical business units. Accordingly, the Group’s reportable segments are its vertical business units of “Services” and “Technology Solutions. The Group’s chief operating decision maker are the Board of Directors of the company.

The service segment include providing outsourced engineering and designing services and digital transformation services to global manufacturing clients and technology solution segment contains academia upskilling and reskilling solutions and value added reselling of software applications and solutions.

Assets and liabilities used in the Group’s business are not identified to any of the reportable segments, as these are used interchangeably between segments and are not used by the CODM to allocate resources or review performance of the operating segments. The cost incurred during the year to acquire Segment fixed assets, Depreciation/Amortisation and non-cash expenses are not attributable to any reportable segment.

#### Vertical Business Units Segments

Year ended March 31, 2023 & March 31, 2022

(Amount in ₹ Crore)

Particulars	Service Segment	Technology Solutions Segment	Total
<b>(a) Segment Revenue</b>			
Total Segment Revenue	<b>3,531.16</b>	<b>883.02</b>	<b>4,414.18</b>
	(2,651.35)	(878.22)	(3,529.57)
Inter Segment Revenue	-	-	-
	-	-	-
Revenue from External Customers	<b>3,531.16</b>	<b>883.02</b>	<b>4,414.18</b>
	(2,651.35)	(878.22)	(3,529.57)
<b>(b) Segment Results</b>	<b>1,085.21</b>	<b>175.67</b>	<b>1,260.88</b>
	(815.23)	(166.99)	(982.22)
Unallocated Corporate Expenses (Net)			<b>(534.49)</b>
			(422.29)
Interest/Other Income			<b>87.74</b>
			48.80
Finance Cost			<b>(17.98)</b>
			(21.90)
Profit before Tax			<b>796.15</b>
			(586.83)
Income Tax			<b>(261.16)</b>
			(158.67)
Deferred Tax			<b>89.04</b>
			8.81
<b>Profit/(Loss) after Tax</b>			<b>624.03</b>
			(436.97)

Revenue of ₹ 2,141.28 crore (March 31, 2022 ₹ 1,549.36 crore) are derived from three major customers. These revenue are attributed to the Service and Technology solutions

## Notes Forming Part of the Consolidated Financial Statement

### 34 Employee benefit plans

#### 34.1 Defined contribution plans

The Company's contribution to defined contribution plan for the year ended March 31, 2023 and March 31, 2022 has been recognised in the statement of Profit and Loss as follows.

(Amount in ₹ Crore)

	As at March 31, 2023	As at March 31, 2022
Contribution to provident fund	33.03	23.18
Contribution to superannuation fund	6.39	3.93
	<b>39.42</b>	<b>27.11</b>

#### 34.2 Defined benefit plans

The principal assumptions used for the purposes of the actuarial valuations were as follows.

	Gratuity (Funded)		Bhavishya Kalyan Yojana (BKY) (Unfunded)	
	Valuation as at		Valuation as at	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Discount rate(s)	7.20%	7.10%	7.20%	7.10%
Expected rate(s) of salary increase	7%-10%	7%-10.50%	N.A.	N.A.
Medical inflation rate	-	-	-	-
Withdrawal rate:				
Age				
20 - 34 years	17%	18%	N.A.	N.A.
35 - 40 years	9%	9%	N.A.	N.A.
41 - 50 years	6%	5%	N.A.	N.A.
51 - 60 years	5%	5%	N.A.	N.A.

Amounts recognised in standalone statement of profit and loss in respect of these defined benefit plans are as follows.

	Year Ended March 31, 2023 Amount in ₹ Crore	Year Ended March 31, 2022 Amount in ₹ Crore	Year Ended March 31, 2023 Amount in ₹ Crore	Year Ended March 31, 2022 Amount in ₹ Crore
<b>Service cost:</b>				
Current service cost	9.57	6.61	-	-
Past service cost and (gain)/loss from settlements	-	-	-	-
Net interest expense	0.70	0.06	0.15	0.15
Components of defined benefit costs recognised in profit or loss	<b>10.27</b>	<b>6.67</b>	<b>0.15</b>	<b>0.15</b>
<b>Remeasurement on the net defined benefit liability:</b>				
Return on plan assets (excluding amounts included in net interest expense)	2.03	(0.18)	-	-
Actuarial (gains) / losses arising from changes in demographic assumptions.	(0.20)	0.15	-	-
Actuarial (gains) / losses arising from changes in financial assumptions	0.61	14.06	(0.01)	(0.03)

## Notes Forming Part of the Consolidated Financial Statement

	Year Ended March 31, 2023 Amount in ₹ Crore	Year Ended March 31, 2022 Amount in ₹ Crore	Year Ended March 31, 2023 Amount in ₹ Crore	Year Ended March 31, 2022 Amount in ₹ Crore
Actuarial (gains) / losses arising from experience adjustments	13.00	0.74	(0.05)	(0.05)
Components of defined benefit costs recognised in other comprehensive income	15.44	14.77	(0.06)	(0.08)
<b>Total</b>	<b>25.71</b>	<b>21.44</b>	<b>0.09</b>	<b>0.07</b>

The current service cost and the net interest expense for the year are included in the 'Employee benefits expense' line item in the consolidated statement of profit and loss.

The remeasurement of the net defined benefit liability is included in other comprehensive income.

The amount included in the standalone balance sheet arising from the entity's obligation in respect of its defined benefit plans is as follows:

	Gratuity (Funded)		Bhavishya Kalyan Yojana (BKY) (Unfunded)	
	As at March 31, 2023 Amount in ₹ Crore	As at March 31, 2022 Amount in ₹ Crore	As at March 31, 2023 Amount in ₹ Crore	As at March 31, 2022 Amount in ₹ Crore
Present value of funded defined benefit obligation	(95.32)	(76.12)	(2.03)	(2.16)
Fair value of plan assets	70.91	55.10	-	-
<b>Funded status</b>	<b>(24.41)</b>	<b>(21.02)</b>	<b>(2.03)</b>	<b>(2.16)</b>
<b>Net liability arising from defined benefit obligation</b>	<b>(24.41)</b>	<b>(21.02)</b>	<b>(2.03)</b>	<b>(2.16)</b>

Movements in the present value of the defined benefit obligation are as follows.

(Amount in ₹ Crore)

	Gratuity (Funded)		Bhavishya Kalyan Yojana (BKY) (Unfunded)	
	Year Ended March 31, 2023	Year Ended March 31, 2022	Year Ended March 31, 2023	Year Ended March 31, 2022
Opening defined benefit obligation	76.12	59.41	2.16	2.31
Current service cost	9.57	6.61	0.15	0.15
Interest cost	5.09	3.80	-	-
Remeasurement (gains)/losses: Actuarial gains and losses arising from changes in demographic assumptions	(0.20)	0.15	-	-
Actuarial gains and losses arising from changes in financial assumptions	0.61	14.06	(0.01)	(0.03)
Actuarial gains and losses arising from experience adjustments	13.00	0.74	(0.05)	(0.05)
Transfer to/(from) Holding Company (Net)	-	-	-	-
Others	-	-	-	-
Benefits paid	(8.87)	(8.65)	(0.22)	(0.22)
Curtailement	-	-	-	-
<b>Closing defined benefit obligation</b>	<b>95.32</b>	<b>76.12</b>	<b>2.03</b>	<b>2.16</b>

Movements in the fair value of the plan assets are as follows.

## Notes Forming Part of the Consolidated Financial Statement

(Amount in ₹ Crore)

	Gratuity (Funded)		Bhavishya Kalyan Yojana (BKY) (Unfunded)	
	Year Ended March 31, 2023	Year Ended March 31, 2022	Year Ended March 31, 2023	Year Ended March 31, 2022
Opening fair value of plan assets	55.10	57.27	-	-
Interest income	4.39	3.74	-	-
Remeasurement gain (loss): Return on plan assets (excluding amounts included in net interest expense)	(2.03)	0.18	-	-
Contributions from the employer	22.32	2.56	0.22	0.22
Benefits paid	(8.87)	(8.65)	(0.22)	(0.22)
<b>Closing fair value of plan assets</b>	<b>70.91</b>	<b>55.10</b>	<b>-</b>	<b>-</b>

The major categories of plan assets as percentage of total plan assets:

	Gratuity (Funded)		Bhavishya Kalyan Yojana (BKY) (Unfunded)	
Debt securities	100.00%	100.00%	N/A	N/A

Not Applicable (N/A)

The table below outlines the effect on the service cost, the interest cost and the defined benefit obligation in the event of a decrease/increase of 1% in the assumed rate of discount rate, salary escalation and health care cost:

(Amount in ₹ Crore)

Assumption	Discount Rate	Salary Escalation Rate	Discount Rate	Salary Escalation Rate
<b>Change in Assumption</b>				
Increase by 1%	8.20%	Defined above	8.20%	Defined above
Decrease by 1%	6.20%	Defined above	6.20%	Defined above
<b>Impact on defined benefit obligation</b>				
Increase by 1% (Amount in ₹ Crore)	(7.81)	8.43	(0.12)	N.A.
Decrease by 1% (Amount in ₹ Crore)	9.05	(7.44)	0.14	N.A.
<b>Impact on service cost and interest cost</b>				
Increase by 1% (Amount in ₹ Crore)	(2.96)	3.55	0.01	N.A.
Decrease by 1% (Amount in ₹ Crore)	3.35	(3.07)	(0.01)	N.A.

Maturity profile of defined benefit obligation:

(Amount in ₹ Crore)

	Gratuity (Funded)		Bhavishya Kalyan Yojana (BKY) (Unfunded)	
	Year Ended March 31, 2023	Year Ended March 31, 2022	Year Ended March 31, 2023	Year Ended March 31, 2022
Within 1 Year	7.36	5.88	0.27	0.27
1-2 years	7.73	5.97	0.22	0.27
2-3 years	9.53	6.80	0.22	0.22
3-4 years	9.42	8.24	0.22	0.22
4-5 years	12.48	8.29	0.22	0.22
5-10 years	81.93	55.03	0.87	0.93



## Notes Forming Part of the Consolidated Financial Statement

### 34.2 Defined benefit plans

The principal assumptions used for the purposes of the actuarial valuations were as follows.

	Superannuation (Partly Funded)		Post Retirement Medicare Scheme (Unfunded)	
	Valuation as at		Valuation as at	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Discount rate(s)	7.10%	6.50%	7.30%	7.20%
Expected rate(s) of salary increase	-	-	-	-
Medical inflation rate	-	-	6.00%	6.00%
Withdrawal rate:				
Age				
20 – 34 years	17%	18%	N.A.	N.A.
35 – 40 years	9%	9%	N.A.	N.A.
41 – 50 years	6%	5%	N.A.	N.A.
51 – 60 years	5%	5%	N.A.	N.A.

Amounts recognised in standalone statement of profit and loss in respect of these defined benefit plans are as follows.

	Year Ended March 31, 2023 Amount in ₹ Crore	Year Ended March 31, 2022 Amount in ₹ Crore	Year Ended March 31, 2023 Amount in ₹ Crore	Year Ended March 31, 2022 Amount in ₹ Crore
<b>Service cost:</b>				
Current service cost	0.05	0.06	-	-
Past service cost and (gain)/loss from settlements	-	-	-	-
Net interest expense	-	-	0.17	0.18
Components of defined benefit costs recognised in profit or loss	<b>0.05</b>	<b>0.06</b>	<b>0.17</b>	<b>0.18</b>
<b>Remeasurement on the net defined benefit liability:</b>				
Return on plan assets (excluding amounts included in net interest expense)	0.06	(0.23)	-	-
Actuarial (gains) / losses arising from changes in demographic assumptions.	-	-	-	-
Actuarial (gains) / losses arising from changes in financial assumptions	-	(0.04)	(0.31)	0.02
Actuarial (gains) / losses arising from experience adjustments	(0.08)	0.02	(0.09)	(0.11)
Others	0.02	0.26	-	-
Components of defined benefit costs recognised in other comprehensive income	-	0.01	(0.40)	(0.09)
<b>Total</b>	<b>0.05</b>	<b>0.07</b>	<b>(0.23)</b>	<b>0.09</b>

The current service cost and the net interest expense for the year are included in the 'Employee benefits expense' line item in the consolidated statement of profit and loss.

The remeasurement of the net defined benefit liability is included in other comprehensive income.

## Notes Forming Part of the Consolidated Financial Statement

The amount included in the standalone balance sheet arising from the entity's obligation in respect of its defined benefit plans is as follows:

	Superannuation (Partly Funded)		Post Retirement Medicare Scheme (Unfunded)	
	As at March 31, 2023 Amount in ₹ Crore	As at March 31, 2022 Amount in ₹ Crore	As at March 31, 2023 Amount in ₹ Crore	As at March 31, 2022 Amount in ₹ Crore
Present value of funded defined benefit obligation	(2.36)	(2.88)	(1.91)	(2.51)
Fair value of plan assets	2.72	3.23	-	-
Effect of asset ceiling	(0.36)	(0.35)	-	-
<b>Net liability arising from defined benefit obligation</b>	<b>-</b>	<b>-</b>	<b>(1.91)</b>	<b>(2.51)</b>

Movements in the present value of the defined benefit obligation are as follows.

(Amount in ₹ Crore)

	Superannuation (Partly Funded)		Post Retirement Medicare Scheme (Unfunded)	
	Year Ended March 31, 2023	Year Ended March 31, 2022	Year Ended March 31, 2023	Year Ended March 31, 2022
Opening defined benefit obligation	2.88	2.68	2.51	2.76
Current service cost	0.05	0.06	-	-
Interest cost	0.17	0.16	0.17	0.18
Remeasurement (gains)/losses: Actuarial gains and losses arising from changes in demographic assumptions	-	-	-	-
Actuarial gains and losses arising from changes in financial assumptions	-	(0.04)	(0.31)	0.02
Actuarial gains and losses arising from experience adjustments	(0.08)	0.02	(0.09)	(0.11)
Transfer to/(from) Holding Company (Net)	-	-	-	-
Others	-	-	-	-
Benefits paid	(0.66)	-	(0.37)	(0.34)
Curtailment	-	-	-	-
<b>Closing defined benefit obligation</b>	<b>2.36</b>	<b>2.88</b>	<b>1.91</b>	<b>2.51</b>

Movements in the fair value of the plan assets are as follows.

## Notes Forming Part of the Consolidated Financial Statement

(Amount in ₹ Crore)

	Superannuation (Partly Funded)		Post Retirement Medicare Scheme (Unfunded)	
	Year Ended March 31, 2023	Year Ended March 31, 2022	Year Ended March 31, 2023	Year Ended March 31, 2022
Opening fair value of plan assets	3.23	2.77	-	
Interest income	0.16	0.17		
Remeasurement gain (loss): Return on plan assets (excluding amounts included in net interest expense)	(0.06)	0.23		
Contributions from the employer	0.05	0.06	0.37	0.34
Benefits paid	(0.66)	-	(0.37)	(0.34)
<b>Closing fair value of plan assets</b>	<b>2.72</b>	<b>3.23</b>	<b>-</b>	<b>-</b>

The major categories of plan assets as percentage of total plan assets:

	Superannuation (Partly Funded)		Post Retirement Medicare Scheme (Unfunded)	
Debt securities	100.00%	100.00%	N/A	N/A

Not Applicable (N/A)

The table below outlines the effect on the service cost, the interest cost and the defined benefit obligation in the event of a decrease/increase of 1% in the assumed rate of discount rate, salary escalation and health care cost:

Assumption	Salary Escalation Rate		Discount Rate	
	Discount Rate	Salary Escalation Rate	Discount Rate	Salary Escalation Rate
<b>Change in Assumption</b>				
Increase by 1%	8.10%	Defined above	8.30%	7.00%
Decrease by 1%	6.10%	Defined above	6.30%	5.00%
<b>Impact on defined benefit obligation</b>				
Increase by 1% (Amount in ₹ Crore)	-	N.A.	(0.07)	0.07
Decrease by 1% (Amount in ₹ Crore)	-	N.A.	0.07	(0.07)
<b>Impact on service cost and interest cost</b>				
Increase by 1% (Amount in ₹ Crore)	-	N.A.	0.01	-
Decrease by 1% (Amount in ₹ Crore)	-	N.A.	(0.01)	-

Maturity profile of defined benefit obligation:

(Amount in ₹ Crore)

	Superannuation (Partly Funded)		Post Retirement Medicare Scheme (Unfunded)	
	Year Ended March 31, 2023	Year Ended March 31, 2022	Year Ended March 31, 2023	Year Ended March 31, 2022
Within 1 Year	0.14	0.15	0.26	0.31
1-2 years	-	0.09	0.24	0.30
2-3 years	-	-	0.23	0.28
3-4 years	-	-	0.21	0.27
4-5 years	0.05	-	0.20	0.25
5-10 years	0.08	0.10	0.64	0.89

## Notes Forming Part of the Consolidated Financial Statement

### 34.3 Long term compensated absences:

The principal assumptions used for the purposes of the actuarial valuations were as follows:

	Compensated Absence–Domestic Plans (Unfunded)		Compensated Absence–Foreign plans (Unfunded)	
	Valuation as at		Valuation as at	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Discount rate(s)	7.20%	7.10%	3.76%	0.47%
Expected rate(s) of salary increase	7%–10%	7%–10.5%	3.50%	3.30%
Medical inflation rate	–	–	–	–
Withdrawal rate:				
Age				
20 – 34 years	17%	18%		
35 – 40 years	9%	9%	16%	14%
41 – 50 years	6%	5%		
51 – 60 years	5%	5%		

Amounts recognised in consolidated statement of profit and loss in respect of these long term compensated absences are as follows:

	Year Ended	Year Ended	Year Ended	Year Ended
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
	Amount in ₹ Crore	Amount in ₹ Crore	Amount in ₹ Crore	Amount in ₹ Crore
<b>Service cost:</b>				
Current service cost	2.90	3.48	1.25	1.53
Actuarial (gains) / losses (net)	6.94	4.71	2.80	3.16
Net interest expense	0.97	0.68	0.01	0.02
<b>Total</b>	<b>10.81</b>	<b>8.87</b>	<b>4.06</b>	<b>4.71</b>

The current service cost and the net interest expense for the year are included in the 'Employee benefits expense' line item in the consolidated statement of profit and loss.

The amount included in the standalone balance sheet arising from the entity's obligation in respect of its long term compensated absences is as follows:

	Compensated Absence–Domestic Plans (Unfunded)		Compensated Absence–Foreign plans (Unfunded)	
	as at		as at	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
	Amount in ₹ crore	Amount in ₹ crore	Amount in ₹ crore	Amount in ₹ crore
Present value of obligation	(21.88)	(16.34)	(2.67)	(2.95)
<b>Net liability arising from long term compensated absences</b>	<b>(21.88)</b>	<b>(16.34)</b>	<b>(2.67)</b>	<b>(2.95)</b>

## Notes Forming Part of the Consolidated Financial Statement

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

(Amount in ₹ Crore)

	Compensated Absence–Domestic Plans (Unfunded)		Compensated Absence–Foreign plans (Unfunded)	
	Year Ended March 31, 2023	Year Ended March 31, 2022	Year Ended March 31, 2023	Year Ended March 31, 2022
Opening defined benefit obligation	16.34	11.99	2.95	2.99
Current service cost	2.90	3.48	1.25	1.53
Interest cost	0.97	0.68	0.01	0.02
Remeasurement (gains)/losses: Actuarial gains and losses arising from changes in demographic assumptions	6.94	4.71	2.80	3.16
Benefits paid	(5.27)	(4.52)	(4.34)	(4.75)
<b>Closing balance</b>	<b>21.88</b>	<b>16.34</b>	<b>2.67</b>	<b>2.95</b>

Maturity profile of obligation:

(Amount in ₹ Crore)

	Compensated Absence–Domestic Plans (Unfunded)		Compensated Absence–Foreign plans (Unfunded)	
	Year Ended March 31, 2023	Year Ended March 31, 2022	Year Ended March 31, 2023	Year Ended March 31, 2022
Within 1 Year	2.61	1.87	2.51	2.69
1-2 years	2.83	1.91	0.56	0.57
2-3 years	3.00	1.99	0.57	0.57
3-4 years	2.99	2.01	0.54	0.52
4-5 years	3.02	1.93	0.55	0.49
5-10 years	14.81	9.35	1.38	1.74

### Employee benefit plans

The plans typically expose the company to the actuarial risks such as: investments risk, interest risks, longevity risk and salary risk

Investment risk	The present value of the defined benefit plan liability (denominated in Indian Rupee) is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. For other defined benefit plans, the discount rate is determined by reference to market yields at the end of the reporting period on high quality corporate bonds when there is a deep market for such bonds; if the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.
Interest risk	A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.
Longevity risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

## Notes Forming Part of the Consolidated Financial Statement

No other post-retirement benefits are provided to these employees.

In respect of the plan in India and Sweden, the actuarial valuation of the plan assets and the present value of the defined benefit obligation are carried out for March 31, 2023 and March 31, 2022 by Willis Towers Watson, Fellow of the Institute of Actuaries of India. The present value of the defined benefit obligation, and the related current service cost and past service cost, are measured using the projected unit credit method on a proportionate basis.

The fair value of plan assets are majorly balance mix of investments in government securities and other debt instruments. The Trust activities are managed by mix of professional employees representing management and employees.

34.4 The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Holding company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Holding Company will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

### 35 Employee Stock Option Plan (ESOP)

Share based long term incentive scheme 2022 ("SLTI 2022")

On July 01, 2022, pursuant to approval by shareholders in Annual General Meeting, the board has been authorised to introduce, offer, issue and provide share based incentives to eligible employees of the company and its subsidiaries under Share based long term incentive scheme 2022 ("SLTI 2022"). The maximum number of shares under plan shall not exceed 280,000 equity shares. The options would vest on achievement of defined performance parameters as determined by Nomination and Remuneration committee. The performance parameters are based on operating performance metrics of the company as decided by Nomination and Remuneration committee. Each of the performance parameters will be distinct for the purpose of calculation of the quantity of the shares to vest based on performance. The instruments generally vests within three years from grant date. Each option carries with a right to purchase one equity share of the Parent Company at exercise price determined by Nomination and Remuneration committee at the time of grant.

The summary of grants during year ended March 31, 2023

ESOP scheme	Method of settlement	Number of options granted	Grant date	Weightage average fair value (₹)
Class A SLTI 2022	Equity settled plans	395,800	01-Nov-22	180.64
Class B SLTI 2022	Equity settled plans	447,970	01-Nov-22	70.77

There were no grants made for the year ended March 31, 2022.

The fair value of the option is estimated on the date of grant using Black- Scholes-Merton model with following assumptions

The inputs to the model include the share price at date of grant, exercise price, expected volatility, expected dividends, expected term and the risk free interest rate. The expected volatility is computed based on average annualised price volatility of comparable companies for the period of 3.11 years.

## Notes Forming Part of the Consolidated Financial Statement

The fair value of the equity settled award is estimated on date of grant with following assumptions

Particulars	SLTI 2022	
	Class A	Class B
Weightage average price of equity shares (₹)	189.95	189.95
Exercise price (₹)	2	189.95
Expected volatility (%)	48.80	48.80
Expected life of the option (years)	3.11	3.11
Expected dividend (%)	1.47	1.47
Risk free interest rate (%)	6.92	6.92
Weightage average fair value as on grant date (₹)	180.64	70.77

The movement in the SLTI 2022 plan for equity settled share based payment transactions during the year ended March 31, 2023

Particulars	SLTI 2022			
	Class A		Class B	
	Shares	Weightage average exercise price (₹)	Shares	Weightage average exercise price (₹)
Outstanding at the beginning of the year	-	-	-	-
Granted during the year	395,800	2.00	447,970	189.95
Exercised during the year	-	-	-	-
Forfeited during the year	7,010	-	-	-
Expired during the year	-	-	-	-
Outstanding at the end of the year	388,790	2.00	447,970	189.95
Exercisable at the end of the year	-	-	-	-

There is no movement for share based payment for the year ended March 31, 2022

The summary of the information about equity settled ESOPs outstanding as on March 31, 2023

Particulars	SLTI 2022	
	Class A	Class B
Weightage average Exercise price (₹)	2.00	189.95
Number of options	388,790	447,970
Weightage average remaining contractual life (year)	2.00	2.00

The employee stock compensation cost under SLTI 2022 has been computed by reference to the fair value of share options granted and amortised over the vesting period. For the year ended March 31, 2023, the company has accounted for employee stock compensation cost (equity settled) amounting to ₹ 1.73 crore. (Refer note 25 Employee Benefit Expense).



## Notes Forming Part of the Consolidated Financial Statement

### 36 Capital Management

The Group's capital comprises equity share capital, share premium, retained earnings and other equity attributable to equity holders.

The Group's objectives when managing capital are to :

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

As there is no debt in the Company, hence the debt ratio is not applicable.

No changes were made in the objectives, policies or processes for managing capital of the Group during the current year and previous year.

#### Dividends

(Amount in ₹ Crore)

	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>(i) Equity shares</b>		
Interim dividend declared during the year aggregating ₹ Nil per fully paid equity share (₹ Nil per fully paid equity share March 31, 2022) (Refer Note 42(c))	-	-

### 37.1 Categories of financial instruments

(Amount in ₹ Crore)

Particulars	As at March 31, 2023			As at March 31, 2022		
	Fair value through profit or loss	Derivative instruments not in hedging relationship	Amortised cost	Fair value through profit or loss	Derivative instruments not in hedging relationship	Amortised cost
<b>Financial assets</b>						
Investments :						
- mutual funds	29.78	-	-	527.68	-	-
Security deposits	-	-	12.85	-	-	10.92
Loans to others	-	-	5.47	-	-	3.79
Loans to related parties- Inter-corporate deposits	-	-	484.75	-	-	42.50
Bills of exchange	-	-	1.79	-	-	6.14
Deposit with financial institutions	-	-	-	-	-	-
Unbilled receivables	-	-	154.47	-	-	120.89
Trade receivables	-	-	951.75	-	-	647.29
Net investment in sub lease	-	-	34.51	-	-	34.56
Research and Development Expenditure Credit receivable	-	-	30.19	-	-	16.38
SEIS licenses receivable	-	-	-	-	-	4.78
Cash and cash equivalents	-	-	382.82	-	-	768.26
Other bank balances	-	-	616.38	-	-	101.14
Others	-	-	38.79	-	-	4.22
<b>Total financial assets</b>	<b>29.78</b>	<b>-</b>	<b>2,713.77</b>	<b>527.68</b>	<b>-</b>	<b>1,760.87</b>

## Notes Forming Part of the Consolidated Financial Statement

(Amount in ₹ Crore)

Particulars	As at March 31, 2023			As at March 31, 2022		
	Fair value through profit or loss	Derivative instruments not in hedging relationship	Amortised cost	Fair value through profit or loss	Derivative instruments not in hedging relationship	Amortised cost
<b>Financial liabilities</b>						
Trade payables	-	-	657.81	-	-	336.63
Lease Liabilities	-	-	255.36	-	-	261.44
Others	-	0.38	4.73	-	-	256.21
<b>Total financial liabilities</b>	<b>-</b>	<b>0.38</b>	<b>917.90</b>	<b>-</b>	<b>-</b>	<b>854.28</b>

### 37.2 (a) Fair Value Hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value.

To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level follows underneath the table:

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of March 31, 2023.

Particulars	As at March 31, 2023	Fair value measurement at the end of the year		
		Level 1	Level 2	Level 3
<b>Financial Assets</b>				
Investments in Mutual Funds	29.78	29.78	-	-
<b>Financial Liabilities</b>				
Fair value of foreign exchange derivative liabilities	0.38	-	0.38	-

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of March 31, 2022.

Particulars	As at March 31, 2022	Fair value measurement at the end of the year		
		Level 1	Level 2	Level 3
<b>Financial Assets</b>				
Investments in Mutual Funds	527.68	527.68	-	-
<b>Financial Liabilities</b>				
Fair value of foreign exchange derivative liabilities	-	-	-	-

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. prices) or indirectly (i.e. derived from prices)

Level 3 – Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

## Notes Forming Part of the Consolidated Financial Statement

### 37.2 (b) Valuation technique used to determine fair value

The following methods and assumptions were used to estimate the fair value of the level 1 and level 2 financial instruments included in the above tables:

1. Investments in mutual funds: The fair value is derived based on the closing Net Asset value published by the respective mutual fund houses.
2. Derivative instruments: The fair value is derived based valued using the forward pricing valuation technique, using present value calculations.

**37.2 (c)** As per Ind AS 107 "Financial Instrument:Disclosure", fair value disclosures are not required when the carrying amounts reasonably approximate the fair value. Accordingly fair value disclosures have not been made for the following financial instruments:-

1. Trade receivables
2. Cash and Cash Equivalent
3. Other Bank Balances
4. Loans
5. Borrowings
6. Trade payables
7. Other financial liabilities
8. Other financial assets
9. Lease liabilities

### 37.3 Financial risk management

In the course of its business, the Group is exposed primarily to fluctuations in foreign currency exchange rates, interest rates, equity prices, liquidity and credit risk, which may adversely impact the fair value of its financial instruments.

The Group has a risk management policy which not only covers the foreign exchange risks but also other risks associated with the financial assets and liabilities such as interest rate risks and credit risks. The risk management policy is approved by the board of directors. The risk management framework aims to:

Create a stable business planning environment by reducing the impact of currency and interest rate fluctuations on the Group's business plan.

Achieve greater predictability to earnings by determining the financial value of the expected earnings in advance.

### 37.4 Market risk

Market risk is the risk of any loss in future earnings, in realizable fair values or in future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity price fluctuations, liquidity and other market changes. Future specific market movements cannot be normally predicted with reasonable accuracy.

## Notes Forming Part of the Consolidated Financial Statement

### 37.5 Foreign currency exchange rate risk:

The fluctuation in foreign currency exchange rates may have potential impact on the income statement and equity, where any transaction references more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the respective consolidated entities.

Considering the countries and economic environment in which the Group operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. The risks primarily relate to fluctuations in U.S. dollar, Great Britain Pounds, Euro and Swedish Krona, against the respective functional currencies of Tata Technologies Limited and its subsidiaries.

The Group, as per its risk management policy, uses foreign exchange and other derivative instruments primarily to hedge foreign exchange and interest rate exposure. The Group evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. It hedges a part of these risks by using derivative financial instruments in accordance with its risk management policies. For further details with respect to Foreign Currency Risk (other than risk arising from derivatives) refer below details.

Furthermore, any movement in the functional currencies of the various operations of the Group against major foreign currencies may impact the Group's revenues from its international operations. Any weakening of the functional currency may impact the Group's cost of imports and cost of borrowings and consequently may increase the cost of financing the Group's capital expenditures.

The Group uses forward exchange contracts to hedge its exposure in foreign currency. The information on derivative instruments is as follows:

Particulars	As At	Currency	Notional amount of outstanding contracts in Foreign currency ₹ Crore	Notional amount of outstanding contracts in ₹ Crore	Fair value (gain)/ loss of outstanding contracts in ₹ Crore
Forward Exchange contracts	March 31, 2023	GBP	GBP 0.50	50.82	0.36
		USD	USD 0.20	16.44	0.02
	<b>Total</b>			<b>67.26</b>	<b>0.38</b>
	March 31, 2022		-	-	-
			-	-	-
<b>Total</b>			<b>-</b>	<b>-</b>	<b>-</b>

## Notes Forming Part of the Consolidated Financial Statement

Foreign exchange currency exposures not covered by derivative instruments as at March 31, 2023 and March 31, 2022

(Amount in ₹ Crore)

Particulars	Currency	As at March 31, 2023		As at March 31, 2022	
		Amount in Foreign Currency	Equivalent amount in ₹	Amount in Foreign Currency	Equivalent amount in ₹
Trade Receivables and unbilled revenue*	EUR	0.40	35.80	0.38	31.83
	GBP	1.18	120.29	0.83	82.96
	USD	1.49	122.37	1.28	97.05
	SGD	0.04	2.69	0.03	1.81
	CAD	0.01	0.51	0.01	0.70
	CNY	0.72	8.64	0.82	9.81
	JPY	-	-	0.01	0.01
	THB	5.27	12.71	3.37	7.67
	INR	0.16	0.16	0.01	0.01
	CHF	0.01	0.78	-	0.08
	ZAR	0.02	0.09	-	-
	SEK	4.78	37.94	3.89	31.61
	VND	48.66	0.17	48.66	0.16
	Current account with Bank and deposits held with Bank (including cheques in hand/money in transit)	USD	1.08	88.72	0.72
EUR		0.16	13.93	0.26	22.07
GBP		0.06	6.31	0.01	0.92
SGD		0.06	3.82	0.12	6.77
CAD		-	0.03	-	0.04
CNY		0.28	3.34	0.23	2.77
<b>Total</b>		-	<b>458.30</b>	-	<b>351.06</b>
Financial Liabilities: Trade Payables*	EUR	0.56	49.77	0.45	38.17
	SGD	0.05	3.00	0.01	0.80
	INR	2.66	2.66	1.35	1.35
	USD	0.30	24.92	0.13	10.10
	SEK	0.04	0.33	0.01	0.07
	GBP	0.03	2.86	-	0.22
	CAD	-	-	-	0.01
	CNY	0.04	0.47	-	-
	VND	1,779.22	6.23	2,685.05	8.91
<b>Total</b>		-	<b>90.24</b>	-	<b>59.63</b>

\* The above balances are before considering intra-company balances elimination on consolidation.

10% appreciation/depreciation of the respective foreign currencies with respect to functional currency of the Company would result in increase/decrease in the Company's net income before tax by approximately ₹ 45.83 crore as at March 31, 2023 (₹ 35.11 crore as at March 31, 2022) and ₹ 9.02 crore as at March 31, 2023 (₹ 5.96 crore as at March 31, 2022) for financial assets and financial liabilities respectively.

## Notes Forming Part of the Consolidated Financial Statement

### 37.6 Interest rate risk

The Group's investments are primarily in fixed rate interest bearing deposits/debentures and long term growth mutual funds. Hence, the Group is not significantly exposed to interest rate risk

### 37.7 Credit risk management

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, loans, investments, cash and cash equivalents, bank deposits and other financial assets.

Out of the total trade receivables, two major customers who are also related parties, account for more than 15% of the gross receivable. Also, refer note 38 (b) for further details. There is one non-related customer which contributes for more than 30% of the gross receivable.

The remaining balance of trade receivables consist of a large number of customers, spread across diverse industries and geographical areas. Ongoing credit evaluation is performed on the financial condition of accounts receivable and, where appropriate, credit guarantee insurance cover is purchased.

(Amount in ₹ Crore)

	As at March 31, 2023	As at March 31, 2022
<b>Movement in the expected credit loss allowance</b>		
Balance at the beginning of the year	56.24	59.52
Movement in expected credit allowance on trade receivables	(13.84)	27.03
Exchange fluctuation	0.97	1.04
Reversal of provisions for debts paid	(0.15)	(31.35)
<b>Balance at the end of the year</b>	<b>43.22</b>	<b>56.24</b>

### 37.8 Liquidity risk

Liquidity risk refers to the risk that the Group cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements.

The Group has obtained fund and non-fund based working capital lines from various banks. The Group invests its surplus funds in bank fixed deposit and liquid and liquid plus schemes of mutual funds, which carry no/low mark to market risks.

The Group also constantly monitors funding options available in the debt and capital markets with a view to maintaining financial flexibility.

## Notes Forming Part of the Consolidated Financial Statement

The table below provides details regarding the contractual maturities of financial liabilities as at March 31, 2023 and March 31, 2022:

(Amount in ₹ Crore)

Financial liabilities	As at March 31, 2023				
	Due in 1 <sup>st</sup> Year	Due in 2 <sup>nd</sup> Year	Due in 3 <sup>rd</sup> to 5 <sup>th</sup> Year	Due after 5 <sup>th</sup> Year	Total contractual cash flows
<b>Non-derivative financial liabilities</b>					
(a) Trade payables	657.81	-	-	-	657.81
(b) Lease Liability	49.08	48.58	109.27	99.15	306.08
(c) Other financial liabilities	4.19	0.54	-	-	4.73
	<b>711.08</b>	<b>49.12</b>	<b>109.27</b>	<b>99.15</b>	<b>968.62</b>
<b>Derivative financial liabilities</b>	0.38	-	-	-	0.38
<b>Total</b>	<b>711.46</b>	<b>49.12</b>	<b>109.27</b>	<b>99.15</b>	<b>969.00</b>

(Amount in ₹ Crore)

Financial liabilities	As at March 31, 2022				
	Due in 1 <sup>st</sup> Year	Due in 2 <sup>nd</sup> Year	Due in 3 <sup>rd</sup> to 5 <sup>th</sup> Year	Due after 5 <sup>th</sup> Year	Total contractual cash flows
<b>Non-derivative financial liabilities</b>					
(a) Trade payables	336.63	-	-	-	336.63
(b) Lease Liability	48.74	43.04	107.57	120.33	319.68
(c) Other financial liabilities	255.86	0.35	-	-	256.21
	<b>641.23</b>	<b>43.39</b>	<b>107.57</b>	<b>120.33</b>	<b>912.52</b>
<b>Derivative financial liabilities</b>	-	-	-	-	-
<b>Total</b>	<b>641.23</b>	<b>43.39</b>	<b>107.57</b>	<b>120.33</b>	<b>912.52</b>

### 37.9 Impact of COVID-19 (pandemic)

The Group has taken into account all the possible impacts of COVID-19 in preparation of these consolidated financial statement, including but not limited to its assessment of, liquidity and going concern assumption, recoverable values of its financial and non-financial assets, impact on revenue recognition owing to changes in cost budgets of fixed price contracts and impact on leases. The Group has carried out this assessment based on available internal and external sources of information upto the date of approval of these consolidated financial statement and believes that the impact of COVID-19 is not material to these consolidated financial statement and expects to recover the carrying amount of its assets. The impact of COVID-19 on the consolidated financial statement may differ from that estimated as at the date of approval of these consolidated financial statement owing to the nature and duration of COVID-19.

### 38 Related Party Disclosures for the year ended March 31, 2023

#### a) Related party and their relationship

1	<b>Parent Company</b>	Tata Motors Limited
2	<b>Fellow subsidiaries</b>	
		1 TML Business Services Limited
		2 Tata Motors European Technical Centre PLC
		3 Tata Motors Insurance Broking and Advisory Services Limited
		4 TMF Holdings Limited
		5 TML Holdings Pte. Limited
		6 Tata Hispano Motors Carrocera S.A.



## Notes Forming Part of the Consolidated Financial Statement

7	Tata Hispano Motors Carrocerries Maghreb SA
8	Trilix S.r.l.
9	Tata Precision Industries Pte. Limited
10	Tata Motors Body Solutions Limited (Name changed from Tata Marcopolo Motors Limited with effect from December 30, 2022)
11	Tata Daewoo Commercial Vehicle Company Limited
12	Tata Daewoo Commercial Vehicle Sales and Distribution Company Limited
13	Tata Motors (Thailand) Limited
14	Tata Motors (SA) (Proprietary) Limited
15	PT Tata Motors Indonesia
16	PT Tata Motors Distribusi Indonesia
17	Jaguar Land Rover Automotive Plc
18	Jaguar Land Rover Limited
19	Jaguar Land Rover Austria GmbH
20	Jaguar Land Rover Japan Limited
21	JLR Nominee Company Limited (dormant)
22	Jaguar Land Rover Deutschland GmbH
23	Jaguar Land Rover North America LLC
24	Jaguar Land Rover Nederland BV
25	Jaguar Land Rover Portugal – Veículos e Peças, Lda.
26	Jaguar Land Rover Australia Pty Limited
27	Jaguar Land Rover Italia Spa
28	Jaguar Land Rover Korea Company Limited
29	Jaguar Land Rover (China) Investment Co. Ltd.
30	Jaguar Land Rover Canada ULC
31	Jaguar Land Rover France, SAS
32	Jaguar Land Rover (South Africa) (Pty) Limited
33	Jaguar e Land Rover Brasil Indústria e Comércio de Veículos LTDA
34	Limited Liability Company "Jaguar Land Rover" (Russia)
35	Jaguar Land Rover (South Africa) Holdings Limited
36	Jaguar Land Rover Classic Deutschland GmbH
37	Jaguar Land Rover Hungary KFT
38	Jaguar Land Rover India Limited
39	Jaguar Land Rover Espana SL
40	Jaguar Land Rover Belux NV
41	Jaguar Land Rover Holdings Limited
42	Jaguar Cars South Africa (Pty) Limited (dormant)
43	Jaguar Cars Limited (dormant)
44	Land Rover Exports Limited (dormant)
45	Land Rover Ireland Limited (non-trading)
46	The Daimler Motor Company Limited (dormant)
47	Daimler Transport Vehicles Limited (dormant)
48	S.S. Cars Limited (dormant)
49	The Lanchester Motor Company Limited (dormant)
50	Shanghai Jaguar Land Rover Automotive Services Company Limited
51	Jaguar Land Rover Pension Trustees Limited (dormant)
52	Jaguar Land Rover Slovakia s.r.o
53	Jaguar Land Rover Singapore Pte. Ltd.
54	Jaguar Racing Limited

## Notes Forming Part of the Consolidated Financial Statement

	55	InMotion Ventures Limited
	56	InMotion Ventures 2 Limited
	57	InMotion Ventures 3 Limited
	58	Jaguar Land Rover Colombia S.A.S
	59	Jaguar Land Rover Ireland (Services) Limited
	60	Jaguar Land Rover Taiwan Company Limited
	61	Jaguar Land Rover Servicios México, S.A. de C.V.
	62	Jaguar Land Rover México, S.A.P.I. de C.V.
	63	Jaguar Land Rover Classic USA LLC (dormant)
	64	Tata Motors Finance Solutions Limited
	65	Tata Motors Finance Limited
	66	Bowler Motors Limited
	67	Jaguar Land Rover (Ningbo) Trading Co. Limited
	68	Brabo Robotics and Automation Limited
	69	Tata Motors Passenger Vehicles Limited
	70	Jaguar Land Rover Ventures Limited
	71	TML CV Mobility Solutions Limited (Incorporated on June 7, 2021)
	72	Jaguar Land Rover Technology and Business Services India Private Limited
	73	Tata Passenger Electric Mobility Ltd. (Incorporated on December 21, 2021)
	74	In-Car Ventures Limited
	75	TML Smart City Mobility Solutions Limited
	76	TML Smart City Mobility Solutions (J&K) Private Limited (Incorporated with effect from October 13, 2022)
<b>3</b>		<b>Joint Venture</b>
		TATA HAL Technologies Limited (Dissolved w.e.f. March 17, 2023 via NCLT Order dated March 17, 2023)
<b>4</b>		<b>Associates and Joint Venture of Group Company</b>
	1	Tata Sons Private Limited
	2	Jaguar Cars Finance Limited
	3	Automobile Corporation of Goa Limited
	4	Nita Company Limited
	5	Tata Hitachi Construction Machinery Company Private Limited
	6	Tata Precision Industries (India) Limited
	7	Tata AutoComp Systems Limited
	8	Loginomic Tech Solutions Private Limited ("TruckEasy")
	9	Automotive Stampings and Assemblies Limited
	10	Nanjing Tata Autocomp Systems Limited
	11	TACO Engineering Services GmbH
	12	Ryhpez Holding (Sweden) AB
	13	TitanX Holding AB
	14	TitanX Engine Cooling Inc.
	15	TitanX Engine Cooling Kunshan Co. Ltd.
	16	TitanX Engine Cooling AB
	17	TitanX Engine Cooling, Poland
	18	TitanX Refrigeração de Motores LTDA
	19	Tata Ficosa Automotive Systems Private Limited
	20	Tata AutoComp GY Batteries Private Limited
	21	Tata Autocomp Hendrickson Suspensions Private Limited
	22	Air International TTR Thermal Systems Private Limited
	23	TM Automotive Seating Systems Private Limited
	24	TACO Sasken Automotive Electronics Limited

## Notes Forming Part of the Consolidated Financial Statement

25	Tata Cummins Private Limited
26	Fiat India Automobiles Private Limited
27	Chery Jaguar Land Rover Automotive Company Limited
28	Chery Jaguar Land Rover Auto Sales Company Limited
29	Tata AutoComp Gotion Green Energy Solutions Private Limited
30	Ewart Investments Limited
31	Tata Limited
32	Tata AIA Life Insurance Company Limited
33	Tata AIG General Insurance Company Limited
34	Indian Rotorcraft Limited
35	Panatone Finvest Limited
36	TS Investments Limited
37	Tata SIA Airlines Limited
38	Infiniti Retail Limited
39	Tata Incorporated
40	Tata Investment Corporation Limited
41	Simto Investment Company Limited
42	Tata Asset Management Private Limited
43	Tata Asset Management (Mauritius) Private Limited
44	Tata Pension Management Limited
45	Tata Consulting Engineers Limited
46	Ecofirst Services Limited
47	TCE QSTP-LLC
48	Tata International AG, Zug
49	TRIF Investment Management Limited
50	Tata Advanced Systems Limited
51	Aurora Integrated Systems Private Limited
52	HELA Systems Private Limited
53	Nova Integrated Systems Limited
54	TASL Aerostructures Private Limited
55	Tata Lockheed Martin Aerostructures Limited
56	Tata Sikorsky Aerospace Limited
57	Tata Boeing Aerospace Limited
58	Tata Capital Limited
59	Tata Capital Advisors Pte. Limited
60	Tata Capital Financial Services Limited
61	TATA Capital General Partners LLP
62	Tata Capital Growth Fund I
63	Tata Capital Healthcare General Partners LLP
64	Tata Capital Housing Finance Limited
65	Tata Capital Plc
66	Tata Capital Pte. Limited
67	Tata Cleantech Capital Limited
68	Tata Opportunities General Partners LLP
69	Tata Securities Limited
70	Tata Capital Special Situation Fund
71	Tata Capital Healthcare Fund I
72	Tata Capital Innovations Fund
73	Tata Capital Growth Fund II

## Notes Forming Part of the Consolidated Financial Statement

74	Tata Housing Development Company Limited
75	Apex Realty Private Limited
76	Ardent Properties Private Limited
77	Concept Developers & Leasing Limited
78	HLT Residency Private Limited
79	Kriday Realty Private Limited
80	One-Colombo Project (Private) Limited
81	Promont Hillside Private Limited
82	Smart Value Homes (Boisar) Private Limited
83	Tata Value Homes Limited
84	THDC Management Services Limited
85	World-One (Sri Lanka) Projects Pte. Limited
86	World-One Development Company Pte. Limited
87	Synergizers Sustainable Foundation
88	Tata Realty and Infrastructure Limited
89	Acme Living Solutions Private Limited
90	Arrow Infraestate Pvt Limited
91	Gurgaon Construct Well Private Limited
92	Gurgaon Realtech Limited
93	HV Farms Private Limited
94	TRIF Gurgaon Housing Projects Private Limited
95	Wellkept Facility Mangement Services Private Limited
96	TRIL Roads Private Limited
97	TRIL Urban Transport Private Limited
98	TRIL Infopark Limited
99	Hampi Expressways Private Limited
100	Dharamshala Ropeway Limited
101	International Infrabuild Private Limited
102	Uchit Expressways Private Limited
103	Tata Consultancy Services Limited
104	APTOnline Limited
105	C-Edge Technologies Limited
106	Diligenta Limited
107	MahaOnline Limited
108	MGDC S.C.
109	MP Online Limited
110	Tata Consultancy Services Indonesia, PT
111	Tata America International Corporation
112	Tata Consultancy Services (Africa) (PTY) Ltd.
113	Tata Consultancy Services (China) Co., Ltd.
114	Tata Consultancy Services (Philippines) Inc.
115	Tata Consultancy Services (South Africa) (PTY) Ltd.
116	Tata Consultancy Services (Thailand) Limited
117	Tata Consultancy Services Argentina S.A.
118	Tata Consultancy Services Asia Pacific PTE. Ltd.
119	Tata Consultancy Services Belgium
120	Tata Consultancy Services Canada Inc.
121	Tata Consultancy Services Chile S.A.
122	Tata Consultancy Services Danmark ApS

## Notes Forming Part of the Consolidated Financial Statement

123	Tata Consultancy Services De Espana SA
124	Tata Consultancy Services De Mexico S.A.,De C.V.
125	Tata Consultancy Services Deutschland GmbH
126	Tata Consultancy Services Do Brasil Ltda
127	Tata Consultancy Services France
128	Tata Consultancy Services Luxembourg S.A.
129	Tata Consultancy Services Malaysia Sdn Bhd.
130	Tata Consultancy Services Netherlands BV
131	Tata Consultancy Services Osterreich GmbH
132	Tata Consultancy Services Qatar L.L.C
133	Tata Consultancy Services Sverige Aktiebolag
134	Tata Consultancy Services Switzerland Ltd.
135	TCS Financial Solutions (Beijing) Co., Ltd.
136	TCS Financial Solutions Australia Pty Limited
137	TCS FNS Pty Limited
138	TCS Iberoamerica SA
139	TCS Inversiones Chile Limitada
140	Tata Consultancy Services Italia s.r.l.
141	TCS Solution Center S.A.
142	TCS Uruguay S. A.
143	TCS e-Serve International Limited
144	Tata Consultancy Services Japan, Ltd.
145	TCS Foundation
146	Tata Consultancy Services UK limited
147	Tata Consultancy Services Saudi Arabia
148	Tata Trustee Company Private Limited
149	Tata Play Limited
150	ACTVE Digital Services Private Limited
151	Tata Play Broadband Private Limited
152	TSBB Voice Private Limited
153	Niskalp Infrastructure Services Limited
154	India Emerging Companies Investment Limited
155	Inshaallah Investments Limited
156	Tata Industries Limited
157	Qubit Investments Pte. Limited
158	Tata SmartFoodz Limited (formerly SmartFoodz Limited)
159	Tata International Limited
160	Blackwood Hodge Zimbabwe (Private) Limited
161	Calsea Footwear Private Limited
162	Pamodzi Hotels Plc
163	Tata Africa (Cote D'Ivoire) SARL
164	Tata Africa Holdings (Ghana) Limited
165	TATA Africa Holdings (Kenya) Limited
166	Tata Africa Holdings (SA) (Proprietary) Limited
167	Tata Africa Holdings (Tanzania) Limited
168	Tata Africa Services (Nigeria) Limited
169	Tata De Mocambique, Limitada
170	Tata Holdings Mocambique Limitada
171	Tata International Metals (Americas) Limited

## Notes Forming Part of the Consolidated Financial Statement

172	Tata International Metals (Asia) Limited
173	Tata International Singapore Pte Limited
174	Tata South East Asia (Cambodia) Limited
175	Tata Uganda Limited
176	Tata West Asia FZE
177	Tata Zambia Limited
178	Tata Zimbabwe (Private) Limited
179	TIL Leather Mauritius Limited
180	Tata International West Asia DMCC
181	Motor-Hub East Africa Limited
182	Tata International Vietnam Company Limited
183	Tata International Unitech (Senegal) SARL
184	Tata International Canada Limited
185	Newshelf 1369 Pty Ltd.
186	Taj Air Limited
187	Strategic Energy Technology Systems Private Limited
188	Pune Solapur Expressways Private Limited
189	TRIL IT4 Private Limited
190	Mikado Realtors Private Limited
191	Industrial Minerals and Chemicals Company Private Limited
192	Arvind and Smart Value Homes LLP
193	Princeton Infrastructure Private Limited
194	Sohna City LLP
195	Technopolis Knowledge Park Limited
196	HL Promoters Private Limited
197	Kolkata-One Excelton Private Limited
198	Sector 113 Gatevida Developers Private Limited
199	Promont Hilltop Private Limited
200	Smart Value Homes (Peenya Project) Private Limited
201	Smart Value Homes (New Project) LLP
202	One Bangalore Luxury Projects LLP
203	Tata International Vehicle Applications Private Limited
204	Tata International GST AutoLeather Limited
205	Durg Shivnath Expressways Private Limited
206	Matheran Rope-Way Private Limited
207	TATASOLUTION CENTER S.A.
208	Alliance Finance Corporation Limited
209	MIA Infrastructure Private Limited
210	Flisom - AG
211	915 Labs Inc
212	Impetis Biosciences Limited
213	Tata Digital Private Limited
214	Tata Engineering Consultants Saudi Arabia Company
215	AFCL RSA (Pty) Limited
216	TISPL Trading Company Limited
217	TCTS Senegal Limited
218	Tata Autocomp SECO Powertrain Private Limited
219	Tata Autocomp Katcon Exhaust Systems Private Limited
220	TCL Employee Welfare Trust

## Notes Forming Part of the Consolidated Financial Statement

221	Tata Capital Growth II General Partners LLP
222	Tata Capital Healthcare Fund II
223	TATA Capital Healthcare II General Partners LLP
224	Tata Consultancy Services (Portugal), Unipessoal LDA
225	TCS Business Services GmbH
226	Tata International Metals (Guangzhou) Limited
227	AFCL Ghana Limited
228	AFCL Premium Services Ltd.
229	AFCL Zambia Limited
230	Stryder Cycle Private Limited
231	NetFoundry Inc.
232	Tata Payments Limited
233	Women in Transport
234	T/A Tata International Cape Town
235	Pune IT City Metro Rail Limited
236	Land kart Builders Private Limited
237	Alliance Leasing Limited
238	TRIL Bengaluru Real Estate One Private Limited
239	TRIL Bengaluru Consultants Private Limited
240	TRIL Bengaluru Real Estate Three Private Limited
241	Société Financière Décentralisé Alliance Finance Corporation Senegal
242	Tata Medical and Diagnostics Limited
243	Flisom Hungary Kft
244	Tata Electronics Private Limited
245	Consilience Technologies (Proprietary) Limited
246	Ferguson Place (Proprietary) Limited
247	Talace Private Limited
248	Tata Toyo Radiator Limited
249	Tata Consultancy Services Ireland Limited
250	Tata Teleservices Limited
251	Tata Tele NXTGEN Solutions Limited
252	NVS Technologies Limited
253	TTL Mobile Private Limited
254	Tata Teleservices (Maharashtra) Limited
255	Tata Communications Limited
256	Tata Communications Transformation Services Limited
257	Tata Communications Collaboration Services Private Limited
258	Tata Communications Payment Solutions Limited
259	Tata Communications Lanka Limited
260	Tata Communications Services (International) Pte. Limited
261	Tata Communications (Bermuda) Limited
262	Tata Communications (Netherlands) B.V.
263	Tata Communications (Hong Kong) Limited
264	ITXC IP Holdings S.A.R.L.
265	Tata Communications (America) Inc.
266	Tata Communications (International) Pte Limited
267	Tata Communications (Canada) Limited
268	TATA COMMUNICATIONS (BELGIUM) SRL
269	Tata Communications (Italy) SRL



## Notes Forming Part of the Consolidated Financial Statement

### 38 Related Party Disclosures for the year ended March 31, 2023(Contd.)

270	Tata Communications (Portugal) Unipessoal LDA
271	Tata Communications (France) SAS
272	Tata Communications (Nordic) AS
273	Tata Communications (Guam) L.L.C.
274	Tata Communications (Portugal) Instalacao E Manutencao De Redes LDA
275	Tata Communications (Australia) Pty Limited
276	Tata Communications SVCS Pte Ltd
277	Tata Communications (Poland) SP.Z.O.O.
278	Tata Communications (Japan) KK.
279	Tata Communications (UK) Limited
280	Tata Communications Deutschland GMBH
281	Tata Communications (Middle East) FZ-LLC
282	Tata Communications (Hungary) KFT
283	Tata Communications (Ireland) DAC
284	Tata Communications (Russia) LLC
285	Tata Communications (Switzerland) GmbH
286	Tata Communications (Sweden) AB
287	TCPOP Communication GmbH
288	Tata Communications (Taiwan) Limited
289	Tata Communications (Thailand) Limited
290	Tata Communications (Malaysia) Sdn. Bhd.
291	Tata Communications Transformation Services South Africa (Pty) Ltd
292	Tata Communications (Spain) S.L.
293	Tata Communications (Beijing) Technology Limited
294	VSNL SNOSPV Pte. Limited
295	Tata Communications (South Korea) Limited
296	Tata Communications Transformation Services (Hungary) Kft.
297	Tata Communications Transformation Services Pte Limited
298	Tata Communications (Brazil) Participacoes Limitada
299	Tata Communications Transformation Services (US) Inc
300	Tata Communications Comunicacoes E Multimidia (Brazil) Limitada
301	Nexus Connexion (SA) Pty Limited
302	SEPCO Communications (Pty) Limited
303	Tata Communications (New Zealand) Limited
304	Tata Communications MOVE B.V.
305	Tata Communications MOVE Nederland B.V.
306	Oasis Smart E-Sim Pte Ltd
307	Tata Business Hub Limited
308	Tata Elxsi Limited
309	TCS Technology Solutions AG
310	Ferbine Private Limited
311	LTH Milcom Private Limited
312	OASIS Smart SIM Europe SAS
313	Changshu Tata Autocomp Systems Limited
314	Akashastha Technologies Private Limited
315	Saudi Desert Rose Holding B.V.
316	TitanX Engine Cooling SRL

## Notes Forming Part of the Consolidated Financial Statement

### 38 Related Party Disclosures for the year ended March 31, 2023(Contd.)

- 317 TACO Prestolite Electric Private Limited
- 318 Inchcape JLR Europe Limited (incorporated 31 August 2020) (JLRL shareholding 30% effective 30 April 2021)
- 319 Jaguar Land Rover Schweiz AG
- 320 Tejas Networks Limited
- 321 Tejas Communication Pte Limited
- 322 Tejas Communications (Nigeria) Limited
- 323 Tata Consultancy Services Guatemala S.A
- 324 Tata Consultancy Services Bulgaria EOOD
- 325 Supermarket Grocery Supplies Private Limited
- 326 Savis Retail Private Limited
- 327 Delyver Retail Network Private Limited
- 328 Dailyninja Delivery Services Private Limited
- 329 Tata 1mg Technologies Private Limited
- 330 Tata 1mg Healthcare Solutions Private Limited
- 331 LFS Healthcare Private Limited
- 332 Innovative Retail Concepts Private Limited
- 333 Air India Limited
- 334 Air India Express Limited
- 335 Air India SATS Airport Services Private Ltd.
- 336 Vidiyal Residency Private Limited
- 337 Tata Fintech Private Limited
- 338 Infopark Properties Limited
- 339 Protraviny Private Limited
- 340 Tata Neu Private Limited
- 341 Sertec Corporation Limited (Jaguar Land Rover Ventures Limited acquired 39.80% shareholding with effect from June 17, 2022)
- 342 Sertec Group Limited
- 343 Sertec HoldCo Limited
- 344 Sertec Group Holdings Limited
- 345 Sertec Light Stampings Limited
- 346 Sertec Aluminium Structures Limited
- 347 Sertec Auto Structures (UK) Limited

## Notes Forming Part of the Consolidated Financial Statement

348	Sertec Engineering Estonia OU (Struck-off w.e.f. July 12, 2021)
349	AWC Industries Limited
350	Sertec Springs & Wireforms Limited
351	Sertec Precision Components Limited
352	Sertec Fine Blanking Gmbh
353	Sertec Auto Structures Property Kft
354	Sertec Auto Structures (Hungary) Bt.
355	Sertec Commercial Services (Dongguan) Limited
356	Saankhya Labs Private Limited
357	Saankhya Labs Inc
358	Saankhya Strategic Electronics Private Limited
359	SAS Realtech LLP
360	TACO EV Component Solutions Private Limited
361	TACO Punch Powertrain Private Limited
362	Tata Unistore Limited
363	Ranata Hospitality Private Limited
364	Smart ClassEdge Systems Limited
365	MuCoso B.V.
366	AIX Connect Private Limited
367	Agratas Energy Storage Solutions Private Limited
368	Tata Chemicals Limited
369	Tata Consumer Products Limited
370	Tata Steel Limited
371	The Indian Hotels Company Limited
372	The Tata Power Company Limited
373	Trent Limited
374	Voltas Limited
375	Titan Company Limited
376	Amalgamated Plantations Private Limited
377	Lokmanaya Hospital Private Limited
378	Novalead Pharma Private Limited
379	Vortex Engineering Private Limited
380	Sea6 Energy Private Limited
381	Alef Mobitech Solutions Private Limited
382	Tema India Limited
383	Kapsons Industries Private Limited
384	TVS Supply Chain Solutions Limited
385	Fincare Business Services Limited
386	Tata Projects Limited
387	Anderson Diagnostic Services Pvt. Ltd.
388	Indusface Private Limited
389	Linux Laboratories Private Limited
390	Fincare Small Finance Bank Limited
391	Atulaya Healthcare Private Limited
392	Cnergyis Infotech India Private Limited
393	Deeptek Inc, a Delaware Corporation
394	Speech and Software Technologies (India) Private Limited
395	The Associated Building Company Limited
396	Tata Enterprises (Overseas) AG

## Notes Forming Part of the Consolidated Financial Statement

	397	A.O. Avron
	398	United Telecom Limited
	399	STT Global Data Centres India Private Limited
	400	Smart ICT Services Private Limited
	401	Cellcure Cancer Centre Private Limited
	402	TM Railway Seating Private Limited
	403	Imbanita Consulting and Engineering Services (Pty) Ltd
<b>5 Post employment benefit plans</b>	1	Tata Technologies (India) Limited Gratuity Fund
	2	Tata Technologies (India) Limited Superannuation Fund
	3	Tata Technologies (India) Limited Provident Fund
<b>6 Key Management Personnel of the Company</b>	1	Mr. Warren Harris, Managing Director
	2	Mr. Vikrant Gandhe, Company Secretary
	3	Ms. Savitha Balachandran, Chief Financial Officer
	4	Mr. S. Ramadorai, Director (upto February 21, 2023)
	5	Mr. PB Balaji, Director
	6	Mr. Ajoyendra Mukherjee (w.e.f March 29, 2021)
	7	Ms. Nivruti Rai (w.e.f June 24, 2021 upto March 11, 2022)
	8	Ms. Aarthi Sivanandh (w.e.f June 11, 2022)
	9	Ms. Usha Sangwan (w.e.f October 21, 2022)
	10	Mr.Nagaraj Ijari (w.e.f March 01, 2023)
	11	Mr. Shailesh Chandra (w.e.f March 01, 2023)
<b>7 Key Management Personnel in subsidiary companies &amp; Joint Venture</b>	1	Ms. Sonal Ramrakhiani, Director
	2	Mr. Rajarajan Shanmugam, Director (upto June 07, 2021)

### 38 Related Party Disclosures for the year ended March 31, 2023(Contd.)

#### b) Transactions with related parties

(Amount in ₹ Crore)

Particulars	Parent Company	Fellow subsidiaries	Associates and Joint Venture of Group Company	Key Management Personnel	Total
Purchase of products	-	-	0.11	-	0.11
Sale of products	37.11	47.26	19.04	-	103.41
Services received	2.28	0.17	70.54	-	72.99
Services rendered	403.55	991.22	154.49	-	1,549.26
Rent received	-	0.05	0.02	-	0.07
Finance placed (including loans, equity & ICD)	1,839.50	-	-	-	1,839.50
Finance received back (including loans, equity & ICD)	1,397.25	-	-	-	1,397.25
Interest paid / (received)(net)	(25.46)	-	-	-	(25.46)
Remuneration	-	-	-	14.34	14.34
Bad debts written off and allowance for doubtful trade receivables (net) (reversal)/ charge	(0.60)	0.54	0.05	-	(0.01)
Amount receivable including unbilled receivables	62.30	253.58	77.51	-	393.39
Provision for amount receivable	1.83	0.61	0.09	-	2.53
Amount payable	0.94	58.51	24.56	-	84.01

## Notes Forming Part of the Consolidated Financial Statement

(Amount in ₹ Crore)

Particulars	Parent Company	Fellow subsidiaries	Associates and Joint Venture of Group Company	Key Management Personnel	Total
Amount receivable (in respect of loans and bonds)	484.75	-	-	-	484.75
Commission	-	-	-	0.83	0.83
Sitting fees	-	-	-	0.23	0.23

### Disclosure of material transactions:

#### Sale of products:

Tata Motors Passenger Vehicles Limited: ₹ 35.05 crore

Tata Elxsi Limited: ₹ 10.96 crore

#### Services received:

Tata Sons Private Limited: ₹ 13.25 crore

Tata Consultancy Services(including subsidiaries) : ₹ 19.14 crore

#### Services Rendered:

Jaguar Land Rover (including subsidiaries) ₹ 742.33 crore

Tata Consultancy Services(including subsidiaries) : ₹ 100.60 crore

#### Accounts receivable

Jaguar Land Rover (including subsidiaries) ₹ 169.55 crore

Tata Consultancy Services(including subsidiaries) : ₹ 48.38 crore

#### Accounts payable

Tata Sons Private Limited: ₹ 10.77 crore

(Amount in ₹ Crore)

Consideration of key management personnel	Year ended March 31, 2023
Short term benefits	14.79
Post employment benefits	0.13
Share-based payments	0.61

#### Notes:

1. Consideration of benefits payables to Key Managerial Management Personnel are in respect of holding company.
2. Includes provision for encashable leave and gratuity for certain key management personnels on estimate basis as a separate actuarial valuation is not available

## Notes Forming Part of the Consolidated Financial Statement

### 38 Related Party Disclosures for the year ended March 31, 2022

#### b) Transactions with related parties

(Amount in ₹ Crore)

Particulars	Parent Company	Fellow subsidiaries	Associates and Joint Venture of Group Company	Key Management Personnel	Total
Purchase of products	-	-	0.04	-	0.04
Sale of products	41.80	4.32	13.45	-	59.57
Services received	1.81	0.17	23.48	-	25.46
Services rendered	417.29	667.52	117.58	-	1,202.39
Finance placed (including loans, equity & ICD)	1,481.00	-	-	-	1,481.00
Finance received back (including loans, equity & ICD)	1,688.50	-	-	-	1,688.50
Interest paid / (received)(net)	(32.47)	(0.25)	(0.03)	-	(32.75)
Remuneration	-	-	-	12.83	12.83
Bad debts written off and allowance for doubtful trade receivables (net) (reversal)/ charge	(0.42)	0.06	(0.04)	-	(0.40)
Amount receivable including unbilled receivables	76.88	120.85	34.51	-	232.24
Provision for amount receivable	2.43	0.08	0.28	-	2.79
Amount payable	5.97	7.91	10.76	-	24.64
Amount receivable (in respect of loans and bonds)	42.50	-	-	-	42.50
Commission	-	-	-	1.00	1.00
Sitting fees	-	-	-	0.13	0.13

#### Disclosure of material transactions:

##### Sale of products:

Tata Elxsi Limited: ₹ 7.99 crore

Tata Consultancy Services: ₹ 4.19 crore

##### Services received:

Tata Sons Private Limited: ₹ 9.36 crore

Tata Communications Limited: ₹ 5.95 crore

Tata Consultancy Services Limited (including subsidiaries) : ₹ 6.55 crore

##### Services Rendered:

Jaguar Land Rover (including subsidiaries) ₹ 599.05 crore

Tata Consultancy Services Limited (including subsidiaries) : ₹ 101.39 crore

##### Interest received:

Tata Motors Finance Limited ₹ 0.25 crore

##### Accounts receivable

Jaguar Land Rover (including subsidiaries) ₹ 89.97 crore

##### Accounts payable

Tata Sons Private Limited: ₹ 7.66 crore

## Notes Forming Part of the Consolidated Financial Statement

(Amount in ₹ Crore)

Consideration of key management personnel	Year ended March 31, 2022
Short term benefits	12.99
Post employment benefits	0.02

Notes:

1. Consideration of benefits payables to Key Managerial Management Personnel are in respect of holding company.
2. Includes provision for encashable leave and gratuity for certain key management personnels on estimate basis as a separate actuarial valuation is not available

### 39 Details of subsidiaries

The following subsidiary companies are considered in the consolidated financial statements

Sr. no.	Name of the Subsidiary Company	Country of Incorporation	% of holding either directly or through subsidiary as at	
			March 31, 2023	March 31, 2022
<b>Direct Subsidiary</b>				
1	Tata Technologies Pte. Ltd.	Singapore	100	100
<b>Indirect Subsidiaries</b>				
2	Tata Technologies (Thailand) Limited	Thailand	100	100
3	Tata Manufacturing Technologies (Shanghai) Co. Limited	China	100	100
4	INCAT International Plc.	UK	100	100
5	Tata Technologies Europe Limited	UK	100	100
6	Tata Technologies Nordics AB ^ (Formerly known as Escenda Engineering AB up to November 01, 2020)	Sweden	100	100
7	Tata Technologies GmbH ^(Formerly known as INCAT GmbH upto March 30, 2022)	Germany	100	100
8	Tata Technologies Inc. **	USA	99.80	99.80
9	Tata Technologies de Mexico, S.A. de C.V ** (in process of liquidation refer note 41)	Mexico	99.80	99.80
10	Cambric Limited, Bahama **	Bahama, USA	99.80	99.80
11	Tata Technologies SRL, Romania **	Romania	99.80	99.80
12	Tata Technologies Limited Employees Stock Option Trust	India	100	100
13	INCAT International Limited ESOP 2000	UK	100	100

\*\* For these subsidiaries though the holding is 99.81 % and 99.76 %, the indirect voting power is 100%.



## Notes Forming Part of the Consolidated Financial Statement

### 40 Additional information pursuant to para 2 of general instructions for the preparation of Consolidated Financial Statements as on March 31, 2023

Sr. No.	Name of the entity in the group	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	₹ Crore	As % of consolidated profit or (loss)	₹ Crore	As % of consolidated other comprehensive income	₹ Crore	As % of total comprehensive income	₹ Crore
<b>Parent Company</b>									
	Tata Technologies Limited	34.12%	1,019.86	39.11%	244.03	-11.74%	(9.81)	33.10%	234.22
<b>Direct Subsidiaries - Indian</b>									
	Tata Technologies Limited Employees Stock Option Trust	0.07%	2.23	0.01%	0.07	0.00%	-	0.01%	0.07
<b>Direct and Indirect Subsidiaries - Foreign</b>									
1	Tata Technologies Pte. Ltd.	31.48%	941.15	10.69%	66.68	8.21%	6.86	10.39%	73.54
2	Tata Technologies (Thailand) Limited	-0.24%	(7.31)	-0.75%	(4.66)	-0.48%	(0.40)	-0.72%	(5.06)
3	Tata Manufacturing Technologies Consulting (Shanghai) Limited	1.92%	57.40	3.39%	21.14	0.61%	0.51	3.06%	21.65
4	INCAT International Plc.	1.57%	47.03	0.00%	0.01	0.19%	0.16	0.02%	0.17
5	Tata Technologies Europe Limited	42.80%	1,279.46	36.34%	226.79	25.78%	21.54	35.11%	248.33
6	Tata Technologies Nordics AB ^ (Formerly known as Escenda Engineering AB up to November 01, 2020)	0.10%	2.86	-0.60%	(3.74)	-0.07%	(0.06)	-0.53%	(3.80)
7	Tata Technologies GmbH^ (Formerly known as INCAT GmbH upto March 30, 2022)	0.73%	21.82	0.05%	0.32	1.54%	1.29	0.23%	1.61
8	Tata Technologies Inc.	22.04%	658.92	10.39%	64.81	57.43%	47.99	15.94%	112.80
9	Tata Technologies de Mexico, S.A. de C.V (in process of liquidation)	0.10%	2.87	-0.08%	(0.50)	0.00%	-	-0.07%	(0.50)
10	Cambric Limited, Bahama	0.77%	23.06	0.01%	0.07	0.00%	-	0.01%	0.07
11	Tata Technologies SRL, Romania	2.66%	79.65	1.77%	11.07	0.00%	-	1.56%	11.07
12	INCAT International Limited ESOP 2000	0.67%	19.92	-0.02%	(0.15)	0.53%	0.44	0.04%	0.29
<b>Joint Ventures (investment as per the equity method) - Indian</b>									
	Tata HAL Technologies Ltd	0.00%	-	0.00%	-	0.00%	-	0.00%	-
	Consolidation Adjustment	-38.79%	(1,159.47)	-0.31%	(1.91)	18.00%	15.04	1.86%	13.13

## Notes Forming Part of the Consolidated Financial Statement

Sr. No.	Name of the entity in the group	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	₹ Crore	As % of consolidated profit or (loss)	₹ Crore	As % of consolidated other comprehensive income	₹ Crore	As % of total comprehensive income	₹ Crore
<b>Total</b>		<b>100.00%</b>	<b>2,989.45</b>	<b>100.00%</b>	<b>624.03</b>	<b>100.00%</b>	<b>83.56</b>	<b>100.00%</b>	<b>707.59</b>

### 40 Additional information pursuant to para 2 of general instructions for the preparation of Consolidated Financial Statements as on March 31, 2022

Sr. No.	Name of the entity in the group	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	₹ Crore	As % of consolidated profit or (loss)	₹ Crore	As % of consolidated other comprehensive income	₹ Crore	As % of total comprehensive income	₹ Crore
<b>Parent Company</b>									
	Tata Technologies Limited	34.38%	783.94	50.01%	218.53	325.68%	(9.64)	48.13%	208.89
<b>Direct Subsidiaries – Indian</b>									
	Tata Technologies Limited Employees Stock Option Trust	0.09%	2.16	0.03%	0.11	0.00%	-	0.03%	0.11
<b>Direct and Indirect Subsidiaries – Foreign</b>									
1	Tata Technologies Pte. Ltd.	38.05%	867.61	3.49%	15.23	-1013.18%	29.99	10.42%	45.22
2	Tata Technologies (Thailand) Limited	-0.10%	(2.25)	-0.34%	(1.50)	-2.36%	0.07	-0.33%	(1.43)
3	Tata Manufacturing Technologies Consulting (Shanghai) Limited	1.57%	35.76	-2.77%	(12.10)	-94.26%	2.79	-2.15%	(9.31)
4	INCAT International Plc.	2.05%	46.85	0.00%	(0.01)	21.28%	(0.63)	-0.15%	(0.64)
5	Tata Technologies Europe Limited	45.22%	1,031.13	34.86%	152.33	496.62%	(14.70)	31.72%	137.63
6	Tata Technologies Nordics AB ^ (Formerly known as Escenda Engineering AB up to November 01, 2020)	0.29%	6.66	-0.03%	(0.13)	6.76%	(0.20)	-0.07%	(0.33)
7	Tata Technologies GmbH^ (Formerly known as INCAT GmbH upto March 30, 2022)	0.89%	20.22	0.08%	0.33	12.84%	(0.38)	-0.01%	(0.05)
8	Tata Technologies Inc.	20.86%	475.64	12.09%	52.83	-527.03%	15.60	15.77%	68.43

## Notes Forming Part of the Consolidated Financial Statement

Sr. No.	Name of the entity in the group	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	₹ Crore	As % of consolidated profit or (loss)	₹ Crore	As % of consolidated other comprehensive income	₹ Crore	As % of total comprehensive income	₹ Crore
9	Tata Technologies de Mexico, S.A. de C.V. (in process of liquidation)	0.13%	2.87	0.03%	0.12	0.00%	-	0.03%	0.12
10	Cambric Limited, Bahama	0.93%	21.20	0.00%	(0.01)	0.00%	-	0.00%	(0.01)
11	Tata Technologies SRL, Romania	2.80%	63.82	1.35%	5.91	0.00%	-	1.36%	5.91
12	INCAT International Limited ESOP 2000	0.86%	19.63	0.00%	0.01	26.35%	(0.78)	-0.18%	(0.77)
<b>Joint Ventures (investment as per the equity method) - Indian</b>									
	Tata HAL Technologies Ltd	0.04%	0.84	0.00%	-	0.00%	-	0.00%	-
	Consolidation Adjustment	-48.06%	(1,095.93)	1.22%	5.32	847.30%	(25.08)	-4.55%	(19.76)
	<b>Total</b>	<b>100.00%</b>	<b>2,280.15</b>	<b>100.00%</b>	<b>436.97</b>	<b>100.00%</b>	<b>(2.96)</b>	<b>100.00%</b>	<b>434.01</b>

### 41. Liquidation of Tata technologies de Mexico, S.A. de C.V

The Board of Directors of the Company has approved a plan of liquidation of its group entity in Mexico viz. Tata technologies de Mexico, S.A. de C.V. and accordingly appointed a liquidator vide resolution passed on December 20, 2019. The application for liquidation has been filed by the liquidator and is pending for approval with Public Registry of Commerce in Mexico. As a result, the Company changed its basis of accounting on December 20, 2019 from going concern basis to a liquidation basis and has recorded the assets and liabilities of the company on liquidation basis as on March 31, 2023 and March 31, 2022. A summary of assets and liabilities of the company is as given below:

(Amount in ₹ Crore)

Particulars	As at March 31, 2023		As at March 31, 2022	
	PESO Million	₹ Crore	PESO Million	₹ Crore
Trade Receivables	-	-	0.78	0.30
Other Financial Assets	9.21	4.19	10.01	3.80
Other Assets	1.12	0.51	1.12	0.43
<b>Total Assets (A)</b>	<b>10.33</b>	<b>4.70</b>	<b>11.91</b>	<b>4.53</b>
Trade Payables	4.01	1.83	4.36	1.66
Other Liabilities	-	-	-	-
<b>Total Liabilities (B)</b>	<b>4.01</b>	<b>1.83</b>	<b>4.36</b>	<b>1.66</b>
<b>Net asset value (A-B)</b>	<b>6.32</b>	<b>2.87</b>	<b>7.55</b>	<b>2.87</b>

## Notes Forming Part of the Consolidated Financial Statement

### 42 (a) Investments in Faraday Future Intelligent Electric Inc.

During FY 19, Tata Technologies Inc. ("TT Inc.") suspended services to one of the customer based out in the North America due to non payment of pending dues, owing to severe financial troubles. Owing to significant deterioration of credit quality, the total trade receivable from the customer amounting to ₹ 32.00 crore was fully provided for in the books of accounts.

In August 2020, TT Inc. received a proposal from the customer on their plan to merge with a Special Purpose Acquisition Company ("SPAC") which will be listed in Nasdaq stock exchange. TT Inc. agreed with the customer, that in addition to total receivable, TT Inc. will also received simple interest on the total receivable as well as the exit fees, together amounting to ₹ 5.30 crore. This resulted in total receivable from the customer amounting to ₹ 37.30 crore (inclusive of interest income and exit fees as mentioned above).

During the year ended March 31, 2022 out of the total receivable of ₹ 37.30 crore from the customer, ₹ 5.30 crore on account of interest and exit fees and accounted for as Other non-operating income under note no. 23. TT Inc. also received ₹ 12.00 crore from the outstanding receivables of ₹ 32.00 crore immediately after close of the merger date. For the balance receivable of ₹ 25.30 crore, customer has given total 340,852 equity shares of SPAC @ USD 10 per share.

TT Inc. sold all the shares during FY 22 and the loss of ₹ 4.76 crore was recognised under loss on sale of investments measured at FVTPL (refer note 23). The transaction resulted in net gain of ₹ 0.54 crore comprising of simple interest and exit fees received of ₹ 5.30 crore and loss on sale of shares of ₹ 4.76 crore.

### 42 (b) Proposed Initial Public Offer

The Holding Company has filed draft red herring prospectus on March 09, 2023 with the objects of achieving the benefits of listing the equity shares on the stock exchanges and to carry out the offer for sale upto 95,708,984 equity shares by the selling shareholders. The Holding Company will not receive any proceeds from the offer and all such proceeds (net of offer related expenses to be borne by the selling shareholders) will go the selling shareholders. The offer has been authorized by resolution of Board of Directors at their meeting held on December 12, 2022. Further the Board has noted the offer for sale by the selling shareholders pursuant to the resolution dated March 09, 2023.

### 42 (c) Dividends

Dividends are declared based on profits available for the distribution. On May 05, 2023, the Board of Directors have proposed a final dividend of ₹ 7.70 per share and a one-time special dividend of ₹ 4.60 per share in respect of the year ended March 31, 2023. The total proposed dividend for the year ended March 31, 2023, that is the final dividend and one-time special dividend amounts to ₹ 12.30 per share, subject to approval of shareholders at the Annual General Meeting, and if approved, would result in a cash outflow of approximately ₹ 498.97 crore.

### 42 (d) Additional regulatory information required by Schedule III

#### (i) Details of benami property held

No proceedings have been initiated or pending against the Group under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder

#### (ii) Wilful defaulter

The Group is not declared wilful defaulter by any bank or financial Institution or government or any government authority.

## Notes Forming Part of the Consolidated Financial Statement

**(iii) Borrowings secured against current assets**

The Group does not have any borrowings from banks and financial institutions that are secured against current assets during the current and previous year.

**(iv) Relationship with struck off companies**

The Group has no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

**(v) Compliance with number of layers of companies**

The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of layers) Rules 2017

**(vi) Compliance with approved scheme(s) of arrangements**

The Group has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

**(vii) Utilisation of borrowed funds and share premium**

The Group has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the group (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:

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

**(viii) Undisclosed income**

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

**(ix) Details of crypto currency or virtual currency**

The Group has not traded or invested in Crypto currency or Virtual Currency during the current or previous year.

**(x) Valuation of PPE, intangible asset and investment property**

The Group has not revalued its Property, Plant and Equipment (including Right-of-Use Assets) or intangible assets or both during the current or previous year

**(xi) Title deeds of immovable properties not held in name of the Group**

The title deeds of all the immovable property (other than properties where the Group is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Group.

## Notes Forming Part of the Consolidated Financial Statement

(xii) Registration of charges or satisfaction with Registrar of Companies (ROC)

There are no charges or satisfaction which are yet to be registered with ROC beyond the statutory period.

(xiii) Utilisation of borrowings availed from bank and financial institutions

The Group does not have any borrowings from banks and financial institutions as at the balance sheet date.

**43.** Previous year's figures have been regrouped / reclassified wherever necessary to correspond with current year's classification / disclosure.

As per our report of even date attached  
For **B S R & Co. LLP**  
Chartered Accountants  
Firm Registration No: 101248W/W -100022

**Swapnil Dakshindas**  
Partner  
Membership No: 113896  
ICAI UDIN: 23113896BGYERV3283

Pune : May 05, 2023

**For and on behalf of the Board**

**Ajoyendra Mukherjee**  
Chairman  
DIN: 00350269

**Savitha Balachandran**  
Chief Financial Officer  
Pune: May 05, 2023

**Warren Harris**  
Managing Director  
DIN: 02098548

**Vikrant Gandhe**  
Company Secretary

# **Standalone Financial Statements**



# Independent Auditor's Report

## To the Members of Tata Technologies Limited Report on the Audit of the Standalone Financial Statements

### Opinion

We have audited the standalone financial statements of Tata Technologies Limited (the "Company") which comprise the standalone balance sheet as at 31 March 2023, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

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

### Basis for Opinion

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

### Management's and Board of Directors' Responsibilities for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the

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

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

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

### 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 skepticism 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 Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone 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.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. A. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e. On the basis of the written representations received from the directors as on 31 March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act.
  - f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- a. The Company has disclosed the impact of pending litigations as at 31 March 2023 on its financial position in its standalone financial statements – Refer Note 28 to the standalone financial statements.
- b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- d.
  - (i) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 36(f)(vii) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (ii) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 36(f)(vii) to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in

writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

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

- e. As stated in Note 36(e) to the standalone financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

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

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

For **BSR & Co. LLP**  
Chartered Accountants  
Firm's Registration No.: I01248W/W-100022

**Swapnil Dakshindas**  
Partner

Place: Pune

Membership No.: 113896

Date: 05 May 2023

ICAI UDIN: 23113896BGYERW8422

**Annexure A to the Independent Auditor’s Report on the Standalone Financial Statements of Tata Technologies Limited for the year ended 31 March 2023**

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

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (i) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company does not have any immovable property (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee). Accordingly, clause 3(i)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The Company is a service company, primarily rendering technology and related services. Accordingly, it does not hold any physical inventories. Accordingly, clause 3(ii)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year except unsecured loans granted to its holding company during the year, in respect of which the requisite information is as below in clause (iii) (a).
- (a) Based on the audit procedures carried on by us and as per the information and explanations given to us the Company has provided loans to holding company as below:

Particulars	Unsecured Loan (₹ in crores)
Aggregate amount of loan provided during the year	
– Holding Company	1,839.50
Balance outstanding as at balance sheet date	484.75
– Holding Company	

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the terms and conditions of the aforesaid loans are prima facie, not prejudicial to the interest of the Company.

- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the aforesaid loan is repayable on demand. As informed to us, the holding company is repaying the principal amounts whenever called. Thus, there has been no default on the part of the party to whom the money has been lent. The payment of interest has been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment except for the following loans to related parties as defined in Clause (76) of Section 2 of the Companies Act, 2013 ("the Act"):

Particulars	Unsecured Loan (₹ in crores)
Aggregate of loans provided during the year	1,839.50
- Repayable on demand	
Percentage of loans to the total loans	100%

- (iv) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185. In our opinion and according to the information and explanations given

to us, the Company has complied with the provisions of Section 186 of the Act in respect of the loans and investments made. However, the Company has not issued any guarantees or provided any security.

- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the any of the services rendered by the Company. Accordingly, clause 3(vi) of the Order is not applicable.
- (vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have been regularly deposited by the Company with the appropriate authorities except in connection with certain employee related dues as more fully described in note 28(b) to the standalone Financial statements.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2023 for a period of more than six months from the date they became payable except in connection with certain employee related dues as more fully described in note 28(b) to the standalone Financial statements.

- (b) According to the information and explanations given to us, there are no statutory dues relating to Goods and Service Tax, Provident Fund,



Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues, which have not been deposited with the appropriate authorities on account of any dispute. The particulars of dues of service tax and Sales tax which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Amount (₹ in crore)	Amount Unpaid (₹ in crore)	Period to which the amount relates	Forum where dispute is pending
Finance Act, 1994 (Service tax provisions)	Service Tax	1.62	1.62	2008-09	High Court
Finance Act, 1994 (Service tax provisions)	Service Tax	3.54	3.54	2008-10	High Court

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
  - (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, or joint ventures (as defined under the Act).
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable to the Company.
  - (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
  - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.
  - (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company. Accordingly, clause 3(ix)(d) of the Order is not applicable.
  - (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any
  - (c) Establishment of vigil mechanism is not mandated for the Company. We have taken into consideration the whistle blower complaints

received under the vigil mechanism established voluntarily by the Company during the year and shared with us while determining the nature, timing and extent of our audit procedures.

- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi) (c) of the Order is not applicable.
- (d) According to the information and explanations provided to us, the Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) has more than one CIC

as part of the Group. The Group has six CICs as part of the Group

- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx) (a) and 3(xx)(b) of the Order are not applicable.

For **BSR & Co. LLP**

Chartered Accountants

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

**Swapnil Dakshindas**

Partner

Place: Pune

Membership No.: 113896

Date: 05 May 2023

ICAI UDIN:23113896BGYERW8422



## Annexure B to the Independent Auditor's Report on the standalone financial statements of Tata Technologies Limited for the year ended 31 March 2023

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

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

### Opinion

We have audited the internal financial controls with reference to financial statements of Tata Technologies Limited ("the Company") as of 31 March 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

### Management's and Board of Directors' Responsibilities for Internal Financial Controls

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

### Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note

require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

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

### Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include 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 standalone 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 standalone financial statements.

### **Inherent Limitations of Internal Financial Controls with Reference to Financial Statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with

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

For **BSR & Co. LLP**  
Chartered Accountants  
Firm's Registration No.:101248W/W-100022

**Swapnil Dakshindas**  
Partner

Place: Pune  
Date: 05 May 2023  
Membership No.: 113896  
ICAI UDIN:23113896BGYERW8422

# Standalone Balance Sheet

(Amount in ₹ crore)

	Note No	As at March 31, 2023	As at March 31, 2022
<b>I. ASSETS</b>			
<b>(1) Non-current Assets</b>			
(a) Property, Plant and Equipment	3	83.38	76.85
(b) Capital work-in-progress	3	2.65	0.26
(c) Right-of-use-asset	4	74.84	84.48
(d) Intangible assets	5	19.85	22.60
(e) Intangible assets under development	5	0.10	-
(f) Investments in subsidiaries and joint venture	6	218.91	218.91
(g) Financial assets:			
(i) Loans	8	-	0.02
(ii) Other financial assets	10	11.46	9.53
(h) Income tax assets (net)	11	30.52	30.31
(i) Deferred tax assets (net)	11	54.96	42.04
(j) Other non-current assets	12	79.65	37.66
<b>Total Non-current Assets</b>		<b>576.32</b>	<b>522.66</b>
<b>(2) Current Assets</b>			
(a) Financial assets:			
(i) Investments	7	29.78	527.68
(ii) Trade receivables			
(a) Billed	13	346.42	275.06
(b) Unbilled		80.21	62.21
(iii) Cash and cash equivalents	14	68.70	13.21
(iv) Other bank balances	9	1.19	1.72
(v) Loans	8	485.75	42.82
(vi) Other financial assets	10	37.91	13.34
(b) Other current assets	12	971.75	645.52
<b>Total Current Assets</b>		<b>2,021.71</b>	<b>1,581.56</b>
<b>Total Assets</b>		<b>2,598.03</b>	<b>2,104.22</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity Share capital	15	81.13	41.81
(b) Other Equity	16	938.76	742.15
<b>Total Equity</b>		<b>1,019.89</b>	<b>783.96</b>
<b>Liabilities</b>			
<b>(2) Non-current Liabilities</b>			
(a) Financial liabilities:			
(i) Lease Liabilities		68.35	77.98
(ii) Other financial liabilities	18	0.54	0.35
(b) Provisions	19	22.78	18.65
<b>Total Non-current Liabilities</b>		<b>91.67</b>	<b>96.98</b>
<b>(3) Current Liabilities</b>			
(a) Financial liabilities:			
(i) Lease Liabilities		17.40	15.29
(ii) Trade payables	17		
(a) total outstanding dues of micro enterprises and small enterprises		107.17	17.22
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		274.43	109.22
(iii) Other financial liabilities	18	4.58	255.86
(b) Other current liabilities	20	1,037.17	786.86
(c) Provisions	19	27.45	23.39
(d) Current tax liabilities (net)	11	18.27	15.44
<b>Total Current Liabilities</b>		<b>1,486.47</b>	<b>1,223.28</b>
<b>Total Liabilities</b>		<b>1,578.14</b>	<b>1,320.26</b>
<b>Total Equity and Liabilities</b>		<b>2,598.03</b>	<b>2,104.22</b>
See accompanying notes forming integral part of the Standalone financial statements	1-37		

As per our report of even date attached  
For **B SR & Co. LLP**  
Chartered Accountants  
Firm Registration No: 101248W/W -100022

**Swapnil Dakshindas**  
Partner  
Membership No: 113896  
ICAI UDIN: 23113896BGYERW8422

Pune : May 05, 2023

**For and on behalf of the Board**

**Ajoyendra Mukherjee**  
Chairman  
DIN: 00350269

**Savitha Balachandran**  
Chief Financial Officer  
Pune: May 05, 2023

**Warren Harris**  
Managing Director  
DIN: 02098548

**Vikrant Gandhe**  
Company Secretary

# Standalone Statement of Profit and Loss

(Amount in ₹ crore)

	Note No	For the year ended March 31, 2023	For the year ended March 31, 2022
I. Revenue from operations	21	2,112.28	1,730.76
II. Other income (net)	22	38.23	37.57
<b>III. Total Income (I + II)</b>		<b>2,150.51</b>	<b>1,768.33</b>
<b>IV. Expenses :</b>			
(a) Purchases of technology solutions		450.16	470.70
(b) Outsourcing and consultancy charges		73.64	48.66
(c) Employee benefits expense	23	982.55	710.57
(d) Finance costs	24	11.66	14.48
(e) Depreciation and amortisation expense	25	61.17	49.84
(f) Other expenses	26	239.18	191.29
<b>Total expenses (IV)</b>		<b>1,818.36</b>	<b>1,485.54</b>
<b>V. Profit before tax (III - IV)</b>		<b>332.15</b>	<b>282.79</b>
<b>VI. Tax Expense :</b>			
(a) Current tax	11	95.80	82.17
(b) Deferred tax	11	(7.68)	(17.90)
		<b>88.12</b>	<b>64.27</b>
<b>VII. Profit for the year (V-VI)</b>		<b>244.03</b>	<b>218.52</b>
<b>VIII. Other comprehensive income/(loss) for the year</b>			
<b>Items that will not be reclassified to profit or loss:</b>			
(i) Remeasurement of post employment benefits obligations		(14.98)	(14.60)
(ii) Income tax relating to above items		5.24	5.10
<b>Items that will be reclassified to profit or loss</b>			
(i) Exchange differences on translation of operations of a foreign branch		(0.07)	(0.15)
<b>IX. Other comprehensive income/(loss) for the year</b>		<b>(9.81)</b>	<b>(9.65)</b>
<b>X. Total comprehensive income for the year (VII+IX)</b>		<b>234.22</b>	<b>208.87</b>
<b>XI. Earnings Per Equity Share (Face value of ₹ 2 each):</b>	27		
Ordinary shares:			
(i) Basic (in ₹)		6.01	5.39
(ii) Diluted (in ₹)		6.01	5.39
<b>See accompanying notes forming integral part of the Standalone Financial Statements</b>	1-37		

As per our report of even date attached  
For **BSR & Co. LLP**  
Chartered Accountants  
Firm Registration No: 101248W/W -100022

**Swapnil Dakshindas**  
Partner  
Membership No: 113896  
ICAI UDIN: 23113896BGYERW8422

Pune : May 05, 2023

For and on behalf of the Board

**Ajoyendra Mukherjee**  
Chairman  
DIN: 00350269

**Savitha Balachandran**  
Chief Financial Officer  
Pune: May 05, 2023

**Warren Harris**  
Managing Director  
DIN: 02098548

**Vikrant Gandhe**  
Company Secretary

# Standalone Statement of Cash Flows

(Amount in ₹ crore)

	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit for the year	244.03	218.52
Depreciation and amortisation	61.17	49.84
Bad debts written off	3.72	-
Export incentive written off	-	13.33
Current tax	95.80	82.17
Deferred tax	(7.68)	(17.90)
Share-based payments to employees	1.06	-
Profit on derecognition of lease liabilities / right of use asset	(0.69)	(0.69)
Profit on sale of investments (net)	(0.65)	(0.55)
(Loss) / Profit on sale of tangible and intangible fixed assets	0.17	(0.07)
Interest income	(27.25)	(34.30)
Finance costs	11.66	14.48
Unrealised exchange loss / (gain)	-	(0.47)
Effect of exchange differences on translation of foreign currency cash & cash equivalent	-	2.14
Allowance for expected credit loss (net)	(4.09)	18.95
Change in fair value of investments	(0.02)	(0.20)
Change in fair value of MTM	0.38	-
Operating profit before working capital changes	<b>377.61</b>	<b>345.25</b>
<b>Working capital adjustments</b>		
(Increase) in trade receivables - Billed (current)	(70.84)	(56.16)
(Increase) in trade receivables - Unbilled (current)	(18.00)	4.28
(Increase) in other current assets	(326.23)	(502.73)
(Increase) in other current financial assets	(25.98)	(7.12)
(Increase) in current loans	(0.83)	(0.31)
Decrease in non-current loans	0.02	0.23
(Increase) in other non-current assets	(41.99)	(29.19)
Increase in trade payables	255.20	49.65
(Decrease) / Increase in other financial liabilities	(0.14)	0.15
Increase / (Decrease) in other current liabilities	297.77	(105.22)
(Decrease) / Increase in current provisions	4.06	19.39
(Decrease) / Increase in non-current provisions	(10.85)	(11.15)
<b>CASH GENERATED FROM / (USED IN) OPERATIONS</b>	<b>439.80</b>	<b>(292.93)</b>
Income taxes paid (net)	(93.18)	(76.90)
<b>NET CASH GENERATED FROM / (USED IN) OPERATING ACTIVITIES</b>	<b>346.62</b>	<b>(369.83)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Deposits/restricted deposits with banks	-	0.24
Interest received on bank deposit and others	0.40	0.66
Inter corporate deposits placed	(1,839.50)	(1,481.00)
Inter corporate deposits refunded	1,397.25	1,688.50
Interest received from bonds and inter corporate deposits	25.46	32.47
Payment for purchase of mutual funds	(98.25)	(567.47)
Proceeds from sale of Mutual Funds	596.82	532.62
Redemption of bonds	-	5.00
Proceeds from sale of tangible and intangible fixed assets	0.11	0.14
Payment for purchase of tangible and intangible fixed assets (including capital work in progress)	(55.26)	(49.94)
<b>NET CASH GENERATED FROM INVESTING ACTIVITIES</b>	<b>27.03</b>	<b>161.22</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Interest paid	(0.01)	(0.15)
Dividends paid (including dividend tax)	-	(0.25)
Expenditure for buy-back of equity shares	(0.02)	(0.13)
Payments for purchase of shares including premium	(295.90)	-
Repayment of lease liabilities	(22.16)	(18.67)
<b>NET CASH (USED) IN FINANCING ACTIVITIES</b>	<b>(318.09)</b>	<b>(19.20)</b>

# Standalone Statement of Cash Flows

(Amount in ₹ crore)

	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>NET INCREASE / (DECREASE) IN CASH &amp; CASH EQUIVALENTS</b>	<b>55.56</b>	<b>(227.81)</b>
Cash and cash equivalents at the end of the year (Also refer note iii)	68.70	13.21
Cash and cash equivalents at the beginning of the year	13.21	243.31
Less: Effect of exchange rate changes on cash and cash equivalents	-	(2.14)
Less: Translation adjustment on reserves of foreign branch	(0.07)	(0.15)
	<b>55.56</b>	<b>(227.81)</b>

**Notes:**

- The above Cash Flow Statement has been prepared under the Indirect method set out in Indian Accounting Standard (Ind AS) 7 on Statement of Cash Flows.
- Prior period comparatives have been reclassified to conform with current period's presentation, where applicable.
- For the purpose of cash flow, Cash and cash equivalents comprise :

(Amount in ₹ crore)

	As at March 31, 2023	As at March 31, 2022
Balances with banks:		
- Current account	42.05	11.84
- Deposits with maturity of less than three months	-	-
Cheques, drafts on hand/funds in transit	26.65	1.37
	<b>68.70</b>	<b>13.21</b>

**Change in liabilities arising from financing activities:**

(Amount in ₹ crore)

	As at March 31, 2023	As at March 31, 2022
<b>Opening balance</b>	93.27	87.92
Additions	7.71	26.01
Interest accrued on lease liabilities	7.65	7.45
Principal payment of lease liabilities	(14.51)	(11.22)
Interest paid on lease liabilities	(7.65)	(7.45)
Deletions	(0.03)	(9.20)
Translation differences	(0.69)	(0.24)
<b>Closing balance</b>	<b>85.75</b>	<b>93.27</b>

Cash flow from operating activities for the year ended March 31, 2023 is after considering corporate social responsibility expenditure of ₹ 5.55 crore (March 31, 2022: ₹ 5.48 crore)

See accompanying notes forming integral part of the Standalone financial statements 1-37

As per our report of even date attached  
For **B S R & Co. LLP**  
Chartered Accountants  
Firm Registration No: 101248W/W -100022

**Swapnil Dakshindas**  
Partner  
Membership No: 113896  
ICAI UDIN: 23113896BGYERW8422

Pune : May 05, 2023

**For and on behalf of the Board**

**Ajoyendra Mukherjee**  
Chairman  
DIN: 00350269

**Savitha Balachandran**  
Chief Financial Officer  
Pune: May 05, 2023

**Warren Harris**  
Managing Director  
DIN: 02098548

**Vikrant Gandhe**  
Company Secretary

# Standalone Statement of Changes in equity

## Part A – Equity Share Capital

(Amount in ₹ crore)

Balance as at April 1, 2022	Changes in equity share capital due to prior year errors	Restated balance as at April 1, 2022	Changes in equity share capital during the year *	Balance as at March 31, 2023
41.81	-	41.81	39.32	81.13

(Amount in ₹ crore)

Balance as at April 1, 2021	Changes in equity share capital due to prior year errors	Restated balance as at April 1, 2021	Changes in equity share capital during the year	Balance as at March 31, 2022
41.81	-	41.81	-	41.81

\* Refer note 15 (b) and 15 (c)

## Part B – Other Equity

(Amount in ₹ crore)

Particulars	Reserves and Surplus							Items of Other comprehensive income	Total Other Equity
	Securities Premium	Securities Premium identified separately for consolidation adjustment	General reserve	Capital Redemption Reserve	Special Economic Zone Reinvestment Reserve	Share options outstanding account	Retained earnings	Exchange differences on translating the financial statements of a foreign operation	
Balance as at April 1, 2021	259.08	23.16	134.65	1.25	-	-	410.04	1.13	829.31
Profit for the year	-	-	-	-	-	-	218.52	-	218.52
Other comprehensive income / (loss) for the year (net of tax)	-	-	-	-	-	-	(9.50)	(0.15)	(9.65)
<b>Total comprehensive income for the year</b>	-	-	-	-	-	-	<b>209.02</b>	<b>(0.15)</b>	<b>208.87</b>
Liability for buy-back (including tax) (refer note 15)	(245.79)	-	(50.11)	-	-	-	-	-	(295.90)
Expenditure on buy-back of equity shares (refer note 15)	(0.13)	-	-	-	-	-	-	-	(0.13)
Transfer to Special Economic Zone Reinvestment Reserve	-	-	-	-	19.34	-	(19.34)	-	-
Transfer from Special Economic Zone Reinvestment Reserve	-	-	-	-	(19.34)	-	19.34	-	-
<b>Balance as at March 31, 2022</b>	<b>13.16</b>	<b>23.16</b>	<b>84.54</b>	<b>1.25</b>	<b>-</b>	<b>-</b>	<b>619.06</b>	<b>0.98</b>	<b>742.15</b>



# Standalone Statement of Changes in equity

(Amount in ₹ crore)

Particulars	Reserves and Surplus						Items of Other comprehensive income		Total Other Equity
	Securities Premium	Securities Premium identified separately for consolidation adjustment	General reserve	Capital Redemption Reserve	Special Economic Zone Reinvestment Reserve	Share options outstanding account	Retained earnings	Exchange differences on translating the financial statements of a foreign operation	
<b>Balance as at April 1, 2022</b>	13.16	23.16	84.54	1.25	-	-	619.06	0.98	742.15
Profit for the year	-	-	-	-	-	-	244.03	-	244.03
Other comprehensive income / (loss) for the year (net of tax)	-	-	-	-	-	-	(9.74)	(0.07)	(9.81)
<b>Total comprehensive income for the year</b>	-	-	-	-	-	-	<b>234.29</b>	<b>(0.07)</b>	<b>234.22</b>
Expenditure on buy-back of equity shares (refer note 15)	(0.02)	-	-	-	-	-	-	-	(0.02)
Transfer to Capital Redemption Reserve	(1.24)	-	-	1.24	-	-	-	-	-
Buy-back of equity shares	1.24	-	-	-	-	-	-	-	1.24
Employee stock compensation expense (refer note 23)	-	-	-	-	-	1.73	-	-	1.73
Issue of Bonus shares	(13.14)	-	(26.17)	(1.25)	-	-	-	-	(40.56)
Transfer to Special Economic Zone Reinvestment Reserve	-	-	-	-	22.19	-	(22.19)	-	-
Transfer from Special Economic Zone Reinvestment Reserve	-	-	-	-	(22.19)	-	22.19	-	-
<b>Balance as at March 31, 2023</b>	-	<b>23.16</b>	<b>58.37</b>	<b>1.24</b>	-	<b>1.73</b>	<b>853.35</b>	<b>0.91</b>	<b>938.76</b>

Loss of ₹ 9.74 crore as at March 31, 2023 (₹ 9.50 crore as at March 31, 2022) on remeasurement of defined employee benefit plans (net of tax) is recognised as a part of retained earnings.

See accompanying notes forming integral part of the Standalone financial statements

1-37

As per our report of even date attached  
For **BSR & Co. LLP**  
Chartered Accountants  
Firm Registration No: 101248W/W -100022

**Swapnil Dakshindas**  
Partner  
Membership No: 113896  
ICAI UDIN: 23113896BGYERW8422

Pune : May 05, 2023

For and on behalf of the Board

**Ajoyendra Mukherjee**  
Chairman  
DIN: 00350269

**Savitha Balachandran**  
Chief Financial Officer  
Pune: May 05, 2023

**Warren Harris**  
Managing Director  
DIN: 02098548

**Vikrant Gandhe**  
Company Secretary

# Notes Forming Part of the Standalone Financial Statement

## Company Overview and Significant Accounting Policies

### 1. Company overview

TATA Technologies Limited (“TTL or the Company”) was incorporated on August 22, 1994 as a Private Limited Company in the name of Core Software Systems Private Limited. The name of the Company was subsequently changed to Tata Technologies (India) Limited. On February 8, 2001, the Company changed its name from Tata Technologies (India) Limited to Tata Technologies Limited. The Company’s range of services includes IT Consultancy, SAP implementation and maintenance, providing networking solutions, CAD/CAM engineering & design consultancy. The Company is headquartered in Pune, India. The Company has six offices located at Mumbai, Lucknow, Jamshedpur, Bangalore, Gurugram and one branch office located in Japan that enables it to provide high quality, cost-effective services to clients.

The Company is the subsidiary of Tata Motors Limited (which is the Holding Company).

### 2. Summary of Significant Accounting Policies

#### 2.1 Basis of Preparation

##### (i) Statement of compliance

These financial statements comprise the Standalone Balance Sheet as at 31 March 2023 and 31 March 2022; the related Standalone Statement of Profit and Loss (including Other Comprehensive Income) for the year ended, the Standalone Statement of Changes in Equity, and the Standalone Statement of Cash Flows for the year ended 31 March 2023 and 31 March 2022 and the Significant accounting policies (together referred to as ‘financial statements’).

The financial statements have been prepared on a going concern basis.

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act), Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act and other accounting principles generally accepted in India.

These financial statements were approved for issue in accordance with the resolution of the Board of Directors on May 05, 2023.

These financial statements are presented in Indian Rupees (INR), which is also the Group’s functional currency. All amounts have been rounded-off to the nearest crore, unless otherwise indicated.

##### (ii) Historical cost convention

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis, except for the following:

- certain financial assets and liabilities which are measured at fair value or amortised cost;
- defined benefit plans and
- share-based payments

##### (iii) Current versus non-current classification

All assets and liabilities have been classified as current or non-current as per the Company’s operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and services and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

##### (iv) Use of estimates

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

## Notes Forming Part of the Standalone Financial Statement

### Critical accounting estimates:

#### (a) Useful lives of Property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

#### (b) Income Taxes

Significant judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods.

#### (c) Deferred Taxes

Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carryforwards become deductible. The Company considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of the deferred tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry-forward period is reduced.

#### (d) Expected credit losses on financial assets

The impairment provisions of financial assets are based on assumptions about risk of default and expected timing of collection. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, customer's creditworthiness, existing market conditions as well as forward looking estimates at the end of each reporting period.

#### (e) Revenue recognition and contract assets (to the extent of projects where revenue

#### is recognized on percentage completion method)

The Company uses the percentage-of-completion method in accounting for its fixed-price 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.

#### (f) Defined benefit plans and compensated absences

The cost of the defined benefit plans, compensated absences and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

#### (g) Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is

## Notes Forming Part of the Standalone Financial Statement

reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

### 2.2 Foreign currency transaction and translation

#### (i) Functional and presentation currency:

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is the Company's functional and presentation currency.

#### (ii) Transactions and balances

Transactions in foreign currency are translated into the functional currency using the exchange rates prevailing at the date of the transaction. Foreign-currency denominated monetary assets and liabilities are re-instated into the functional currency at exchange rates at the balance sheet date. The gains or losses resulting from such translations are included in the statement of profit and loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

#### (iii) Foreign operations

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into presentation currency as follows:

- Assets and liabilities are translated at the closing rate at the date of the Balance Sheet
- Income and expense items are translated at the average exchange rates for the respective months (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions).
- All resulting exchange differences are recognized in other comprehensive income and held in foreign currency translation reserve (FCTR), a component of equity. When a foreign operation is disposed of, the relevant amount recognized in FCTR is transferred to the statement of income as part of the profit or loss on disposal.

### 2.3 Revenue recognition

The Company earns revenue primarily from providing Engineering, Research and Development (ER&D) services, Digital Enterprise Solutions (DES) services, solutions for education business and Product Lifecycle Management (PLM) services and products.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.

- Revenue from time and material contracts is recognized and measured by units delivered and efforts expended.

## Notes Forming Part of the Standalone Financial Statement

- Revenue related to fixed price maintenance and support services contracts where the Company is standing ready to provide services is recognized based on time elapsed mode and revenue is straight lined over the period of performance.
- In respect of other fixed-price contracts, revenue is recognized using percentage-of-completion method ('POC method') of accounting with contract cost incurred determining the degree of completion of the performance obligation.
- Revenue from the sale of internally developed software and third-party is recognized upfront at the point in time when the software is delivered to the customer. In cases where implementation and / or customization services rendered significantly modifies or customizes the software, these services and software are accounted for as a single performance obligation and revenue is recognized over time on a POC method.
- Revenue from the sale of third party manufactured products / hardware is recognized at the point in time when control is transferred to the customer.
- The Company is also in business of solutions for education business and in business of supply of third-party software. In such cases, revenue for supply of such third-party products are recorded at gross or net basis depending on whether the Company is acting as the principal or as an agent of the customer. The Company recognizes revenue in the gross amount of consideration when it is acting as a principal and at net amount of consideration when it is acting as an agent.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Invoices are usually payable based on the credit terms agreed with customers which vary up to 90 days.

Contract assets are recognized when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue ("contract liability") is recognized when there are billings in excess of revenues.

In accordance with Ind AS 37, the Company recognizes an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Contracts are subject to modification to account for changes in contract specification and requirements. The Company reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation a cumulative adjustment is accounted for.

Use of significant judgements in revenue recognition

- The Company's contracts with customers could include promises to transfer multiple products and services to a customer. The Company assesses the products / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.
- Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, performance

## Notes Forming Part of the Standalone Financial Statement

bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

- The Company uses judgement to determine an appropriate standalone selling price for a performance obligation. The Company allocates the transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct product or service promised in the contract. Where standalone selling price is not observable, the Company uses the expected cost-plus margin approach to allocate the transaction price to each distinct performance obligation.
- The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.
- Contract fulfilment costs are generally expensed as incurred except where they meet the criteria for capitalization. The assessment of this criteria requires the application of judgement, in particular when considering if costs generate or enhance resources to be used to satisfy future

performance obligations and whether costs are expected to be recovered.

### 2.4 Property, plant and equipment

#### (i) Recognition and measurement:

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Cost includes expenditures directly attributable to the acquisition of the asset. General and specific borrowing costs directly attributable to the construction of a qualifying asset are capitalized as part of the cost. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by management.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably.

The carrying amount of any component accounted for as a separate asset is derecognised when discarded/scrapped. All other repairs and maintenance costs are charged to profit and loss in the reporting period in which they occur.

Deposits and advances paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not available for use before such date are disclosed under capital work- in-progress.

As asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

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



## Notes Forming Part of the Standalone Financial Statement

### (ii) Depreciation:

The Company depreciates property, plant and equipment over their estimated useful lives using the straight-line method considering the nature, estimated usage, operating conditions, past history of replacement and anticipated technological changes. Taking into account these factors, the Company has decided to retain the useful life hitherto adopted for various categories of property, plant and equipment, which are different from those prescribed in Schedule II of the Act.

The estimated useful lives of assets are as follows:

Type of Asset	Useful life
Lease hold improvements	Lower of Lease period or estimated useful life
Buildings	15 to 25 years
Plant and machinery	1 to 21 years
Computer equipment's	1 to 4 years
Vehicles	3 to 11 years
Furniture & fixtures	1 to 21 years
Software	1 to 4 years

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end with the effect of any changes in the estimate accounted for on a prospective basis.

### 2.5 Intangible assets

Intangible assets are stated at cost less accumulated amortization and impairment, if any. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the month in which they are put to use. Amortization methods and useful lives are reviewed periodically at each financial year end.

Internally generated intangible asset arising from development activity is recognised at cost on demonstration of its technical feasibility, the intention and ability of the Company to complete, use or sell it, only if, it is probable that the asset would generate future economic benefit and the expenditure attributable to the said assets during its development can be measured reliably.

Software not exceeding ₹ 25,000 is charged off to the statement of profit and loss.

### 2.6 Research and development cost

Research costs are expensed as incurred. Development expenditure incurred on an individual project is recognized as an intangible asset when the Company can demonstrate:

- technical feasibility of completing the intangible asset so that it will be available for use or sale;
- its intention to complete the asset;
- its ability to use or sell the asset;
- how the asset will generate probable future economic benefits and
- the availability of adequate resources to complete the development.

### 2.7 Financial instruments

#### (a) Financial assets:

##### (i) Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit and loss), and
- those measured at amortised cost

The classification depends on the entity's business model for managing the financial assets and the contractual cash flow characteristics.

For investments in debt instruments, this will depend on business model in which the investment is held. For investments in equity instruments, this will depend on whether the company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.



## Notes Forming Part of the Standalone Financial Statement

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

**(ii) Initial recognition:**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price.

**(iii) Measurement:**

Subsequent to initial recognition, non-derivative financial instruments are measured as described below:

**Cash and cash equivalents:**

The Company's cash and cash equivalents consist of cash on hand and in banks and demand deposits with banks (three months or less from the date of acquisition). For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks (three months or less from the date of acquisition), net of outstanding bank overdrafts that are repayable on demand and are considered part of the Company's cash management system. In the balance sheet, bank overdrafts are presented under borrowings within current liabilities.

**Investment in subsidiaries:**

The Company has accounted for its investment in subsidiaries at cost less impairment.

**Financial assets carried at amortised cost:**

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates

to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**Financial assets at fair value through other comprehensive income (FVOCI):**

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

**Financial assets at fair value through profit or loss (FVTPL):**

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

**(iv) Impairment of financial assets:**

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. In AS 109 requires expected credit losses to be measured through a loss allowance. In determining the allowances for doubtful trade receivables, the Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in the provision matrix. For all other financial assets, expected credit losses are measured at an amount

## Notes Forming Part of the Standalone Financial Statement

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.

### (v) Derecognition of financial assets:

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 derecognition under IND AS 109.
- retains contractual rights to receive the cash flows of the financial asset but assumes a contractual obligation to pay the cash flows to one or more recipients.

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

## 2.8 Financial liabilities

### (i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

### (ii) Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification, as described below:

#### Financial liabilities at amortised cost:

Borrowings, trade and other payables are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest method. For these financial instruments, the carrying amounts approximate fair value due to the short-term maturity of these instruments.

### (iii) Derecognition

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

### (iv) Derivative Financial Instruments

The Company is exposed to foreign currency fluctuations on foreign currency assets, liabilities, net investment in foreign operations and forecasted cash flows denominated in foreign currency. The Company limits the effect of foreign exchange rate fluctuations by following established risk management policies including the use of derivatives. The Company enters into derivative financial instruments where the counterparty is primarily a bank.

Although the Company believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109, Financial Instruments. Any derivative that is either not designated a hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss.

## Notes Forming Part of the Standalone Financial Statement

Derivatives not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in net profit in the statement of profit and loss when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through profit or loss and the resulting exchange gains or losses are included in other income. Assets / liabilities in this category are presented as current assets / current liabilities if they are either held for trading or are expected to be realized within 12 months after the balance sheet date.

### 2.9 Impairment – Non Financial Assets

#### Intangible assets, Property, Plant and Equipment and Right to Use Assets

At each balance sheet date, the Company assesses whether there is any indication that any Property, Plant and Equipment, Intangible Assets with finite lives and Right to use Assets may be impaired. If any such impairment exists the recoverable amount of an asset is estimated to determine the extent of impairment, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Intangible assets with indefinite useful lives and intangible assets not yet available for use, are tested for impairment annually at each balance sheet date, or earlier, if there is an indication that the asset may be impaired.

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

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

As at March 31, 2023, none of the Company's property, plant and equipment, intangible assets and right to use assets were considered impaired.

### 2.10 Provisions and Contingent Liabilities

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which the reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are determined at present value based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.

Contingent Liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the financial statements.

### 2.11 Earnings per equity share:

Basic earnings per share is computed by dividing net income by the weighted average number of shares outstanding during the financial year adjusted for treasury shares held. Diluted earnings per share is computed using the weighted average number of shares outstanding during the year adjusted for treasury shares held and dilutive potential shares, except where the result would be anti-dilutive.

## Notes Forming Part of the Standalone Financial Statement

### 2.12 Inventories:

Inventories are valued at the lower of cost and net realizable value. Cost of inventories is ascertained on a first in first out basis. Net realizable value is the estimated selling price in the ordinary course of business less estimated cost of completion and selling expenses.

### 2.13 Taxation

Income tax comprises current and deferred taxes. Income tax expense is recognized in the income statement except when they relate to items that are recognized outside profit or loss (whether in other comprehensive income or directly in equity), in which case tax is also recognized outside profit or loss, or where they arise from the initial accounting for business combination.

#### (i) Current income tax:

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the year. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted as at the reporting date and applicable for the year. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and liability simultaneously.

#### (ii) Deferred income tax:

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax assets are recognized to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

Deferred income tax liabilities are recognized for all taxable temporary differences except in respect of taxable temporary differences associated with investments in subsidiaries, associates and foreign branches where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

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

The Company offsets deferred income tax assets and liabilities, where it has a legally enforceable right to offset current tax assets against current tax liabilities, and they relate to taxes levied by the same taxation authority on either the same taxable entity, or on different taxable entities where there is an intention to settle the current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

#### (iii) Minimum Alternate Tax (MAT)

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as a deferred tax asset if there is convincing evidence that the Company will pay normal income tax in the future.

## Notes Forming Part of the Standalone Financial Statement

### Employee benefits:

#### (i) Post-employment benefit plans:

The Company participates in various employee benefit plans. Pensions and other post-employment benefits are classified as either defined contribution plans or defined benefit plans. Under a defined contribution plan, the Company's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The related actuarial and investment risks fall on the employee. The expenditure for defined contribution plans is recognized as an expense during the year when the employee provides service. Under a defined benefit plan, it is the Company's obligation to provide agreed benefits to the employees. The related actuarial and investment risks fall on the Company. The present value of the defined benefit obligations is calculated by an independent actuary using the projected unit credit method.

The Company has the following employee benefit plans:

#### a. Provident fund

In accordance with Indian law, Eligible employees of the Company receive benefits from a provident fund, which is a defined contribution plan. Both, the eligible employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary. The Company has no further obligations under this scheme beyond its periodic contributions.

#### b. Superannuation

The Company has two superannuation plans, a defined benefit plan and a defined contribution plan. An eligible employee on April 1, 1996 could elect to be a member of either plan.

Employees who are members of the defined benefit superannuation plan are entitled to benefits depending on the years of service

and salary drawn. The monthly pension benefits after retirement range from 0.75% to 2% of the annual basic salary for each year of service. The Company account for superannuation benefits payable in future under the plan based on an estimated basis for the period end and on an independent actuarial valuation as on the Balance Sheet date.

Re-measurements, comprising actuarial gains and losses, the effect of changes to asset ceiling (if applicable) and the return on plan assets (excluding net interest), is recognized in other comprehensive income in the period in which they occur. Re-measurements recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognized in the Statement of Profit or Loss in the year of plan amendment.

With effect from April 1, 2003, this plan was amended, and benefits earned by covered employees have been protected as at March 31, 2003. Employees covered by this plan are prospectively entitled to benefits computed on a basis that ensures that the annual cost of providing the pension benefits would not exceed 15% of salary.

Separate irrevocable trusts are maintained for employees covered and entitled to benefits. The Company contribute up to 15% of the eligible employees' basic salary to the trust every year. Such contributions are recognized as an expense when incurred. The Company has no further obligation beyond this contribution.

#### c. Gratuity

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump-sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent

## Notes Forming Part of the Standalone Financial Statement

to 15 to 30 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The Company makes annual contributions to gratuity funds established as trusts. The Company account for the liability for gratuity benefits payable in the future based on an estimated basis for the financial year end and on an independent actuarial valuation under Projected Unit Cost method as on the Balance Sheet date.

Re-measurements, comprising actuarial gains and losses, the effect of changes to asset ceiling (if applicable) and the return on plan assets (excluding net interest), is recognized in other comprehensive income in the year in which they occur. Re-measurements recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognized in the Statement of Profit or Loss in the year of plan amendment.

Costs comprising service cost (including current and past service cost and gains and losses on curtailments and settlements) and net interest expense or income is recognized in profit or loss.

The obligation recognized in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

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

### d. Bhavishya Kalyan Yojana (BKY)

Bhavishya Kalyan Yojana is an unfunded defined benefit plan for employees of the Company. The benefits of the plan include pension in certain cases, payable up to the date of normal superannuation had the employee been in service, to an eligible employee at the time of death or permanent disablement, while in service, either as a result of an injury or as certified by the appropriate authority. The monthly payment to dependents of the deceased / disabled employee under the plan equals 50% of the basic salary drawn at the time of death or accident or a specified amount, whichever is greater. The Company account for the liability for BKY benefits payable in the future based on an estimated basis for the period end and on an independent actuarial valuation under Projected Unit Cost method as on the Balance Sheet date.

Re-measurements, comprising actuarial gains and losses, the effect of changes to asset ceiling (if applicable) and the return on plan assets (excluding net interest), is recognized in other comprehensive income in the period in which they occur. Re-measurements recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognized in the Statement of Profit or Loss in the period of plan amendment.

Costs comprising service cost (including current and past service cost and gains and losses on curtailments and settlements) and net interest expense or income is recognized in profit or loss.

The obligation recognized in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.



## Notes Forming Part of the Standalone Financial Statement

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

The Company has replaced its employee benefit scheme BKY with Group Term Life Insurance (GTL) policy with effect from November 2019. Accordingly, with effect from December 2019, the Company has continued to carry obligation under this scheme based on actuarial valuation for those beneficiaries having claims under this scheme before the date of discontinuation.

**e. Post-retirement medicare scheme**

Under this unfunded scheme, employees of the Company receive medical benefits subject to certain limits on amounts of benefits, periods after retirement and types of benefits, depending on their grade and location at the time of retirement. Employees separated from the Company as part of an Early Separation Scheme, on medical grounds or due to permanent disablement are also covered under the scheme. The Company account for the liability for post-retirement medical scheme based on an estimated basis for the period end and on an independent actuarial valuation under Projected Unit Cost method at the financial year end.

Re-measurements, comprising actuarial gains and losses, the effect of changes to asset ceiling (if applicable) and the return on plan assets (excluding net interest), is recognized in other comprehensive income in the period in which they occur. Re-measurements recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognized in the Statement of Profit or Loss in the period of plan amendment.

Costs comprising service cost (including current and past service cost and gains and losses on curtailments and settlements) and net interest expense or income is recognized in profit or loss. The obligation recognized in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

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

The Company has curtailed its Post-retirement Medicare scheme which is an unfunded defined benefit plan to exclude all employees who will retire after December 31, 2020. Accordingly, with effect from January 2021, the carrying value of liability has been recognised based on an independent actuarial valuation under Projected Unit Cost method for those beneficiaries having claims under this scheme before the date of discontinuation.

**(ii) Compensated absences**

The Company provides for the encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment. The liability is provided based on number of days of unutilized leave at each balance sheet date based on an estimated basis for the period end and on an independent actuarial valuation under Projected Unit Cost method at the financial year end.



## Notes Forming Part of the Standalone Financial Statement

### 2.14 Share based payments

Share-based compensation benefits are provided to the employees via the Share based long term incentive scheme 2022 ("SLTI 2022").

#### Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised, together with a corresponding increase in share options outstanding account in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

#### Cash-settled transactions

The cost of cash-settled transactions is measured initially at fair value at the grant date. This fair value is expensed over the period until the vesting date with recognition of a corresponding liability. The liability is remeasured to fair value at each reporting date up to, and including the settlement date, with changes in fair value recognised in employee benefits expense.

### 2.15 Dividends

Dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors as per Ind AS 10.

### 2.16 Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Company as a lessee The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

#### Company as a lessee

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation,

## Notes Forming Part of the Standalone Financial Statement

accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

The Company has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

### Company as a lessor

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Company is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short term lease to which the Company applies the exemption described above, then it classifies the sub-lease as an operating lease.

If an arrangement contains lease and non-lease components, the Company applies Ind AS 115 Revenue from contracts with customers to allocate the consideration in the contract.

### Sub lease

At the inception of the sub lease contract, the Company classifies the sub lease as a finance lease or an operating lease based on criteria in Ind AS 116 Lease.

The sub lease, which is classified as an operating lease, the lease Liability and Right to Use of the head lease is not derecognised. The lease income which would be received from the sub lease over the lease term is recognised as other income in the Statement of Profit or Loss Account.

The sub lease, which is classified as a finance lease, the lease liability of the head lease is not derecognised,

## Notes Forming Part of the Standalone Financial Statement

instead the Right to Use asset of the head lease is derecognised and net investment in sub lease is recognised. The interest income received on the Net Investment in sub lease is recognised in Statement of Profit or Loss Account over the lease term.

### 2.17 Cost recognition

Costs and expenses are recognised when incurred and have been classified according to their nature.

### 2.18 Exceptional items

The Company considers exceptional items to be those which derive from events or transactions which are significant for separate disclosure by virtue of their size or incidence in order for the user to obtain a proper understanding of the Company's financial performance. These items include, but are not limited to, acquisition costs, impairment charges, restructuring costs and profits and losses on disposal of subsidiaries and other one-off items which meet this definition. To provide a better understanding of the underlying results of the year, exceptional items are reported separately in the Statement of Profit and Loss.

### 2.19 Recent Indian Accounting Standards (Ind AS) and Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as amended from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1<sup>st</sup>, 2023, as below:

#### Ind AS 1 – Presentation of Financial Statements

The amendments require companies to disclose their material accounting policies rather than their

significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of financial statements. The Company does not expect this amendment to have any significant impact in its financial statements.

#### Ind AS 12 – Income Taxes

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Company is evaluating the impact, if any, in its financial statements.

#### Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements.

## Notes Forming Part of the Standalone Financial Statement

### 3 Property, Plant and Equipment

(Amount in ₹ crore)

	Owned Assets							Total
	Buildings	Plant and equipment	Office equipments	Computers	Furniture and fixtures	Vehicles	Leasehold Improvements	
<b>Gross carrying value as at April 1, 2021</b>	17.79	21.13	5.68	99.22	10.87	1.40	13.82	169.91
Additions	-	0.85	0.38	43.79	0.05	-	-	45.07
Disposals	-	(0.15)	-	(1.06)	-	-	-	(1.21)
<b>Gross carrying value as at March 31, 2022</b>	<b>17.79</b>	<b>21.83</b>	<b>6.06</b>	<b>141.95</b>	<b>10.92</b>	<b>1.40</b>	<b>13.82</b>	<b>213.77</b>
<b>Accumulated depreciation as at April 1, 2021</b>	7.53	12.81	4.69	76.96	6.22	1.40	9.32	118.93
Depreciation for the year	1.27	1.55	0.36	13.92	0.85	-	1.18	19.13
Disposals	-	(0.08)	-	(1.06)	-	-	-	(1.14)
<b>Accumulated depreciation as of March 31, 2022</b>	<b>8.80</b>	<b>14.28</b>	<b>5.05</b>	<b>89.82</b>	<b>7.07</b>	<b>1.40</b>	<b>10.50</b>	<b>136.92</b>
<b>Net carrying value as at March 31, 2022</b>	<b>8.99</b>	<b>7.55</b>	<b>1.01</b>	<b>52.13</b>	<b>3.85</b>	<b>-</b>	<b>3.32</b>	<b>76.85</b>
<b>Gross carrying value as at April 1, 2022</b>	<b>17.79</b>	<b>21.83</b>	<b>6.06</b>	<b>141.95</b>	<b>10.92</b>	<b>1.40</b>	<b>13.82</b>	<b>213.77</b>
Additions	0.07	4.42	0.77	29.93	0.04	-	-	35.23
Disposals	(0.06)	(0.27)	(0.02)	(0.66)	(0.65)	-	-	(1.66)
<b>Gross carrying value as at March 31, 2023</b>	<b>17.80</b>	<b>25.98</b>	<b>6.81</b>	<b>171.22</b>	<b>10.31</b>	<b>1.40</b>	<b>13.82</b>	<b>247.34</b>
<b>Accumulated depreciation as at April 1, 2022</b>	<b>8.80</b>	<b>14.28</b>	<b>5.05</b>	<b>89.82</b>	<b>7.07</b>	<b>1.40</b>	<b>10.50</b>	<b>136.92</b>
Depreciation for the year	1.25	2.17	0.40	23.09	0.75	-	0.76	28.42
Disposals	(0.06)	(0.20)	(0.02)	(0.51)	(0.59)	-	-	(1.38)
<b>Accumulated depreciation as at March 31, 2023</b>	<b>9.99</b>	<b>16.25</b>	<b>5.43</b>	<b>112.40</b>	<b>7.23</b>	<b>1.40</b>	<b>11.26</b>	<b>163.96</b>
<b>Net carrying value as at March 31, 2023</b>	<b>7.81</b>	<b>9.73</b>	<b>1.38</b>	<b>58.82</b>	<b>3.08</b>	<b>-</b>	<b>2.56</b>	<b>83.38</b>

- (i) Contractual obligations: The estimated amount of contracts remaining to be executed on capital account, and not provided for is ₹ 13.55 crore as at March 31, 2023 (March 31, 2022: ₹ 10.91 crore).
- (ii) Ageing schedule of Capital Work in Progress (CWIP) as at March 31, 2023

(Amount in ₹ crore)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	2.65	-	-	-	2.65
Projects temporarily suspended	-	-	-	-	-

## Notes Forming Part of the Standalone Financial Statement

(iii) Ageing schedule of Capital Work in Progress (CWIP) as at March 31, 2022

(Amount in ₹ crore)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	0.26	-	-	-	0.26
Projects temporarily suspended	-	-	-	-	-

### 4 Right-to-use-asset

(Amount in ₹ crore)

	Commercial Premises	Land	Residential Premises	Vehicles	Total
<b>Gross carrying value as at April 1, 2021</b>	<b>98.79</b>	<b>3.30</b>	<b>0.46</b>	<b>4.91</b>	<b>107.46</b>
Additions	24.65	-	-	1.36	26.01
Disposals	(11.84)	-	-	(1.48)	(13.32)
Other adjustments	0.45	-	-	-	0.45
<b>Gross carrying value as at March 31, 2022</b>	<b>112.05</b>	<b>3.30</b>	<b>0.46</b>	<b>4.79</b>	<b>120.60</b>
<b>Accumulated depreciation as at April 1, 2021</b>	<b>22.61</b>	<b>0.08</b>	<b>0.36</b>	<b>2.91</b>	<b>25.96</b>
Depreciation for the year	13.03	0.04	0.08	1.13	14.28
Disposal/adjustments	(2.78)	-	-	(1.34)	(4.12)
<b>Accumulated depreciation as at March 31, 2022</b>	<b>32.86</b>	<b>0.12</b>	<b>0.44</b>	<b>2.70</b>	<b>36.12</b>
<b>Net carrying value as at March 31, 2022</b>	<b>79.19</b>	<b>3.18</b>	<b>0.02</b>	<b>2.09</b>	<b>84.48</b>
<b>Gross carrying value as at April 1, 2022</b>	<b>112.05</b>	<b>3.30</b>	<b>0.46</b>	<b>4.79</b>	<b>120.60</b>
Additions	6.04	-	0.27	1.40	7.71
Disposals	-	-	-	(1.11)	(1.11)
Other adjustments	0.15	-	-	-	0.15
<b>Gross carrying value as at March 31, 2023</b>	<b>118.24</b>	<b>3.30</b>	<b>0.73</b>	<b>5.08</b>	<b>127.35</b>
<b>Accumulated depreciation as at April 1, 2022</b>	<b>32.86</b>	<b>0.12</b>	<b>0.44</b>	<b>2.70</b>	<b>36.12</b>
Depreciation for the year	16.27	0.04	0.09	1.07	17.47
Disposals	-	-	-	(1.08)	(1.08)
<b>Accumulated depreciation as at March 31, 2023</b>	<b>49.13</b>	<b>0.16</b>	<b>0.53</b>	<b>2.69</b>	<b>52.51</b>
<b>Net carrying value as at March 31, 2023</b>	<b>69.11</b>	<b>3.14</b>	<b>0.20</b>	<b>2.39</b>	<b>74.84</b>

## Notes Forming Part of the Standalone Financial Statement

### 5 Intangible assets

(Other than internally generated)

(Amount in ₹ crore)

	Software Licenses	Total
<b>Gross carrying value as of April 1, 2021</b>	<b>123.38</b>	<b>123.38</b>
Additions	11.71	11.71
Disposal	-	-
<b>Gross carrying value as of March 31, 2022</b>	<b>135.09</b>	<b>135.09</b>
<b>Accumulated amortisation as at April 1, 2021</b>	<b>96.06</b>	<b>96.06</b>
Amortization for the year	16.43	16.43
Accumulated amortisation on disposals	-	-
<b>Accumulated amortisation as of March 31, 2022</b>	<b>112.49</b>	<b>112.49</b>
<b>Net carrying value as of March 31, 2022</b>	<b>22.60</b>	<b>22.60</b>
<b>Gross carrying value as at April 1, 2022</b>	<b>135.09</b>	<b>135.09</b>
Additions	12.53	12.53
Disposals	-	-
<b>Gross carrying value as at March 31, 2023</b>	<b>147.62</b>	<b>147.62</b>
<b>Accumulated amortisation as at April 1, 2022</b>	<b>112.49</b>	<b>112.49</b>
Amortization for the year	15.28	15.28
Accumulated amortisation on disposals	-	-
<b>Accumulated depreciation as at March 31, 2023</b>	<b>127.77</b>	<b>127.77</b>
<b>Net carrying value as at March 31, 2023</b>	<b>19.85</b>	<b>19.85</b>

#### (i) Intangibles under development

(Amount in ₹ crore)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	-	0.07
Additions during the year	0.26	-
Capitalized during the year	(0.16)	(0.07)
<b>Balance at the end of the year</b>	<b>0.10</b>	<b>-</b>

(ii) Contractual obligation : The estimated amount of contracts remaining to be executed on capital account, and not provided for is ₹ 7.31 crore as at March 31, 2023 (March 31, 2022: ₹ 1.87 crore).

(iii) Ageing schedule of Intangible assets under development as at March 31, 2023

(Amount in ₹ crore)

Particulars	Amount in intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	0.10	-	-	-	0.10
Projects temporarily suspended	-	-	-	-	-

## Notes Forming Part of the Standalone Financial Statement

(iv) Ageing schedule of Intangible assets under development as at March 31, 2022

(Amount in ₹ crore)

Particulars	Amount in intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

### 6 Investments In subsidiaries and joint venture

Unquoted:

(Amount in ₹ crore)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Units	Amount	Units	Amount
(i) Investments in Equity of subsidiaries- carried at cost				
(a) Tata Technologies Inc.- (3.75% Holding)	150,000	15.57	150,000	15.57
(b) Tata Technologies Pte Ltd, Singapore, a 100% subsidiary company	86,463,759	203.34	86,463,759	203.34
(ii) Investments in joint venture – carried at cost				
(a) Tata HAL Technologies Limited	-	-	5,070,000	5.07
Less: Provision for Impairment in value of investment*				(5.07)
		-		-
<b>Total Aggregate Unquoted Investments [(i)+(ii)]</b>		<b>218.91</b>		<b>218.91</b>

(iii) Information about Joint Venture:

(Amount in ₹ crore)

Name of the Company	Principal place of the business	% of Holding	
		As at March 31, 2023	As at March 31, 2022
TATA HAL Technologies Limited (THTL)	India	-	50%

The Company has a joint venture (JV) with Hindustan Aeronautics Ltd., THTL for providing engineering and design solutions and services in the domain of aerostructures for aerospace industry.

\*Having regard to the future business strategy/plans of the joint venture and considering their current financial position, the Company recognized a provision for impairment loss of ₹ 5.07 crores during the year ended March 31, 2017, in respect of its investment in joint venture.

The Board and Shareholders of the joint venture have approved the voluntary liquidation of the Company and have appointed Mr. Thirupal Gorige, Insolvency Professional, as the liquidator of the Company on June 8, 2021. The winding up process is completed on March 17, 2023, vide order dated March 17, 2023 of the Honorable National Company Law Tribunal .

(iv) Aggregate book value of unquoted investments	218.91	218.91
Aggregate value of impairment	-	5.07



## Notes Forming Part of the Standalone Financial Statement

### 7 INVESTMENTS

(Amount in ₹ crore)

	As at March 31, 2023		As at March 31, 2022	
	Units	Amount	Units	Amount
<b>CURRENT</b>				
<b>Quoted Investments:</b>				
<b>i) Investment carried at Fair value through Profit and Loss (FVTPL)</b>				
<b>Investments in Mutual Funds</b>				
SBI Premier Liquid Fund – DIRECT Growth	8,525	3.00	150,049	50.01
Aditya Birla Sun Life Cash Plus	-	-	2,915,499	100.04
Axis Liquid Fund-Direct-Growth-CFDG	-	-	423,111	100.03
Kotak Liquid Fund Direct Plan Growth	18,162	8.26	63,921	27.51
ICICI Prudential Liquid – Direct Plan – Growth	-	-	3,549,902	100.04
SBI Liquid Fund Regulare Growth	-	-	151,061	50.01
HDFC Liquid Fund –Direct Plan – Growth	-	-	239,055	100.04
UTI Liquid Cash Plan – Regular Plan – Growth	4,114	1.52	-	-
UTI Liquid Cash Plan – Direct Plan – Growth	5,429	2.00	-	-
Aditya Birla Sun Life Overnight Fund	24,747	3.00	-	-
Axis Overnight Fund Direct Growth	67,489	8.00	-	-
SBI Overnight Fund Direct Growth	10,963	4.00	-	-
<b>Total Investment carried at Fair value through Profit and Loss (FVTPL)</b>		<b>29.78</b>		<b>527.68</b>
<b>Total Current Investments</b>		<b>29.78</b>		<b>527.68</b>
Aggregate book value of quoted investments		29.78		527.68
Aggregate market value of quoted investments		29.78		527.68
Aggregate book value of unquoted investments		-		-
Aggregate book value of impairment		-		-

## Notes Forming Part of the Standalone Financial Statement

### 8 LOANS

(Amount in ₹ crore)

	As at March 31, 2023	As at March 31, 2022
<b>NON-CURRENT</b>		
<b>(Unsecured, considered good)</b>		
(a) Advances to related parties (Also refer note 31(ii))	-	0.02
<b>Total</b>	<b>-</b>	<b>0.02</b>
<b>CURRENT</b>		
<b>(Unsecured, considered good)</b>		
(a) Loans to related parties (Also refer note 31(ii))		
- Inter corporate deposits	484.75	42.50
(b) Loans and advances to employees	1.46	0.63
Less : Provision for doubtful receivables	(0.46)	(0.31)
<b>Total</b>	<b>485.75</b>	<b>42.82</b>

#### Disclosure of the loan granted which are repayable on demand

(Amount in ₹ crore)

Type of borrowers	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans (including current and non-current)	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans (including current and non-current)
	March 31, 2023	March 31, 2023	March 31, 2022	March 31, 2022
Promoter	484.75	100.00%	42.50	100.00%
Directors	-	-	-	-
Key Managerial Personnel ("KMP")	-	-	-	-
Related Parties	-	-	-	-

The above intercompany deposits are in compliance with the Companies Act and have been given for business purpose. The rate of interest on the intercorporate deposits is in range of 5% to 7.05% as on March 31, 2023 (5% as on March 31, 2022).

### 9 Other bank balances

(Amount in ₹ crore)

	As at March 31, 2023	As at March 31, 2022
<b>CURRENT</b>		
(a) Earmarked balance with banks (Refer Note (i) below)	1.19	1.72
<b>Total</b>	<b>1.19</b>	<b>1.72</b>

#### Note:

(i) Earmarked balance pertain to:

- Unclaimed dividend

## Notes Forming Part of the Standalone Financial Statement

### 10 Other Financial Assets

(Amount in ₹ crore)

	As at March 31, 2023	As at March 31, 2022
<b>NON-CURRENT</b>		
<b>(Unsecured, considered good)</b>		
(a) Deposits pledged/lien with banks (Refer Note (i) below)	0.06	0.06
(b) Security deposits	11.40	9.47
<b>Total</b>	<b>11.46</b>	<b>9.53</b>
Notes :		
(i) Deposits have been kept with bank as security for bank guarantee.		
<b>CURRENT</b>		
<b>(Unsecured, considered good)</b>		
(a) Bills of Exchange	-	5.06
(b) Receivable from related parties for reimbursement of expenses (Also refer note 31(ii))	8.46	3.49
(c) SEIS licenses receivable	-	4.78
(d) Security deposits	-	0.01
(e) Other receivables *	29.45	-
<b>Total</b>	<b>37.91</b>	<b>13.34</b>

\* It includes receivable for expenses incurred in relation to Initial Public Offering ("IPO") that will be recovered by the Company from the selling shareholders upon successful completion of IPO. (Refer note 36 (d))

### 11 (i) Income tax assets/(liabilities)

(Amount in ₹ crore)

Particulars	As at March 31, 2023	As at March 31, 2022
Income Tax Assets (Net)	30.52	30.31
Income Tax Liabilities (Net)	18.27	15.44
<b>Net current income tax assets /(liabilities)</b>	<b>12.25</b>	<b>14.87</b>

### 11 (ii) Movement in income tax assets/(liabilities)

The gross movement in income tax assets/(liabilities) for the year ended March 31, 2023 and year ended March 31, 2022 is as follows:

(Amount in ₹ crore)

Particulars	As at March 31, 2023	As at March 31, 2022
Net current income tax assets /(liability) at beginning	14.87	20.14
Income tax paid (net)	93.18	76.90
Current income tax expense	(95.80)	(82.17)
<b>Net current income tax assets /(liability) at the end</b>	<b>12.25</b>	<b>14.87</b>

## Notes Forming Part of the Standalone Financial Statement

### 11 (iii) Deferred tax assets (net)

(Amount in ₹ crore)

Significant components and movement of deferred tax assets and liabilities for the year ended March 31, 2023:	As at April 1, 2022	Recognised in statement of profit and loss	Recognised in/reclassified from other comprehensive income	As at March 31, 2023
<b>Deferred tax assets:</b>				
Provisions and allowances for doubtful receivables and others	10.98	(1.43)	-	9.55
Compensated absences and retirement benefits	19.24	7.72	-	26.96
Remeasurement of post employment benefits obligations	6.04	-	5.24	11.28
Derivative financial instruments	-	0.13	-	0.13
Others	4.94	1.18	-	6.12
<b>Total deferred tax assets</b>	<b>41.20</b>	<b>7.60</b>	<b>5.24</b>	<b>54.04</b>
<b>Deferred tax liabilities:</b>				
Property, plant and equipment and intangible assets	(0.93)	0.01	-	(0.92)
Gain/(Loss) on Change in Fair Value of Investments	0.09	(0.09)	-	-
<b>Total deferred tax liabilities</b>	<b>(0.84)</b>	<b>(0.08)</b>	<b>-</b>	<b>(0.92)</b>
<b>Net Deferred tax assets/(liabilities)</b>	<b>42.04</b>	<b>7.68</b>	<b>5.24</b>	<b>54.96</b>

(Amount in ₹ crore)

Significant components of deferred tax assets and liabilities for the year ended March 31, 2022:	As at April 1, 2021	Recognised in statement of profit and loss	Recognised in/reclassified from other comprehensive income	As at March 31, 2022
<b>Deferred tax assets:</b>				
Provisions and allowances for doubtful receivables and others	4.35	6.63	-	10.98
Compensated absences and retirement benefits	9.44	9.80	-	19.24
Others	3.54	1.40	-	4.94
Remeasurement of post employment benefits obligations	0.94	-	5.10	6.04
<b>Total deferred tax assets</b>	<b>18.27</b>	<b>17.83</b>	<b>5.10</b>	<b>41.20</b>
<b>Deferred tax liabilities:</b>				
Property, plant and equipment and intangible assets	(0.79)	(0.14)	-	(0.93)
Gain/(Loss) on Change in Fair Value of Investments	0.02	0.07	-	0.09
<b>Total deferred tax liabilities</b>	<b>(0.77)</b>	<b>(0.07)</b>	<b>-</b>	<b>(0.84)</b>
<b>Net Deferred tax assets/(liabilities)</b>	<b>19.04</b>	<b>17.90</b>	<b>5.10</b>	<b>42.04</b>

## Notes Forming Part of the Standalone Financial Statement

### 12 Other Assets

(Amount in ₹ crore)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>NON-CURRENT</b>		
<b>(Unsecured, considered good)</b>		
(a) Prepaid expenses	78.37	36.33
(b) Deposits with government authorities	1.28	1.07
(c) Other non-current assets	-	0.26
<b>Total</b>	<b>79.65</b>	<b>37.66</b>
<b>CURRENT</b>		
<b>(Unsecured, considered good)</b>		
(a) Advances to suppliers and contractors	90.29	31.38
(b) Prepaid expenses	55.22	36.63
(c) Balances with government authorities	166.74	120.47
(d) Contract Assets	659.44	456.92
(e) Deposits with government authorities	0.06	0.12
<b>Total</b>	<b>971.75</b>	<b>645.52</b>

### 13 Trade Receivables

(Amount in ₹ crore)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>CURRENT</b>		
<b>(Unsecured unless otherwise stated)</b>		
Trade receivables considered good	373.21	306.14
Less : Expected credit loss allowance	26.79	31.08
	<b>346.42</b>	<b>275.06</b>

Above balance of Trade receivable include balances with related parties (Also refer Note 31 (ii))

#### Trade receivable ageing schedule as at March 31, 2023

(Amount in ₹ crore)

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1 year - 2 year	2 year - 3 year	More than 3 years	
Undisputed Trade receivable - Considered good	189.70	129.95	9.62	24.54	5.48	13.92	373.21
Disputed Trade receivable - Considered good	-	-	-	-	-	-	-
Gross trade receivables	-	-	-	-	-	-	373.21
Less : Expected credit loss allowance	-	-	-	-	-	-	(26.79)
Trade receivables - billed	-	-	-	-	-	-	346.42
Unbilled receivables	80.21	-	-	-	-	-	80.21
Trade receivables - billed and unbilled	-	-	-	-	-	-	426.63

## Notes Forming Part of the Standalone Financial Statement

### Trade receivable ageing schedule as at March 31, 2022

(Amount in ₹ crore)

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1 year - 2 year	2 year - 3 year	More than 3 years	
Undisputed Trade receivable - Considered good	125.95	143.79	9.19	18.79	1.56	6.86	306.14
Disputed Trade receivable - Considered good	-	-	-	-	-	-	-
Gross trade receivables	-	-	-	-	-	-	306.14
Less : Expected credit loss allowance	-	-	-	-	-	-	(31.08)
Trade receivables - billed	-	-	-	-	-	-	275.06
Unbilled receivables	62.21	-	-	-	-	-	62.21
Trade receivables - billed and unbilled	-	-	-	-	-	-	337.27

### 14 Cash and Cash Equivalents

(Amount in ₹ crore)

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Balances with banks:		
- Current account	42.05	11.84
(b) Cheques, drafts on hand/funds in transit	26.65	1.37
	<b>68.70</b>	<b>13.21</b>

### 15 Equity Share Capital

(Amount in ₹ crore)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>(a) Authorised :</b>		
(i) 1,750,000,000 equity shares of ₹ 2/- each (as at March 31, 2022: 60,000,000 equity shares of ₹ 10/- each)	350.00	60.00
(ii) 700,000 0.01% Cumulative Non-participative Compulsorily convertible Preference Shares of ₹ 10/- each (as at March 31, 2022: 700,000 0.01% Cumulative Non-participative Compulsorily convertible Preference Shares of ₹ 10/- each)	0.70	0.70
<b>Total</b>	<b>350.70</b>	<b>60.70</b>
<b>(b) Issued, Subscribed and Fully paid up capital:</b>		
405,668,530 equity shares of ₹ 2/- each (41,806,975 equity shares of ₹ 10/- each as at March 31, 2022)	81.13	41.81
	<b>81.13</b>	<b>41.81</b>

#### Note on Buy-back of Shares

The Board of Directors of the Company, at its meeting held on February 11, 2022 had approved a proposal to buyback upto 1,240,122 equity shares of the Company for an aggregate amount not exceeding ₹ 245.79 crore representing 2.97% of the total paid up equity share capital at ₹ 1,982 per equity share, which was approved by the shareholders by means of a special resolution through a postal ballot dated March 18, 2022.

## Notes Forming Part of the Standalone Financial Statement

A Letter of Offer was sent to all eligible shareholders holding shares as on the record date i.e. March 21, 2022. The offer period i.e. the period for tendering the equity shares for buyback was March 26, 2022 to April 09, 2022. The verification of the applications was completed by the Registrar to the Buyback on April 11, 2022 and payments made to equity shareholders during April 13, 2022 to April 26, 2022. The unaccepted equity shares were returned to eligible equity shareholders on April 13, 2022. Pursuant to the Letter of Offer, the Company had recorded a payable of ₹ 295.90 crore (including provision for tax on buy-back of ₹ 50.11 crore) as at March 31, 2022 as Other financial and current liability (refer note 18 and refer note 20). Capital redemption reserve was created to the extent of nominal value of share capital extinguished of ₹ 1.24 crore in the year ended March 31, 2023.

The Company paid an amount of ₹ 79.48 crore to Tata Capital Growth fund I, Associate of Group company, on April 13, 2022 and ₹ 158.96 crore to Alpha TC Holdings Pte. Ltd., towards the consideration for buy-back of its equity shares on April 25, 2022.

### Note on share split and bonus of Shares

The Company has increased the authorised share capital from existing 60,000,000 equity shares to 1,750,000,000 equity shares of ₹ 2 each, which was approved by the shareholders by means of a special resolution through a postal ballot dated January 14, 2023.

The Board of Directors of the Company, at its meeting held on December 12, 2022 had approved the sub division of the existing authorised share capital of the company from 60,000,000 equity shares of ₹ 10 each into 300,000,000 equity shares of ₹ 2 each, which was approved by the shareholders by means of a special resolution through a postal ballot dated January 14, 2023. The record date for the share split is January 16, 2023. The company had allotted 162,267,412 weighted average number of equity shares of ₹ 2 each effective January 16, 2023.

Post sub division of the existing authorised share capital of the Company, the Board of Directors at its meeting held on December 12, 2022 had approved the bonus issue of one new equity share for every one share held on record date, which was approved by the shareholders by means of an ordinary resolution through a postal ballot dated January 14, 2023. The record date for the bonus issue is January 16, 2023. The sum of ₹ 40.56 crore by capitalisation of profits transferred from security premium amounting to ₹ 13.14 crore and capital redemption reserve amounting to ₹ 1.25 crore and general reserve amounting to ₹ 26.17 crore. The company had allotted 202,834,265 weighted average number of equity shares of ₹ 2 each by way of bonus issue to its shareholders in ratio of 1:1 effective January 16, 2023.

The company had allotted bonus shares of 151,503,000 equity shares to Tata Motors Limited (Promoter and Parent company), 4,059,960 equity shares to Tata Motors Finance Limited (Fellow Subsidiary) and 7,361,250 equity shares & 14,722,505 equity shares to Tata Capital Growth fund I and Alpha TC Holdings Pte. Ltd. respectively (Associate of Group company).

### (c) The movement of number of shares and share capital

Particulars	No of shares	Amount in ₹ crore
<b>Equity shares</b>		
Number of shares as at April 1, 2021	41,806,975	41.81
Add: Shares issued under ESOP scheme	-	-
<b>Number of shares as at March 31, 2022</b>	<b>41,806,975</b>	<b>41.81</b>



## Notes Forming Part of the Standalone Financial Statement

Particulars	No of shares	Amount in ₹ crore
<b>Equity shares</b>		
Number of shares as at April 1, 2022	41,806,975	41.81
Less: Shares extinguished on buy-back (Refer above note on buy-back of shares)	(1,240,122)	(1.24)
<b>Number of shares before split and bonus</b>	<b>40,566,853</b>	<b>40.57</b>
Number of shares after split *	202,834,265	40.57
Add: Shares issued on account of bonus (Refer above note on share split and bonus of Shares)	202,834,265	40.56
<b>Number of shares as at March 31, 2023</b>	<b>405,668,530</b>	<b>81.13</b>

\* Number of shares have been sub divided into 5 shares of ₹ 2 each during the year.

(d) **Rights, preferences and restrictions attached to shares :**

(i) **Ordinary Shares**

The Company has only one class of shares having par value of ₹ 2/- per share. Each holder of equity share is entitled to one vote per share and in the event of liquidation, has rights proportionate to their shareholdings over the residual assets after paying out all the liabilities.

(e) **Shares in the Company held by each shareholder holding more than 5% shares (including shares held by the Holding Company, it's subsidiaries and associates)**

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	% Holding	No. of Shares	% Holding
<b>Equity Shares</b>				
(a) Tata Motors Limited (Holding Company)	303,006,000	74.69	30,300,600	72.48
(b) Alpha TC Holdings Pte Ltd.	29,445,010	7.26	3,746,505	8.96
	<b>332,451,010</b>	<b>81.95</b>	<b>34,047,105</b>	<b>81.44</b>

(f) **Shares held by promoter**

Disclosure of shareholding of promoters as at March 31, 2023 is as follows:

Name of promoter	As at March 31, 2023		As at March 31, 2022		% change during the year
	No. of Shares	% Holding	No. of Shares	% Holding	
Tata Motors Limited	303,006,000	74.69	30,300,600	72.48	2.21

(g) **Information regarding issue of shares in the last five years**

(i) The Company has not issued any shares without payment being received in cash.

(ii) The Company has issued bonus shares.

202,834,265 equity shares of ₹ 2 each as fully paid bonus shares by capitalisation of profits transferred from security premium amounting to ₹ 13.14 crore and capital redemption reserve amounting to ₹ 1.25 crore and general reserve amounting to ₹ 26.17 crore, pursuant to an ordinary resolution passed after taking the consent of shareholders through postal ballot.

## Notes Forming Part of the Standalone Financial Statement

### (iii) Equity shares extinguished on buy-back

1,246,665 equity shares of ₹ 10 each were extinguished on buy-back by the company pursuant to a Letter of Offer made to all eligible shareholders of the company at ₹ 748 per equity share. The equity shares bought back were extinguished on March 6, 2020.

1,240,122 equity shares of ₹ 10 each were extinguished on buy-back by the company pursuant to a Letter of Offer made to all eligible shareholders of the company at ₹ 1,982 per equity share. The equity shares bought back were extinguished on April 20, 2022.

### (h) Shares reserved for issue under options:

Information relating to the Company's share based payment plans, including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the reporting period, is set out in note 34.

### 16 (i) Other Equity:

(Amount in ₹ crore)

	As at March 31, 2023	As at March 31, 2022
Securities Premium	-	13.16
Securities Premium identified separately for consolidation adjustment	23.16	23.16
Capital Redemption Reserve	1.24	1.25
General reserve	58.37	84.54
Share options outstanding account	1.73	-
Special Economic Zone Reinvestment Reserve	-	-
Retained earnings	853.35	619.06
Items of other comprehensive income	0.91	0.98
	<b>938.76</b>	<b>742.15</b>

### 16 (ii) Movement in other equity

(Amount in ₹ crore)

	As at March 31, 2023	As at March 31, 2022
<b>Securities premium</b>		
Balance at the beginning of the year	13.16	259.08
Add: Buy-back of equity shares (adjusted with paid up equity share capital)	1.24	-
Less: Transfer to Capital Redemption Reserve	(1.24)	-
Less: Liability towards buy-back of equity shares (Refer note 15 and 18)	-	(245.79)
Less: Expenditure incurred on buy-back of equity shares	(0.02)	(0.13)
Less: Issue of Bonus shares	(13.14)	-
<b>Balance at the end of the year</b>	<b>-</b>	<b>13.16</b>
<b>Securities Premium identified separately for consolidation adjustment</b>		
Balance at the beginning of the year	23.16	23.16
<b>Balance at the end of the year</b>	<b>23.16</b>	<b>23.16</b>
<b>Capital redemption reserve</b>		
Balance at the beginning of the year	1.25	1.25
Add : Transferred from Securities Premium	1.24	-
Less: Issue of Bonus shares	(1.25)	-
<b>Balance at the end of the year</b>	<b>1.24</b>	<b>1.25</b>

## Notes Forming Part of the Standalone Financial Statement

(Amount in ₹ crore)

	As at March 31, 2023	As at March 31, 2022
<b>General reserve</b>		
Balance at the beginning of the year	84.54	134.65
Less: Tax liability towards buy-back of equity shares (Refer note 15 and 20)	-	(50.11)
Less: Issue of Bonus shares	(26.17)	-
<b>Balance at the end of the year</b>	<b>58.37</b>	<b>84.54</b>
<b>Retained earnings</b>		
Balance at the beginning of the year	619.06	410.04
Add: Profit for the year	244.03	218.52
Less: Remeasurements of post employment benefits obligations (net of tax effect)	(9.74)	(9.50)
Less: Transfer to Special Economic Zone Reinvestment Reserve	(22.19)	(19.34)
Add: Transferred from Special Economic Zone Reinvestment Reserve	22.19	19.34
<b>Balance at the end of the year</b>	<b>853.35</b>	<b>619.06</b>
<b>Special Economic Zone Reinvestment Reserve</b>		
Balance at the beginning of the year	-	-
Add : Transferred from retained earnings	22.19	19.34
Less : Transferred to retained earnings	(22.19)	(19.34)
<b>Balance at the end of the year</b>	<b>-</b>	<b>-</b>
<b>Share options outstanding account</b>		
Balance as at the beginning of the year	-	-
Add: Employee stock compensation expense	1.73	-
<b>Balance as at the end of the year</b>	<b>1.73</b>	<b>-</b>
<b>Other Components of Equity:</b>		
Balance at the beginning of the year	0.98	1.13
Foreign Currency Translation Reserve	(0.07)	(0.15)
<b>Balance at the end of the year</b>	<b>0.91</b>	<b>0.98</b>

### Notes:

#### (i) Securities premium account

Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provision of the Companies Act, 2013.

#### (ii) Securities Premium identified seperately for consolidation adjustment

During 2010, based on the approval of Shareholders of the Company at the Extra-Ordinary General Meeting held on March 5, 2010 and the Order of the Honourable High Court of Judicature at Mumbai dated April 16, 2010, the Company had utilized balance in the securities premium account to the tune of ₹ 46.66 Crore towards one time charges/cost (including change in accounting policy for provision for doubtful debts) incurred by the Company and its subsidiary companies. The amounts relating to the Company amounting to ₹ 17.32 Crore had been adjusted to the Securities Premium Account. An amount of ₹ 29.34 Crore equivalent to the total amount of adjustments relating to the subsidiaries had been identified and segregated from the balance in the Securities Premium Account for adjustment on consolidation. Of this total adjustment made ₹ 1.58 Crore and ₹ 16.58 Crore relates to provision for doubtful debts of the Company and its subsidiary companies respectively on account of change in accounting policy with regard to provision for doubtful debts.

## Notes Forming Part of the Standalone Financial Statement

Consequently, such excess provisions for doubtful debts on account of the said collections have been written back to the Securities Premium Account. The subsidiary companies have realized from doubtful debts upto March 31, 2021 ₹ 6.18 crores. Accordingly the said amount has been transferred from the Securities Premium identified separately for consolidated adjustment to Securities Premium Account and the balance amount of ₹ 23.16 crores (March 31, 2022 ₹ 23.16 crores) relating to the subsidiaries is continued to be disclosed separately as securities premium account for adjustment on consolidation.

### (iii) Capital redemption reserve

As per Companies Act, 2013, capital redemption reserve is created when company purchases its own shares out of free reserves or securities premium. A sum equal to the nominal value of the shares so purchased is transferred to capital redemption reserve. The Company has transferred the amount to Capital redemption reserve from Securities Premium.

### (iv) General reserve

The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act 1956. Mandatory transfer to general reserve is not required under the Companies Act 2013.

### (v) Share options outstanding account

The Share options outstanding account is used to record the fair value of equity-settled share-based payment transactions with employees. The amounts recorded in share options outstanding account are transferred to securities premium upon exercise of stock options and transferred to the general reserve on account of stock options not exercised by employees.

### (vi) Special Economic Zone Reinvestment Reserve

The Special Economic Zone (SEZ) re-investment reserve is created out of the profit of eligible SEZ unit in terms of the provisions of section 10AA(1)(ii) of the Income-tax Act, 1961. The reserve will be utilised by the Company for acquiring new assets for the purpose of its business as per the terms of section 10AA(2) of Income-tax Act, 1961.

### (vii) Retained earnings

Retained earnings comprises of the Company's undistributed earnings after taxes.

## 17 Trade Payables

(Amount in ₹ Crore)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>CURRENT</b>		
Trade payables		
(a) Total outstanding dues of micro enterprises and small enterprises*	107.17	17.22
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	274.43	109.22
<b>Total</b>	<b>381.60</b>	<b>126.44</b>

\* Note:

The information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

## Notes Forming Part of the Standalone Financial Statement

(Amount in ₹ crore)

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Principal amount and the interest due and remaining unpaid	107.17	17.22
(b) Principal amount paid after appointed date during the year	0.42	0.73
(c) Interest remaining due and payable for earlier years	0.09	0.09
(d) Amount of interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed date during the year	-	-
(e) Amount of interest accrued and unpaid	0.09	0.09

### Trade payable ageing schedule as at March 31, 2023

(Amount in ₹ crore)

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 year	1 year - 2 year	2 year- 3 year	More than 3 years	
(i) MSME	107.12	0.05	-	-	-	107.17
(ii) Others	197.93	5.78	1.04	0.58	2.13	207.46
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
	<b>305.05</b>	<b>5.83</b>	<b>1.04</b>	<b>0.58</b>	<b>2.13</b>	<b>314.63</b>
Accrued expenses						66.97
<b>Total</b>						<b>381.60</b>

### Trade payable ageing schedule as at March 31, 2022

(Amount in ₹ crore)

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 year	1 year - 2 year	2 year- 3 year	More than 3 years	
(i) MSME	17.02	0.20	-	-	-	17.22
(ii) Others	93.56	3.99	0.77	-	2.13	100.45
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
	<b>110.58</b>	<b>4.19</b>	<b>0.77</b>	<b>-</b>	<b>2.13</b>	<b>117.67</b>
Accrued expenses						8.77
<b>Total</b>						<b>126.44</b>

## Notes Forming Part of the Standalone Financial Statement

### 18 Other Financial Liabilities

(Amount in ₹ crore)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>NON-CURRENT</b>		
(a) Dues payable to employees	0.54	0.35
<b>Total</b>	<b>0.54</b>	<b>0.35</b>
<b>CURRENT</b>		
(a) Capital creditors	2.98	7.99
(b) Unpaid dividends	1.19	1.71
(c) Dues payable to employees	0.03	0.37
(d) Liability towards buy-back of equity shares (Refer note 15)	-	245.79
(e) Fair value of foreign exchange derivative liabilities	0.38	-
<b>Total</b>	<b>4.58</b>	<b>255.86</b>

### 19 Provisions

(Amount in ₹ crore)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>NON CURRENT</b>		
(a) Provision for Employee Benefits	22.78	18.65
<b>Total</b>	<b>22.78</b>	<b>18.65</b>
<b>CURRENT</b>		
(a) Provision for Employee Benefits	27.45	23.39
<b>Total</b>	<b>27.45</b>	<b>23.39</b>

### 20 Other Current Liabilities

(Amount in ₹ crore)

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Statutory remittances (withholding taxes, Provident Fund, GST, etc.)	30.32	18.74
(b) Advance and Progress payments	912.65	659.79
(c) Unearned revenue	94.20	58.22
(d) Tax on liability towards buy-back of equity shares (Refer note 15)	-	50.11
	<b>1,037.17</b>	<b>786.86</b>

### 21 Revenue From Operations

(Amount in ₹ crore)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Sale of services	1,555.01	1,159.78
(b) Sale of technology solutions (Refer note below)	556.96	569.87
(c) Other operating revenue	0.31	1.11
	<b>2,112.28</b>	<b>1,730.76</b>

**Note:**

Technology Solutions includes Company's revenue from academia upskilling and reskilling solutions and value added reselling of software applications and solutions.

## Notes Forming Part of the Standalone Financial Statement

### 21 (i) Revenue disaggregation by Vertical Business Units is as follows:

(Amount in ₹ crore)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Service	1,554.85	1,156.08
(b) Technology Solutions (Refer note below)	557.43	574.68
	<b>2,112.28</b>	<b>1,730.76</b>

**Note:**

Technology solution segment includes revenue from services pertaining to product business amounting to ₹ 0.16 crore (March 31, 2022 : ₹ 3.70 crore).

### 21 (ii) Changes in Contract assets are as follows:

(Amount in ₹ crore)

	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Balance at the beginning year</b>	<b>456.92</b>	<b>22.71</b>
Revenue recognised during the year	884.57	753.80
Invoices rased during the year	(682.05)	(319.59)
<b>Balance at the end year</b>	<b>659.44</b>	<b>456.92</b>

### 21 (iii) Changes in unearned and deferred revenue and advance from customers are as follows:

(Amount in ₹ crore)

	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Balance at the beginning of the year</b>	<b>718.01</b>	<b>718.85</b>
Revenue recognised that was included in unearned and deferred revenue at the beginning the year	(318.92)	(59.15)
Increase due to invoicing during the year, excluding amounts recognised as revenue and increase in advances received during the year	607.76	58.31
<b>Balance at the end of the year</b>	<b>1,006.85</b>	<b>718.01</b>

### 21 (iv) Reconciliation of revenue recognised with the contracted price is as follows:

(Amount in ₹ crore)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Contracted price	2,112.28	1,730.76
Revenue recognised	<b>2,112.28</b>	<b>1,730.76</b>

The reduction towards variable consideration comprise of service level credits.

### 21 (v) The aggregate value of transaction price allocated to unsatisfied (or partially satisfied) performance obligations is ₹ 788.01 crore (March 31, 2022: ₹ 476.59 crore) and is expected to be recognised as revenue in the next year.



## Notes Forming Part of the Standalone Financial Statement

### 22 Other Income (Net)

(Amount in ₹ crore)

	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>(a) Interest Income</b>		
(i) Interest income–others	27.25	34.05
(ii) Interest income on debentures	-	0.25
<b>(b) Other gains/(losses)</b>		
(i) Change in fair value of investments measured at FVTPL – mutual fund units (net)	0.02	0.20
(ii) Change in fair value of derivatives measured at FVTPL (net)	(0.38)	-
<b>(c) Other non–operating income</b>		
(i) Foreign currency gain/(loss) (net)	8.61	0.48
(ii) Profit on sale of investments measured at FVTPL – mutual fund units (net)	0.65	0.55
(iii) Other non–operating income	0.52	1.65
(iv) Lease income (Refer Note (i) below)	1.56	0.39
	<b>38.23</b>	<b>37.57</b>

**Note:**

- (i) Maturity analysis of undiscounted lease payments to be received under operating lease:

(Amount in ₹ crore)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Due in 1 <sup>st</sup> Year	1.30	1.56
Due in 2 <sup>nd</sup> Year	-	1.30
Due in 3 <sup>rd</sup> to 5 <sup>th</sup> Year	-	-
Due after 5 <sup>th</sup> Year	-	-
	<b>1.30</b>	<b>2.86</b>

### 23 Employee Benefits Expense

(Amount in ₹ crore)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Salaries and wages	902.50	660.69
(b) Contribution to provident and other funds	48.80	32.96
(c) Share–based payments to employees (Refer note 34)	1.06	-
(d) Staff welfare expenses	30.19	16.92
	<b>982.55</b>	<b>710.57</b>

## Notes Forming Part of the Standalone Financial Statement

### 24 Finance Costs

(Amount in ₹ crore)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Interest on lease liabilities	7.65	7.45
(b) Other Interest cost	4.01	7.03
	<b>11.66</b>	<b>14.48</b>

### 25 Depreciation and Amortisation Expense

(Amount in ₹ crore)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Depreciation on Property, Plant and Equipment	28.42	19.13
(b) Depreciation on Right-of-use-asset	17.47	14.28
(c) Amortisation of Other Intangible assets	15.28	16.43
	<b>61.17</b>	<b>49.84</b>

### 26 Other Expenses

(Amount in ₹ crore)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Rent (Also refer note 26 (iii) below)	3.23	6.96
(b) Repairs & maintenance	8.60	7.99
(c) Office expenses	15.82	10.68
(d) Travelling & conveyance	21.05	5.44
(e) Power, fuel & Water charges	7.77	4.89
(f) Auditors remuneration (Also refer note 26 (i) below)	0.75	0.58
(g) Staff recruitment, training and seminar expenses	22.64	11.45
(h) Software & AMC charges	122.81	84.76
(i) Professional fees	13.53	4.50
(j) Communication expenses	10.56	10.67
(k) Allowances for expected credit loss (net)	(4.09)	18.95
(l) Bad debts written off	3.72	-
(m) Corporate social responsibility (Also refer note 26 (ii) below)	5.55	5.48
(n) Miscellaneous expenses	7.24	18.94
	<b>239.18</b>	<b>191.29</b>

## Notes Forming Part of the Standalone Financial Statement

### 26 (i) Payment to auditors

(Amount in ₹ crore)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) For statutory audit, including quarterly audits	0.53	0.48
(b) For Tax audit	0.07	0.06
(c) For other attest services	0.13	0.02
(d) For reimbursement of expenses	0.02	0.02
<b>Total</b>	<b>0.75</b>	<b>0.58</b>

The above audit fees excludes ₹ 1.64 crore towards fees paid/payable to be made to the auditors on account of initial public offering of equity shares as these expenses would be recovered from selling shareholders.

### 26 (ii) Corporate social responsibility expenditure

(Amount in ₹ crore)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
1 Gross amount required to be spent	5.50	5.31
2 Amount spent during the year on		
(a) Construction/ acquisition of any asset	-	-
(b) On purposes other than (a) above	5.55	4.48
3 Shortfall at the end of the year	-	0.83
4 Total of previous year shortfall	-	-
5 Reason for shortfall	Not applicable	Pertains to ongoing projects
6 Nature of CSR activities	STEM (Science-Technology-Engineering-Mathematics) Education program, Employability enhancement program and Women empowerment program	STEM (Science-Technology-Engineering-Mathematics) Education program, Employability enhancement program, Women empowerment program, Integrated rural development, Disaster relief program

#### Movement in provision for corporate social responsibility expenditure

(Amount in ₹ crore)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening balance of the provision	1.00	-
Add: addition during the year	-	1.00
Less: Utilised during the year	(1.00)	-
Closing balance of the provision	-	1.00

The Company has not entered into related party transaction for corporate social expenditure for the year ended March 31, 2023 and previous year ended March 31, 2022.

## Notes Forming Part of the Standalone Financial Statement

### 26 (iii) Rent

(Amount in ₹ crore)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Expenses related to short-term leases	1.34	0.36
(b) Expenses related to low-value assets, excluding short-term leases of low-value assets	1.89	6.60
<b>Total</b>	<b>3.23</b>	<b>6.96</b>

### 27 Earning per Share

(Amount in ₹ crore)

Particulars		For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Profit attributable to equity shareholders	₹ crore	244.03	218.52
(b) The weighted average number of ordinary equity shares outstanding during the year	Nos.	405,736,482	405,736,482
(c) The nominal value per ordinary Share	₹	2.00	2.00
(d) Earnings Per Share (Basic)	₹	6.01	5.39
(e) The weighted average number of ordinary equity shares outstanding during the year	Nos.	405,736,482	405,736,482
(f) Add: Adjustment for Employee Stock Options	Nos.	159,148	-
(g) The weighted average number of equity shares outstanding for diluted EPS	Nos.	405,895,630	405,736,482
(h) Earnings Per Shares (Diluted)	₹	6.01	5.39

#### Note:

#### (i) Share splits and bonus issue

The basic and diluted earning per share for the current year and previous year presented have been calculated / restated after considering the share split and bonus issue and appropriate adjustments to outstanding options granted to employees under the ESOP scheme. (Refer note 15)

### 28 (a) Contingent Liabilities

(Amount in ₹ crore)

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Bonus related to retrospective year (Also refer note (i))	7.82	7.82
(b) Income Tax demands disputed in appeals (Also refer note (ii))	2.01	3.14
(c) Sales Tax demands disputed in appeals	-	0.02
(d) Service Tax demands disputed in appeals (Also refer note (iii) and (iv))	17.65	23.55

#### Notes:

- (i) Statutory bonus at the revised rates pertaining to year retrospective to the notification dated on 01.01.2016 (i.e. from 01.04.2014 to 31.12.2015) was not provided pending similar cases contesting retrospective applicability of the said notification in various Honourable High Courts. During November 2016, considering the industry practices, the management after internal deliberations decided to and has paid the incremental bonus covering the fiscal year of the said notification i.e. from 01.04.2015 to 31.12.2015 aggregating to ₹. 5.55 crore, which has been presented as exceptional item in the financials for the year ended 31.03.2017. The incremental bonus for the FY 2014-15 is continued as contingent liability pending similar cases contesting retrospective applicability of the said notification in various Honourable High Courts.

## Notes Forming Part of the Standalone Financial Statement

- (ii) The Company has ongoing disputes with Income Tax Authorities relating to tax treatment of certain items. These mainly include disallowed expenses for Corporate tax, the tax treatment of certain expenses claimed by the Company as deductions and the computation of certain allowances.
  - (iii) Pertains to disputes in relation to service tax on reverse charge mechanism amounting to ₹ Nil crore (March 31, 2022: ₹ 1.49 crore) for Financials Years 2006-07 and 2007-08. Considering the merit of the case, confirmation of demand is likely to be remote, hence contingent liability has been disclosed to the tune of ₹ Nil crore (March 31, 2022: ₹ 6.67 crore) consisting of demand of ₹ Nil (March 31, 2022: ₹ 1.49 crore) crores and interest and penalty of ₹ Nil crore. (March 31, 2022: ₹ 5.18 crore)
  - (iv) Service Tax Department had raised demand amounting to ₹ 5.11 crore (for the period April 08 to September 08 – ₹ 1.57 crore and for the period October 08 to September 09 – ₹ 3.54 crore) for delay in filing the prescribed declaration for availing cenvat credit. Aggrieved by the order, company had preferred an appeal with CESTAT. The appeal was decided in favour of the company during January 2016. Subsequently service tax department filed an appeal with High Court in 2017. The case being question of law, the High Court admitted the appeal in December 2018. Considering the merit of the case, confirmation of demand is likely to be remote, hence contingent liability has been disclosed to the tune of ₹ 17.65 crore (March 31, 2022: ₹ 16.88 crore) consisting of demand of ₹ 5.11 crore and interest and penalty of ₹ 12.54 crore (March 31, 2022: ₹ 11.77 crore).
  - (v) It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings as it is determinable only on the receipt of the judgements/decisions pending with various forums/authorities.
  - (vi) The Company does not expect any reimbursements in respect of the above contingent liabilities.
- 28 (b)** The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. Subsequently, a review petition against this decision has been filed and is pending before the SC for disposal.

Pending the outcome of the review petition and directions from the EPFO, the impact for past periods, if any, is not ascertainable and consequently no financial effect has been provided for in the financial statements. The Company has given effect on a prospective basis, from the date of the SC order.

### 29 Segment Reporting

Where a financial report contains both consolidated financial statements and separate financial statements of the parent, segment information needs to be presented only in case of consolidated financial statements. Accordingly, segment information has been provided only in the consolidated financial statements.

## Notes Forming Part of the Standalone Financial Statement

### 30 Employee benefit plans

The Company's contribution to defined contribution plan for each reporting year ended has been recognised in the statement of Profit and Loss as follows:

#### 30.1 Defined contribution plans

(Amount in ₹ crore)

	As at March 31, 2023	As at March 31, 2022
Contribution to provident fund	32.23	22.28
Contribution to superannuation fund	6.30	4.01
	<b>38.53</b>	<b>26.29</b>

#### 30.2 Defined benefit plans

Defined benefits plans / long term compensated absences:

The principal assumptions used for the purposes of the actuarial valuations were as follows:

	Gratuity (Funded)		Bhavishya Kalyan Yojana (BKY)(Unfunded)	
	Valuation as at		Valuation as at	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Discount rate(s)	7.20%	7.10%	7.20%	7.10%
Expected rate(s) of salary increase	7%-10%	7%-10.50%	N/A	N/A
Medical inflation rate	-	-	-	-
Withdrawal rate:				
Age				
20 - 34 years	17%	18%	N.A.	N.A.
35 - 40 years	9%	9%	N.A.	N.A.
41 - 50 years	6%	5%	N.A.	N.A.
51 - 60 years	5%	5%	N.A.	N.A.

	Superannuation (Partly Funded)		Post Retirement Medicare Scheme (Unfunded)	
	Valuation as at		Valuation as at	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Discount rate(s)	7.10%	6.50%	7.30%	7.20%
Expected rate(s) of salary increase	-	-	-	-
Medical inflation rate	-	-	6.00%	6.00%
Withdrawal rate:				
Age				
20 - 34 years	17%	18%	N.A.	N.A.
35 - 40 years	9%	9%	N.A.	N.A.
41 - 50 years	6%	5%	N.A.	N.A.
51 - 60 years	5%	5%	N.A.	N.A.

## Notes Forming Part of the Standalone Financial Statement

Amounts recognised in standalone statement of profit and loss in respect of these defined benefit plans are as follows:

	Year Ended March 31, 2023 Amount in ₹ crore	Year Ended March 31, 2022 Amount in ₹ crore	Year Ended March 31, 2023 Amount in ₹ crore	Year Ended March 31, 2022 Amount in ₹ crore
<b>Service cost:</b>				
Current service cost	9.57	6.61	-	-
Past service cost and (gain)/loss from settlements	-	-	-	-
Net interest expense	0.70	0.06	0.15	0.15
Components of defined benefit costs recognised in profit or loss	<b>10.27</b>	<b>6.67</b>	<b>0.15</b>	<b>0.15</b>
<b>Remeasurement on the net defined benefit liability:</b>				
Return on plan assets (excluding amounts included in net interest expense)	2.03	(0.18)	-	-
Actuarial (gains) / losses arising from changes in demographic assumptions.	(0.20)	0.15	-	-
Actuarial (gains) / losses arising from changes in financial assumptions	0.61	14.06	(0.01)	(0.03)
Actuarial (gains) / losses arising from experience adjustments	13.00	0.74	(0.05)	(0.05)
<b>Others</b>				
Components of defined benefit costs recognised in other comprehensive income	15.44	14.77	(0.06)	(0.08)
<b>Total</b>	<b>25.71</b>	<b>21.44</b>	<b>0.09</b>	<b>0.07</b>

	Year Ended March 31, 2023 Amount in ₹ crore	Year Ended March 31, 2022 Amount in ₹ crore	Year Ended March 31, 2023 Amount in ₹ crore	Year Ended March 31, 2022 Amount in ₹ crore
<b>Service cost:</b>				
Current service cost	0.05	0.06	-	-
Past service cost and (gain)/loss from settlements	-	-	-	-
Net interest expense	-	-	0.17	0.18
Components of defined benefit costs recognised in profit or loss	<b>0.05</b>	<b>0.06</b>	<b>0.17</b>	<b>0.18</b>
<b>Remeasurement on the net defined benefit liability:</b>				
Return on plan assets (excluding amounts included in net interest expense)	0.06	(0.23)	-	-
Actuarial (gains) / losses arising from changes in demographic assumptions.	-	-	-	-
Actuarial (gains) / losses arising from changes in financial assumptions	-	(0.04)	(0.31)	0.02
Actuarial (gains) / losses arising from experience adjustments	(0.08)	0.01	(0.05)	(0.05)
<b>Others</b>				
Components of defined benefit costs recognised in other comprehensive income	-	-	(0.40)	(0.09)
<b>Total</b>	<b>0.05</b>	<b>0.06</b>	<b>(0.23)</b>	<b>0.09</b>



## Notes Forming Part of the Standalone Financial Statement

The current service cost and the net interest expense for the year are included in the 'Employee benefits expense' line item in the standalone statement of profit and loss.

The remeasurement of the net defined benefit liability is included in other comprehensive income.

The amount included in the standalone balance sheet arising from the entity's obligation in respect of its defined benefit plans is as follows:

	Gratuity (Funded)		Bhavishya Kalyan Yojana (BKY) (Unfunded)	
	As at March 31, 2023 Amount in ₹ crore	As at March 31, 2022 Amount in ₹ crore	As at March 31, 2023 Amount in ₹ crore	As at March 31, 2022 Amount in ₹ crore
Present value of funded defined benefit obligation	(95.32)	(76.12)	(2.03)	(2.17)
Fair value of plan assets	70.91	55.10	-	-
Effect of asset ceiling	-	-	-	-
<b>Funded status</b>	<b>(24.41)</b>	<b>(21.02)</b>	<b>(2.03)</b>	<b>(2.17)</b>
<b>Net liability arising from defined benefit obligation</b>	<b>(24.41)</b>	<b>(21.02)</b>	<b>(2.03)</b>	<b>(2.17)</b>

	Superannuation (Partly Funded)		Post Retirement Medicare Scheme (Unfunded)	
	As at March 31, 2023 Amount in ₹ crore	As at March 31, 2022 Amount in ₹ crore	As at March 31, 2023 Amount in ₹ crore	As at March 31, 2022 Amount in ₹ crore
Present value of funded defined benefit obligation	(2.35)	(2.87)	(1.91)	(2.51)
Fair value of plan assets	2.71	3.22	-	-
Effect of asset ceiling	(0.36)	(0.35)	-	-
<b>Funded status</b>	<b>-</b>	<b>-</b>	<b>(1.91)</b>	<b>(2.51)</b>
<b>Net liability arising from defined benefit obligation</b>	<b>-</b>	<b>-</b>	<b>(1.91)</b>	<b>(2.51)</b>

## Notes Forming Part of the Standalone Financial Statement

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

	Gratuity (Funded)		Bhavishya Kalyan Yojana (BKY) (Unfunded)	
	Year Ended March 31, 2023 Amount in ₹ crore	Year Ended March 31, 2022 Amount in ₹ crore	Year Ended March 31, 2023 Amount in ₹ crore	Year Ended March 31, 2022 Amount in ₹ crore
Opening defined benefit obligation	76.12	59.41	2.16	2.31
Current service cost	9.57	6.61	0.15	0.15
Interest cost	5.09	3.80	-	-
Remeasurement (gains)/losses: Actuarial gains and losses arising from changes in demographic assumptions	(0.20)	0.15	-	-
Actuarial gains and losses arising from changes in financial assumptions	0.61	14.06	(0.01)	(0.03)
Actuarial gains and losses arising from experience adjustments	13.00	0.74	(0.05)	(0.05)
Transfer to/(from) Holding Company (Net)	-	-	-	-
Benefits paid	(8.87)	(8.65)	(0.22)	(0.22)
<b>Closing defined benefit obligation</b>	<b>95.32</b>	<b>76.12</b>	<b>2.03</b>	<b>2.16</b>

	Superannuation (Partly Funded)		Post Retirement Medicare Scheme (Unfunded)	
	Year Ended March 31, 2023 Amount in ₹ crore	Year Ended March 31, 2022 Amount in ₹ crore	Year Ended March 31, 2023 Amount in ₹ crore	Year Ended March 31, 2022 Amount in ₹ crore
Opening defined benefit obligation	2.87	2.68	2.51	2.76
Current service cost	0.05	0.06	-	-
Interest cost	0.17	0.16	0.17	0.18
Remeasurement (gains)/losses: Actuarial gains and losses arising from changes in demographic assumptions	-	-	-	-
Actuarial gains and losses arising from changes in financial assumptions	-	(0.04)	(0.31)	0.02
Actuarial gains and losses arising from experience adjustments	(0.08)	0.01	(0.09)	(0.11)
Transfer to/(from) Holding Company (Net)	-	-	-	-
Benefits paid	(0.66)	-	(0.37)	(0.34)
<b>Closing defined benefit obligation</b>	<b>2.35</b>	<b>2.87</b>	<b>1.91</b>	<b>2.51</b>

## Notes Forming Part of the Standalone Financial Statement

Reconciliation of the fair value of the plan assets are as follows:

	Gratuity (Funded)		Bhavishya Kalyan Yojana (BKY) (Unfunded)	
	Year Ended March 31, 2023 Amount in ₹ crore	Year Ended March 31, 2022 Amount in ₹ crore	Year Ended March 31, 2023 Amount in ₹ crore	Year Ended March 31, 2022 Amount in ₹ crore
Opening fair value of plan assets	55.10	57.27	-	-
Interest income	4.39	3.74	-	-
Remeasurement gain (loss): Return on plan assets (excluding amounts included in net interest expense)	(2.03)	0.18	-	-
Contributions from the employer	22.32	2.56	0.22	0.22
Benefits paid	(8.87)	(8.65)	(0.22)	(0.22)
Transfer to/(from) Holding Company (Net)	-	-	-	-
<b>Closing fair value of plan assets</b>	<b>70.91</b>	<b>55.10</b>	<b>-</b>	<b>-</b>

	Superannuation (Partly Funded)		Post Retirement Medicare Scheme (Unfunded)	
	Year Ended March 31, 2023 Amount in ₹ crore	Year Ended March 31, 2022 Amount in ₹ crore	Year Ended March 31, 2023 Amount in ₹ crore	Year Ended March 31, 2022 Amount in ₹ crore
Opening fair value of plan assets	3.22	2.77	-	-
Interest income	0.16	0.16	-	-
Remeasurement gain (loss): Return on plan assets (excluding amounts included in net interest expense)	(0.06)	0.23	-	-
Contributions from the employer	0.05	0.06	0.37	0.34
Benefits paid	(0.66)	-	(0.37)	(0.34)
Transfer to/(from) Holding Company (Net)	-	-	-	-
<b>Closing fair value of plan assets</b>	<b>2.71</b>	<b>3.22</b>	<b>-</b>	<b>-</b>

The major categories of plan assets as percentage of total plan assets:

	Gratuity (Funded)		Bhavishya Kalyan Yojana (BKY) (Unfunded)	
Debt securities	100.00%	100.00%	N/A	N/A

	Superannuation (Partly Funded)		Post Retirement Medicare Scheme (Unfunded)	
Debt securities	100.00%	100.00%	N/A	N/A

## Notes Forming Part of the Standalone Financial Statement

### Sensitivity Analysis

The table below outlines the effect on the service cost, the interest cost and the defined benefit obligation in the event of a decrease/increase of 1% in the assumed rate of discount rate, salary escalation and health care cost:

Assumption	Discount Rate	Salary Escalation Rate	Discount Rate	Salary Escalation Rate
<b>Change in Assumption</b>				
Increase by 1%	8.20%	Defined Above	8.20%	Defined Above
Decrease by 1%	6.20%	Defined Above	6.20%	Defined Above
<b>Impact on defined benefit obligation</b>				
Increase by 1% (Amount in ₹ crore)	(7.81)	8.43	(0.12)	N.A.
Decrease by 1% (Amount in ₹ crore)	9.05	(7.44)	0.14	N.A.
<b>Impact on service cost and interest cost</b>				
Increase by 1% (Amount in ₹ crore)	(2.96)	3.55	0.01	N.A.
Decrease by 1% (Amount in ₹ crore)	3.35	(3.07)	(0.01)	N.A.

Assumption	Discount Rate	Salary Escalation Rate	Discount Rate	Medical Cost
<b>Change in Assumption</b>				
Increase by 1%	8.10%	Defined Above	8.30%	7.00%
Decrease by 1%	6.10%	Defined Above	6.30%	5.00%
<b>Impact on defined benefit obligation</b>				
Increase by 1% (Amount in ₹ crore)	-	N.A.	(0.07)	0.07
Decrease by 1% (Amount in ₹ crore)	-	N.A.	0.07	(0.07)
<b>Impact on service cost and interest cost</b>				
Increase by 1% (Amount in ₹ crore)	-	N.A.	0.01	-
Decrease by 1% (Amount in ₹ crore)	-	N.A.	(0.01)	-

### Maturity profile of defined benefit obligation:

	Amount in ₹ crore			
Within 1 Year	7.36	0.27	0.14	0.26
1-2 years	7.73	0.22	-	0.24
2-3 years	9.53	0.22	-	0.23
3-4 years	9.42	0.22	-	0.21
4-5 years	12.48	0.22	0.05	0.20
5-10 years	81.93	0.87	0.08	0.64

## Notes Forming Part of the Standalone Financial Statement

### Employee benefit plans

The plans typically expose the company to the actuarial risks such as: investments risk, interest risks, longevity risk and salary risk

Investment risk	The present value of the defined benefit plan liability (denominated in Indian Rupee) is calculated using a discount rate which is determined by reference to market yields at the end of the reporting Year on government bonds. For other defined benefit plans, the discount rate is determined by reference to market yields at the end of the reporting Year on high quality corporate bonds when there is a deep market for such bonds; if the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.
Interest risk	A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.
Longevity risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

No other post-retirement benefits are provided to these employees.

In respect of the plan in India, the actuarial valuation of the plan assets and the present value of the defined benefit obligation are carried out for March 31, 2023 by Willis Towers Watson, Fellow of the Institute of Actuaries of India. The present value of the defined benefit obligation, and the related current service cost and past service cost, are measured using the projected unit credit method on a proportionate basis.

The fair value of plan assets are majorly balance mix of investments in government securities and other debt instruments. The Trust activities are managed by mix of professional employees representing management and employees.

### 30.3 Long term compensated absences:

The principal assumptions used for the purposes of the actuarial valuations were as follows:

(Amount in ₹ crore)

	Compensated Absence–Domestic Plans (Unfunded)	
	Valuation as at	
	March 31, 2023	March 31, 2022
Discount rate(s)	7.20%	7.10%
Expected rate(s) of salary increase	7%-10%	7%-10.5%
Medical inflation rate	-	-
Withdrawal rate:		
Age		
20 – 34 years	17%	18%
35 – 40 years	9%	9%
41 – 50 years	6%	5%
51 – 60 years	5%	5%

## Notes Forming Part of the Standalone Financial Statement

Amounts recognised in consolidated statement of profit and loss in respect of these long term compensated absences are as follows:

	Year Ended March 31, 2023 Amount in ₹ crore	Year Ended March 31, 2022 Amount in ₹ crore
<b>Service cost:</b>		
Current service cost	2.90	3.48
Actuarial (gains) / losses (net)	6.94	4.71
Net interest expense	0.97	0.68
<b>Total</b>	<b>10.81</b>	<b>8.87</b>

The current service cost and the net interest expense for the year are included in the 'Employee benefits expense' line item in the consolidated statement of profit and loss.

The amount included in the standalone balance sheet arising from the entity's obligation in respect of its long term compensated absences is as follows:

	Compensated Absence–Domestic Plans (Unfunded)	
	as at	
	March 31, 2023 Amount in ₹ crore	March 31, 2022 Amount in ₹ crore
Present value of obligation	(21.88)	(16.34)
<b>Net Closing liability from long term compensated absences</b>	<b>(21.88)</b>	<b>(16.34)</b>

Movements in the present value of the long term compensated absences are as follows:

(Amount in ₹ crore)

	Compensated Absence–Domestic Plans (Unfunded)	
	Year Ended March 31, 2023	Year Ended March 31, 2022
Opening balance	16.34	11.99
Current service cost	2.90	3.48
Interest cost	0.97	0.68
Remeasurement (gains)/losses: Actuarial gains and losses arising from changes in demographic assumptions	6.94	4.71
Benefits paid	(5.27)	(4.52)
<b>Closing balance</b>	<b>21.88</b>	<b>16.34</b>

Maturity profile of long term compensated absences:

(Amount in ₹ crore)

Within 1 Year	2.61
1-2 years	2.83
2-3 years	3.00
3-4 years	2.99
4-5 years	3.02
5-10 years	14.81

## Notes Forming Part of the Standalone Financial Statement

### 31 Related Party Disclosures for the year ended March 31, 2023

#### a) Related party and their relationship

1	Parent Company		Tata Motors Limited
2	Subsidiary		Tata Technologies Pte. Limited
3	Indirect Subsidiaries	1	Tata Technologies (Thailand) Limited
		2	INCAT International Plc.
		3	Tata Technologies Europe Limited
		4	Tata Technologies GmbH (Formerly known as INCAT GmbH upto March 30, 2022)
		5	Tata Technologies Inc (Subsidiary of Tata Technologies Europe Limited w.e.f March 20, 2015)
		6	Tata Technologies de Mexico, S.A. de C.V. (under liquidation)
		7	Cambric Limited
		8	Cambric GmbH (Liquidated on September 17, 2020)
		9	Tata Technologies SRL Romania
		10	Tata Manufacturing Technologies (Shanghai) Co. Limited
		11	Tata Technologies Nordics AB (Formerly known as Escenda Engineering AB upto November 01, 2020)
		12	Tata Technologies Limited Employees Stock Option Trust
		13	Incat International Limited ESOP 2000
4	Fellow subsidiaries	1	TML Business Services Limited
		2	Tata Motors European Technical Centre PLC
		3	Tata Motors Insurance Broking and Advisory Services Limited
		4	TMF Holdings Limited
		5	TML Holdings Pte. Limited
		6	Tata Hispano Motors Carrocera S.A.
		7	Tata Hispano Motors Carroceries Maghreb SA
		8	Trilix S.r.l.
		9	Tata Precision Industries Pte. Limited
		10	Tata Motors Body Solutions Limited (Name changed from Tata Marcopolo Motors Limited with effect from December 30, 2022)
		11	Tata Daewoo Commercial Vehicle Company Limited
		12	Tata Daewoo Commercial Vehicle Sales and Distribution Company Limited
		13	Tata Motors (Thailand) Limited
		14	Tata Motors (SA) (Proprietary) Limited
		15	PT Tata Motors Indonesia
		16	PT Tata Motors Distribusi Indonesia
		17	Jaguar Land Rover Automotive Plc
		18	Jaguar Land Rover Limited
		19	Jaguar Land Rover Austria GmbH
		20	Jaguar Land Rover Japan Limited
		21	JLR Nominee Company Limited (dormant)
		22	Jaguar Land Rover Deutschland GmbH
		23	Jaguar Land Rover North America LLC
		24	Jaguar Land Rover Nederland BV
		25	Jaguar Land Rover Portugal - Veículos e Peças, Lda.
		26	Jaguar Land Rover Australia Pty Limited
		27	Jaguar Land Rover Italia Spa



## Notes Forming Part of the Standalone Financial Statement

28	Jaguar Land Rover Korea Company Limited
29	Jaguar Land Rover (China) Investment Co. Ltd.
30	Jaguar Land Rover Canada ULC
31	Jaguar Land Rover France, SAS
32	Jaguar Land Rover (South Africa) (Pty) Limited
33	Jaguar e Land Rover Brasil Indústria e Comércio de Veículos LTDA
34	Limited Liability Company "Jaguar Land Rover" (Russia)
35	Jaguar Land Rover (South Africa) Holdings Limited
36	Jaguar Land Rover Classic Deutschland GmbH
37	Jaguar Land Rover Hungary KFT
38	Jaguar Land Rover India Limited
39	Jaguar Land Rover Espana SL
40	Jaguar Land Rover Belux NV
41	Jaguar Land Rover Holdings Limited
42	Jaguar Cars South Africa (Pty) Limited (dormant)
43	Jaguar Cars Limited (dormant)
44	Land Rover Exports Limited (dormant)
45	Land Rover Ireland Limited (non-trading)
46	The Daimler Motor Company Limited (dormant)
47	Daimler Transport Vehicles Limited (dormant)
48	S.S. Cars Limited (dormant)
49	The Lanchester Motor Company Limited (dormant)
50	Shanghai Jaguar Land Rover Automotive Services Company Limited
51	Jaguar Land Rover Pension Trustees Limited (dormant)
52	Jaguar Land Rover Slovakia s.r.o
53	Jaguar Land Rover Singapore Pte. Ltd.
54	Jaguar Racing Limited
55	InMotion Ventures Limited
56	InMotion Ventures 2 Limited
57	InMotion Ventures 3 Limited
58	Jaguar Land Rover Colombia S.A.S
59	Jaguar Land Rover Ireland (Services) Limited
60	Jaguar Land Rover Taiwan Company Limited
61	Jaguar Land Rover Servicios México, S.A. de C.V.
62	Jaguar Land Rover México, S.A.P.I. de C.V.
63	Jaguar Land Rover Classic USA LLC (dormant)
64	Tata Motors Finance Solutions Limited
65	Tata Motors Finance Limited
66	Bowler Motors Limited
67	Jaguar Land Rover (Ningbo) Trading Co. Limited
68	Brabo Robotics and Automation Limited
69	Tata Motors Passenger Vehicles Limited
70	Jaguar Land Rover Ventures Limited
71	TML CV Mobility Solutions Limited (Incorporated on June 7, 2021)
72	Jaguar Land Rover Technology and Business Services India Private Limited
73	Tata Passenger Electric Mobility Ltd. (Incorporated on December 21, 2021)
74	In-Car Ventures Limited

## Notes Forming Part of the Standalone Financial Statement

		75	TML Smart City Mobility Solutions Limited
		76	TML Smart City Mobility Solutions (J&K) Private Limited (Incorporated with effect from October 13, 2022)
5	Joint Venture		TATA HAL Technologies Limited (Dissolved w.e.f. March 17, 2023 via NCLT Order dated March 17, 2023)
6	Associates and Joint Venture of Group Company	1	Tata Sons Private Limited
		2	Jaguar Cars Finance Limited
		3	Automobile Corporation of Goa Limited
		4	Nita Company Limited
		5	Tata Hitachi Construction Machinery Company Private Limited
		6	Tata Precision Industries (India) Limited
		7	Tata AutoComp Systems Limited
		8	Loginomic Tech Solutions Private Limited (“TruckEasy”)
		9	Automotive Stampings and Assemblies Limited
		10	Nanjing Tata Autocomp Systems Limited
		11	TACO Engineering Services GmbH
		12	Ryhpez Holding (Sweden) AB
		13	TitanX Holding AB
		14	TitanX Engine Cooling Inc.
		15	TitanX Engine Cooling Kunshan Co. Ltd.
		16	TitanX Engine Cooling AB
		17	TitanX Engine Cooling, Poland
		18	TitanX Refrigeração de Motores LTDA
		19	Tata Ficosa Automotive Systems Private Limited
		20	Tata AutoComp GY Batteries Private Limited
		21	Tata Autocomp Hendrickson Suspensions Private Limited
		22	Air International TTR Thermal Systems Private Limited
		23	TM Automotive Seating Systems Private Limited
		24	TACO Sasken Automotive Electronics Limited
		25	Tata Cummins Private Limited
		26	Fiat India Automobiles Private Limited
		27	Chery Jaguar Land Rover Automotive Company Limited
		28	Chery Jaguar Land Rover Auto Sales Company Limited
		29	Tata AutoComp Gotion Green Energy Solutions Private Limited
		30	Ewart Investments Limited
		31	Tata Limited
		32	Tata AIA Life Insurance Company Limited
		33	Tata AIG General Insurance Company Limited
		34	Indian Rotorcraft Limited
		35	Panatone Finvest Limited
		36	TS Investments Limited
		37	Tata SIA Airlines Limited
		38	Infiniti Retail Limited
		39	Tata Incorporated
		40	Tata Investment Corporation Limited
		41	Simto Investment Company Limited
		42	Tata Asset Management Private Limited
		43	Tata Asset Management (Mauritius) Private Limited

## Notes Forming Part of the Standalone Financial Statement

44	Tata Pension Management Limited
45	Tata Consulting Engineers Limited
46	Ecofirst Services Limited
47	TCE QSTP-LLC
48	Tata International AG, Zug
49	TRIF Investment Management Limited
50	Tata Advanced Systems Limited
51	Aurora Integrated Systems Private Limited
52	HELA Systems Private Limited
53	Nova Integrated Systems Limited
54	TASL Aerostructures Private Limited
55	Tata Lockheed Martin Aerostructures Limited
56	Tata Sikorsky Aerospace Limited
57	Tata Boeing Aerospace Limited
58	Tata Capital Limited
59	Tata Capital Advisors Pte. Limited
60	Tata Capital Financial Services Limited
61	TATA Capital General Partners LLP
62	Tata Capital Growth Fund I
63	Tata Capital Healthcare General Partners LLP
64	Tata Capital Housing Finance Limited
65	Tata Capital Plc
66	Tata Capital Pte. Limited
67	Tata Cleantech Capital Limited
68	Tata Opportunities General Partners LLP
69	Tata Securities Limited
70	Tata Capital Special Situation Fund
71	Tata Capital Healthcare Fund I
72	Tata Capital Innovations Fund
73	Tata Capital Growth Fund II
74	Tata Housing Development Company Limited
75	Apex Realty Private Limited
76	Ardent Properties Private Limited
77	Concept Developers & Leasing Limited
78	HLT Residency Private Limited
79	Kriday Realty Private Limited
80	One-Colombo Project (Private) Limited
81	Promont Hillside Private Limited
82	Smart Value Homes (Boisar) Private Limited
83	Tata Value Homes Limited
84	THDC Management Services Limited
85	World-One (Sri Lanka) Projects Pte. Limited
86	World-One Development Company Pte. Limited
87	Synergizers Sustainable Foundation
88	Tata Realty and Infrastructure Limited
89	Acme Living Solutions Private Limited
90	Arrow Infraestate Pvt Limited

## Notes Forming Part of the Standalone Financial Statement

91	Gurgaon Construct Well Private Limited
92	Gurgaon Realtech Limited
93	HV Farms Private Limited
94	TRIF Gurgaon Housing Projects Private Limited
95	Wellkept Facility Mangement Services Private Limited
96	TRIL Roads Private Limited
97	TRIL Urban Transport Private Limited
98	TRIL Infopark Limited
99	Hampi Expressways Private Limited
100	Dharamshala Ropeway Limited
101	International Infrabuild Private Limited
102	Uchit Expressways Private Limited
103	Tata Consultancy Services Limited
104	APTOnline Limited
105	C-Edge Technologies Limited
106	Diligenta Limited
107	MahaOnline Limited
108	MGDC S.C.
109	MP Online Limited
110	Tata Consultancy Services Indonesia, PT
111	Tata America International Corporation
112	Tata Consultancy Services (Africa) (PTY) Ltd.
113	Tata Consultancy Services (China) Co., Ltd.
114	Tata Consultancy Services (Philippines) Inc.
115	Tata Consultancy Services (South Africa) (PTY) Ltd.
116	Tata Consultancy Services (Thailand) Limited
117	Tata Consultancy Services Argentina S.A.
118	Tata Consultancy Services Asia Pacific PTE. Ltd.
119	Tata Consultancy Services Belgium
120	Tata Consultancy Services Canada Inc.
121	Tata Consultancy Services Chile S.A.
122	Tata Consultancy Services Danmark ApS
123	Tata Consultancy Services De Espana SA
124	Tata Consultancy Services De Mexico S.A.,De C.V.
125	Tata Consultancy Services Deutschland GmbH
126	Tata Consultancy Services Do Brasil Ltda
127	Tata Consultancy Services France
128	Tata Consultancy Services Luxembourg S.A.
129	Tata Consultancy Services Malaysia Sdn Bhd.
130	Tata Consultancy Services Netherlands BV
131	Tata Consultancy Services Osterreich GmbH
132	Tata Consultancy Services Qatar L.L.C
133	Tata Consultancy Services Sverige Aktiebolag
134	Tata Consultancy Services Switzerland Ltd.
135	TCS Financial Solutions (Beijing) Co., Ltd.
136	TCS Financial Solutions Australia Pty Limited
137	TCS FNS Pty Limited

## Notes Forming Part of the Standalone Financial Statement

138	TCS Iberoamerica SA
139	TCS Inversiones Chile Limitada
140	Tata Consultancy Services Italia s.r.l.
141	TCS Solution Center S.A.
142	TCS Uruguay S. A.
143	TCS e-Serve International Limited
144	Tata Consultancy Services Japan, Ltd.
145	TCS Foundation
146	Tata Consultancy Services UK limited
147	Tata Consultancy Services Saudi Arabia
148	Tata Trustee Company Private Limited
149	Tata Play Limited
150	ACTVE Digital Services Private Limited
151	Tata Play Broadband Private Limited
152	TSBB Voice Private Limited
153	Niskalp Infrastructure Services Limited
154	India Emerging Companies Investment Limited
155	Inshaallah Investments Limited
156	Tata Industries Limited
157	Qubit Investments Pte. Limited
158	Tata SmartFoodz Limited (formerly SmartFoodz Limited)
159	Tata International Limited
160	Blackwood Hodge Zimbabwe (Private) Limited
161	Calsea Footwear Private Limited
162	Pamodzi Hotels Plc
163	Tata Africa (Cote D'Ivoire) SARL
164	Tata Africa Holdings (Ghana) Limited
165	TATA Africa Holdings (Kenya) Limited
166	Tata Africa Holdings (SA) (Proprietary) Limited
167	Tata Africa Holdings (Tanzania) Limited
168	Tata Africa Services (Nigeria) Limited
169	Tata De Mocambique, Limitada
170	Tata Holdings Mocambique Limitada
171	Tata International Metals (Americas) Limited
172	Tata International Metals (Asia) Limited
173	Tata International Singapore Pte Limited
174	Tata South East Asia (Cambodia) Limited
175	Tata Uganda Limited
176	Tata West Asia FZE
177	Tata Zambia Limited
178	Tata Zimbabwe (Private) Limited
179	TIL Leather Mauritius Limited
180	Tata International West Asia DMCC
181	Motor-Hub East Africa Limited
182	Tata International Vietnam Company Limited
183	Tata International Unitech (Senegal) SARL
184	Tata International Canada Limited

## Notes Forming Part of the Standalone Financial Statement

185	Newsshelf 1369 Pty Ltd.
186	Taj Air Limited
187	Strategic Energy Technology Systems Private Limited
188	Pune Solapur Expressways Private Limited
189	TRIL IT4 Private Limited
190	Mikado Realtors Private Limited
191	Industrial Minerals and Chemicals Company Private Limited
192	Arvind and Smart Value Homes LLP
193	Princeton Infrastructure Private Limited
194	Sohna City LLP
195	Technopolis Knowledge Park Limited
196	HL Promoters Private Limited
197	Kolkata-One Excelton Private Limited
198	Sector 113 Gatevida Developers Private Limited
199	Promont Hilltop Private Limited
200	Smart Value Homes (Peenya Project) Private Limited
201	Smart Value Homes (New Project) LLP
202	One Bangalore Luxury Projects LLP
203	Tata International Vehicle Applications Private Limited
204	Tata International GST AutoLeather Limited
205	Durg Shivnath Expressways Private Limited
206	Matheran Rope-Way Private Limited
207	TATASOLUTION CENTER S.A.
208	Alliance Finance Corporation Limited
209	MIA Infrastructure Private Limited
210	Flisom – AG
211	915 Labs Inc
212	Impetis Biosciences Limited
213	Tata Digital Private Limited
214	Tata Engineering Consultants Saudi Arabia Company
215	AFCL RSA (Pty) Limited
216	TISPL Trading Company Limited
217	TCTS Senegal Limited
218	Tata Autocomp SECO Powertrain Private Limited
219	Tata Autocomp Katcon Exhaust Systems Private Limited
220	TCL Employee Welfare Trust
221	Tata Capital Growth II General Partners LLP
222	Tata Capital Healthcare Fund II
223	TATA Capital Healthcare II General Partners LLP
224	Tata Consultancy Services (Portugal), Unipessoal LDA
225	TCS Business Services GmbH
226	Tata International Metals (Guangzhou) Limited
227	AFCL Ghana Limited
228	AFCL Premium Services Ltd.
229	AFCL Zambia Limited
230	Stryder Cycle Private Limited
231	NetFoundry Inc.

## Notes Forming Part of the Standalone Financial Statement

232	Tata Payments Limited
233	Women in Transport
234	T/A Tata International Cape Town
235	Pune IT City Metro Rail Limited
236	Land kart Builders Private Limited
237	Alliance Leasing Limited
238	TRIL Bengaluru Real Estate One Private Limited
239	TRIL Bengaluru Consultants Private Limited
240	TRIL Bengaluru Real Estate Three Private Limited
241	Société Financière Décentralisé Alliance Finance Corporation Senegal
242	Tata Medical and Diagnostics Limited
243	Flisom Hungary Kft
244	Tata Electronics Private Limited
245	Consilience Technologies (Proprietary) Limited
246	Ferguson Place (Proprietary) Limited
247	Talace Private Limited
248	Tata Toyo Radiator Limited
249	Tata Consultancy Services Ireland Limited
250	Tata Teleservices Limited
251	Tata Tele NXTGEN Solutions Limited
252	NVS Technologies Limited
253	TTL Mobile Private Limited
254	Tata Teleservices (Maharashtra) Limited
255	Tata Communications Limited
256	Tata Communications Transformation Services Limited
257	Tata Communications Collaboration Services Private Limited
258	Tata Communications Payment Solutions Limited
259	Tata Communications Lanka Limited
260	Tata Communications Services (International) Pte. Limited
261	Tata Communications (Bermuda) Limited
262	Tata Communications (Netherlands) B.V.
263	Tata Communications (Hong Kong) Limited
264	ITXC IP Holdings S.A.R.L.
265	Tata Communications (America) Inc.
266	Tata Communications (International) Pte Limited
267	Tata Communications (Canada) Limited
268	TATA COMMUNICATIONS (BELGIUM) SRL
269	Tata Communications (Italy) SRL
270	Tata Communications (Portugal) Unipessoal LDA
271	Tata Communications (France) SAS
272	Tata Communications (Nordic) AS
273	Tata Communications (Guam) L.L.C.
274	Tata Communications (Portugal) Instalacao E Manutencao De Redes LDA
275	Tata Communications (Australia) Pty Limited
276	Tata Communications SVCS Pte Ltd
277	Tata Communications (Poland) SP.Z.O.O.
278	Tata Communications (Japan) KK.

## Notes Forming Part of the Standalone Financial Statement

279	Tata Communications (UK) Limited
280	Tata Communications Deutschland GMBH
281	Tata Communications (Middle East) FZ-LLC
282	Tata Communications (Hungary) KFT
283	Tata Communications (Ireland) DAC
284	Tata Communications (Russia) LLC
285	Tata Communications (Switzerland) GmbH
286	Tata Communications (Sweden) AB
287	TCPOP Communication GmbH
288	Tata Communications (Taiwan) Limited
289	Tata Communications (Thailand) Limited
290	Tata Communications (Malaysia) Sdn. Bhd.
291	Tata Communications Transformation Services South Africa (Pty) Ltd
292	Tata Communications (Spain) S.L.
293	Tata Communications (Beijing) Technology Limited
294	VSNL SNOSPV Pte. Limited
295	Tata Communications (South Korea) Limited
296	Tata Communications Transformation Services (Hungary) Kft.
297	Tata Communications Transformation Services Pte Limited
298	Tata Communications (Brazil) Participacoes Limitada
299	Tata Communications Transformation Services (US) Inc
300	Tata Communications Comunicacoes E Multimidia (Brazil) Limitada
301	Nexus Connexion (SA) Pty Limited
302	SEPCO Communications (Pty) Limited
303	Tata Communications (New Zealand) Limited
304	Tata Communications MOVE B.V.
305	Tata Communications MOVE Nederland B.V.
306	Oasis Smart E-Sim Pte Ltd
307	Tata Business Hub Limited
308	Tata Elxsi Limited
309	TCS Technology Solutions AG
310	Ferbine Private Limited
311	LTH Milcom Private Limited
312	OASIS Smart SIM Europe SAS
313	Changshu Tata Autocomp Systems Limited
314	Akashastha Technologies Private Limited
315	Saudi Desert Rose Holding B.V.
316	TitanX Engine Cooling SRL
317	TACO Prestolite Electric Private Limited
318	Inchcape JLR Europe Limited (incorporated 31 August 2020) (JLRL shareholding 30% effective 30 April 2021)
319	Jaguar Land Rover Schweiz AG
320	Tejas Networks Limited
321	Tejas Communication Pte Limited
322	Tejas Communications (Nigeria) Limited
323	Tata Consultancy Services Guatemala S.A
324	Tata Consultancy Services Bulgaria EOOD



## Notes Forming Part of the Standalone Financial Statement

325	Supermarket Grocery Supplies Private Limited
326	Savis Retail Private Limited
327	Delyver Retail Network Private Limited
328	Dailyninja Delivery Services Private Limited
329	Tata Img Technologies Private Limited
330	Tata Img Healthcare Solutions Private Limited
331	LFS Healthcare Private Limited
332	Innovative Retail Concepts Private Limited
333	Air India Limited
334	Air India Express Limited
335	Air India SATS Airport Services Private Ltd.
336	Vidiyal Residency Private Limited
337	Tata Fintech Private Limited
338	Infopark Properties Limited
339	Protraviny Private Limited
340	Tata Neu Private Limited
341	Sertec Corporation Limited (Jaguar Land Rover Ventures Limited acquired 39.80% shareholding with effect from June 17, 2022)
342	Sertec Group Limited
343	Sertec HoldCo Limited
344	Sertec Group Holdings Limited
345	Sertec Light Stampings Limited
346	Sertec Aluminium Structures Limited
347	Sertec Auto Structures (UK) Limited
348	Sertec Engineering Estonia OU (Struck-off w.e.f. July 12, 2021)
349	AWC Industries Limited
350	Sertec Springs & Wireforms Limited
351	Sertec Precision Components Limited
352	Sertec Fine Blanking Gmbh
353	Sertec Auto Structures Property Kft
354	Sertec Auto Structures (Hungary) Bt.
355	Sertec Commercial Services (Dongguan) Limited
356	Saankhya Labs Private Limited
357	Saankhya Labs Inc
358	Saankhya Strategic Electronics Private Limited
359	SAS Realtech LLP
360	TACO EV Component Solutions Private Limited
361	TACO Punch Powertrain Private Limited
362	Tata Unistore Limited
363	Ranata Hospitality Private Limited
364	Smart ClassEdge Systems Limited
365	MuCoso B.V.
366	AIX Connect Private Limited
367	Agratas Energy Storage Solutions Private Limited
368	Tata Chemicals Limited
369	Tata Consumer Products Limited
370	Tata Steel Limited

## Notes Forming Part of the Standalone Financial Statement

	371	The Indian Hotels Company Limited
	372	The Tata Power Company Limited
	373	Trent Limited
	374	Voltas Limited
	375	Titan Company Limited
	376	Amalgamated Plantations Private Limited
	377	Lokmanaya Hospital Private Limited
	378	Novalead Pharma Private Limited
	379	Vortex Engineering Private Limited
	380	Sea6 Energy Private Limited
	381	Alef Mobitech Solutions Private Limited
	382	Tema India Limited
	383	Kapsons Industries Private Limited
	384	TVS Supply Chain Solutions Limited
	385	Fincare Business Services Limited
	386	Tata Projects Limited
	387	Anderson Diagnostic Services Pvt. Ltd.
	388	Indusface Private Limited
	389	Linux Laboratories Private Limited
	390	Fincare Small Finance Bank Limited
	391	Atulaya Healthcare Private Limited
	392	Cnergyis Infotech India Private Limited
	393	Deeptek Inc, a Delaware Corporation
	394	Speech and Software Technologies (India) Private Limited
	395	The Associated Building Company Limited
	396	Tata Enterprises (Overseas) AG
	397	A.O. Avron
	398	United Telecom Limited
	399	STT Global Data Centres India Private Limited
	400	Smart ICT Services Private Limited
	401	Cellcure Cancer Centre Private Limited
	402	TM Railway Seating Private Limited
	403	Imbanita Consulting and Engineering Services (Pty) Ltd
7	Post employment benefit plans	1 Tata Technologies (India) Limited Gratuity Fund
		2 Tata Technologies (India) Limited Superannuation Fund
		3 Tata Technologies (India) Limited Provident Fund
8	Key Management Personnel	1 Mr. Warren Harris, Managing Director
		2 Mr. Vikrant Gandhe, Company Secretary
		3 Ms. Savitha Balachandran, Chief Financial Officer
		4 Mr. S. Ramadorai, Director (upto February 21, 2023)
		5 Mr. PB Balaji, Director
		6 Mr. Ajoyendra Mukherjee, Director (w.e.f. March 29, 2021)
		7 Ms. Nivruti Rai, Director (w.e.f. June 24, 2021) (upto March 11, 2022)
		8 Ms. Aarthi Sivanandh (w.e.f. June 11, 2022)
		9 Ms. Usha Sangwan (w.e.f. October 21, 2022)
		10 Mr.Nagaraj Ijari (w.e.f. March 01, 2023)
		11 Mr. Shailesh Chandra (w.e.f. March 01, 2023)

## Notes Forming Part of the Standalone Financial Statement

### 31 (ii) Transactions with related parties for the year ended March 31, 2023

(Amount in ₹ crore)

Particulars	Parent Company	Fellow subsidiaries	Subsidiaries	Associates and Joint Venture of Group Company	Key Management Personnel	Total
Purchase of products	-	-	0.01	0.11	-	0.12
Purchase of property plant and equipments	-	-	0.10	-	-	0.10
Sale of products	37.11	44.79	0.08	19.04	-	101.02
Services received	2.28	0.17	11.30	38.40	-	52.15
Services rendered	403.55	238.35	782.51	53.13	-	1,477.54
Finance placed (including loans, equity & ICD)	1,839.50	-	-	-	-	1,839.50
Finance received back (including loans, equity & ICD)	1,397.25	-	-	-	-	1,397.25
Interest received	(25.46)	-	-	-	-	(25.46)
Remuneration	-	-	-	-	7.27	7.27
Bad debts written off and allowance for doubtful trade receivables (net) (reversal)/charge	(0.60)	0.54	-	0.05	-	(0.01)
Amount receivable (Including unbilled receivables)	62.30	82.20	291.57	25.29	-	461.36
Provision for amount receivable	1.83	0.61	-	0.09	-	2.53
Amount payable (Including unearned revenue)	0.94	2.03	33.73	9.04	-	45.74
Amount receivable (in respect of advances, loans, Equity, ICD, Bonds)	484.75	-	-	-	-	484.75
Commission	-	-	-	-	0.83	0.83
Sitting fees	-	-	-	-	0.23	0.23

#### Disclosure of material transactions:

##### Purchase of Goods:

Tata Technologies Inc.: ₹ 0.01 crore

Tata Elxsi Limited : ₹ 0.04 crore

Tata AutoComp Systems Limited : ₹ 0.06 crore

##### Purchase of Property, plant and Equipment:

Tata Technologies Nordics AB : ₹ 0.10 crore

##### Services rendered:

Tata Motors Passenger Vehicles Limited : ₹ 224.01 crore

Tata Technologies Europe Limited: ₹ 411.74 crore

Tata Technologies Inc.: ₹ 239.98 crore

##### Services received:

Tata Technologies Inc.: ₹ 7.78 crore

Tata Communications Limited: ₹ 6.34 crore

Tata Sons Limited: ₹ 5.80 crore

Tata Consultancy Services Limited: ₹ 15.86 crore

## Notes Forming Part of the Standalone Financial Statement

### Sale of Goods:

Tata Elxsi Limited: ₹ 10.96 crore

Tata Motors Passenger Vehicles Limited : ₹ 35.05 crore

### Accounts receivable:

Tata Motors Passenger Vehicles Limited : ₹ 69.71 crore

Tata Technologies Europe Limited ₹ 154.18 crore

### Accounts payable:

Tata Technologies Pte Ltd.: ₹ 5.73 crore

Tata Technologies Europe Limited ₹ 18.32 crore

Tata Technologies Inc.: ₹ 8.46 crore

(Amount in ₹ crore)

Consideration of key management personnel	Year ended March 31, 2023
Short term benefits	7.72
Post employment benefits	0.13
Share-based payments	0.44
<b>Total</b>	<b>8.29</b>

\*Includes provision for encashable leave and gratuity for certain key management personnels on estimate basis as a separate actuarial valuation is not available

### 31 (ii) Transactions with related parties for the year ended March 31, 2022

(Amount in ₹ crore)

Particulars	Parent Company	Fellow subsidiaries	Subsidiaries	Associates and Joint Venture of Group Company	Key Management Personnel	Total
Purchase of products	-	-	2.27	0.04	-	2.31
Sale of products	41.80	2.10	0.09	13.45	-	57.44
Services received	1.81	0.17	4.13	18.41	-	24.52
Services rendered	417.29	61.55	560.27	19.52	-	1,058.63
Finance placed (including loans, equity & ICD)	1,481.00	-	-	-	-	1,481.00
Finance received back (including loans, equity & ICD)	1,688.50	-	-	-	-	1,688.50
Interest paid / (received)(net)	(32.47)	(0.25)	-	(0.03)	-	(32.75)
Remuneration	-	-	-	-	1.82	1.82
Bad debts written off and allowance for doubtful trade receivables (net) (reversal)/charge	(0.42)	0.06	-	(0.04)	-	(0.40)
Amount receivable (including unbilled receivables)	76.88	30.36	177.72	10.21	-	295.17
Provision for amount receivable	2.43	0.08	-	0.28	-	2.79
Amount payable (Including unearned revenue)	5.97	2.09	20.43	4.93	-	33.42
Amount receivable (in respect of advances, loans, Equity, ICD, Bonds)	42.50	-	0.02	-	-	42.52
Commission	-	-	-	-	1.00	1.00
Sitting fees	-	-	-	-	0.13	0.13

## Notes Forming Part of the Standalone Financial Statement

### 31 (ii) Transactions with related parties for the year ended March 31, 2022 (Contd.)

**Disclosure of material transactions:**

**Purchase of Goods:**

Tata Technologies Inc.: ₹ 2.27 crore

**Services rendered:**

Tata Technologies Europe Limited: ₹ 321.39 crore

Tata Technologies Inc.: ₹ 176.07 crore

**Services received:**

Tata Communications Limited: ₹ 5.95 crore

Tata Sons Limited: ₹ 4.28 crore

Tata Consultancy Services Limited: ₹ 6.55 crore

**Sale of Goods:**

Tata Consultancy Services Limited: ₹ 4.19 crore

Tata Elxsi Limited: ₹ 7.99 crore

**Accounts receivable:**

Tata Technologies Europe Limited ₹ 86.85 crore

Tata Technologies Inc.: ₹ 36.78 crore

**Accounts payable:**

Tata Technologies Pte Ltd.: ₹ 12.61 crore

Tata Technologies Inc.: ₹ 3.43 crore

**Interest received:**

Tata Motors Finance Limited: ₹ 0.25 crore

(Amount in ₹ crore)

<b>Consideration of key management personnel</b>	<b>Year ended March 31, 2022</b>
Short term benefits	1.95
Post employment benefits	0.02
<b>Total</b>	<b>1.97</b>

\*Includes provision for encashable leave and gratuity for certain key management personnels on estimate basis as a separate actuarial valuation is not available

## Notes Forming Part of the Standalone Financial Statement

### 32 Income tax expense

This note provides an analysis of the Company's income tax expense, shows amounts that are recognised directly in equity and how the tax expense is affected by non- assessable and non-deductible items. It also explains significant estimates made in relation to Company's tax positions.

(i) (Amount in ₹ crore)

	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Income tax expense</b>		
<b>Current Tax</b>		
Current tax on profits for the year	95.80	82.17
<b>Total current tax expense</b>	<b>95.80</b>	<b>82.17</b>
<b>Deferred tax</b>		
Decrease / (increase) in deferred tax assets	(7.60)	(17.83)
(Decrease) / increase in deferred tax liabilities	(0.08)	(0.07)
<b>Total deferred tax expense / (benefit)</b>	<b>(7.68)</b>	<b>(17.90)</b>
<b>Income tax expense</b>	<b>88.12</b>	<b>64.27</b>

The company has benefited from certain tax incentives that the Government of India has provided to the units registered under the Special Economic Zones Act 2005 (SEZ). SEZ units which began the provision of services on or after April 1, 2005 are eligible for a deduction of 100 percent of profits or gains derived from the export of services for the first five years from the financial year in which the unit commenced the provision of services and 50 percent of such profits or gains for further five years. Up to 50% of such profits or gains are also available for deduction for five years subject to certain conditions.

The Government of India, on September 20, 2019, vide the Taxation Laws (Amendment) Act 2019, inserted a new Section 115BAA in the Income Tax Act, 1961, which provides an option to the Company to pay income taxes at reduced tax rates as per the provisions/ conditions defined in the said section. The Company had evaluated both options and has decided to continue with the existing tax regime to avail the benefits of 10AA

### (ii) Reconciliation of tax expense and the accounting profit multiplied by statutory tax rate in India:

(Amount in ₹ crore)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit before taxes	332.15	282.79
Enacted income tax rate in India	34.94%	34.94%
<b>Computed expected tax expenses</b>	116.07	98.82
Income taxed at higher/(lower) rates	(31.37)	(37.57)
Effect of non deductible expenses	2.81	1.71
Others	0.61	1.31
<b>Total tax expense</b>	<b>88.12</b>	<b>64.27</b>

### (iii) Amounts recognised in OCI

(Amount in ₹ crore)

	For the year ended March 31, 2023	For the year ended March 31, 2022
	Deferred tax	Deferred tax
Income tax relating to items that will not be reclassified to profit and loss	5.24	5.10
<b>Total</b>	<b>5.24</b>	<b>5.10</b>

## Notes Forming Part of the Standalone Financial Statement

### (iv) Tax losses

(Amount in ₹ crore)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Unused capital losses on which no deferred tax asset has been recognised	1.26	2.58
Potential tax benefit @23.296% ( @ 23.296% for March 31, 2022)	0.29	0.60

Capital losses pertain to A.Y. 2015 – 2016 ₹ 1.26 crore (A.Y. 2014 – 2015 ₹ 1.32 crore & A.Y. 2015 – 2016 ₹ 1.26 crore for March 31, 2022). Deferred tax asset was not recognised on unused capital losses since there was lack of reasonable certainty of taxable capital profits to utilize this deferred tax asset. The losses can be carried forward for a period of 8 years as per local tax regulations.

- (v) **Changes in tax rate** – The applicable Indian statutory tax rate for the financial year 2022–23 is 34.94% and financial year 2021–22 is 34.94%.

## 33 Capital Management

### (a) Risk Management

The Company's capital comprises equity share capital, share premium, retained earnings and other equity attributable to equity holders.

The Company's objectives when managing capital are to :

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

As there is no debt in Company, hence the debt ratio is not applicable.

No changes were made in the objectives, policies or processes for managing capital of the Company during the current year and previous year.

### (b) Dividends

(Amount in ₹ crore)

	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>(i) Equity shares</b>		
Interim dividend declared during the year aggregating ₹ Nil (₹Nil for the year ended 31 March 2022) per fully paid equity share. (Refer Note 36 (e))	-	-

## 34 Employee Stock Option Plan (ESOP)

### Share based long term incentive scheme 2022 (SLTI 2022)

On July 01, 2022, pursuant to approval by shareholders in Annual General Meeting, the board has been authorised to introduce, offer, issue and provide share based incentives to eligible employees of the company and its subsidiaries under Share based long term incentive scheme 2022. The maximum number of shares under plan shall not exceed 280,000 equity shares. The options would vest on achievement of defined performance parameters as determined by Nomination and Remuneration committee. The performance parameters are based on operating performance metrics of the company as decided by Nomination and Remuneration committee. Each of the performance parameters will be distinct for the purpose of calculation of the quantity of the shares to vest based on performance. The instruments generally vests within three years from grant date. Each option carries with

## Notes Forming Part of the Standalone Financial Statement

a right to purchase one equity share of the Parent Company at exercise price determined by Nomination and Remuneration committee at the time of grant.

The summary of grants during year ended March 31, 2023

ESOP scheme	Method of settlement	Number of options granted	Grant date	Weightage average fair value (₹)
Class A SLTI 2022	Equity settled plans	395,800	01-Nov-22	180.64
Class B SLTI 2022	Equity settled plans	447,970	01-Nov-22	70.77

There were no grants made for the year ended March 31, 2022.

The fair value of the option is estimated on the date of grant using Black- Scholes-Merton model with following assumptions

The inputs to the model include the share price at date of grant, exercise price, expected volatility, expected dividends, expected term and the risk free interest rate. The expected volatility is computed based on average annualised price volatility of comparable companies for the year of 3.11 years.

The fair value of the equity settled award is estimated on date of grant with following assumptions:

Particulars	SLTI 2022	
	Class A	Class B
Weightage average price of equity shares (₹)	189.95	189.95
Exercise price (₹)	2.00	189.95
Expected volatility (%)	48.80	48.80
Expected life of the option (years)	3.11	3.11
Expected dividend (%)	1.47	1.47
Risk free interest rate (%)	6.92	6.92
Weightage average fair value as on grant date (₹)	180.64	70.77

The movement in the SLTI 2022 plan for equity settled share based payment transactions during the year ended March 31, 2023:

Particulars	SLTI 2022			
	Class A		Class B	
	Shares	Weightage average exercise price (₹)	Shares	Weightage average exercise price (₹)
Outstanding at the beginning of the year	-	-	-	-
Granted during the year	395,800	2.00	447,970	189.95
Exercised during the year	-	-	-	-
Forfeited during the year	7,010	-	-	-
Expired during the year	-	-	-	-
Outstanding at the end of the year	388,790	2.00	447,970	189.95
Exercisable at the end of the year	-	-	-	-

There is no movement for share based payment for the year ended March 31, 2022.



## Notes Forming Part of the Standalone Financial Statement

The summary of the information about equity settled ESOPs outstanding as on March 31, 2023

Particulars	SLTI 2022	
	Class A	Class B
Weightage average Exercise price (₹)	2.00	189.95
Number of options	388,790	447,970
Weightage average remaining contractual life (year)	2.00	2.00

The employee stock compensation cost under SLTI 2022 has been computed by reference to the fair value of share options granted and amortised over the vesting year. For the year ended March 31, 2023, the company has accounted for employee stock compensation cost (equity settled) amounting to ₹ 1.06 crore. (Refer note 24 Employee Benefit Expense and note 15 for share split and bonus issue)

### 35.1 Categories of financial instruments

(Amount in ₹ crore)

	As at March 31, 2023			As at March 31, 2022		
	FVTPL	Derivative instruments not in hedging relationship	Amortised cost	FVTPL	Derivative instruments not in hedging relationship	Amortised cost
<b>Financial assets</b>						
Investments :						
- mutual funds	29.78	-	-	527.68	-	-
Security deposits	-	-	11.40	-	-	9.48
Loans to related parties-others	-	-	-	-	-	0.02
Loans to related parties- Inter-corporate deposits	-	-	484.75	-	-	42.50
Bills of exchange	-	-	-	-	-	5.06
Unbilled receivables	-	-	80.21	-	-	62.21
Trade receivables	-	-	346.42	-	-	275.06
Cash and cash equivalents	-	-	68.70	-	-	13.21
Other bank balances	-	-	1.19	-	-	1.72
SEIS licenses receivable	-	-	-	-	-	4.78
Others	-	-	38.97	-	-	3.87
<b>Total financial assets</b>	<b>29.78</b>	<b>-</b>	<b>1,031.64</b>	<b>527.68</b>	<b>-</b>	<b>417.91</b>
<b>Financial liabilities</b>						
Lease Liabilities	-	-	85.75	-	-	93.27
Trade payables	-	-	381.60	-	-	126.44
Contractual obligation of buyback of equity shares (Refer note 15)	-	-	-	-	-	245.79
Others	-	0.38	4.74	-	-	10.42
<b>Total financial liabilities</b>	<b>-</b>	<b>0.38</b>	<b>472.09</b>	<b>-</b>	<b>-</b>	<b>475.92</b>

## Notes Forming Part of the Standalone Financial Statement

### 35.2(a) Fair Value Hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value.

To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

(Amount in ₹ crore)

Financial assets and liabilities measured at fair value – recurring fair value measurements at March 31, 2023	Total	Fair value measurement at end of reporting period using		
		Level 1	Level 2	Level 3
<b>Financial Assets</b>				
Investments in Mutual Funds	29.78	29.78	-	-
<b>Financial Liabilities</b>				
Fair value of foreign exchange derivative liabilities	0.38	-	0.38	-

(Amount in ₹ crore)

Financial assets and liabilities measured at fair value – recurring fair value measurements at March 31, 2022	Total	Fair value measurement at end of reporting period using		
		Level 1	Level 2	Level 3
<b>Financial Assets</b>				
Investments in Mutual Funds	527.68	527.68	-	-
<b>Financial Liabilities</b>				
Fair value of foreign exchange derivative liabilities	-	-	-	-

**Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices. This includes mutual funds that have quoted price.

**Level 2:** Fair value of financial instruments that are not traded in an active market (for example, traded bonds, over the counter derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

**Level 3:** If one or more of the significant inputs is not based on observable data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification assets.

### 35.2(b) Valuation technique used to determine fair value

The following methods and assumptions were used to estimate the fair value of the level 2 financial instruments included in the above tables:

1. Investments in mutual funds: The fair value is derived based on the closing Net Asset value published by the respective mutual fund houses.
2. Derivative instruments: The fair value is derived based valued using the forward pricing valuation technique, using present value calculations.

## Notes Forming Part of the Standalone Financial Statement

**35.2(c)** As per Ind AS 107 "Financial Instrument:Disclosure", fair value disclosures are not required when the carrying amounts reasonably approximate the fair value. Accordingly fair value disclosures have not been made for the following financial instruments:-

1. Trade receivables
2. Cash and Cash Equivalent
3. Other Bank Balances
4. Loans
5. Trade payables
6. Other financial liabilities
7. Other financial assets
8. Lease liabilities

### 35.3 Financial risk management

In the course of its business, the Company is exposed primarily to fluctuations in foreign currency exchange rates, interest rates, equity prices, liquidity and credit risk, which may adversely impact the fair value of its financial instruments.

The Company has a risk management policy which not only covers the foreign exchange risks but also other risks associated with the financial assets and liabilities such as interest rate risks and credit risks. The risk management policy is approved by the board of directors. The risk management framework aims to:

- Create a stable business planning environment by reducing the impact of currency and interest rate fluctuations on the Company's business plan.
- Achieve greater predictability to earnings by determining the financial value of the expected earnings in advance.

### 35.4 Market risk

Market risk is the risk of any loss in future earnings, in realizable fair values or in future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity price fluctuations, liquidity and other market changes. Future specific market movements cannot be normally predicted with reasonable accuracy.

### 35.5 Foreign currency exchange rate risk:

The fluctuation in foreign currency exchange rates may have potential impact on the income statement and equity, where any transaction references more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the respective consolidated entities.

Considering the countries and economic environment in which the Company operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. The risks primarily relate to fluctuations in U.S. dollar, Great Britain Pounds, Euro and Swedish Krona, against the respective functional currencies of Tata Technologies Limited and its subsidiaries.

The Company, as per its risk management policy, uses foreign exchange and other derivative instruments .

## Notes Forming Part of the Standalone Financial Statement

The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. It hedges a part of these risks by using derivative financial instruments in accordance with its risk management policies.

**Derivative instruments outstanding as at March 31, 2023 & March 31, 2022 are as follows:**

The Company uses forward exchange contracts to hedge its exposure in foreign currency. The information on derivative instruments is as follows:

Particulars	As At	Currency	Notional amount of outstanding contracts in Foreign currency in crore	Notional amount of outstanding contracts in ₹ crore	Fair value (gain)/ loss of outstanding contracts in ₹ crore
Forward Exchange contracts	March 31, 2023	GBP	GBP 0.50	50.82	0.36
		USD	USD 0.20	16.44	0.02
	<b>Total</b>			<b>67.26</b>	<b>0.38</b>
Forward Exchange contracts	March 31, 2022	NA	-	-	-
		NA	-	-	-
<b>Total</b>				<b>-</b>	<b>-</b>

**Foreign exchange currency exposures not covered by derivative instruments are as follows:**

(Amount in ₹ crore)

Particulars	Currency	As at March 31, 2023		As at March 31, 2022	
		Amount in Foreign Currency	Equivalent amount in INR	Amount in Foreign Currency	Equivalent amount in INR
<b>Financials Assets:</b>					
Trade Receivables & Unbilled Revenue	EUR	0.19	17.32	0.10	8.06
	CAD	0.01	0.51	0.01	0.70
	GBP	0.94	95.07	0.73	72.50
	THB	5.27	12.71	3.37	7.67
	USD	0.97	79.53	1.02	77.31
	ZAR	0.02	0.09	-	-
	CNY	0.65	7.81	0.58	6.96
	SGD	0.02	0.94	0.00	0.14
	SEK	2.51	19.88	0.90	7.34
	CHF	0.01	0.78	0.00	0.08
<b>Total</b>			<b>234.64</b>		<b>180.76</b>
<b>Financials Liabilities:</b>					
Trade Payables	EUR	0.02	1.77	0.01	0.49
	GBP	0.01	1.15	0.00	0.10
	THB	0.03	0.07	-	-
	USD	0.18	15.10	0.05	3.88
	SEK	0.03	0.28	0.00	0.00
	CNY	-	-	-	-
	SGD	0.00	0.02	-	-
	VND	0.46	0.00	-	-
<b>Total</b>			<b>18.39</b>		<b>4.47</b>

## Notes Forming Part of the Standalone Financial Statement

10% appreciation/depreciation of the respective foreign currencies with respect to functional currency of the Company would result in increase/decrease in the Company's net income before tax by approximately ₹ 23.46 crore as at March 31, 2023 (March 31, 2022: ₹ 18.08 crore) and ₹ 1.84 crore as at March 31, 2023 (March 31, 2022: ₹ 0.45 crore) for financial assets and financial liabilities respectively.

### 35.6 Interest rate risk

The Company's investments are primarily in fixed rate interest bearing deposits/debentures and long term growth mutual funds. Hence, the Company is not significantly exposed to interest rate risk.

### 35.7 Credit risk management

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, loans, investments, cash and cash equivalents, bank deposits and other financial assets. Tata Motors Limited, is the largest customer of the Company (Refer note 31 (ii)).

(Amount in ₹ crore)

	As at March 31, 2023	As at March 31, 2022
<b>Movement in the expected credit loss allowance</b>		
Balance at the beginning of the year	31.08	12.20
Movement in expected credit allowance on trade receivables	(4.24)	18.88
Reversal of provisions for debts paid	-	-
Exchange fluctuation	(0.05)	-
<b>Balance at the end of the year</b>	<b>26.79</b>	<b>31.08</b>

### 35.8 Liquidity risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company has obtained fund and non-fund based working capital lines from various banks. The Company invests its surplus funds in bank fixed deposit and liquid and liquid plus schemes of mutual funds, which carry no/low mark to market risks.

The Company also constantly monitors funding options available in the debt and capital markets with a view to maintaining financial flexibility.

## Notes Forming Part of the Standalone Financial Statement

The table below provides details regarding the contractual maturities of financial liabilities, including estimated interest payments as at March 31, 2023 and March 31, 2022:

(Amount in ₹ crore)

Financial liabilities	As at March 31, 2023				
	Due in 1 <sup>st</sup> Year	Due in 2 <sup>nd</sup> Year	Due in 3 <sup>rd</sup> to 5 <sup>th</sup> Year	Due after 5 <sup>th</sup> Year	Total contractual cash flows
<b>Non-derivative financial liabilities</b>					
(a) Trade payables	381.60	-	-	-	381.60
(b) Lease liabilities	23.39	24.34	41.35	18.40	107.48
(c) Other financial liabilities	4.58	0.54	-	-	5.12
<b>Derivative financial liabilities</b>	0.38	-	-	-	0.38
<b>Total</b>	<b>409.95</b>	<b>24.88</b>	<b>41.35</b>	<b>18.40</b>	<b>494.58</b>

(Amount in ₹ crore)

Financial liabilities	As at March 31, 2022				
	Due in 1 <sup>st</sup> Year	Due in 2 <sup>nd</sup> Year	Due in 3 <sup>rd</sup> to 5 <sup>th</sup> Year	Due after 5 <sup>th</sup> Year	Total contractual cash flows
<b>Non-derivative financial liabilities</b>					
(a) Trade payables	126.44	-	-	-	126.44
(b) Lease liabilities	21.11	21.33	49.49	28.15	120.08
(c) Other financial liabilities	255.86	0.35	-	-	256.21
<b>Derivative financial liabilities</b>	-	-	-	-	-
<b>Total</b>	<b>403.41</b>	<b>21.68</b>	<b>49.49</b>	<b>28.15</b>	<b>502.73</b>

### 36 (a). Impact of COVID 19 (Pandemic)

The Company has taken into account all the possible impacts of COVID-19 in preparation of these Standalone financial statements, including but not limited to its assessment of, liquidity and going concern assumption, recoverable values of its financial and non-financial assets, impact on revenue recognition owing to changes in cost budgets of fixed price contracts and impact on leases. The Company has carried out this assessment based on available internal and external sources of information upto the date of approval of these standalone financial statements and believes that the impact of COVID-19 is not material to these standalone financial statements and expects to recover the carrying amount of its assets. The impact of COVID-19 on the standalone financial statements may differ from that estimated as at the date of approval of these standalone financial statements owing to the nature and duration of COVID-19.

- 36 (b). The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Company will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

## Notes Forming Part of the Standalone Financial Statement

### 36 (c). Key Financial Ratios

Particulars	Numerator	Denominator	As at March 31, 2023	As at March 31, 2022	% Variance	Reason for the variance for any change in the ratio by more than 25% as compared to the preceding year.
Current ratio (in times)	Total current assets	Total current liabilities	1.36	1.29	5%	-
Debt Equity ratio (in times)	Debt consists of Lease liabilities	Total equity	0.08	0.12	-29%	Debt equity ratio has improved on account of increase in share capital and earnings during the year ended March 31, 2023
Debt Service coverage ratio (in times)	Earning for Debt service = Net profit after tax + Non cash operating expenses + Interest + Other non cash adjustments	Debt consists of Lease liabilities	3.69	3.39	9%	-
Return on equity (in %)	Profit for the year	Average total equity	27.06%	26.41%	2%	-
Trade receivable turnover ratio (in times)	Revenue from operations	Average trade receivables	5.53	5.40	2%	-
Trade payable turnover ratio (in times)	Purchase of technology solutions + outsourcing & consultancy charges + Other expenses	Average trade payables	3.00	6.99	-57%	Increase in Trade Payables balance has resulted in an decrease in the ratio
Net capital turnover ratio (in times)	Revenue from operations	Working capital (i.e. Total current assets less Total current liabilities)	3.95	4.83	-18%	-
Net profit ratio (in %)	Profit for the year	Revenue from operations	12%	13%	-8%	-
Return on Capital employed (in %)	Profit before tax and finance cost	Capital employed = Net worth + Lease liabilities + Deferred tax liabilities	31%	34%	-8%	-
Return on Investment (in %)	Income generated from invested funds	Average invested funds in treasury Investments	5.15%	5.30%	-3%	-

### 36. (d) Proposed Initial Public Offer

The Company has filed draft red herring prospectus on March 9, 2023 with the objects of achieving the benefits of listing the equity shares on the Stock Exchanges and to carry out the offer for sale of upto 95,708,984 equity shares by the selling shareholders. The Company will not receive any proceeds from the offer and all such proceeds (net of offer related expenses to be borne by the selling shareholders) will go the selling shareholders. The offer has been authorized by resolution of Board of Directors at their meeting held on December 12, 2022. Further the Board has noted the offer for sale by the selling shareholders pursuant to the resolution dated March 9, 2023.

## Notes Forming Part of the Standalone Financial Statement

### 36. (e) Dividends

Dividends are declared based on profits available for the distribution. On May 05, 2023, the Board of Directors have proposed a final dividend of ₹ 7.70 per share and a one-time special dividend of ₹ 4.60 per share in respect of the year ended March 31, 2023. The total proposed dividend for the year ended March 31, 2023, that is the final dividend and one-time special dividend amounts to ₹ 12.30 per share, subject to approval of shareholders at the Annual General Meeting, and if approved, would result in a cash outflow of approximately ₹ 498.97 crore.

### 36. (f) Additional regulatory information required by Schedule III

#### (i) Details of benami property held

No proceedings have been initiated or pending against the company under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

#### (ii) Wilful defaulter

The Company is not declared wilful defaulter by any bank or financial Institution or government or any government authority.

#### (iii) Borrowings secured against current assets

The Company does not have any borrowings from banks and financial institutions that are secured against current assets during the year.

#### (iv) Relationship with struck off companies

The Company has no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

#### (v) Compliance with number of layers of companies

The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017

#### (vi) Compliance with approved scheme(s) of arrangements

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

#### (vii) Utilisation of borrowed funds and share premium

The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

- a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries



## Notes Forming Part of the Standalone Financial Statement

The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:

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

**(viii) Undisclosed income**

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

**(ix) Details of crypto currency or virtual currency**

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

**(x) Valuation of PPE, intangible asset and investment property**

The Company has not revalued its Property, Plant and Equipment (including Right-of-Use Assets) or intangible assets or both during the current or previous year.

**(xi) Title deeds of immovable properties not held in name of the company**

The title deeds of all the immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the company.

**(xii) Registration of charges or satisfaction with Registrar of Companies (ROC)**

There are no charges or satisfaction which are yet to be registered with ROC beyond the statutory period.

**(xiii) Utilisation of borrowings availed from bank and financial institutions**

The Company does not have any borrowings from banks and financial institutions as at the balance sheet date.

**37.** Previous period's figures have been regrouped / reclassified wherever necessary to correspond with current period's classification / disclosure.

As per our report of even date attached  
For **BSR & Co. LLP**  
Chartered Accountants  
Firm Registration No: 101248W/W -100022

**Swapnil Dakshindas**  
Partner  
Membership No: 113896  
ICAI UDIN: 23113896BGYERW8422

Pune : May 05, 2023

**For and on behalf of the Board**

**Ajoyendra Mukherjee**  
Chairman  
DIN: 00350269

**Savitha Balachandran**  
Chief Financial Officer  
Pune: May 05, 2023

**Warren Harris**  
Managing Director  
DIN: 02098548

**Vikrant Gandhe**  
Company Secretary

## Tata Technologies Limited

Registered Office : Plot No. 25, Rajiv Gandhi Infotech Park, Hinjawadi, Pune 411 057

### ECS REQUEST FORM

Dear Sir,

Re: Recording Bank details for payment of dividend

I, the first/sole holder, have read the letter/s and other communication, received from Tata Technologies Limited regarding the captioned subject.

The details of my bank account are given in the form appended below, to which you may electronically credit the payments due to me. I hereby declare that the particulars given below are correct & complete and also undertake to inform any subsequent changes therein. I am also enclosing a photocopy of blank canceled cheque of my bank account.

.....  
(Signature of the first named holder)

1 Ref. Folio No. ....

2. Name: .....

3. Particulars of the Bank: .....

a. Name of the Bank .....

b. Branch Address .....

c. 9-digit MICR Code No: 

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d. IFSC Code: 

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Account Type:  
(Please tick)      Saving       Current       Cash Credit

e. CBS A/c No.: 

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

f. Email address: ..... Telephone no: .....

(Please attach a photocopy of your bank cancelled cheque)

## About Tata Technologies

Tata Technologies is a global product engineering and digital services company focused on fulfilling its mission of helping the world drive, fly, build, and farm by enabling its customers to realize better products and deliver better experiences. We are the strategic engineering partner businesses turn to when they aspire to be better. Manufacturing companies rely on us to enable them to conceptualize, develop and realize better products that are safer, cleaner, and improve the quality of life for all the stakeholders, helping us achieve our vision of engineering a better world.

We provide a full spectrum coverage of solutions across the product value chain, covering outsourced product engineering services, digital transformation services, upskilling solutions and value-added reselling of software products required to develop and realize better products. From delivering discrete outcomes to end-to-end turnkey product development for #Connected #Autonomous #ElectricVehicles (#EVs), we're the partner with the experience and expertise to understand what better looks like – and who can bring better to life.

We're inspiring a new generation of engineers who, by embracing the opportunities that exist at the convergence of digital technology and traditional engineering, are developing better products and helping customers win in the marketplace. As a global organization, we bring together diverse teams with varying skill sets to collaborate in real-time and solve complex engineering problems. In doing so, we're redefining what the world understands by engineering and spreading the influence and impact of engineering as humanity's best way of addressing its most important challenges and opportunities.

11,000+

Employees

3

Active regions

Asia Pacific, Europe,  
and North America

3

Key industries



Automotive



Industrial Heavy  
Machinery



Aerospace

19

Global delivery centers

**India** – New Delhi, Blue Ridge & Hinjawadi – Pune, Bengaluru, Thane, and others

**Europe** – Warwick (UK), Gothenburg (Sweden), Brasov, Craiova & Iasi (Romania), Gaimersheim (Germany), Hamburg (Germany), Toulouse (France) and others

**USA** – Troy, Detroit and others

**China** – Shanghai (China)

**SEA** – Tokyo (Japan), Bangkok (Thailand) and Singapore

*"Tata Technologies Limited is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to make an initial public offer of its equity shares and has filed a draft red herring prospectus ("DRHP") with the Securities and Exchange Board of India ("SEBI"). The DRHP is available on the website of the SEBI at [www.sebi.gov.in](http://www.sebi.gov.in) as well as on the websites of the book running lead managers, JM Financial Limited, Citigroup Global Markets India Private Limited and BofA Securities India Limited, at [www.jmfl.com](http://www.jmfl.com), [www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm](http://www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm) and [www.ml-india.com](http://www.ml-india.com) respectively, and the websites of the stock exchange(s) at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com), respectively. Any potential investor should note that investment in equity shares involves a high degree of risk and for details relating to such risk, see "Risk Factors" of the DRHP, when available. Potential investors should not rely on the DRHP for any investment decision."*



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