TRANSRAIL

Global Growth fueled by Passion

Transrail Lighting Limited

Annual Report 2022-23

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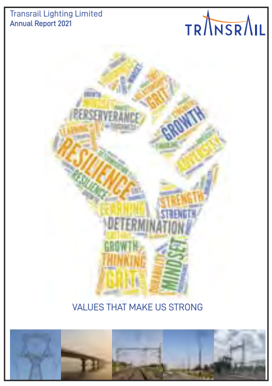
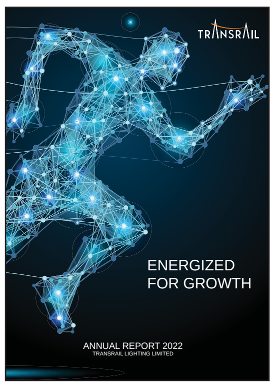




Corporate Information

Board of Directors

Mr. Digambar Bagde
Mr. Randeep Narang
Mr. Srikant Chaturvedi
Mr. Jeevanlal Nagori
Mr. Sanjay Verma
Ms. Ravita Punwani
Mr. Vinod Dasari
Mr. Ashish Gupta
Mr. Ranjit Jatar

Executive Chairman

Mr. Digambar Bagde

Managing Director & Chief Executive Officer

Mr. Randeep Narang

Chief Financial Officer

Mr. Sanjay Agrawal

Company Secretary

Ms. Gandhali Upadhye

CIN : U31506MH2008PLC179012

Registered & Corporate Office

501, A,B,C,E Fortune 2000, 5th Floor,
Block G, Bandra Kurla Complex,
Bandra East, Mumbai 400051,
Maharashtra, India
Phone: +91-22-6197 9600
Fax: +91-22-6197 9666
Maharashtra, India
Website : www.transrail.in
Email: enquiry@transraillighting.com

Statutory Auditors

M/s. Nayan Parikh & Co.
Firm Registration No.: 107023W

Bankers & Financial Institutions

Canara Bank
Punjab National Bank
ICICI Bank Limited
Bank of Baroda
IDBI Bank Limited
Indian Bank
Export-Import Bank of India
IDFC First Bank Limited
Bank of Maharashtra
DBS Bank India Limited
UCO Bank
Bandhan Bank
IndusInd Bank

Manufacturing Plants

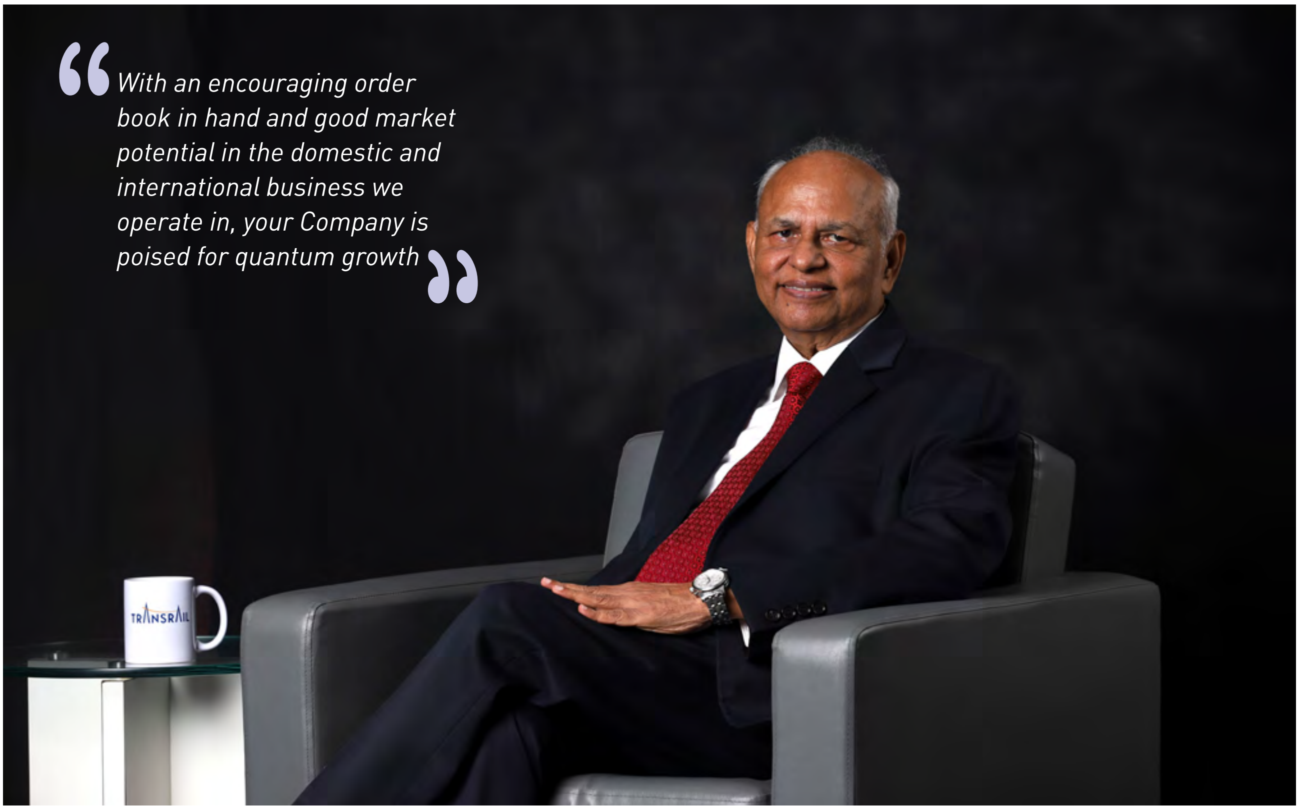
Deoli Plant (Tower)
B-1/1, MIDC Growth Centre,
Deoli, Wardha – 442101,
Maharashtra, India
Phone: +91-7158 203308/9

Vadodara Plant (Tower)
Vadadla, Jarod-Samlaya Road,
Taluka – Savli,
Vadodara – 391520,
Gujarat, India
Phone: +91- 787 4798 535

Silvassa Plant (Conductor)
Survey No.:178/182,
Village – Amboli,
Silvassa – 396230, (D&NH), India
Phone: +91-260-3086 305

Silvassa Plant (Poles)
Survey No. 227, Khanvel-Khardi
Road, Village – Khardi,
Silvassa – 396230, (D&NH), India
Phone: +91-260-2641 666

Chairman’s Statement



Dear Shareholders,

The journey which started in 1984 with a clear objective of providing efficient and reliable services in the field of EPC, has been an exciting one for Transrail and has created value in various parts of the world. I am pleased to write to you and present the Annual Report of Transrail Lighting Limited for the year ended March 31, 2023 and showcase the encouraging growth which your Company has achieved in this period.

I see a stark comparison between how the Indian economy is thriving with resilience in an uncertain global environment and how Transrail is performing with grit although we are in a competitive and challenging environment. At Transrail, we take pride in our Indian roots and passion, while also embodying the traits of a large global EPC company.

Our lineage

Over the decades, T&D has been the largest business for the organisation and we have gained vast and rich experience in executing almost all sorts of projects under this segment on a turnkey projects of transmission lines, substations, distribution networks, underground cabling, etc. Today we are amongst the top few Indian integrated T&D companies operating in multiple geographies. However, the Company has over the last decade also diversified into other verticals like selective Civil construction projects where it has gained good traction by executing large-scale jobs; Railways where we are providing holistic solutions and are gaining momentum and; the Pole & Lighting vertical where we are pioneers in many products and continue to enjoy a trusted relationship with our many clients.

Indeed, at Transrail we have proven that with consistent hard work, focus, and zeal one can achieve quality growth which not only brings value to the organisation but also to the entire ecosystem.

Notable Performance

Your Company has registered one of the best performances in the recent past, recording substantial growth across all metrics like revenue, profitability, order intake, adding new services and new geographies.

Transrail has achieved revenue growth of 35% with standalone revenues of INR 3,173.87 Crores for the year ended March 31, 2023, as against INR 2,357.29 Crores for the previous year. Profit Before Taxes increased to INR 150.16 Crores for the year ended March 31, 2023, as against INR 91.92 Crores, showcasing a much-improved PBT growth both in absolute terms and in ratio to revenue. The consolidated numbers also showed a similar trend.

Improvement in margin has come only because of the efficiencies which your Company operates with. What is more heartening is that it has come in a year when the world was still recovering from the aftershocks like war-induced inflation, higher logistic costs, or the defaulting nations. We believe meticulous planning at the start of the project and monitoring the progress continuously with timely corrective actions, can only lead to the delivery of projects with client satisfaction.

The highlight of the year apart from the revenue growth, has been the new order intakes across all our businesses. We have booked new orders worth INR 6,566 Crore which helped our un-executed order book as on March 31, 2023, to be at INR 9,619 Crore.

At Transrail, the focus is to continue our hard work and built on the efficiencies we have as an organisation and deliver the orders in hand across the country or around the world. This we believe, will further ensure our new order intakes for our businesses. With an encouraging order book in hand and good market potential in all the business verticals we operate in, your Company is poised for quantum growth.

Business-wise analysis:

International T&D: During the year International Business revenue has grown exponentially to INR 1,517 Crore from INR 861 Crore. We worked in 19 countries during the year, but Bangladesh, Niger, Mali, Nicaragua, Nigeria and Suriname were the major contributors. The Order book for international business has also seen steep growth by adding orders worth INR 4,735 Crore during the year from geographies like Bangladesh, Oman, Burundi, Cameroon, Eswatini, Gambia, and Suriname. During the year International Business has received one of the single largest landmark projects of River Crossing of Padma & Jamuna river in Bangladesh.

Domestic T&D: During the year the company secured orders worth INR 1,732 Crore, which majorly includes - 765 kV and 400 kV of Transmission line projects, 220kV GIS substations and 66kV underground cabling projects.

Civil: The mega project of Kosi River Bridge which is one of the longest river bridges in India is progressing well with almost half of the project physically completed and the Company is taking all steps to finish the construction and deliver a marque project to the citizens of India. Similarly, the other projects including cooling towers, elevated roads, etc are progressing well.

Railways: We have executed substantial portions of projects in hand including RVNL's orders which involved Track linking, Overhead Electrification and S&T. We expect more orders from this vertical and are well placed to participate in the growing Indian railway infrastructure story.

Poles and Lighting: The Poles and Lighting business has shown improved revenues for FY 22-23 with more interesting projects and products being added during the year. We are benefiting from the integrated approach toward providing outdoor lighting solutions which we have inculcated. Our products not only lit some of the mega infrastructure projects like international airports, but also during the last year we supplied our lighting products to Qatar for the football world cup venues.

Health, Safety & Environment

We are growing at a fast pace but at the same time, we stand committed to sustainable practices and want to work towards a greener future. We take pride in gradually opting for such processes which are leading to a lower carbon footprint and foster green growth.

We are committed to continual improvement in Health, Environment and Safety (HSE) practices, We are working on safeguarding occupational health and safety of people, property, and environment. Most of our projects are have achieved Zero Incident goal.

The strength behind

We believe that 1500 Motivated Transrailites are the backbone of the company and an integral part of this beautiful transformational journey. We continue to put emphasis on skill development, onsite trainings and overall well-being of our employees. The safety of our employees, workforce and the common public residing near our sites is of utmost importance to us. Our unwavering focus on safety protocols is not just a priority but a way of showing our compassion toward our people.

Corporate Social Responsibilities

We believe that the growth of our company is intrinsically linked to the well-being of the communities at large. Thus, we at Transrail being a responsible corporate citizen are driving positive and sustainable changes in building resilient communities through its various CSR activities. Our chosen fields of CSR are Aarogya (healthcare) and Saksharta (education / vocational training) as we believe a healthy and educated society is the founding stone for a happy community. Through these initiatives, we promote health care, education, vocational training etc.

The Transformation Journey

We at Transrail have set for ourselves our transformational goals and remain confident of achieving them with the mantra of people first, operational excellence, quality products, deepening & widening footprints and client relationship management.

Apart from increasing revenues and orderbook, we are also envisaging a growing capital base by taking various steps including an expected equity infusion of approx. INR 140 Cr by a reputed fund. With a growth mindset, we are dedicated to further enhancing our efforts in all manners to ensure satisfied clients, motivated employees, trusted vendors, committed partners, and happy stakeholders. This growth would be quality growth achieved through sustainable means. Our focus will be on leveraging and further strengthening our core businesses.

Acknowledging our partners in growth

Finally, I would like to thank all our stakeholders including the shareholders, clients, employees, vendors, banks and partners for their continued trust in us. We will continue to draw inspiration from your support to take on new challenges. I acknowledge my fellow Board Members and the management team for their invaluable support in taking the Company to greater heights. We are moving towards our mission and vision with a passionate outlook to become one of the leading EPC companies not only in India but across the globe.

Thank you!

Mr. D C Bagde
Executive Chairman

At a Glance

Transrail Lighting Limited a leading Infrastructure turnkey solutions provider, with a strong lineage of 39 years catering to customers across the globe.

We provide comprehensive solutions on a turnkey basis, with presence across Power transmission & distribution, Substations, Civil Construction, Railways and Pole & lighting.

Our products are manufactured using the most advanced manufacturing technologies, ensuring the highest quality. Our developed technical and designing skills are amongst the best in the industry.

Our business expertise

Design, testing, manufacturing, supply of materials, construction and commissioning across our business verticals.

Our geographical footprint

We are a global player with a presence across 52 countries including Asia, Africa, Europe & Americas.

Our design engineering competencies

The in-house design centre ensures continuous pipeline of innovate and cost-effective designs across our business verticals. The perfect mix of our proficient team with cutting-edge design technologies, drives the unmatched designing capabilities.

Our tower testing capabilities

We possess an unparalleled experience of having tested virtually all types of towers across the globe. Our tower testing station is backed by a multidisciplinary team of specialised engineers, sophisticated software and hardware facilities.

Our quality standards

The best-in-class quality and process standards, at Transrail, promote a safe and secure work environment. These processes ensure organised project execution; on-time completion of deliverables; and highest levels of onsite safety. We periodically conduct an all inclusive safety training program focused on awareness and prevention.

1,300,000 MT
Lattice Towers Supplied

150,000 KM
Conductors supplied

450,000
Street lights & high masts supplied

32,000 CKM
Transmission Lines Constructed

28,000 CKM
Distribution network created

300 TKM
Railway electrification

500 Towers
Proto tested of various types

Power T&D

Our Vision

To be a flagship company in the Power Transmission & Distribution sector and integrated infrastructure provider globally.

Civil Construction

Railways

Our Mission

To become the No. 1 choice by ensuring:

1. On-time completion of projects that meet customer's expectations
2. Creating an ethical, safe and enabling environment for our employees
3. To achieve excellence in innovation, quality and operational efficiency
4. Enhancing value for all stakeholder by ensuing their interests are served

Pole & lighting

Substations

Our Key Milestone

1984
- Transrail Engineering Company (TEC) started with first foundation work on 132kV line.

1985
- First Railway Electrification Job received.

1987
- First Direct 400 kV Transmission Line job received.

1993
- Associated Transrail Structures Limited (ATSL) incorporated to setup 1st factory for Tower Manufacturing at Baroda.

1995
- First 220kV Substation Project (structure Supply and Erection).

2001
- Merger of TECL with ATSL.

2005
- 2nd factory for Tower manufacturing at Butibori established.
- Started Distribution Projects.

2007

- 3rd factory for Conductor manufacturing was established at Silvassa.
- First International Project - Turnkey

2009

- 4th factory established for manufacturing Tower at Deoli, Wardha.
- Amalgamation of ATSL with GIL
- Establishment of Tower Testing station - R&D center at Deoli

2010

- 5th factory establishment for Pole Manufacturing at Silvassa under Transrail Lighting Limited which was incorporated for this business.

2016

- Carve out of T&D business from GIL into Transrail Lighting Ltd.

2017

- First 220 KV & 400 kV Turnkey Substation Project orders received.
- Railway Electrification turnkey jobs received.

2018

- Start of luminaries products by manufacturing of LED Lighting fixures under Transrail brand.
- Establishment of Civil division of Transrail.

2022

- Completed first Underground Cabling project of the Company.

2023

- Awarded EPC contract of river crossing TL projects in Bangladesh

Core Values & Strength

HOLISTIC SOLUTION

Transrail has persistent in-house design capabilities, a testing centre and an advanced R&D centre to deliver quality products to our customers. Additionally, our in-house tower, conductor and pole manufacturing, along with construction capabilities, make us a complete solution provider.

COMPETENCY

Our in-house facilities assure unfailing quality and delivery of cost-efficient products in the shortest possible time.

QUALITY

We possess an ISO Certified Integrated Management System and are certified with ISO 9001:2008 (Quality Management System Standard). We are also a CE certified company.

We are sleered by a buoyant corporate culture and a mutual set of core values. These values govern us in everything we do and drive a culture empowering the right conduct for a high performing and learning organisation

LEGACY

We hold an unmatched position in the marketplace, earned out of our pedigree of 35 years and an unbending project management philosophy. As a completely integrated, seasoned and persistent EPC player, we have the forte and credentials to scale to new frontiers of infrastructure development.

EXPERTISE

A combination of diverse talent pool, advanced engineering and project management strengths, has enabled us to effectively execute numerous turnkey projects across the world.

PREFERRED PARTNER

We offer Engineering, Procurement And Construction (EPC) services for a range of high-voltage transmission line and substation projects globally. The amalgamation of these services makes us a preferred choice amongst our partners.

HEALTH AND SAFETY

Our key priority is to ensure health and safety. We are ISO 14001 and OHSAS 18000 certified company.

Our Manufacturing Units

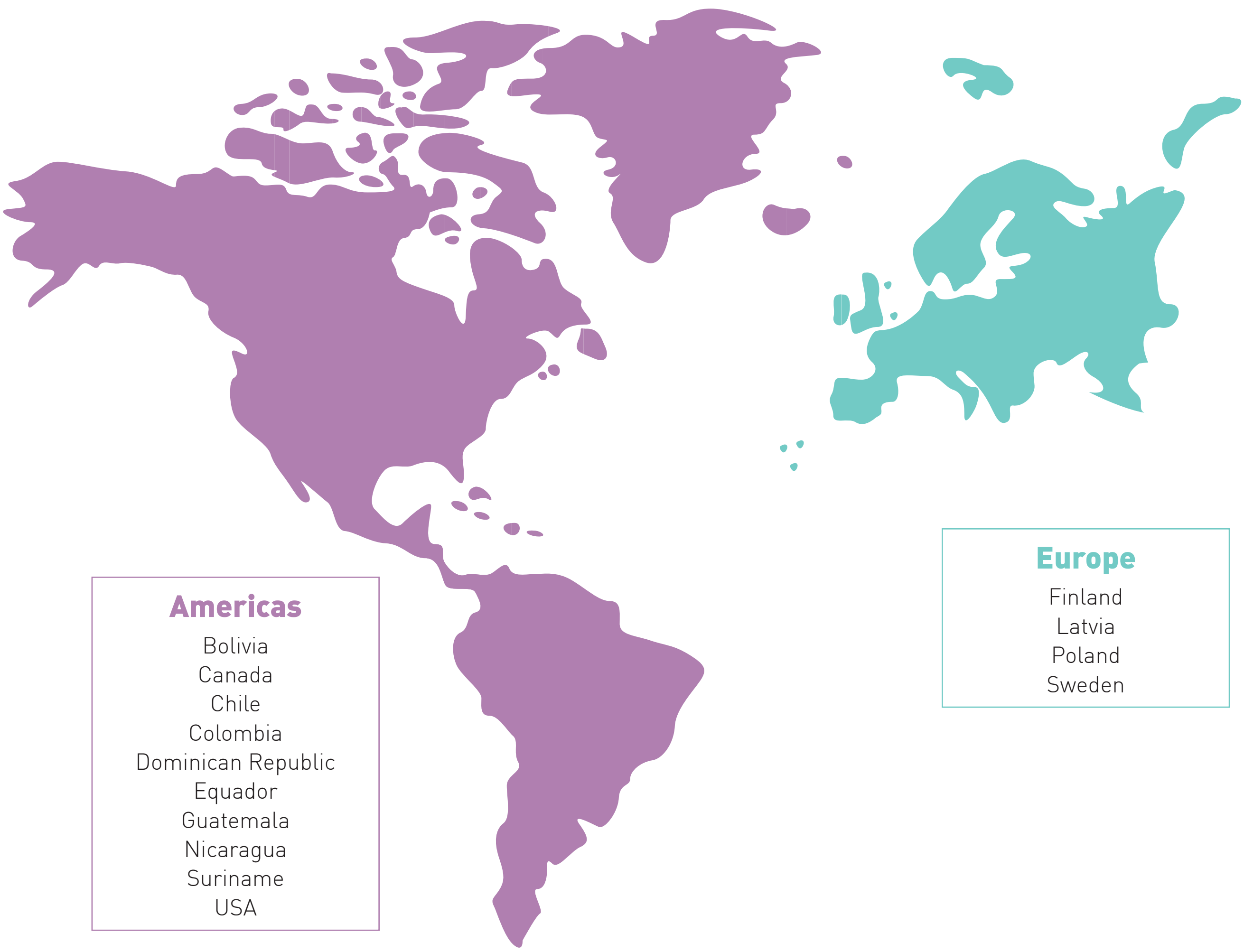
	TOWERS	CONDUCTORS	POLES & LIGHTING
LOCATIONS	Vadodara, India Deoli, India	Silvassa, India	Silvassa, India
YEAR OF ESTABLISHMENT	1994 2010	2007	2010
MANUFACTURING CAPACITY (Tonnes / per year)	36,000 65,000	60,000	25,000

Transrail in Focus:

Our Geographical Footprint

We have delivered high quality products across 52 countries. With our diverse locations and capabilities, we are determined to integrate ourselves within multiple global communities.

At Transrail Lighting Limited, we have expanded our presence and reach across the lengths and breadths of the globe. We have emerged as a global player with footprints in 52 countries across the world.



Africa

Algeria
Benin
Botswana
Burkina Faso
Burundi
Cameroon
Egypt
Eswatini
Ethopia
Gabon
Ghana
Kenya
Liberia
Mali
Mozambique
Niger
Nigeria
Rwanda
Somalia
Tanzania
The Gambia
Togo
Uganda
Zambia

Asia

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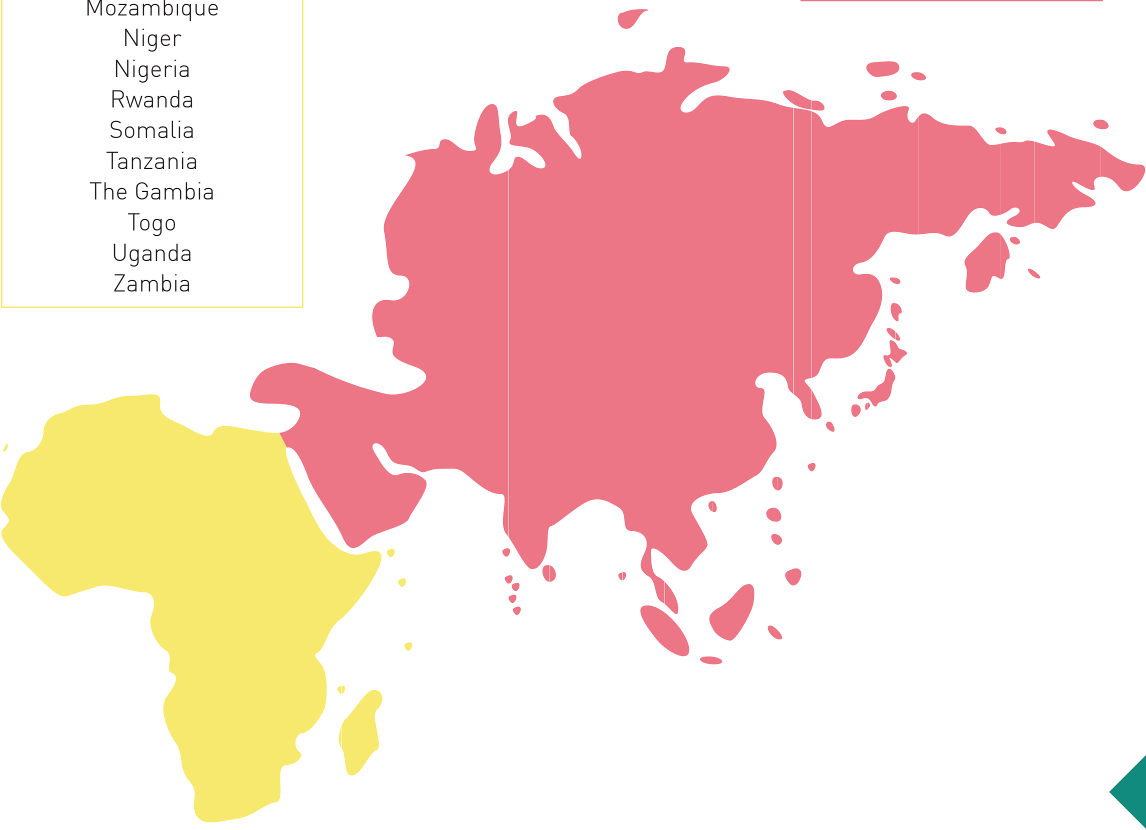
Qatar
Sri Lanka
Thailand
UAE



With our diverse locations and capabilities, we are pushing our boundaries to integrate ourselves with the global communities. To this end, we have perpetually supported a diverse and multinational workforce. We have a sizeable presence globally. On the domestic front, we are pan-India Company, having executed projects in all corners of India.

Our Certifications

We are certified with ISO 9001:2015, ISO 14001:2015 27001:2013 & ISO 45001:2018. This ensures exceptional quality commitment, environmental management and employee safety. We are also a CE certified company. Our tower testing and conductor facilities have also been accredited by National Accreditation Board for Testing and Calibration Laboratories (NABL).

Client Testimonials

POWER GRID COMPANY OF BANGLADESH LTD.

Date: 28/04/2022

LETTER OF APPRECIATION

We would like to express our indebted appreciation and satisfaction to the outstanding quality service rendered by **M/s Transrail Lighting Limited** to **Power Grid Company of Bangladesh (PGCB)** and this we have achieved through mutual cooperation and coordination.

It is appreciable that the team TLL has maintained Field Quality Plan and adopted good Quality System during the execution of **Design, Supply, Installation, & Commissioning of Rahanpur (Chapainawabganj)-Monakasha (Chapainawabganj Border) 400 kv Doble Circuit Transmission Line on Turnkey Basis. Contract No: PGCB/400KV/TL/RNP-MNK, Dated:25.11.2019.**

Effort made by Project Manager and The Entire Team is remarkable and appreciable.

I would like to congratulate whole team for hard work and dedication toward quality work.

28/04/2022

Md. Mizanur Rahman Sarkar

Project Director (Executive Engineer)

Rahanpur-Monakasha 400kV TL Project

PGCB Bhaban, Avenue-3, Jahurul Islam City, Aftabnagar, Badda, Dhaka-1212.

ELECTRIFICATION AND PROJECTS DIRECTORATE

To:

M/S TRANSRAIL LIGHTING LIMITED

Our Reference: 328/DEP/2022 **No. Pág.:** 1+0

Your Reference:

Date: 12-04-2022

Queries Cláudio Dambe

Subject: LETTER OF APPRECIATION

We would like to express our appreciation and satisfaction to the outstanding quality service rendered by M/S Transrail Lighting Limited to Electricidade De Moçambique (EDM) for Supply, Installation & Commissioning of 110 kV S/C Transmission line of 239.184 Kms consists of 672 Towers from Casa Nova to Tenane in Mozambique.

It is really appreciable that team Transrail has maintained Field Quality Plan and adopted good Quality System during the execution of above project as per specifications & norms. A very few minor environmental issues pointed out during the execution of the project were immediately attended & rectified by Transrail to our satisfaction.

Efforts made by the team is remarkable and appreciable. I would like to congratulate the whole team for hard work and dedication towards quality work.

Yours sincerely,

Cláudio Dambe

Director

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eletrans

April 25th, 2022

LETTER OF APRECIATION

This is to certify that M/s. Transrall Lighting Ltd., Mumbai has manufactured and supplied to us 3.841 MT galvanized lattice structures comprising of 3 types of towers pursuant to our purchase order ST7-MPCPA-0006-2020 dated.15/11/2020 valued at USD 4.366.056 for Nueva Maitencillo-Punta Colorada -Nueva Pan de Azúcar Project in North of Chile, South América.

We are pleased to affirm our satisfaction towards the successful completion of supplies much agead of stipulated period despite of various challenges and restrictions due to widespread of COVID-19 across the county.

We deeply thank to Transrail team for close collaboration.

Yours truly,

Bernardita Espinoza Valdivia

Gerente de Gestión y Contratos

Eletrans III S.A.

Our Strength

1528

employees

A diverse team of highly-experienced professionals with skills and passion to push the boundaries to achieve highest quality, efficiency and value.

Our ESG Commitments

At Transrail, we are deeply committed to sustainable growth. This growth is being shaped and influenced by the highest standards of responsibility across various aspects of our operations. While on one hand we are striving hard to reduce our environmental footprint to bring positive social change on the other, we continue to reinforce the highest standards of corporate governance

Environment:

'Pollution is nothing but resources we're not harvesting. We allow them to disperse because we've been ignorant of their value.' **R. Buckminster Fuller**

We at Transrail hold with pride that our business processes have minimum negative impact. We are adopting numerous environmental strategies to reduce, recycle and re-use.

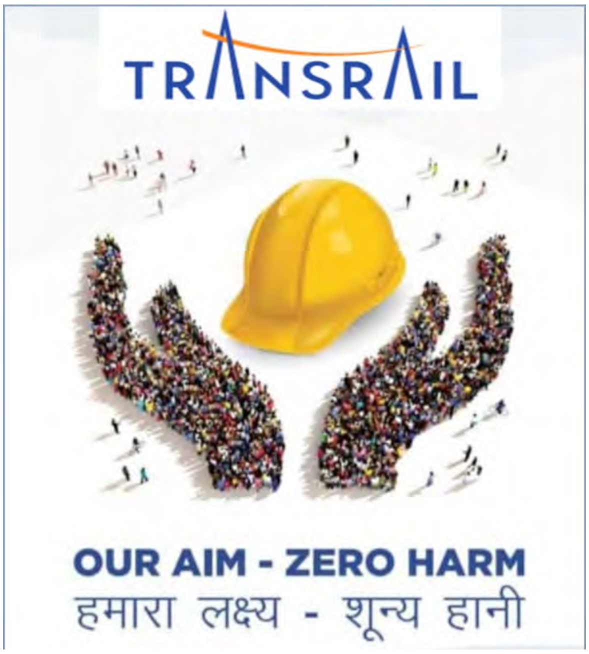
Tree plantation by our offices in different locations

Our employees taking environment pledge

Social

The primary aim of business is not to earn profit but to serve people- the customers and society at large- to fulfill their needs!- **Dr. Vivencio Ballano**

Our society-centric projects focus upon supporting development and sustainable growth in communities through initiatives that are directed towards education, health, and skill development. We also focus on creating a safe working conditions at all our projects sites.



Governance

"Organisations need to practice qualitative corporate governance rather than quantitative governance thereby ensuring it is properly run." – **Mervyn Kin**

Ensuring Corporate Governance policies and practices are of prime importance to us at Transrail. It is deeply rooted in our corporate belief that we need to follow these policies to meet competency, sustainability and reliability.

Life at Transrail

Our CSR Initiatives

Transrail Lighting Limited is committed to promoting positive and sustainable changes in building happy communities through various CSR activities. These activities include supporting healthcare, education, the environment, and disaster relief efforts. The company firmly believes that CSR is an essential part of its philosophy and values.

Aarogya a Health initiative:

Under the banner of the "Transrail Aarogya," we strengthened Community Health Centers with medical equipment and ambulances services for promoting quality healthcare facilities to vulnerable and marginalized communities across 8 states of India, including Maharashtra, Bihar, Gujarat, Rajasthan, UP, Karnataka, Tamil Nadu, and Dadra Nagar haveli.

Overall reach through the Transrail Aarogya CSR initiative

- 78 Cancer patients supported for continuing cancer treatment at Tata Memorial Hospital including Surgery, Chemotherapy, and Radiation treatment.
- 2251 patients supported for cataract surgery and eye care treatment
- 4 Children supported for heart surgery.
- 2564 patients supported for dialysis treatment
- 8256 patients benefited from free emergency Ambulance through 8 ambulances across four States/ UT

Glimpse of Health initiative

MoU with Tata Memorial Hospital for providing support to cancer patients

Saksharta an Education initiative:

1. Support Rural Schools to provide Quality Education and supportive classes for children

We take great pride in providing quality education to our future generations and see education as one of the most important tools to facilitate socio-economic vertical mobility. Thus, we have been implementing Saksharta a CSR initiative to promote quality education by strengthening rural schools and supporting children to upgrade their academic level at Wardha Maharashtra.

Following positive impact highlights:

- 3472 children benefited through 9 Rural schools.
- 9 schools supported Water filters with coolers.
- 5 schools supported with toilets facility.
- 2 schools are set up with digital classrooms.
- 3 schools with IEC learning walls for promoting self-learning and a child-friendly environment in the schools.

2. Saksharta Skill Training Center (Empowering youth)

Saksharta skill training aims to improve livelihood opportunities and facilitate skill training for a large section of young and unemployed people. Under the Saksharta skill training initiative we have been training youth with skill sets for their further employability and encourage entrepreneurship.

Accomplishments of Saksharta Training Initiative:

- Set up 2 Skill training centers at Nagpur and Wardha
- 156 youths trained with skill training on BPO, Retail & BFSI
- 41 % of youth have been placed in employment

Skill training course completion ceremony in the presence of Mr. D.C Bagde (EC) & Mr. Randeep Narang (MD & CEO)

Board of Directors

D.C. BAGDE
Executive Chairman

Industry veteran having more than 5 decades of experience in execution of EPC projects in India and Overseas

RANDEEP NARANG
Managing Director & CEO

More than 36 years of experience in managing complex P&L across various Industries including 9 years in International and Domestic T&D and Cables

SRIKANT CHATURVEDI
Non-Executive Director

Practicing Chartered Accountant having almost four decades of expertise in banking and finance.

JEEVANLAL NAGORI
Non-Executive Director

Chartered accountant having more than 38 years of experience in monitoring business operations

SANJAY VERMA
Non-Executive Director

A technocrat & entrepreneur with more than 17 years of diversified experience in Real Estates, Petrochemicals, International Joint Ventures / Mergers.

RAVITA PUNWANI
Independent Director

She is Human Resource professional with 22+ years expertise in Research, Talent acquisition, Talent management.

VINOD DASARI
Independent Director

An Electrical Engineer by profession with several noteworthy leadership positions in the past including CEO in Royal Enfield, CEO and MD in Ashok Leyland, Joint MD in Cummins India amongst many others.

ASHISH GUPTA
Independent Director

A Civil Engineering graduate with M.Tech (Structures), MBA, and LLB degrees. His last assignment was with Hindustan Construction Company as COO.

RANJIT JATAR
Independent Director

A Chartered Accountant with functional experience spans across various industries. His last Assignment before his Consulting Practice was as a Country manager for Pepsico Holdings-Sri Lanka.

Management Team

D.C. BAGDE
Executive Chairman

RANDEEP NARANG
Managing Director & CEO

RAMAN RAJAGOPALAN
COO-International Business
& Head SCM

D SURYANARAYANA
COO - Domestic Business

RAJESH NEELAKANTAN
COO - Civil Business

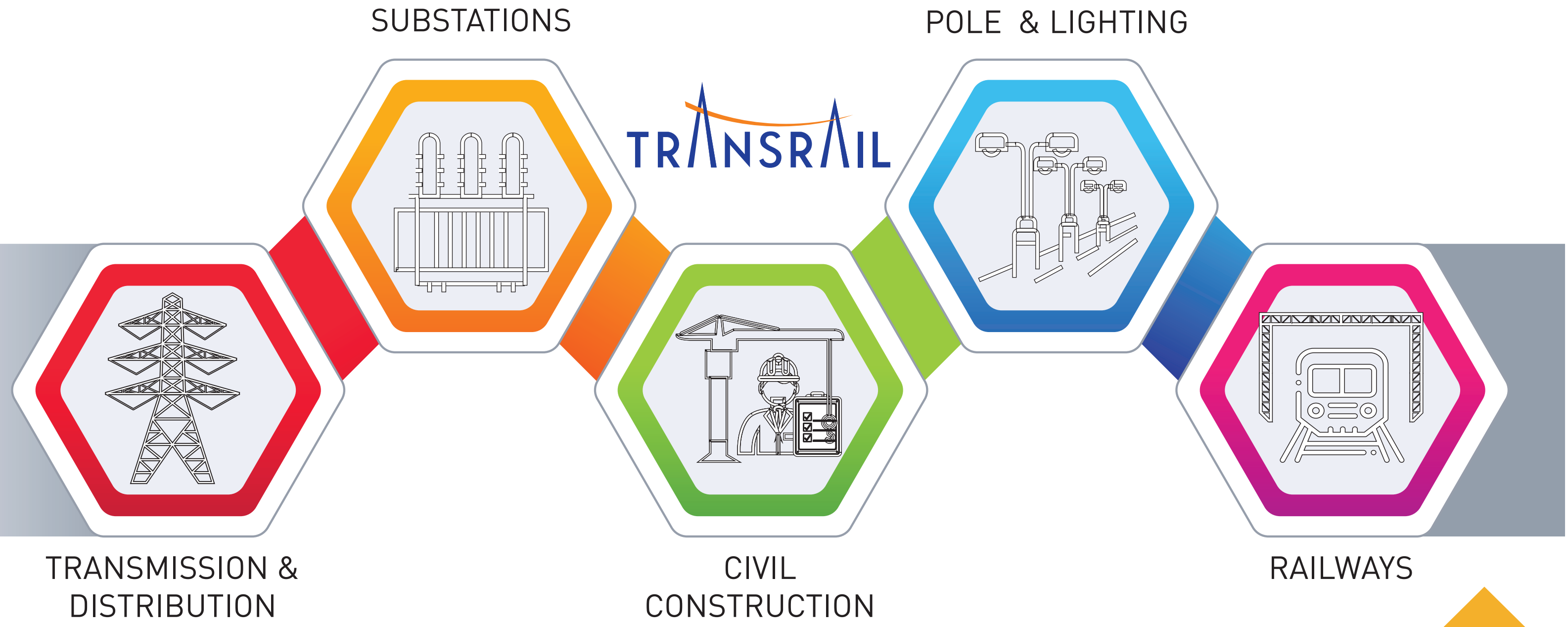
SANJAY AGRAWAL
Chief Financial Officer

ASHOK RAWAT
Head Pole & Lighting Business

VIKRAM MADANE
Chief Human Resource Officer

The Business Verticles of Transrail

We are an integrated infrastructure company that offers quality-oriented solutions in the areas of Power T&D, substations, railways, pole & lighting infrastructure and civil construction.



Our Business Verticals: **Transmission & Distribution**

Transmission and Distribution (T&D) is a core vertical of Transrail Lighting Limited. We undertake designing, manufacturing, procuring, testing & installation for transmission and distribution projects. We have in-house designing, testing and manufacturing, managed by a strong team of competent managerial and supervisory personnel.

Our company has established itself as a prominent player in the Transmission and Distribution (T&D) industry. We have expertise in designing, producing, testing, installing, and supplying galvanized steel structures for transmission and distribution. Our team of skilled managers and supervisors handle all aspects of our in-house designing, testing, and manufacturing processes.

Throughout the years, we have consistently delivered successful completion of intricate transmission project lines. Our company remains a prominent player in the domestic transmission and distribution business, with continuous partnerships with top clients. We have showcased our proficiency by effectively executing challenging projects in diverse terrains and environments. Our valued experience in working hands-on, coupled with strong project management skills, exceptional design and engineering abilities, a focused and talented team, and a dependable network of subcontractors, suppliers, and vendors are the crucial factors that contribute to our value creation.

During FY 2022-23, the company's Domestic Business secured orders worth INR 1,732 Crores, which majorly includes - 765 kV and 400 kV of Transmission line projects, 220kV GIS substations and 66kV underground cabling projects. The Order book for International business has also seen steep growth by adding orders worth INR 4,735 Crore during FY 2022-23 from geographies like Bangladesh, Oman, Burundi, Cameroon, Eswatini, Gambia and Suriname. During the year International Business has received one of the single largest landmark project of River Crossing of Padma & Jamuna river in Bangladesh.

40,000 MT

Teel tubes piles to be used in RC project (Bangladesh)

Our Business Verticals:

Substations

At Transrail, we have capabilities to execute substation projects up to 400 kV. We are accomplishing EPC substation projects globally. Our projects incorporate design and engineering, procurement, supply, installation and commissioning.

We have demonstrated our experience and expertise in turnkey executions of the AIS & GIS substations. We have credentials for the execution of substation projects after the successful commissioning of many substation projects in Central India. All our existing projects in different parts of the world including India are progressing well. The Company secured order worth INR 155 crore.

UPTO 400 KV

Sub stations completed on turn key basis

Our Business Verticals:

Railways

Our Railway business is maturing well and is continuing to get good traction. We are increasingly enhancing our competences and offerings to cater to the up-and-coming needs of the railway industry.

Our Railway business is maturing well and is continuing to get good traction. We continue to utilize core competencies and have successfully diversified into the Railway business which is continuing to gain gradual traction. During Financial Year 22-23 the company has executed more than 50% scope of work for M/s Rail Vikas Nigam Limited orders which involved Track linking, Overhead Electrification and S&T.

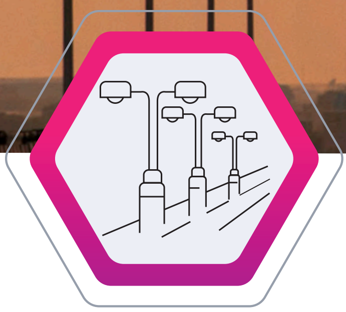
We expect more orders in the business as we are well placed to participate in the growing Railway infrastructure story.

300 TKM

Railway projects completed

Our Business Verticals:

Pole and Lighting



Transrail is one of the leading players in the Pole and Lighting industry with very vast product line-up in high masts, street poles, luminaries, T&D monopoles, Flag masts etc.

Transrail is a significant player in the Pole and Lighting industry, offering a broad range of products, including high masts, street poles, luminaries, T&D monopoles, and Flag masts. In FY 22-23, the Poles and Lighting business experienced an improved revenue of INR 172 Crore The revenue is a combination of high masts, poles, sports lighting, SITC (Supply Installation Testing and Commissioning) of lighting projects, as well as new segments such as solar, decorative poles, and façade lighting. This is the only business in the country having all designs like structural, Mechanical, Civil, electrical under one roof in addition to an state of the art manufacturing unit.

The Pole business has been successful in securing orders from developers for smart city projects and has also become the preferred contractor for highway lighting projects. They have recently expanded into major solar projects with a 5 MW power plant in Bihar from BREDA, as well as large orders for solar street lighting for the "Jal Jeevan Mission" of the UP Government.

The division has also started offering fiber-based decorative poles, in addition to being a one-stop solution for all outdoor lighting needs. We work on a "concept to commissioning" basis for highway lighting, airport, and stadium lighting.

43,000

Poles and Highmasts manufactured during the year

Our Business Verticals:

Civil Construction

The Company's Civil Vertical concentrates on building bridges, tunnels, elevated roads, and other specialised civil infrastructure projects.

410,000 CUM

Of concrete to be used for Kosi bridge project

In the fiscal year 2022-2023, the revenue generated from Civil Business was INR 333 Crore. As part of the efforts to bolster our presence in the bridges and elevated roads sector, Civil Business has successfully secured project for constructing a 4 Km long elevated road in Begusarai Bridge, Bihar.

The Kosi River Bridge Mega project, which is one of the longest river bridges in India spanning over 10.2 km in length is progressing well. The cooling tower projects in Yadadri and Udangudi are also making good progress.

Management Discussion & Analysis

GLOBAL ECONOMIC OVERVIEW

The Global GDP has declined from 3.3 percent in 2022 to 2.7 percent in 2023. This is due to a decrease in economic growth as a result of high inflation rates and monetary policy tightening. While the economic outlook is not expected to result in a global recession, growth may be relatively subdued. A slight growth in 2024 is possible which is estimated at 2.9%. Emerging Asian economies are currently experiencing the strongest growth, while Europe and the US are experiencing weaker growth.

GLOBAL ECONOMIC-OUTLOOK

The world economy is showing signs of resilience this year despite lingering inflation and a sluggish recovery in China raising the odds that a global recession could be avoided barring unexpected crises. The recent World Economic Outlook from the IMF could boost the confidence of policymakers worldwide, as their efforts to control inflation without harming the economy appear to be effective. However, global growth is still below the average of past years, and the IMF's economists have cautioned that significant risks persist.

The IMF also predicted that global inflation would ease from 8.7 percent in 2022 to 6.8 percent this year and 5.2 percent in 2024, as the effects of higher interest rates filter throughout the world. Although there are some reasons for hope, the IMF report clearly states that the global economy is still not completely stable. Russia's ongoing conflict in Ukraine is a potential danger that could cause worldwide food and energy prices to increase.

INDIAN ECONOMY

India's National Statistics Office reports that the Indian economy has maintained steady growth, with a real GDP growth rate of 7.0% projected for FY 2022-23. Despite facing challenges such as COVID-19, the Russian-Ukraine conflict, and central banks implementing policy rate hikes to control inflation, resulting in a stronger US dollar, and increasing Current Account Deficits (CAD) in net importing countries. Experts still expect India to be the fastest-growing major economy, with a projected growth rate of 6.5-7.0% in FY 2023-24. Despite the downward revision, the growth estimate for FY 23 is higher than for almost all major economies and even slightly above the average growth of the Indian economy in the decade leading up to the pandemic.

According to the IMF, India is predicted to be one of the top two fast-growing economies in 2023. Despite facing strong global challenges and tighter domestic monetary policies, India is expected to grow between 6.5 and 7.0 percent, which demonstrates its economic resilience. India can recover, renew, and re-energize the growth drivers of its economy without the advantage of a base effect. Although the growth of exports may have slowed down during the second half of FY23, their substantial increase in FY22 and the first half of

FY23 has led to a shift in the production processes from mild acceleration to cruise mode.

Manufacturing and investment activities consequently gained traction. By the time the growth of exports moderated, the rebound in domestic consumption had sufficiently matured to take forward the growth of India's economy.

INDUSTRY OVERVIEW

INFRASTRUCTURE SECTOR OVERVIEW:

Under the National Infrastructure Pipeline (NIP), projects worth Rs 108 trillion are currently at different stages of implementation, according to the Economic Survey 2023 document.

Introduced in 2019, NIP has a projected investment of around Rs 111 trillion for FY20-25 for developing a comprehensive view of infrastructure development in the country. At the time of its launch, NIP consisted of 6,835 projects. It has now expanded to over 9,000 projects across 35 sub-sectors and covers economic and social infrastructure projects jointly funded by the Central Government, State Governments, and the private sector.

INDIAN TRANSMISSION AND DISTRIBUTION INDUSTRY

India has become one of the largest synchronous interconnected electricity grids in the world with 4,71,817 ckm of transmission line and 11,85,058 MVA of transformation capacity.

As per the CEA's report on "Transmission System for Integration" of over 500 GW RE Capacity by 2030, around 25,000 MW of HVDC transformation capacity is expected to be added at the interstate level up to 2030. Voltage-wise, the expected additions are 20,000 MW at the ±800 kV and 5,000 MW at the ±350 kV levels. Meanwhile, AC substation capacity of 408,575 MVA is expected to be added up to 2030, of which 274,500 MVA is expected at the 765 kV level and 134,075 MVA will be at the 400 kV level. Overall, the interstate transmission system will need an investment of about Rs 2.44 trillion.

INDUSTRY OUTLOOK

The Indian Power sector is experiencing continual growth, driven by a focused approach to incorporate more Renewable power into the grid. With a higher share of Renewable energy in the grid, there is a need for an optimal mix of conventional power to meet the growing demand from industrial and domestic consumers, which is driving the country's economic growth. The aim is to achieve the target of 'Green Power for All' and attain net zero CO2 emissions as committed in COP26 by the Government of India. Over the next five to ten years, the Transmission and Distribution (T&D) market is expected to grow steadily due to several factors:

The target is to install around 500 GW of renewable energy capacity by 2030. Continued focus on system strengthening and upgrading aging infrastructure by both state and central governments. India's commitment to reducing carbon footprint by 50% by 2030 as part of COP26.

Increasing adoption of electric vehicles (EVs) leading to a surge in electricity demand and the need to upgrade the grid infrastructure with advanced technologies. The 'National Electric Mobility Mission Plan' aims for maximum EV adoption by 2030.

Implementation of the Green Hydrogen policy attracting more investments in the market. Industrial sector aiming for net zero emissions and investing in a mix of Renewable resources, including storage and hydrogen.

GLOBAL TRANSMISSION AND DISTRIBUTION INDUSTRY

The global transmission and distribution market is expected to reach USD 421.70 billion by 2030, at a CAGR of 5.72% from 2022 to 2030. Transmission and distribution market growth would be driven by increasing demand for energy by the residential, commercial, industrial, agriculture, mining, and other economically fundamental sectors.

The growing need to develop technologies that reduce power loss and energy during transmission and distribution is gaining momentum, thereby significantly contributing to the growth of the global transmission and distribution market.

The increasing population with greater purchasing power has led to an equal increase in the demand for smart homes, offices, appliances, and services, further propelling the energy demand and providing an impetus to the development transmission and distribution market.

RAILWAYS

Indian Railways has made substantial investments to improve safety, increase train speeds, enhance freight efficiency, upgrade passenger amenities, and ensure better connectivity. To stay competitive with other transportation modes, there is an immediate requirement to modernize and expand the railway infrastructure. Therefore, involving the private sector becomes crucial to attract additional funds and efficiency, ultimately leading to the enhancement of railway infrastructure.

The National Rail Plan 2030 proposes to develop a future-ready railway infrastructure for the country to meet demand up to 2050. The goal is to build capacity before the demand and increase the freight modal share of railways. from the current 27% to 45% by 2030. The Budget 2023-24 outlays a total of Rs 2.40 lakh crore as capital investment for the Indian Railways.

The Indian Railways, however, is saddled with an ageing infrastructure; its upgradation will require significant investment and long-term planning. The government has laid out a National Rail Plan Vision to address the challenges and create a future-ready railway system. Plans include redevelopment of 400 railway stations. The infrastructure deficit is evident in the decaying and over-utilised systems. The Railway Station Redevelopment Program aims to deploy 1 lakh crore through PPP to transform the stations and improve passenger amenities.

CIVIL INFRASTRUCTURE IN INDIA

Infrastructure is a key enabler in helping India become a US $5 trillion economy. Investments in building and upgrading physical infrastructure, especially in synergy with the ease of doing business initiatives, remain pivotal to increasing efficiency and costs. Prime Minister Mr. Narendra Modi also recently reiterated that infrastructure is a crucial pillar to ensure good governance across sectors.

The government's focus on building the infrastructure of the future has been evident given the slew of initiatives launched recently. The US$ 1.3 trillion national master plan for infrastructure, Gati Shakti, has been a forerunner to bring about systemic and effective reforms in the sector and has already shown significant headway.

Infrastructure support to the nation's manufacturers also remains one of the top agendas as it will significantly transform goods and exports movement making freight delivery effective and economical.

COMPANY OVERVIEW

Transrail Lighting Limited is a leading infrastructure turnkey solutions provider with a rich pedigree of 39 years. TLL provides comprehensive solutions on a turnkey basis globally, with presence across Power transmission and distribution, Substations, Poles & Lighting, Railways, Civil Constructions.

The Company has competitive advantage through its efficient manufacturing facilities for Towers, Conductors and Poles situated at various strategic locations in India.

The Company has footprints across 50+ countries in Asia, America, Europe and Africa.

The company is rated "CRISIL A (Stable) / CRISIL A1" by CRISIL Ratings as per rating report of July 12, 2022 and "INDRa A+ (Stable) / INDRa A1+ by India Ratings and Research" as per rating report of July 14, 2022.

QUALITY STANDARDS

Our best-in-class quality and process standards promote a safe and secure work environment. These processes ensure systematic project execution, on time completion of deliverables and the highest level of on-site safety. We regularly conduct a comprehensive safety training programme focussed on awareness and prevention.

OUR CERTIFICATIONS

- Certified with ISO 9001:2015, ISO 14001: 2015, ISO 45001:2018 and ISO 27001: 2013

- CE-certified company
- Tower Testing and conductor facilities have been accredited by National Accreditation Board for Testing and Calibration Laboratories

OUR BUSINESS STRATEGIES

- Maintain our top-tier position through diversified growth.
- Continue to optimise execution and operational efficiencies.
- Continue to pursue accretive inorganic growth and new business opportunities.
- Continue to diversify and optimise our financing portfolio.

BUSINESS OVERVIEW

Transmission and Distribution

Domestic Business

Domestic T&D Business: During the year the company bagged orders worth Rs.1732 crores, which includes- 765 kV Banashkantha – Ahmedabad, 765 kV Lakadia – Ahmedabad, 765 kV Khavda – Khavda, 400 kV Neemuch – Mandsaur, 66kV Underground Cabling package, 220kV GIS Bay Extsn. Domestic business continued to become key contributor with revenue for FY 22-23 at Rs.1011 Crore.

International Business

Our international team undertakes turnkey T&D & SS projects in countries outside India. In the international division, the Company achieved a turnover of Rs. 1517.41 crores in FY 2022-23 compared to Rs. 861 in FY 2021-22, achieving a high growth rate of 76%. During the year company completed its projects in Reconductoring work in Jordan & Transmission line work in Ghana. The Company expanded into newer countries such as Suriname wherein Transrail Company executing Underground Cabling work. In Cameroon, we will be constructing a 201 Km Transmission line.

The Company is focusing on expanding its footprint further in various geographies and continuing to be a partner of choice for all. Our Order book for International Business stands at INR 4,735 cr as on March 31, 2023.

Pole and Lighting division

The Poles & Lighting Division has forayed into many new segments diversifying the business and increasing the product basket over the last 2 years. In addition to the self-manufactured poles and high masts at their Silvassa plant they have entered in Sports Lighting, High Masts, Decorative Street Lighting Poles, Surveillance Traffic Poles, LED

Lighting, Solar lighting and power plants, Railway & Metro Head Line Structures etc.

The Pole & Lighting Division has established itself as a leading player and consolidated its position in the Highway lighting and sports lighting segment bagging some very high visibility projects and adding many new prestigious customers.

In the year 2022-23, the division collected orders worth Rs 230 cr, a growth of over 275 percent, the ever highest for the division.

The team bagged major orders in monopolies, 8.3 cr in Bihar, a solar power plant 5 MW, Solar Street lighting worth Rs 8 cr, and decorative pole segments in the state of MP and Rajasthan valuing Rs 5 cr.

In the Poles and Lighting division, the Company achieved a turnover of Rs. 172 crores in FY 2022-23 compared to Rs. 154 crores in FY 2021-22, with a CAGR of 16 5%. achieving continuous growth and reducing the working capital. (Inventory reduced by over 50%.)

The poles and lighting division is growing at a rapid pace with a significant increase in market share and is poised to become a "Numero uno" in the poles & High mast industry soon. The Company has a state-of-the-art plant at Silvassa, one of the longest galvanizing baths in the industry, and world-class machinery such as CNC plasma-cutting machines and submerged arc-welding machines.

Railways

As a diversified business segment, during FY 22-23 Company has executed more than 50% scope of work for M/s Rail Vikas Nigam Limited of Order value of Rs.500 Cr of Track linking, Overhead Electrification and S&T. Also Company has commissioned One Overhead Electrification project for M/s RVNL with 7 nos. of SP/SSP and 35.5 track kilometers of Electrification work for M/s NTPC, Solapur, Maharashtra.

As on 31st March 2023, Railway division has completed Overhead Electrification of 283 track kilometers work along with 19 nos. of SP/SSP and Signaling & Telecommunication work for 7 stations across pan India.

We are optimistic to book more Railway projects, considering the facts, India has the 4th largest railway system in the world, behind only USA, Russia and China.

In the Budget, GoI affirmed highest Capital outlay of INR 2.4 Lakh Crore for Railways Infrastructure creation during FY 23. The Company sees healthy business potentials for Railway Infrastructure creation and is well organized to power these opportunities, with relevant resources and execution practices adopted in the current projects.

Conductors

During FY 2022-23, Company has booked Order for supply of HTLS Conductor (727 Km) from Reputed Renewable Developer and another Order for supply of HTLS Conductor (440 Km) from Central Utility, out of which 30% quantity has been supplied and rest quantity will be supplied in upcoming FY Q1.

FINANCIAL REVIEW

On a Standalone basis, the Company achieved a turnover of INR 3,173.87 Crores for the year ended March 31, 2023 as against INR 2,357.29 Crores for the previous year and on Consolidated basis, the turnover was Rs. 3,172.04 crores for the year ended March 31, 2023 as against Rs. 2,357.21 crores for the previous year. The turnover for the year ended March 31, 2023 grew by 34.64% on standalone basis and by 34.57 % on consolidated basis respectively as compared with the previous year. With an encouraging order book in hand and good market potential in all the business verticals we operate in, your Company is poised for future growth.

HUMAN RESOURCES

The Human Capital of Transrail is the real enabler for transforming lives! The Transrail vision of making a significant change in the lives of people is at the heart of our culture. At the Centre of our developmental strategies is "Our People" with the key objectives being their growth, continuous learning, and enhancement of their potential.

The Human Resource function played a vital role this year in supporting the businesses by creating a future talent pipeline, building capabilities through core competencies

development, intensive COVID Care for employees and engaging employees during work from home.

The thrust has been on talent mobility, diversity, and integration. On the capabilities front the focus has been on creating subject matter expertise in new business areas such as Substations, Civil and Railways businesses. This has led to lateral hiring across key roles ensuring that the company creates a strong sustainable talent pipeline to support business growth and bring in new capabilities.

Our state-of-the-art UDAN Graduate Development Program has paved the way for the youth of the country to participate in Transrail's nation-building vision. A batch of aspiring graduate & postgraduate Engineers, Chartered Accountants and Cost & Management Accountants were on board through this initiative. The bench strength thus will be built through a talent pipeline, as fuel for growth across all our businesses. These programs emphasize to edifice Transrail's Core Competencies in the new talent and foster the Leadership of Tomorrow.

With the rapid growth seen in our International Business, opportunities were opened up for the internal talent pool through the Internal Job Posting (IJP) process. This has created a plethora of opportunities for employees as they can now benefit from the growth in international business.

CORPORATE SOCIAL RESPONSIBILITY

Corporate Social Responsibility (CSR) is an integral part of Transrail's business. The Company constantly undertakes meaningful initiatives to bring difference in its surrounding communities. The Company has identified different focus areas where it intends to work and develop over the next few years:

- Development of skill sets of people in vocational areas
- Support farmers and villages in a more inclusive and involved exercise to improve agriculture.
- Healthcare and medical access
- Education
- Water and sanitation
- Access to energy
- Promote inclusive and sustainable industrialization.

INTERNAL CONTROL SYSTEMS

The internal control framework is designed to ensure proper safeguarding of assets, maintaining proper accounting records and providing reliable financial information and other data. This system is supplemented by internal audits, reviews by the management and documented policies, guidelines and procedures.

The Company has a well-defined organizational structure, authority levels, internal rules and guidelines for conducting business transactions. The Company intends to undertake further measures as necessary in line with its intent to adhere to procedures, guidelines and regulations applicable in a transparent manner. Internal audit department of the Company carries out the internal audit of the Company operations and reports its finding to the audit committee.

In this process, the internal audit also evaluates the functioning and quality of internal controls and provides assurance of their adequacy and effectiveness through periodic reporting. The internal audit is carried out as per risk-based internal audit plan which is reviewed by the audit committee of the Company. The committee periodically reviews the findings and suggestions for improvement and is apprised on the implementation status in respect of the actionable items.

RISK MANAGEMENT

Transrail continued to enhance a comprehensive system that helps promptly identify risks that affect the Company, assess their materiality, and take measures to minimize both the likelihood of risks being realized and losses they can lead to.

The Company has a unified risk assessment and management methodology: goals, objectives, and principles of setting up and operating the corporate risk management system.

Risk management is applied across all management levels and functional and project areas.

BUSINESS CONTINUITY RISK

The Company's business may not be relevant in the coming years.

Mitigation: The Company has been selected to be present in the power transmission infrastructure segment, which is critical to national growth. The Company is diversifying into relevant high-growth segments (sub-stations and railways).

QUALITY RISK

A decline in the quality of the products of the Company may lead to fall in the sales.

Mitigation: The Company has more than 37 years of cumulative domain knowledge across various engineering products like transmission towers and poles for lighting and distribution. Integrated manufacturing units, focused management and committed production and quality control team make them the preferred choice for the customers not only in India but across the globe. The Company has received several global certifications, reinforcing the Company's commitment towards quality.

COMPETITION RISK

Increased competition could affect profitability.

Mitigation: With more than three decades of T&D experience, the Company has elaborate business insights. The Company's backward integration has enhanced competitiveness and product quality. The Company is among a handful in its industry present across the value-chain (in-house designing to tower testing to manufacturing (tower and conductors) to installation), a unique competitive edge.

GEOGRAPHY RISK

Over dependence on any specific geography could impact the Company's performance owing to a slowdown in the particular geography.

Mitigation: The Company expanded to more than 46 countries to de-risk from dependence on the Indian market.

WORKING CAPITAL RISK

Stretched working capital management could impact viability.

Mitigation: The Company takes several initiatives to optimise its receivables cycle across its business divisions, the full impact of which is likely to be visible across the coming couple of years.

COMMODITY RISK

Commodity Risk could significantly impact the profitability of the Company.

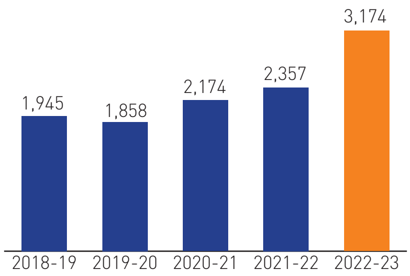
Mitigation: The Company believes in keeping its commodity exposures hedged to optimum levels and measures and manages these risks centrally. It carries out periodic reviews of these risks at appropriate levels.

Disclaimer

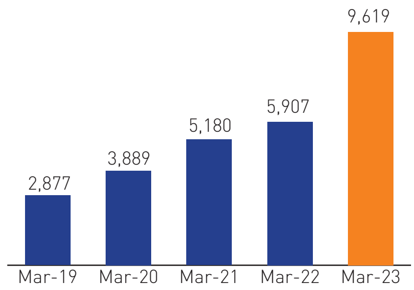
This document has statements about expected future events, financial and operating results of Transrail Lighting Limited, which are forward-looking. By their nature, forward looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirely by the assumptions, qualifications and risk factors referred to in the management's discussion and analysis of Transrail Lighting Limited's Annual Report, FY2023.

Five Year at a Glance

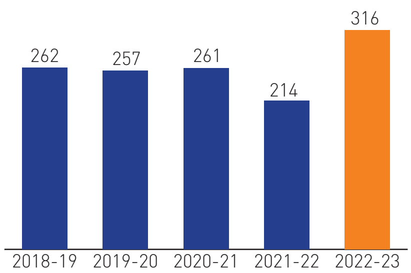
Revenue
(₹ In Cr)



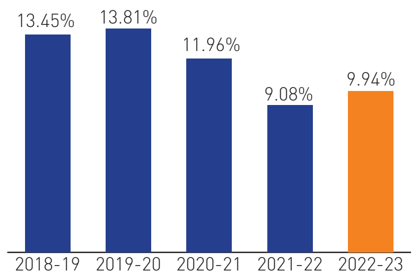
Un-executed Orderbook
(₹ In Cr)



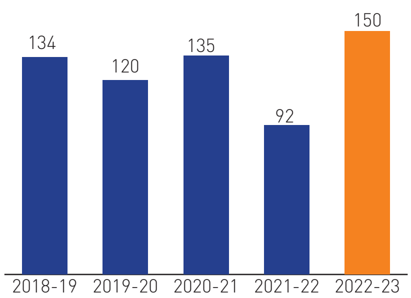
EBITDA
(₹ In Cr)



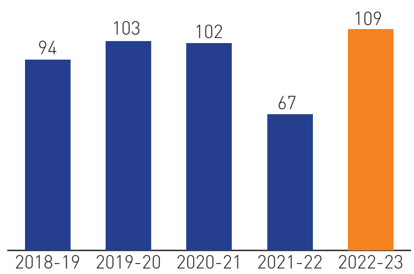
EBITDA Margin
(%)



PBT
(₹ in Cr.)



PAT
(₹ in Cr.)



DIRECTOR'S REPORT

Your Directors have pleasure in presenting their 16th Annual Report together with the Consolidated and Standalone Audited Financial statements of the Company for year ended 31st March 2023.

1. FINANCIAL RESULTS:

(Amount – INR in Crores)

Particulars	*Consolidated		*Standalone	
	31st March, 2023	31st March, 2022	31st March, 2023	31st March, 2022
Total Revenue	3,172.04	2,357.21	3,173.87	2,357.29
Total Expenses	3,024.72	2,266.54	3,023.71	2,265.37
Profit / (Loss) before tax	148.29	90.17	150.16	91.92
Tax expense	40.73	25.46	40.73	25.46
Profit / (Loss) after tax	107.56	64.71	109.43	66.46

*The figures have been re-grouped wherever necessary

2. BUSINESS OPERATIONS:

On a Standalone basis, the Company achieved a turnover of INR 3,173.87 Crores for the year ended March 31, 2023 as against INR 2,357.29 Crores for the previous year and on Consolidated basis, the turnover was Rs. 3,172.04 crores for the year ended March 31, 2023 as against Rs. 2,357.21 crores for the previous year. The turnover for the year ended March 31, 2023 grew by 34.64% on standalone basis and by 34.57 % on consolidated basis respectively as compared with the previous year.

With an encouraging order book in hand and good market potential in all the business verticals we operate in, your Company is poised for future growth.

Domestic T&D: Domestic Business Revenue grew to INR 1,058.13 Crore from INR 859 Crore in FY22-23. During the year the Company secured orders worth INR 1,709 Crores, which majorly includes - 765 kV and 400 kV of Transmission line projects, 220kV GIS substations and 66kV underground cabling projects.

We continue to be a partner of choice for all T&D projects including substations in the domestic market on the back of successfully completed projects across the country.

Under Railways business: We continue to utilize core competencies and have successfully diversified into Railway business which is continuing to gain gradual traction. During Financial Year 22-23 the company has executed more than 50% scope of work for M/s Rail Vikas Nigam Limited orders which valued INR 500 Crore and involved Track linking, Overhead Electrification and S&T.

Conductor Business: Apart from supporting the T&D vertical for supply of conductors, this division caters to direct supply market with a wide variety of products including conventional and HTLS conductors. During FY 2022-23, Conductor division has booked order for supply of HTLS Conductors from various reputed clients.

International T&D: During the year International Business Revenue has grown exponentially to INR 1,517.41 Cr from INR 861 Crore Projects across the globe majorly contributed by Bangladesh & Africa has been part of this stupendous growth journey.

The Order book for International business has also seen steep growth by adding orders worth INR 4,735 Crore during FY-2022-23 from geographies like Bangladesh, Oman, Burundi, Cameroon, Eswatini, Gambia and Suriname.

During the year International Business has received one of the single largest landmark project of River Crossing of Padma & Jamuna river in Bangladesh.

International Business vertical is looking forward on delivering it's large unexecuted order book in the coming period and to continue its momentum of growth in execution and adding projects with decent margins across various geographies.

Poles and Lighting Business: Poles and Lighting business showed improved Revenue at INR 171.7 Crore for FY 22-23. This revenue is good mix of high masts, poles, sports lighting and SITC (Supply Installation Testing and Commissioning) of lighting projects along with new segments added such as solar, decorative poles, façade lighting etc.

The Pole business kept the momentum of securing orders from developers for smart city projects and also emerged as preferred contractor for highway lighting projects .

The division also ventured into major solar projects with 5 MW power plant from BREDA in Bihar and also large orders for solar street lighting for the "Jal Jeevan Mission" of UP Government. The division has also ventured into fiber based decorative poles apart from being one stop solution for all outdoor lighting needs and works on the basis of "concept to commissioning" in highway lighting, airport and stadium lighting.

Civil :Revenue from Civil Business stood at INR 332.23 Crore for FY 22-23. To further strengthen position in the Bridges and Elevated Roads business, Civil Business has secured another project in state of Bihar for constructing a 4 Km Long Elevated Road in Begusarai Bridge valuing to INR 256 crores.

The Mega project of Kosi River Bridge which is one of the longest river bridge in India spanning over 10.2 Km in length with a value of close to INR 1,000 Crore is progressing at a planned manner and the Company is taking all steps to mitigate the impact of pandemic and an extended monsoon season.

Similarly, the cooling Tower projects in Yadadri and Udangudi are progressing well.

3. DIVIDEND:

With a view to conserve resources, your Directors do not recommend any dividend.

4. SHARE CAPITAL & RESERVES:

The paid up share Capital of your company increased by Rs. 9,00,000/- during the Financial Year 2022-23 on account of the equity shares allotted under the TLL Employee Stock Options Scheme-2019. As on March 31, 2023, the paid up share capital of your Company stood at Rs. 22,79,84,400/-.

The Financial Institutions now hold 5.30% shares in your company.

The reserves of your company increased by a healthy Rs. 110.98 Crore during the year to a total of Rs. 758.05 Crore.

5. DIRECTORS:

A. As on date, the Board of Directors consists of 7 Directors as detailed hereunder:-

Sr. No.	Name of the Director	Category	Changes which took place during the F.Y. 2021-22
1	Mr. Digambar C. Bagde	Executive Chairman	Re-appointed as the Executive Chairman of the Company w.e.f. 01st October, 2022
2	Mr. Randeep Narang	Managing Director & Chief Executive Officer	-
3	Mr. Jeevan Lal Nagori	Director-Finance	
4	Mr. Srikant Chaturvedi	Non-Executive Director	
5	Mr. Narayana Rao Sai Mohan	Independent Director	*Re-appointed as an Independent Director w.e.f. 05th June, 2022
6	Ms. Ravita Punwani	Independent Director	-
7	Mr. Sanjay Verma	Non-Executive Director	-

B. **Directors who ceased office during the Financial Year 2022-23:-**

Sr. No.	Name of the Director	Changes which took place during the F.Y. 2022-23
	NA	

6. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

There were no material changes and commitments affecting the financial position of the Company between the end of the financial year and date of the report.

7. FOREIGN EXCHANGE INFLOW AND OUTFLOW:

During Year 2022-23	₹ (In Crores)
Actual Foreign Receipts during 2022-23	1647.30
Actual Foreign Payments during 2022-23	775.97

8. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

Pursuant to section 134(3) (n) of the Companies Act, 2013, the company has in place a risk management policy.

ANNEXURE A TO AUDITOR'S REPORT

The company is engaged in the Engineering, Procurement and Construction business and is exposed to various risks in the businesses it operates. The company has in place a risk management policy. The risk management mechanism forms an integral part of the business planning and operations. The identification, analysis and risk mitigants are an ongoing and recurring part of the processes and are monitored on a regular basis.

As part of the risk assessment and minimization procedures, your Company is regularly identifying risk areas with regard to the operations of the Company and initiates necessary steps, wherever possible, for risk minimization. Your Company's Board is conscious of the need to review the risk assessment and minimization procedures on regular intervals.

Your Company has formed a Risk Management Committee constituted by Mr. Digambar C. Bagde- Executive Chairman, Mr. Randeep Narang- Managing Director & Chief Executive Officer, Mr.Srikant Chaturvedi- Non Executive Director and Ms. Gandhali Upadhye- General Manager-Legal & Company Secretary.

9. DEBENTURES

Your Company is creating a debenture redemption reserve out of profits of the Company available for distribution in respect of debenture liability transferred to it as a part of Business Transfer Agreement and Scheme of Arrangement although novation of such liability is yet to be approved by the debenture holders.

There were no new debentures issued during the current year.

10. PUBLIC DEPOSITS:

Your Company did not invite or accept deposits from public during the year under review.

11. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There are no significant and material orders passed by the Regulators or Courts or Tribunals which will impact the going concern status and Company' operation in future.

12. CHANGE IN NATURE OF BUSINESS

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

13. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

As on date of this report and pursuant to provisions of Section 203 of the Companies Act, 2013 the following personnel are Key Managerial Personnel and Executive Director(s) of the Company:

Sr. No	Name of the Personnel	Designation	Changes during the Financial Year 2022-23
1.	Mr. Digambar C. Bagde	Executive Chairman	Re-appointed as the Executive Chairman of the Company w.e.f. 01st October, 2022
2.	Mr. Randeep Narang	Managing Director & Chief Executive Officer	-
3.	Mr. Jeevan Lal Nagori	Director Finance	-
4.	Ms. Gandhali Upadhye	Company Secretary	-
5.	Mr. Vasant Savla	Chief Financial Officer	Ceased to be the Chief Financial Officer w.e.f. 06.12.2022
6.	Mr. Sanjay Kumar Agrawal	Chief Financial Officer	Appointed as the Chief Financial Officer w.e.f. 06.12.2022

14. AUDITORS:

Statutory Auditors: M/s. Nayan Parikh & Co., Chartered Accountants (Firm Registration No. 107023W) are the Statutory Auditors of the Company till the conclusion of the Company's Annual General Meeting for the financial year 2026-27.

Branch Audits: In terms of provision of Sub-section (8) of section 143 of the act read with rule no 12 of the Companies (Audit and Auditors) rules, 2014, the audit of the accounts of the branch offices of the company located outside the countries are conducted by persons or Firms qualified to act as Branch auditors in accordance with the law of that country.

Cost Auditors: The maintenance of cost records as specified by the Central Government under section 148(1) of the Companies Act, 2013 is required by the Company and accordingly, such accounts and records are duly made and maintained. The Board on the recommendation of the Audit Committee appointed M/s. ABK & Associates, Cost Accountants to conduct the Cost Audit for the year 2022-23.

The Company has filed the cost audit report for the year 2021-22 with the Ministry of Corporate Affairs.

Secretarial Auditors: In terms of the provisions of section 204 of the Act and rule 9 of the Companies (Appointment and Remuneration of managerial Personnel) Rules 2014 the Board appointed M/s. A. M. Sheth and Associates, Practicing Company Secretaries as the secretarial Auditors for the year FY 2022-23.

15. EXTRACT OF ANNUAL RETURN:

The extract of Annual Return as per Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, is annexed to the report as **Annexure "A"** in prescribed form MGT-9.

16. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY SECRETARIAL AUDITOR.

The Secretarial Auditors Report given in Form MR-3 is forming part of this Board Report. There were certain suggestions/ observations made by the Secretarial Auditor in its report and the management is taking required actions for the same.

17. DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134 (5) of the Companies Act, 2013, your Directors confirm that:

a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

b) the selected accounting policies were applied consistently and the Directors 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 as at March 31, 2023 and of the profit of the Company for the year ended on that date;

c) proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act,2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the annual accounts have been prepared on a going concern basis;

e) Company has followed adequate internal financial controls in preparing its financial statements;

f) proper systems to ensure compliance with the provisions of all applicable laws have been devised and such systems are adequate and are operating effectively.

18. DECLARATION BY THE INDEPENDENT DIRECTORS

Your Company has received declaration from all the Independent Directors of the Company confirming that they meet with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013. The Declaration received from the independent Directors was taken on record by the Board of Directors.

19. NOMINATION AND REMUNERATION COMMITTEE & POLICY:

The Nomination and Remuneration Committee (NRC) of your Company was re-constituted on 27th September,2021. The following Directors are the Members of the Committee as on the date of this Report-

1. Mr. Srikant Chaturvedi- Chairman;
2. Mr. Narayana Rao Sai Mohan- Member; and
3. Ms. Ravita Punwani- Member

The Nomination & Remuneration Committee of the Company has formulated a policy ensuring:-

(a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;

(b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:

The NRC Policy of the Company is available on the website of the Company i.e. www.transrail.in under "Investors Center" tab.

20. NUMBER OF MEETINGS OF THE BOARD

During the period under review, 10 (Ten) Board Meetings were held by the company.

21. AUDIT COMMITTEE

During the period under review, 3 (Three) Audit Committee Meeting were held by the company.

The Audit Committee of your Company was re-constituted on 26th February, 2022.The following Directors are the Members of the Committee as on the date of this Report.

1. Mr. Srikant Chaturvedi- Chairman;
2. Mr. Narayan Rao Sai Mohan- Member; and
3. Ms. Ravita Punwani- Member; and

22. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE AND DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Corporate Social Responsibility Committee of your Company was re-constituted on 20th August, 2021. The following Directors are the Members of the Committee as on the date of this Report:-

1. Mr. Digambar C. Bagde- Chairman;
2. Mr. Srikant Chaturvedi- Member;
3. Mr. Narayana Rao Sai Mohan- Member; and
4. Ms. Ravita Punwani- Member

Your Company has a duly approved CSR Policy. The role of the Corporate Social Responsibility Committee is inclusive of the following:

(i) Formulate and recommend to the Board a Corporate Social Responsibility Policy to indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and amendment thereof.

(ii) Recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company.

During the financial year 2022-23, your Company was required to incur an expenditure of Rs. 5.31 crores (including the amount remaining unspent during the previous financial year) towards CSR activities. During the financial year 2022-23, your Company incurred the following expenditure:-

	CSR obligation remaining unspent for the FY 2020-21 (INR in crs)	CSR obligation remaining unspent for the FY 2021-22 (INR in crs)	Actual CSR obligation for the FY 2022-23 (INR in crs)	TOTAL (INR in crs)
Amount required to be incurred during the FY 2022-23	1.03	2.34	**1.95**	**5.32**
Amount incurred during the Financial Year 2022-23	1.03	1.77	**0.51**	**3.31**
Amount remaining unspent as on 31st March, 2023	Nil	0.57	**1.44**	**2.01**

Your Company had opened an "**Unspent Corporate Social Responsibility**" bank account wherein the Company has deposited amount remaining unspent as on 31st March, 2023 pertaining to ongoing CSR projects commenced during the FY 2022-23.

The report on CSR activities is set out in **Annexure "B"** to this Board's Report.

The CSR Policy of the Company is available on the website of the Company i.e. www.transrail.in under "Investors Center" tab.

23. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

During the year under review, no new investments were made by the Company. The details of loans given during the year under review are as under:

Company	Loan Given (INR in crore)	Investment made (INR in crore)
Transrail International FZE	2.28	NA
Transrail Lighting Nigeria Ltd	0.68	NA
Transrail Lighting Malaysia SDN BHD	0.04	NA
Burberry Infra Private Limited	12.50	NA

24. PARTICULARS OF CONTRACT/ ARRANGEMENT WITH RELATED PARTIES

All contracts/arrangements/transactions entered by the Company during the year April 1, 2021 to March 31, 2022 with related parties were in the ordinary course of business. The Particulars of contracts/arrangements with related parties in Form AOC-2 are provided in **Annexure " C"** to this Report.

25. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

Your Company has incorporated following wholly owned subsidiaries:

Name of the subsidiary	Country of Incorporation	Date of Incorporation
Transrail International FZE	UAE	09-01-2018
Transrail Lighting Nigeria Limited	Nigeria	20-04-2018
Transrail Lighting Malaysia SDN. BHD.	Malaysia	26-07-2018
Transrail Structures America INC	USA	02-10-2018

Your Company also holds a 50% equity stake in the share capital of Burberry Infra Private Limited.

A summary of the performance highlights for the year ended March 31, 2023 of operating subsidiaries & Associates is tabulated hereunder:-

Particulars	Transrail International FZE (Amount in Dirhams)	Transrail Lighting Malaysia SDN BHD Private Limited (Amount in RM)	Transrail Lighting Nigeria Limited (Amount in Naira)	Transrail Structures America INC (Amount in USD)	Burberry Infra Private Limited (Amount in INR)
Total Revenue	1,711,454	231	189,548,285	0	1,74,30,218
Total Expenses	1,519,334	24,823	282,898,403	1740.26	3,65,71,356
Profit / (Loss) before tax	192,120	(24,592)	(93,350,118)	(1740.26)	(1,91,41,138)
Tax expense	0	0	0	0	-
Profit / (Loss) after tax	192,120	(24,592)	(93,350,118)	(1740.26)	(1,91,41,138)

A Statement containing salient features of the financial statement of subsidiaries or associate companies or Joint ventures is annexed to this Report as Annexure "**D**" in Form AOC- 1.

26. PARTICULARS OF EMPLOYEES:

During the year under review, following are the employees in receipt of remuneration requiring disclosure pursuant to the provisions pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Name of employee	Designation	Remuneration during FY 22-23 including commission incentive & perquisites)
Mr. Digambar C. Bagde	Executive Director	₹ 3,66,39,600/-
Mr. Randeep Narang	Managing Director & Chief Executive Officer	₹ 3,64,93,397/-
Mr. Jeevan Lal Nagori	Director-Finance	₹ 1,15,97,675/-
Mr. D. Suryanarayana	Chief Operating Officer-Domestic Business	₹ 1,13,25,580
Mr. Pankaj Tandon	Chief Operating Officer-International Business	₹ 1,56,53,855

27. PARTICULARS UNDER COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988:

A. Conservation of Energy & Technology Absorption:

Your Company has undertaken many efforts for conservation of energy. Effective utilization of Plant and Machinery at the project sites has been leading to significant energy conservation.

- Your Company has bought back 10 number of welding machines over thyristor machines. This has resulted in energy savings amounting to Rs. 6.4 lacs per annum.
- Your Company has upgraded has its existing PLC controlled SAW machines. This has resulted in energy savings amounting to Rs. 1.3 lacs per annum.
- Your company has made provision to provide refrigerated air dryerto the compressed air from the plasma machines. This has resulted in cost savings amounting to Rs. 2.18 lacs per annum.
- Your Company has replaced Low Dropout (LDO) by Liquid Petroleum Gas (LPG) resulting in fuel & energy savings of approximately Rs. 36lacs per annum.
- Your Company has replaced the sheds of its fabrication units with FRP transparent sheets. This has resulted in energy savings amounting to Rs. 0.75 lacs per annum.
- You Company has installed Variable Frequency Drive (VFD) to control the utilization of power by heavy duty motors;

B. Research and Development (R & D):

The Company on a continued basis tries to improve its construction technology in order to support the onsite teams. The need of the hour is to increase efforts for standardization of equipment, framework, structural designs and construction procedures. The current market challenges demand more focus on Research and Development and the Company endeavors to continue doing so.

- Your Company has supplied and erected giant masts at 2 of the most iconic cricket stadiums In the Country i.e. Chinnaswamy Cricket Stadium and Vadodara Cricket Stadium.
- Your Company manufactures and supplies Railway Masts to Finland.
- Manufacturing the highest gantry structures developed in pipes for L&T- Samruddhi Highway.
- Your Company has started manufacturing and supply of Latching Mast (Advanced version of Regular High Mast).
- The Vadadla plant of your Company has proposed installation of solar roof tops.

The company has introduced & using Sagging bridges, light weight ladders , new version winches, light weight pilot ropes, DGPS instruments for survey, telescopic cranes etc. in construction of transmission lines.

The Company has created mfg. facility and manufactured Copper Contact wire which is used in Rly OHE. The conductor unit developed the capabilities and manufactured & successfully tested the new technology products like TS Conductor (with Carbon core), Thermal alloy wire rods, TACSR (high ampacity thermal alloy conductor with Al.clad steel reinforced), ACSS conductors which will generate more business in coming years.

The company is continuously upgrading to the new technologies and adding machines / upgrading the machineries in manufacturing plants like CNC fabrication machines, CNC Plate Shearing m/c , CNC Plasma machine, High Capacity Electrical heat treatment furnace. Implemented SAP - S4Hana .

The company is focused on employee training for continual upgradation their skills in the areas like functional, managerial, leadership & behavioral skills.

Virtual witness of tower testing was conducted for international and domestic clients during lockdown period which was well appreciated by the clients.

C. Environment:

For the betterment of environment, your company has received a revised consent in which tons of spent acid can be sold instead of its treatment in Effluent Treatment Plant (ETP).

Your Company made arrangements to provide Touch-Free Foot-Operated Water Taps to avoid Wastage and maintain Hygiene specially during these pandemic times.

Adoption of an ecobrick concept to create a reusable building block that achieves plastic sequestration.

Your company has planted various plants in & around its Factories and provided various Rain water harvesting points in Factory.

28. PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

Your Company has in place the "Prevention of Sexual Harassment of Women at Workplace Policy."

The details of the complaints received under the same are as under:-

Sr. No.	Particulars	Number
1	No. of complaints received during the year	Nil
2.	No. of complaints disposed off during the year	NA
3.	No. of cases pending for more than 90 days	NA
4.	No. of workshops/ awareness programs against Sexual Harassment carried out	All employees have been imparted personal/e-module training
5.	Nature of action taken by Employer/ District Officer	NA

29. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has put in place all the necessary internal controls and checks and balances which are being reviewed on a continuous basis to ensure that the assets and resources of the Corporation are safeguarded.

Your Company has appointed Head Internal Audit to conduct internal audit at its units/ branches whose periodic reports are reviewed by the Management for bringing about possible improvement wherever necessary.

30. EMPLOYEE STOCK OPTION SCHEME

As per the "TLL Employee Stock Options Scheme-2019" ("the Scheme"), 60,000 Employee Stock Options were granted with the Option Holder having the right to subscribe to one equity share of the Company against each option held. The exercise price was fixed at Rs. 418/- per option.

I. During the Financial Year 2020-21, your Company had come with a corporate action for Rights Issue of 42,00,000 equity shares (ratio of 1:1) at a price of Rs. 80/- each (Face value @ Rs. 10/- per share and premium @ Rs. 70/- per share) aggregating to Rs.33,60,00,000/- on Right basis.

   Thus, in accordance with Clause VII(2) of the scheme, keeping in view the above corporate action of right issue after grant of options, the following changes were carried out to the ESOP Plan:-

   1. The exercise price of the options was adjusted to Rs. 498/- (Rs. 418/- plus Rs. 80/-) per option and;
   2. The Option Holder shall have the right to subscribe/ apply for two equity shares of the Company against each option.

II. During the Financial Year 2021-22, your Company had come with a corporate action for Rights Issue of 1,51,38,960 equity shares (ratio of 2:1) at a price of Rs. 20/- each (Face value @ Rs. 10/- per share and premium @ Rs. 10/- per share) aggregating to Rs.30,27,79,200/- on Right basis.

   Thus, in accordance with Clause VII(2) of the scheme, keeping in view the above corporate action of right issue after grant of options, the following changes were carried out to the ESOP Plan:-

   1. The exercise price of the options was adjusted to Rs. 578/- (Rs. 498/- plus Rs. 80/-) per option and;
   2. The Option Holder shall have the right to subscribe/ apply for six equity shares of the Company against each option.

Accordingly, Mr. Digambar Bagde (the "Option Holder") exercised his right in 15,000 options vested upon him which entitled him to 90,000 equity shares. These shares were duly allotted to him during the year under review.

The exercise period for the options under TLL Employee Stock Options Scheme-2019 is over and all the unexercised options have lapsed.

31. VIGIL MECHANISM/ WHISTLE BLOWER POLICY:-

The Audit Committee in its meeting held on 30th July, 2022 had approved the Vigil Mechanism Policy to be adopted by the Company.

The following personnel constitute the Vigil Mechanism Committee:-

a. Mr. Randeep Narang- Managing Director & Chief Executive Officer;

b. Mr. Srikant Chaturvedi- Non-Executive Director.

All the complaints under the Vigil Mechanism Policy are addressed to the mail id whistle.blower@transraillighting.com.

32. ACKNOWLEDGEMENTS

Your Directors thank all its valued customers and various Government, Semi-Government and Local Authorities, Suppliers and other Business Associates. Your Directors appreciate continued support from Banks and Financial Institutions and look forward to their co-operation in the future. Your Directors place on record their appreciation of the dedicated efforts put in by the employees at all levels and wish to thank the Shareholders and all other stakeholders for their unstinted support and co-operation.

For and on behalf of the Board of Directors

Digambar Bagde Executive Chairman	**Randeep Narang** Managing Director & Chief Executive Officer

Place : Mumbai
Dated : 31.05.2023

ANNEXURE "A" TO THE BOARD'S REPORT
FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN for the Financial Year Ended as on 31st March, 2023

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

(i)	CIN:	U31506MH2008PLC179012
(ii)	Registration Date:	18/02/2008
(iii)	Name of the Company:	TRANSRAIL LIGHTING LIMITED
(iv)	Category/Sub-Category of the Company:	Company limited by Shares and having share capital/ Indian Non Govt. Company
(v)	Address of the Registered Office and Contact Details:	501 A,B,C,E, Fortune 2000, Bandra Kurla Complex, Bandra East, MUMBAI – 400 051 Tel No : 91- 22- 61979600 Email : cs@transraillighting.com Website : www.transrail.in
(vi)	Whether Listed Company:	No
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any:	Link Intime India Pvt Ltd C 101, 247 Park, LBS Rd, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra 400083 Tel No: 022-49186000 Website : www.linkintime.co.in

II. PRINICIPAL BUSINESS ACTIVITIES OF THE COMPANY:

Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
Engineering and Construction activities	42101, 42201, 42204	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
Ajanma Holdings Pvt. Ltd (formerly known as Bilav Software Pvt. Ltd) 203-E Vastu Prestige New Link Road, Andheri (West) Mumbai MH 400053 IN	U72200MH1989PTC054330	Holding	92.43	2(87)
Transrail International FZE (UAE)	NA	Subsidiary	100.00	2(87)
Transrail Lighting Nigeria Limited	NA	Subsidiary	100.00	2(87)
Transrail Lighting Malaysia SDN BHD	NA	Subsidiary	100.00	2(87)
Transrail Structures America Inc	NA	Subsidiary	100.00	2(87)
*Burberry Infra Private Limited	U70109MH2021PTC360006	Associate	50.00	2(6)

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Shareholding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	21,072,738	-	21,072,738	92.80	21,072,738	-	1,072,738	92.43	-0.37
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	21,072,738	-	21,072,738	92.80	21,072,738	-	21,072,738	92.43	-0.37
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	**21,072,738**	**-**	**21,072,738**	**92.80**	**21,072,738**	**-**	**21,072,738**	**92.43**	**-0.37**
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	1,104,290.00	-	1,104,290.00	4.86	1,104,290.00	-	1,104,290.00	4.84	-0.02
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	**1,104,290.00**	**-**	**1,104,290.00**	**4.86**	**1,104,290.00**	**-**	**1,104,290.00**	**4.84**	**-0.02**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(2) Non Institutions									
a) Bodies Corp.								-	
i) Indian	182,524	-	182,524	0.80	182,524	-	182,524	0.80	-0.00
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	348,888	-	348,888	1.54	438,888	-	438,888	1.93	0.39
c) Others									
Sub-total (B)(2):-	**531,412**	**-**	**531,412**	**2.34**	**621,412**	**-**	**621,412**	**2.73**	**0.39**
Total Public Shareholding (B)=(B)(1)+ (B)(2)	**1,635,702**	**-**	**1,635,702**	**7.20**	**1,725,702**	**-**	**1,725,702**	**7.57**	**0.37**
C. Shares held by Custodian for GD₹ & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**22,708,440**	**-**	**22,708,440**	**100.00**	**22,798,440**	**-**	**22,798,440**	**100.00**	**-**

(ii) Shareholding of Promoters:

Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
Ajanma Holdings Private Limited	21,072,738	92.80%	-	21,072,738	92.43%	-	**-0.37%**

(iii) Change in Promoters Shareholding (Please specify, if there is no change) No changes

Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	21,072,738	92.80		
At the End of the year			**21,072,738**	**92.43**

(iv) Shareholding Pattern of Top Ten Shareholders as on the date of commencement of the Financial Year (other than Directors, Promoters and Holders of GDR's and ADR's)-NA

Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year		% change in share holding during the year (*)
	No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company	
ICICI Bank Limited	2,09,140	0.92%	2,09,140	0.92%	0.00%
IDBI Bank Limited	1,88,874	0.83%	1,88,874	0.83%	0.00%
*Canara Bank-Mumbai	1,87,302	0.82%	2,80,953	1.23%	0.41%
Punjab National Bank	1,21,531	0.54%	1,21,531	0.53%	0.00%
Canara Bank	1,21,291	0.53%	1,21,291	0.53%	0.00%
IDBI Trusteeship Services Limited	1,04,570	0.46%	1,04,570	0.46%	0.00%
Gammon India Limited	77,954	0.34%	77,954	0.34%	0.00%
Union Bank of Indian	72,186	0.32%	72,186	0.32%	0.00%
UCO Bank	52,333	0.23%	52,333	0.23%	0.00%
Punjab National Bank	42,782	0.19%	42,782	0.19%	0.00%

*The change in % is due to the consolidation of shares into a single folio which were earlier held under 2 different folios by Canara Bank-Mumbai

(v). Changes in Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDR's and ADR's)-NA

NA

(vi) Shareholding of Directors and Key Managerial Personnel:

For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Mr. Digambar C. Bagde				
At the beginning of the year	213,708	0.94		
01.08.2022 (Allotment under ESOP Scheme)	90,000	0.39	303,708	1.33
At the End of the year			303,708	1.33
Mr. Randeep Narang				
At the beginning of the year	-	0.00%		
At the End of the year			**-**	**0.00%**
Mr. Jeevanlal Nagori				
At the beginning of the year	-	0.00%	-	0.00%

For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the End of the year			-	0.00%
Mr. Srikant Charurvedi				
At the beginning of the year	-	0.00%	-	0.00%
At the End of the year			-	0.00%
Mr. Narayanarao Sai Mohan				
At the beginning of the year	15,012	0.07%	-	0.00%
At the End of the year			15,012	0.07%
Ms. Ravita Punwani				
At the beginning of the year	-	0.00%		
At the End of the year			-	0.00%
Mr. Sanjay Verma				
At the beginning of the year	-	0.00%		
At the End of the year			-	0.00%
Ms. Gandhali Upadhye				
At the beginning of the year	-	0.00%	-	0.00%
At the End of the year			-	0.00%
^Mr. Vasant Savla				
At the beginning of the year	-	0.00%		
At the end of the year			-	0.00%
^Ceased to be a KMP w.e.f. 06.12.2022				
^^Mr. Sanjay Kumar Agrawal				
At the beginning of the year	-	0.00%		
At the end of the year			-	0.00%
^^ Appointed as KMP's w.e.f. 06.12.2022				

V. INDEBTEDNESS

Indebtedness of the Company including Interest Outstanding/Accrued but not due for Payment:

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-		-	-
i) Principal Amount	4,766,038,801	245,220,971	-	**5,011,259,772**
ii) Interest due but not paid	18,539,015		-	**18,539,015**
iii) Interest accrued but not due	212,843,710		-	**212,843,710**
Total (i+ii+iii)	**4,997,421,526**	**245,220,971**		**5,242,642,497**
Change in Indebtedness during the financial year				-
·Addition	1,987,252,612	151,393,607	-	**2,138,646,219**
·Reduction	-1,191,066,603	-	-	**-1,191,066,603**
Net Change	**796,186,009**	**151,393,607**		**947,579,616**
Indebtedness at the end of the financial year				-
i) Principal Amount	5,533,696,369	396,614,578	-	**5,930,310,947**
ii) Interest due but not paid	13,263,055	-	-	**13,263,055**
iii) Interest accrued but not due	246,648,111	-	-	**246,648,111**
Total (i+ii+iii)	**5,793,607,535**	**396,614,578**	**-**	**6,190,222,113**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-Time Directors and Key Managerial Personnel:

Name of the Managing Director/ Whole-Time Director/ Key Managerial Personnel	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Value of perquisites u/s 17(2) Income-tax Act, 1961	Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Stock Options	Sweat Equity	Commission	Others (if any)	Total
Mr. Digambar C. Bagde	28,272,000	1,017,600	-	7,350,000	-	-	-	36,639,600
Mr. Randeep Narang	32,071,397	222,000	-	-	-	4,200,000	-	36,493,397
Mr. Jeevanlal Nagori	10,097,675	-	-	-	-	1,500,000	-	11,597,675
Ms. Gandhali Upadhye	2,373,032	-	-	-	-	-	-	2,373,032
^Mr. Vasant Savla	4,949,044	-	-	-	-	-	-	4,949,044
^^Mr. Sanjay Kumar Agrawal	2,633,888	-	-	-	-	-	-	2,633,888

^For the period from 01st April, 2022 till 06th December, 2022.
^^For the period from 06th December, 2022 till 31st March, 2023.

B. Remuneration to Other Non-Executive Directors & Independent Directors

Name of the Independent / Non Executive Director	Category	Fees for attending Board & Committee Meetings	Commission	Others (if any)	Total
Mr. Srikant Chaturvedi	Non-Executive Director	510,000	1,000,000	0	**1,510,000**
Ms. Ravita Punwani	Non-Executive Director	530,000	1,000,000	0	**1,530,000**
Mr. Sanjay Verma	Non-Executive Director	175,000	1,000,000	0	**1,175,000**
Mr. Narayanarao Sai Mohan	Non-Executive & Independent Director	530,000	1,000,000	0	**1,530,000**

VII. PENALITIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/ Court)	Appeal Made (if any)
A. Company			NA		
Penalty					
Punishment					
Compounding					
B. Directors					
Penalty			NA		
Punishment					
Compounding					
C. Other Officers in Default					
Penalty			NA		
Punishment					
Compounding					

ANNEXURE "B" TO THE BOARD'S REPORT
ANNUAL REPORT ON CSR ACTIVITIES FOR THE FINANCIAL YEAR 2022-23

1 Brief Outline of CSR Policy of the Company:-

To conduct business in a socially responsible, ethical and environment friendly manner and in turn contribute to the economic and social growth of the nation.

2 Composition of CSR Committee:-

Sr. No.	Name of the Director	Designation/ Nature of Directorship	No. of Meetings of CSR Committee held during the year	No. of Meetings of CSR Committee attended during the year
1	Digambar Bagde	Executive Chairman of the Board & Chairman of the CSR Committee	2	2
2	Srikant Chaturvedi	Non-Executive Director & Member of CSR Committee	2	2
3	Narayanarao Sai Mohan	Independent Director & Member of the CSR Committee	2	2
4	Ravita Punwani	Independent Director & Member of the CSR Committee	2	2

3	**Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company**	www.transrail.in
4	**Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable**	NA

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

Sr. No.	Financial Year	Amount available for Set-off from preceding financial years (In ₹)	Amount required to be set-off for the financial year, if any (In ₹)
		NIL	

6	**Average net profit of the company as per section 135(5).**	₹ 102.97 crores
7a.	**Two percent of average net profit of the company as per section 135(5)**	₹ 2.06 crores
7b.	**Surplus arising out of the CSR projects or programmes or activities of the previous financial years.**	2.01 crores
7c.	**Amount required to be set-off for the financial year, if any**	Nil
7d.	**Total CSR obligation for the financial year (7a+7b+7c)**	₹ 4.07 crores

8a. CSR amount spent/ unspent for the financial year

Amount Unspent (in ₹)

Total Amount spent for the financial year (₹ In crores)	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
3.31 crores	1.42 crores	25.04.2023		NA	
	0.02 crores	28.04.2023			

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

Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local Area (Yes/ No)	Location of the project		Project Duration	Amount allocated for the project (₹ In Crores)	Amount spent in the current financial year (₹ In Crores)	Amount transferred to Unspent CSR Account for the project as per Section 135(6)	Mode of Implementation Direct (Yes/ No)	Mode of Implementation-Through Implementing Agenct	
				State	District						Name	CSR Registration No.
1	Medical aid support for Cancer patients	Health Care & Preventive Health Care	Yes	Maharashtra	Mumbai	3 Years	0.81	0.41	0.40	No	Tata Memorial Hospital	CSR00001287
2	Development of training centre to impact education to the youth	Promoting education, including special education and employment enhancing vocation skills	Yes	Bihar	Krishnaganj	NA	NA	0.10	NA	No	Project Potential Trust	CSR00006358

8c. Details of CSR amount spent against other that ongoing projects for the financial year 2022-23

Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local Area (Yes/ No)	Location of the project		Amount spent for the project	Mode of Implementation Direct (Yes/ No)	Mode of Implementation-Through Implementing Agenct	
				State	District			Name	CSR Registration No.
				NA					
	TOTAL AMOUNT INCURRED DURING THE FINANCIAL YEAR 2022-23				NIL				

8d.	Amount spent in Administrative Overheads	Nil
8e.	Amount Spent on Impact Assessment, if applicable	Nil
8f.	Total Amount Spent for the Financial Year (8b+8c+8d+8e)	0.03 Crores

8g. Excess Amount for set-off, if any:-

Sr. No.	Particular	Amount (In ₹)
i.	2% of average net profit of the Company as per Section 135(5)	2.34 crores
ii.	Total amount spent for the Financial Year	1.93 crores
iii.	Excess amount spent for the Financial Year	Nil
iv.	Surplus arising out of CSR projects or programmes or activities of the previous financial years, if any	2.93 crores
v.	Amount available for set-off in the succeeding financial years	Nil

9a. Details of Unspent CSR Amount for the preceeding three Financial years

Sr. No.	Preceding Financial year	Amount Transferred to Unspent CSR Account under Section 135(6)	Amount spent in the reporting financial year	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any	Amount remaining to be spent in succedding financial years
1	2020-21	2.93 crores	1.03 crores	NA	Nil
2	2021-22	2.34 crores	1.77 crores	NA	0.57 crores

9b. Details of CSR Amount spent in the financial year for ongoing projects of the preceding financial year(s)

Sr. No.	Project ID	Name of the Project	Financial year in which the project was commenced	Project Duration	Total Amount allocated for the project	Amount spent on the project in the reporting financial year (in crores)	Cumulative Amount spent at the end of the reporting financial year	Status of the project (Completed/ Ongoing)
1	TLL/Aarogya/001	Conducting health care camps and providing of ambulance to hospital in Kosi-Bihar	2020-21	March 2021 to March 2024		0.05		Ongoing
2	TLL/Aarogya/001	Donation for purchase of ambulances in Deoli (Maharashtra) and Vadodara (Gujrat)	2020-21	March 2021 to March 2024		0.33		Ongoing
3	TLL/ Saksharata/002	Providing educational training in rural areas to the youth to enhance their knowledge and skills	2020-21	March 2021 to March 2024		0.65		Ongoing
4	TLL/Rural Development/003	Donating poles to help lighten up a village in Kosi (Bihar) thereby enabling rural development	2021-22	April 2021 to March 2024		1.15		Ongoing
5	TLL/Aarogya/001	Conducting various health camps to enable cataract and eye surgeries at Kosi (Bihar) and Vadodara (Gujarat) and to provide nutrition to rural school children at Tamil Nadu	2021-22	April 2021 to March 2024		0.62		Ongoing
		TOTAL AMOUNT INCURRED DURING THE FINANCIAL YEAR 2022-23				2.80 crores		

10	In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year:-	
10a.	Date of creation or acquisition of Capital Asset(s)	NA
10b.	Amount of CSR spen for the creation of Capital Asset	NA
10c.	Details of the entity or public authority orbeneficiary under whose name such capital asset is registered, their address etc.	NA
10d.	Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).	NA
11.	Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).	The Company has commenced with its identified multi-year programs wherein the CSR expenditure would be incurred in 2 to 3 years including the amount remaining unspent on ongoing projects during the current FY

Sd/-	Sd/-
MANAGING DIRECTOR	CHAIRMAN OF THE CSR COMMITTEE

Date: 31.05.2023

ANNEXURE C

Form No. AOC-2

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

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

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

2. Details of material contracts or arrangement or transactions at arm's length basis:

DETAILS OF RELATED PARTY TRANSACTIONS FOR THE FINANCIAL YEAR 2022-23

Sr. No.	Name of the Related Party	Nature of Transaction	Inr (In Cr.)
I. HOLDING COMPANY			
1	Transrail Lighting Nigeria Limited	Loan Given	0.68
		Re-imbursement	0.71
		Purchase of Goods & Services	3.00
		Advances Given	2.10
		Advances adjusted/ repaid	0.32
		Interest Income	1.99
2	Transrail Lighting Malaysia SDN BHD	Loan Given	0.04
		Interest Income	0.01
3	Transrail International FZE	Purchase of Goods /Services	2.17
		Advances adjusted/ repaid	1.58
		Loan Given	2.28
		Loan Repayment Received	1.24
		Interest Income	0.34
II. JOINT OPERATIONS			
1	REPL-TLL JV	Sale of Products	0.92
2	TLL-FECP JV Nigeria	Advances Adjusted/Repaid	0.76
		Purchase of Goods & Services	3.13
3	TLL-METCON-PRAVESH JV	Sale of Products	153.55
4	GECPL-TLL JV	Sale of Products	200.69
5	ALTIS – TLL JV	Sale of Products	34.27
6	Transrail Hanbaek Consortium	Reimbursement	0.28
III. ENTITIES WHERE SIGNIFICANT CONTROL BY DIRECTORS/ KMP's EXISTS			
1	Chaturvedi SK & Fellows	Purchase of Goods & Services	0.40
2	Transrail Foundation	Advances Received	2.24
		Donations	0.10
		Towards CSR Expenditure	1.94
3	Burberry Infra Private Limited	Loan Given	12.50
		Interest Income	2.34

ANNEXURE D

AOC-1

Statement containing salient features of the financial statement of Subsidiaries/associate companies/joint ventures (Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part "A": Subsidiaries

Amount in Crore

Sr. No.	Name of Subsidiary	Reporting Period	Reporting Currency & Exchange Rate as on the last date of the financial year	Share Capital	Reserves & surplus	Total assets	Total liabilities	Investments	Turnover**	Profit / (Loss) before Taxation**	Provision for Taxation**	Profit / (Loss) after Taxation**	Proposed Division	% of Shareholding
1	Transrail International FZE	As on 31st March, 2023	AED	0.02	-0.22	0.05	0.05	-	0.17	0.02	-	0.02	-	100%
			1 AED=											
			INR	0.45	-4.92	1.05	1.05	-	3.74	0.42	-	0.42	-	100%
2	Transrail Lighting Nigeria Limited		NGN	1.00	117.66	131.95	131.95	-	18.95	-9.34	-	-9.34	-	100%
			1NGN=											
			INR	0.18	20.91	23.44	23.44	-	3.50	-1.73	-	-1.73	-	100%
3	Transrail Structures America INC		USD	0.00	-0.00	0.00	0.00	-	-	-0.00	-	-0.00	-	100%
			1 USD=											
			INR	0.08	-0.11	0.06	0.06	-	-	-0.01	-	-0.01	-	100%
4	Transrail Lighting Malaysia SDN BHD		MYR	0.00	-0.01	0.00	0.00	-	0.00	-0.00	-	-0.00	-	100%
			1 MYR=											
			INR	0.02	-0.23	0.00	0.00	-	0.00	-0.04	-	-0.04	-	100%

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Part "B" Associates

Sr. No.	Name of the Associate	Latest Audited Balance Sheet Date	Date on which the Associate got associated	Shares of the Associate held by the Company on year end			Description of how there is significant influence	Reason why the associate/Joint venture Is not consolidated	Net worth attributable to shareholding as per latest audited Balance Sheet	Profit/ Loss for the Year	
				No.	Amount of Investment in Associate	Extent of Holding (In %)				Considered in consolidation	Not considered in Consolidation
1	Burberry Infra Private Limited	31st March, 2023	31.08.2021	5,000.00	50,000.00	50.00	Shareholding				

**Average exchange rates as at year end considered for conversion

1AED =		Transrail Lighting Nigeria Limited, Transrail Structures America INC and Transrail Lighting Malaysia SDN BHD are yet to commence their operations
1NGN =		
1USD =	80.263	
1MYR =		

Part "B" Associates and Joint Ventures		
Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures		
Name of the Associates/ Joint Ventures	NA	
1. Latest Audited Balance Sheet Date		
2. Shares of Associate/Joint Ventures held by the company on the year end		
No.		
Amont of Investment in Associates/ Joint Venture		
Extent of Holding %		
3. Description of how there is significant influence		
4. Reason why the associate/joint venture is not consolidated		
5. Networth attributable to Shareholding as per latest audited Balance Sheet		
6. Profit / Loss for the year		
a. Considered in Consoldiation		No Associates/ Joint Ventures have been liquidated or sold during the year
b. Not Considered in Consolidation		

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st 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,
Transrail Lighting Limited,
501, A,B,C,E, Fortune 2000, Block G,
Bandra Kurla Complex, Bandra (E)
Mumbai – 400051.

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

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company(except that ledger accounts for related parties, CSR spending, remuneration to Directors, etc. for F Y 2022-23 could not be shared with us for verification) and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2023 (Audit Period) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023 according to the provisions of:

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

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; (**not applicable to the Company during the Audit period)**

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; (**not applicable to the Company during the Audit period)**

(iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment and there were no transactions covered by Foreign Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):- **(Following sub-clauses (a) to (h) are not applicable to the Company during the Audit period as Company is an Unlisted Public Company)**

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

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

The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

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

The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021and

The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018

(vi) I further report that having regard to the compliance system prevailing in the Company and based on management representation letter issued by the Company, the Company has complied with the provisions of

The Electricity Act, 2003

The Indian Electricity Rules, 1956

The Environment (Protection) Act, 1986

The Environment (Protection) Rules, 1986

The Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016

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

Secretarial Standards (SS.1 relating to meetings of Board of Directors & SS.2 relating to General Meetings) issued by the Institute of Company Secretaries of India and as confirmed to us there is no change between final draft (given to us for verification) and final signed minutes

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (**Not applicable to the Company during the Audit Period**)

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

As noted in the minutes of Corporate Social Responsibility (CSR) committee, amount to be spent for FY 2022-23 is Rs. 1.93 crs adding thereto amount unspent during previous 2 FY (2020-21 & 2021-22) was totaling to Rs. 5.27 crs. Further during FY 2022-23 Company has spent total of Rs. 3.60 crs. and Company has transferred Rs. 1.44 cr to unspent CSR Account. Further pursuant to Rule 4 of CSR Rules, Certificate from CFO will be obtained in coming meetings for confirmation of utilization of CSR proceeds for FY: 2022-23 and Annual Action plan for CSR activities as required under Rule 5 of CSR Rules will be placed before CSR committee and Board henceforth.

As informed to us, Company is into business of contracts relating to Engineering, Procurement and Construction (EPC), so it is very frequent to enter into borrowing transactions. At some instances, amount noted in minutes and supporting documents of banks (like sanction letter etc.) do not match due to time gap and further action by banks. Satisfaction of Bank Charge and modification of charge could not be noted in minutes of board meeting.

As required u/s 178 of the Act, Nomination & Remuneration Committee could not approve re-appointment of Mr. Narayanarao Sai Mohan as Non executive Independent Director of the Company for second consecutive term of tenure of 1 year from 5th June 2022

As informed to us cases where security of assets are not provided, some charge creation forms are not required to be filed on MCA and some charges filed or modified are part of filing of Consortium borrowing so don't reflect on ROC charges on MCA portal

As required u/s 188 of the Act, the Audit Committee has granted omnibus approval for related party transactions (RPT) to be entered into by the Company during the FY: 2022-23 and as per statement of RPT shared with us, RPT are within the limits of the aforesaid omnibus approval except transactions with Transarail FZE and Transrail Foundation for which amount of transaction has exceeded the omnibus approval of Audit Committee. As informed to us, Audit Committee will ratify/ rethink for transaction with Transarail Foudation and Gammon Engineers and Contractors Pvt. Ltd. Further it is suggested that Audit Committee may review statement of borrowings made by the Company (whether secured/ unsecured, fund based or non fund based, working capital limit or for any other purpose)

As informed by the Company, henceforth Register of Contracts u/s 189 in Form MBP-4 shall be placed before the Board at each Board Meeting.

The Company is in the process of updating its website to include the following:

Whistle Blower Policy/ Vigil Mechanism as required u/s 177 (10) of the Act notice u/s 160 of the Act received from Member of Company proposing candidature of Directors to be appointed at Annual General Meeting.

As per Detailed Project Profile as on 20/05/2023 for Transrail Lighting Nigeria Ltd, status of Form-APR for FY: 2021-22 is shown as "Pending for RBI Ratification/ Approval' and date of last submission is 22/02/2023. (as informed to us the delay in filing of form-APR was due to correction to be made for the previous APR form filed by the Company). Form-APR filing to be made with RBI for each subsidiary has been made by Company but acknowledgement for proof of filing with RBI is not maintained by the Company. Date of filing could be ensured from Detailed Project Profile.

As informed to us, Board of Directors have constituted Executive Committee. Since inception of the Executive Committee no minutes of the same are prepared as the Executive Committee has only passed Circular Resolution and did not had any meeting since its incorporation and Circular Resolutions passed by Executive Committee has been noted in Board minutes.

Certificate from Company Secretary has been placed before quarterly Board meetings but period of certificate has not been noted in all certificates.

As informed to us, certain events does not require filing of Form MGT-14 with ROC like creation of consortium which is unincorporated, renewal of credit facility it is a renewal and not availing of additional borrowing, incorporation Joint venture without investing any money, resolution is passed to change signatories during the facility was initially availed

In the last few years, Company had received letters relating to Inspection u/s 206(5)/ 207 of the Act from the office of Regional Director, Western Region to which the

Company has replied timely. However, the Final Report from Regional Director is still awaited.

I further report that the Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors (subject to above-mentioned observations). The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

As informed to us, adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance except when Board meetings were called by giving less than seven days notice in accordance with the provisions of Section 173 of the Act, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of Board of Directors or Committee of Board as the case maybe.

I further report that as informed to us, 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, subject to above-mentioned observations.

I further report that during the audit period the company has following specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc:

Special Resolutions passed by the Members at the Extra ordinary General Meeting (EGM) of the Company held on 27th May, 2022 approving increase in borrowing limits u/s 180 (1) (c) of the Companies Act, 2013 not exceed Rupees Ten Thousand Crores and special resolution passed by members at the same EGM u/s 180 (1) (c) of the Companies Act, 2013 for creation of charge / mortgage etc. on assets of the Company not exceed Rupees Ten Thousand Crores

During the financial year, Board of Directors approved allotment of 90,000 equity shares of face value of Rs. 10/- to Mr. D C Bagde, Executive Chairman of the Company as per options exercised under "TLL employee stock option Scheme -2019".

Re-appointment of Mr. Narayanarao Sai Mohan as Non executive Independent Director of the Company for second consecutive term of tenure of 1 year from 5th June 2022 approved by special resolution at shareholder meeting held on 15.09.2022

Appointment of Mr. Digambar Bagde as Executive Chairman of the Company for tenure of 1 year from 1st October 2021 approved by special resolution at shareholder meeting held on 15.09.2022

FOR A. M. SHETH & ASSOCIATES
(Company Secretaries)

Sd/-
A. M. SHETH
(Prop)
ACS No. 24127, CP No. 13976

Place: Mumbai
Date: 31.05.2023

UDIN: A024127E000439729

This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report

ANNEXURE-A

To,
The Members
Transrail Lighting Limited

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

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

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

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

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

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 A. M. SHETH & ASSOCIATES
(Company Secretaries)

Sd/-
A. M. SHETH
(Prop)
ACS No. 24127, CP No. 13976

Place: Mumbai
Date: 31.05.2023

UDIN: A024127E000439729

INDEPENDENT AUDITOR'S REPORT

To
The Members of
Transrail Lighting Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of Transrail Lighting Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of Significant Accounting Policies and other explanatory information in which are incorporated the financials for the year ended on that date audited by branch auditors of the Company's branches located at Afghanistan, Benin, Bangladesh, Bhutan, Cameroon, Eswatini, Gambhia, Ghana, Kenya, Italy, Jordon, Mali, Mozambique, Nicaragua, Niger, Philippines, Suriname, Thailand, Togo and Uganda (hereinafter referred to as "the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report.

We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with 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.

Information Other than the Standalone Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the Other Information. The Other Information comprises the information included in the Board's Report including the Directors Report, Chairman's Statement, Management Discussions and Analysis, Summarized Financial Information, Corporate Governance and Shareholder's Information but does not include the Standalone Financial Statements and our Independent Auditors' Report thereon. Our opinion on the Standalone Financial Statements does not cover the Other Information and we do not and will not express any form of assurance or conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the Other Information identified above and, in doing so, consider whether the Other Information is materially inconsistent with the Standalone Financial Statements, or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we are to conclude that there is a material misstatement of this Other Information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate 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, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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:

1. 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.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as 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 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.
5. 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.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, make it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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.

Other Matters

1. We did not audit the financial statements / financial information of 21 Branches included in the Standalone Financial Statements of the Company whose financial statements / financial information reflect total assets as at March 31, 2023 of ₹ 279.25 crores, total revenues of ₹ 265.63 crores and net cash flows of ₹ (0.08) crores for the year ended on that date, as considered in the Standalone Financial Statements. The Financial Statements / Financial Information of these branches have been audited by the branch auditors whose reports have been furnished to us and our opinion

in so far as it relates to the amounts and disclosures included in respect of these branches and our report in terms of sub-section 3 of Section 143 of the Act, in so far as it relates to the aforesaid branches is based solely on the reports of such branch auditors.

2. All the above stated branches are located outside India. Their financial results have been prepared in accordance with accounting principles generally accepted in their respective countries.

3. The audited financials stated above have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Company's management has converted the financial statements of such branches located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India so as to make these financial statements fit for consolidation. We have audited these conversion adjustments made by the Company's management. Our audit report in so far as it relates to the balances and affairs of such branches located outside India is based on the reports of other auditors and the conversion adjustments prepared by the management of the Company and audited by us.

Our opinion on the Standalone Financial Statements and our report on Other Legal and Regulatory Requirements below is not modified in respect of these matters with respect to our reliance on the work done and the reports of the other auditors and the financial information 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 sub-section (11) of section 143 of the Companies Act, 2013, we give in the attached Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

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

   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books. We have also received financial statements and returns adequate for the purposes of our audit from the Branches of the Company not visited by us as detailed in our paragraph on Other Matters.

   c. The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

   d. In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   e. On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.

   f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.

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

      In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.

   h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 48 to the standalone financial statements,

      ii. The Company has made provisions, as required under the applicable law or accounting standards, for material foreseeable losses if any, on long term contracts including derivative contracts.

      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

iv.

a. The management has represented that, to the best of their knowledge and belief other than as disclosed in Note 9 (d) to the financial statement, 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 or entities, including foreign entities ("intermediaries") with the understanding whether recorded in writing or otherwise, that the intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security, or the like on behalf of the Ultimate Beneficiaries.

b. The management has represented that, to the best of its knowledge and belief, no funds have been received by the company from any person or entities including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

c. Based on such audit procedures 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 (iv)(a) and (iv)(b) above contain any material misstatement.

v. No dividend has been declared or paid during the year by the company.

ii. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For **Nayan Parikh & Co.**
Chartered Accountants
Firm Registration No.107023W

K. N. Padmanabhan
Partner
M. No. 036410
Mumbai, Dated: May 31, 2023
UDIN: 23036410BGYQLU6038

Annexure - A to the Auditors' Report

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

To the Independent Auditors' Report on the Standalone Financial Statements of Transrail Lighting Limited

(i) a. (A) The The Company has generally maintained proper records showing full particulars including quantitative details and situation of its Property, Plant and Equipment.

(B) The company has generally maintained proper records showing full particulars of intangible assets.

b. Property, Plant and Equipment have been physically verified by the management at reasonable intervals which, in our opinion, is reasonable having regard to the size of the company and nature of its assets and no material discrepancies were noticed on such verification.

c. We are informed by the management that all the title deeds of immovable properties are in custody of IDBI Trusteeship Services Limited. We have therefore not verified the physical documents of immovable property and relied on the management representation and confirmation of the IDBI trustee, (other than the properties where the company is the lessee, and the lease agreements are duly executed in favour of the lessee) disclosed in the Standalone Financial Statements and based on such confirmation we confirm that the same are held in the name of the Company.

d. The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year. Hence clause 3(i)(d) of the Companies (Auditor's Report) Order, 2020 is not applicable to the Company.

e. On the basis of information and explanation given, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act,1988 (45 of 1988) and rules made thereunder.

(ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year. On the basis of examination of records, we are of the opinion that the coverage and procedure of such verification is appropriate and that no discrepancies of 10% or more in the aggregate for each class of inventory were noticed on such verification. The discrepancy noted have been properly dealt with in the books of account of the Company.

(b) In our opinion and on the basis of examination of books and records and on the basis of information and explanation given to us the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets and the quarterly returns or statements filed by the company with such banks or financial institutions are largely in agreement with the books of account of the Company, except as detailed in Note No 25 (iv) to the notes to accounts.

(iii) (a) In our opinion and on the basis of examination of books and records and on the basis of information and explanation given to us the Company has made investments in companies, firms, Limited Liability Partnerships. The Company has also provided guarantee or security or granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties details of which are given hereunder:

Particulars	Guarantees	Security	Loans (₹ in Cr)	Advances in nature of loans
Aggregate amount granted /provided during the year			16.00	
- Subsidiaries - Joint Ventures - Associates - Others			3.00 - 12.50 0.50	
Balance outstanding as at balance sheet date in respect of such cases - Subsidiaries - Joint Ventures - Associates - Others			 23.77 - 32.00 0.22	

(b) According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest.

(c) According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that in respect of the loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts are regular.

(d) According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that no amount is overdue for more than ninety days.

(e) According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that no loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties except as hereunder:

Name of the party	Aggregate amount of over dues of existing loans renewed or extended or settled by fresh loans (₹ in Cr)	Percentage of the aggregate to the total loans or advances in the nature of loans granted during the year
Transrail Lighting Nigeria Limited	19.58	34.93%
Transrail Lighting Malaysia SDN	0.08	0.14%

(f) According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that the company has not granted any loans or advances during the year in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

(iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 with respect of loans given, investment made, guarantees and security.

(v) The Company has not accepted deposits from the public or amounts that are deemed to be deposits pursuant to sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and rules framed thereunder. As informed to us, there is no order that has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other tribunal in respect of the said sections.

(vi) As informed to us, the maintenance of the cost records under the sub-section (1) of section 148 of the Companies Act, 2013 has been prescribed and we are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, carried out a detailed examination of the records to ascertain whether they are accurate or complete.

(vii) (a) The Company has been generally regular in depositing undisputed statutory dues including Goods and Services Act, Provident fund, Employees State Insurance, Income Tax, Sales Tax, Service Tax, duty of Customs, duty of Excise, Value Added Tax, Cess and other statutory dues to the appropriate authorities during the year. According to the information and explanations given to us, no undisputed amount payable in respect of the aforesaid dues were outstanding as at March 31, 2023 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no statutory dues referred to in sub-clause (a) which have not been deposited on account of any dispute except as given in the attached Statement 1.

(viii) According to the information and explanations given to us and to the best of our knowledge and belief there are no transactions that were not recorded in the books of account, and which has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

(ix) (a) According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion and according to the information and explanations given to us, the company has utilized the money obtained by way of term loans during the year for the purposes for which they were obtained.

(d) According to the information and explanations given to us, and the audit procedures performed by us, and on an overall examination of the financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the company, we report that the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) According to the information and explanations given to us and audit 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, joint ventures or associate companies.

(x) (a) The company has not raised any money by way of initial public offer / further public offer (including debt instruments) during the year.

(b) According to the information and explanations given to us and based on the audit procedures performed we report that the Company has not made any preferential allotment / private placement of shares / fully / partly / optionally convertible debentures during the year under review.

(xi) (a) According to the information and explanations given to us and to the best of our knowledge and belief no fraud by the Company or any fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed by us in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government and hence clause 3(xi)(b) of the Companies (Auditors Report) Order 2020 is not applicable to the company.

(c) According to the information and explanations given to us the company has received whistle blower complaints during the year, which have been considered by us for any bearing on our audit and reporting.

(xii) The Company is not a Nidhi Company and hence clauses 3(xii)(a), 3(xii) (b) and 3(xii)(c) of the Companies (Auditor's Report) Order, 2020 is not applicable to the Company.

(xiii) All transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 in so far as our examination of the proceedings of the meetings of the Audit Committee and Board of Directors are concerned. The details of related party transactions have been disclosed in the Financial Statements as required by the applicable Accounting Standards.

(xiv) (a) In our opinion and based on our examination, the company has an internal audit system commensurate with the size and nature of it business

(b) We have considered the internal audit reports for the year issued by the in house internal audit department to the company issued till date, for the period under audit.

(xv) According to the information and explanations given to us, in our opinion during the year the company has not entered into any non-cash transactions with its directors or persons connected with its directors.

(xvi) (a) The nature of business and the activities of the Company are such that the Company is not required to obtain registration under section 45-IA of the Reserve Bank of India Act 1934 and hence sub-clause 3(xvi)(a), 3(xvi)(b) and 3(xvi)(c) of the Companies (Auditors Report) Order, 2020 is not applicable to the company.

(b) According to the information and explanations given to us, in our opinion during the year, the Group does not have any CICs as part of the Group.

(xvii) On an examination of the Statement of Profit and Loss account, we are of the opinion that the Company has not incurred cash losses during the financial year and the immediate previous financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly clause (3)(xviii) Companies (Auditors Report) Order 2020 is not applicable to the Company.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that 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) (a) According to the information and explanations given to us and on the basis of audit procedures performed by us, in our opinion in respect of other than ongoing projects, there are no unspent amount required to be transferred to a Fund specified in Schedule VII to the Companies Act, 2013 within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act.

(b) According to the information and explanations given to us and on the basis of audit procedures performed by us, in our opinion in respect of ongoing projects, the company has transferred unspent amount to a special account, within a period of thirty days from the end of the financial year in compliance with section 135(6) of the said Act:

Financial Year	Amount unspent on Corporate Social Responsibility Activities for "Ongoing Projects"	Amount Transferred to Special Account within 30 days from the end of the Financial Year (₹ in Cr.)	Amount Transferred after the due date (specify the date of deposit)
A	B	C	D
2022-23	1.44	1.44	-

For **Nayan Parikh & Co.**
Chartered Accountants
Firm Registration No.107023W

K. N. Padmanabhan
Partner
M. No. 036410
Mumbai, Dated: May 31, 2023
UDIN: 23036410BGYQLU6038

Annexure - B to the Auditors' Report

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Transrail Lighting Limited of even date)

Report on the Internal Financial Controls with reference to Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to Standalone Financial Statements of Transrail Lighting Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the Standalone Financial Statement of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control 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 ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Standalone 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial control with reference to Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements.

Because of the inherent limitations of Financial controls with reference to Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Financial Statements to future periods are subject to the risk that the internal financial control with reference to Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to standalone Financial Statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Nayan Parikh & Co.**
Chartered Accountants
Firm Registration No.107023W

K. N. Padmanabhan
Partner
M. No. 036410
Mumbai, Dated: May 31, 2023
UDIN: 23036410BGYQLU6038

Annexure - B to the Auditors' Report

Statement 1

Statement of Statutory Dues outstanding on account of disputes, as on 31st March,2023, referred to in Para (vii) (b) of Annexure A to Auditor's Report

Name of statute	Nature of dues	Amount (₹ In crores)	Pre- Deposit Amount (₹ in crores)	Period to which it relates	Forum where dispute is pending
Service Tax	Tax	5.95	-	Apr 2008 to Jan 2009	Hon. Supreme Court
Service Tax	Tax	4.77	-	Feb 2009 to Sep 2009	Hon. Supreme Court
Service Tax	Tax	6.53	-	Oct 2009 to Mar 2010	Hon. Supreme Court
Service Tax	Tax	7.18	-	Apr 2010 to Mar 2011	Hon. Supreme Court
Service Tax	Tax	4.23	-	Apr 2011 to Mar 2012	Hon. Supreme Court
Service Tax	Tax	2.01	0.15	2012-13 to 2013-14	CESTAT Mumbai
Service Tax	Penalty	2.01	-	2012-13 to 2013-14	CESTAT Mumbai
Excise	Tax	1.63	0.47	Dec 2012 to Jan 2013	CESTAT Mumbai
Excise	Penalty	1.63	-	Dec 2012 to Jan 2013	CESTAT Mumbai
VAT	Tax & Penalty	0.11	0.11	2007-08	Gujarat Value Added Tax Tribunal
VAT	Tax	0.51	0.51	2008-09	Gujarat Value Added Tax Tribunal
VAT	Tax & Penalty	0.1	0.1	Apr 2009 to Jun 2009	Gujarat Value Added Tax Tribunal
VAT	Tax & Penalty	0.2	0.2	Jul 2009 to Mar 2010	Gujarat Value Added Tax Tribunal
Service Tax	Tax	0.06	0.01	2006-07	CESTAT, Western Region, Ahmedabad
VAT & CST	Tax	0.37	0.01	2007-08	Gujarat Value Added Tax tribunal
VAT	Tax	2.4		2012-13	Mumbai Value Added Tax Jt. Commissioner Appeal
CST	Tax	1.9		2012-13	Mumbai Value Added Tax Jt. Commissioner Appeal
VAT	Tax, Interest and Penalty	1.48	-	2009-10	Commissioner, Ranchi
CST	Tax, Interest and Penalty	0.77	-	2009-10	Commissioner, Ranchi
VAT	Tax, Interest and Penalty	2.56	-	2009-10	Commissioner, Ranchi
VAT	Tax, Interest and Penalty	1.03	-	2010-11	Commissioner, Ranchi
CST	Tax, Interest and Penalty	0.31	-	2010-11	Commissioner, Ranchi
VAT/CST	Tax, Interest and Penalty	1.17	0.14	2016-17	Deputy Commissioner

Name of statute	Nature of dues	Amount (₹ In crores)	Pre- Deposit Amount (₹ in crores)	Period to which it relates	Forum where dispute is pending
VAT/CST	Tax, Interest and Penalty	3.47	0.18	2016-17	Jt. Commissioner, Appeals
IGST	Tax	0.94	0.28	Jul 2017 to Dec 2019	Jt. Commissioner, Appeals, Tirupati
VAT/CST	Tax, Interest and Penalty	0.21	0.01	April 2017 to June 2017	Jt. Commissioner
VAT/CST	Tax, Interest and Penalty	1.14	-	2017-18	Jt. Commissioner
Service Tax	Tax and Interest	14.5	0.54	Oct 2014 to June 2017	CESTAT- Mumbai
Commercial Tax	Tax and Interest	0.36	-	2008-09	Add. Commissioner, Appeals, Lucknow
Excise	Tax	0.1	0.01	April 2011 to Dec 2011	CESTAT- Ahmedabad
Excise	Tax	1.2	0.09	April 2010 to Dec 2014	CESTAT- Ahmedabad
Excise	Penalty	1.2	-	April 2010 to Dec 2014	CESTAT- Ahmedabad
Excise	Tax	0.47	0.05	Sep-14	CESTAT- Ahmedabad
Excise	Penalty	0.05	-	Sep-14	CESTAT- Ahmedabad
Excise	Tax	0.65	0.06	Aug 2015 to Sep 2015	CESTAT- Ahmedabad
Excise	Penalty	0.06	-	Aug 2015 to Sep 2015	CESTAT- Ahmedabad
Excise	Tax	0.35	0.03	Jun-13	CESTAT- Ahmedabad
Income Tax	Tax	0.18	-	Asst. Year 2016-17	Commissioner of Income Tax (Appeals)
Income Tax	Tax	0.36		Asst. Year 2017-18	Commissioner of Income Tax (Appeals)
Income Tax	Tax	16.32	-	Asst. Year 2018-19	Commissioner of Income Tax (Appeals)
Income Tax	Tax	9.26	-	Asst. Year 2019-20	Commissioner of Income Tax (Appeals)
Income Tax	Tax	3.76	-	Asst. Year 2020-21	Commissioner of Income Tax (Appeals)
Goods and Services Tax	Tax	2.84	0.28	2019-20	Jt. Commissioner, Appeals, Tirupati
Goods and Services Tax	Tax	0.37	0.04	Jul 2017 – Dec 2019	Jt. Commissioner, Appeals, Tirupati
Goods and Services Tax	Interest and Penalty	0.35	-	2019-20	Jt. Commissioner, Appeals, Tirupati
Goods and Services Tax	Tax, Interest and Penalty	0.54	0.04	2018-19	Jt. Commissioner, Appeals, Durg
Goods and Services Tax	Tax, Interest and Penalty	0.15	0.01	Apr 2021 – Sep 2021	Jt. Commissioner, Appeals, Indore
Goods and Services Tax	Tax, Interest and Penalty	1.09	-	2018-19	Jt. Commissioner, Appeals, Indore
Goods and Services Tax	Tax, Interest and Penalty	0.26	-	2017-18	Jt. Commissioner, Appeals, Indore
	Total	**107.04**	**3.21**		

Standalone Balance sheet

as at March 31, 2023

(All figures in INR Crores unless otherwise stated)

Particulars	Note Ref	As at 31-03-2023	As at 31-03-2022
ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment	3	359.67	325.36
(b) Right-of-use Asset	4	18.30	8.52
(c) Capital Work-in-Progress	5	4.12	17.21
(d) Other Intangible Assets	6	0.19	0.24
(e) Financial Assets			
(i) Investments	7	0.66	0.66
(ii) Trade Receivables	8	-	-
(iii) Loans	9	51.10	48.37
(iv) Others	10	60.93	24.27
(f) Other Non-current Assets	14	32.04	44.33
(g) Deferred Tax Assets (Net)	23	-	-
		527.01	**468.96**
(2) Current Assets			
(a) Inventories	11	311.00	278.48
(b) Financial Assets			
(i) Investments	7	3.23	3.15
(ii) Trade Receivables	8	644.90	639.73
(iii) Cash and Cash Equivalents	12 (a)	119.87	54.82
(iv) Bank Balances other than (iii) above	12 (b)	73.41	53.27
(v) Loans	9	12.78	0.25
(vi) Others	10	24.83	29.74
(c) Contract Assets	13	1,466.90	1,094.43
(d) Other Current Assets	14	270.67	223.30
		2,927.59	**2,377.17**
Assets Held for Sale	15	0.24	-
Total Assets		**3,454.84**	**2,846.13**
EQUITY & LIABILITIES			
Equity			
(a) Equity Share Capital	16	22.80	22.71
(b) Other Equity	17	758.05	647.07
		780.85	**669.78**
Liabilities			
(1) Non-current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	18	120.34	117.97
(ii) Lease Liabilities	20	8.32	3.47
(iii) Other Financial Liabilities	19	56.67	53.29
(b) Provisions	22	4.31	4.40
(c) Deferred Tax Liabilities (Net)	23	-	-
		189.64	**179.13**
(2) Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	25	484.57	351.13
(ii) Lease Liabilities	20	8.03	3.93
(iii) Trade Payables	26		
Outstanding Dues of Micro & Small Enterprises		28.62	56.23
Outstanding Dues other than Micro & Small Enterprises		1,280.40	1,014.34
(iv) Other Financial Liabilities	19	46.28	37.32
(b) Contract Liabilities	21	540.95	460.22
(c) Other Current Liabilities	24	22.35	22.83
(d) Provisions	22	51.47	51.22
(e) Current Tax Liabilities (Net)	27	21.68	-
		2,484.35	**1,997.22**
Total Equity and Liabilities		**3,454.84**	**2,846.13**

The accompanying Notes form an integral part of the Standalone financial statements.

As per our report of even date attached.
For **Nayan Parikh & Co.**
Chartered Accountants
FRN NO.107023W

For and on behalf of Board of Directors

K. N. Padmanabhan
Partner
M.No. 036410

D C Bagde
Executive Chairman
DIN - 00122564

Randeep Narang
Managing Director & CEO
DIN - 07269818

Sanjay Kumar Agarwal
Chief Financial Officer

Gandhali Upadhye
Company Secretary

Mumbai, May 31, 2023

Standalone Statement of Profit and Loss

for the year ended March 31, 2023

(All figures in INR Crores unless otherwise stated)

	Particulars	Note Ref	2022-23	2021-22
I	Revenue from Operations	28	3,086.14	2,284.15
II	Other Operating Revenue	29	65.51	65.79
III	Other Income	30	22.22	7.35
	Total Income		**3,173.87**	**2,357.29**
IV	Expenses:			
	Cost of Materials Consumed	31	1,821.41	1,205.89
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	32	(8.22)	(17.80)
	Sub-contracting Expenses	33	348.79	354.04
	Employee Benefits Expense	34	178.83	159.44
	Finance Costs	35	119.69	84.84
	Depreciation & Amortisation	36	45.78	37.83
	Other Expenses	37	517.43	441.13
	Total Expenses		**3,023.71**	**2,265.37**
V	**Profit Before Tax**		**150.16**	**91.92**
VI	Tax Expense	39	40.73	25.46
	1. Current Tax		39.00	23.70
	2. Deferred Tax Liability / (Asset)		-	-
	3. (Excess) / Short Provision of Tax		1.73	1.76
VII	**Profit for the period**		**109.43**	**66.46**
VIII	**Other Comprehensive Income**			
A	**Other comprehensive income to be reclassified to profit or loss in subsequent periods**			
	Exchange differences on translation of the Financial Statements of Foreign Operations		0.61	0.79
			0.61	0.79
B	**Net other comprehensive income not to be reclassified to profit or loss in subsequent periods**			
	Re-measurement gains/ (losses) on defined benefit plans (net of tax)		0.21	0.27
	Tax thereon		(0.05)	(0.07)
			0.16	0.20
	Total Other Comprehensive Income		**0.77**	**0.99**
IX	**Total Comprehensive Income for the period**		**110.20**	**67.45**
X	Earning Per Equity Share for Continuing Operations			
	(i) Par Value (₹)	40	10.00	10.00
	(ii) Basic (₹)		48.06	59.68
	(iii) Diluted (₹)		48.06	59.68

The accompanying Notes form an integral part of the Standalone financial statements.

As per our report of even date attached.

For **Nayan Parikh & Co.**
Chartered Accountants
FRN NO.107023W

K. N. Padmanabhan
Partner
M.No. 036410

Mumbai, May 31, 2023

For and on behalf of Board of Directors

D C Bagde
Executive Chairman
DIN - 00122564

Randeep Narang
Managing Director & CEO
DIN - 07269818

Sanjay Kumar Agarwal
Chief Financial Officer

Gandhali Upadhye
Company Secretary

Standalone Statement of Cash Flow
for the year ended March 31, 2023

(All figures in INR Crores unless otherwise stated)

	Particulars	2022-23		2021-22	
A	CASH FLOW FROM OPERATING ACTIVITIES				
	Net Profit Before Tax and Extraordinary Items		150.16		91.92
	Adjustments for :				
	Depreciation	45.78		37.83	
	Interest Income	(10.50)		(5.06)	
	Interest Expenses	104.23		66.87	
	Interest on Lease Liabilities	1.57		1.07	
	Allowance for Expected and Lifetime Credit Loss	4.22		1.89	
	Provision for Doubtful Debts	5.20		-	
	Fair Value of Investment	(0.08)		(0.14)	
	Assets discarded	-		0.04	
	(Profit) / loss on sale of Property, Plant & Equipments	2.02		(0.05)	
	Foreign Exchange Gain	(17.12)		(18.82)	
	Provision for Expected Contractual Obligation	(3.55)		27.88	
	(Reversal)/Provision for Short Supply	4.63		(9.19)	
	Sundry Credit Balances Written Back	(8.21)		(12.44)	
	Bad Debts Written Off	4.25		16.37	
			132.44		106.25
	Operating Profit Before Working Capital Changes		**282.60**		**198.17**
	Trade Receivables and Contract Assets	(386.12)		(599.22)	
	Inventories	(32.51)		(46.03)	
	Other Financial, Non financial liabilities and Provisions	333.32		519.37	
	Other Financial and Non Financial assets	(40.92)		15.07	
			(126.23)		(110.81)
	CASH GENERATED FROM THE OPERATIONS		**156.37**		**87.36**
	Direct Taxes Paid		(13.76)		(35.36)
	Net Cash generated from Operating Activities		**142.61**		**52.00**
B	CASH FLOW FROM INVESTING ACTIVITIES				
	Payment for Property, Plant & Equipments	(53.20)		(80.43)	
	Proceeds from sale of Property, Plant & Equipments	2.13		4.76	
	Movement in other Bank Balances	(48.66)		(10.73)	
	Purchase of Equity shares in Associate	-		(0.01)	
	Loans and advances given to Related parties	(15.49)		(26.79)	
	Loan and advances repaid by Related parties	2.00		21.36	
	Interest Received	6.59		2.81	

Standalone Statement of Cash Flow

for the year ended March 31, 2023

(All figures in INR Crores unless otherwise stated)

Particulars	2022-23		2021-22	
Net Cash (used in) Investing Activities		**(106.63)**		**(89.03)**
C CASH FLOW FROM FINANCING ACTIVITIES				
Interest Paid	(99.83)		(60.62)	
Proceeds from issue of Employee Stock Option	0.87		-	
Proceeds from Rights issue of Equity Shares	-		30.28	
Proceeds from Long Term Borrowings	100.45		103.19	
Repayment of Long Term Borrowings	(119.10)		(49.91)	
Proceeds from / (Repayment of) Short Term Borrowings	154.47		(13.28)	
Interest on Lease Liabilities	(1.57)		(1.07)	
Principal Repayment of Lease Liabilities	(6.21)		(5.52)	
Net Cash generated (Used in) from Financing Activities		**29.08**		**3.07**
NET INCREASE IN CASH AND CASH EQUIVALENTS		**65.05**		**(33.96)**
Balance as at Beginning		54.82		88.78
Balance as at Closing		119.87		54.82
NET INCREASE IN CASH AND CASH EQUIVALENTS		**65.05**		**(33.96)**
Components of Cash and Cash Equivalents				
(i) Balances with banks		86.06		16.74
(ii) Balance with Bank -Foreign Branches		27.15		33.51
(iii) Fixed Deposits with Banks		3.82		4.01
(iv) Cash on hand		0.67		0.56
(v) Cheques on Hand		2.17		-
		119.87		**54.82**

Note: Figure in brackets denote outflows

As per our report of even date attached.
For **Nayan Parikh & Co.**
Chartered Accountants
FRN NO.107023W

For and on behalf of Board of Directors

K. N. Padmanabhan
Partner
M.No. 036410

D C Bagde
Executive Chairman
DIN - 00122564

Randeep Narang
Managing Director & CEO
DIN - 07269818

Mumbai, May 31, 2023

Sanjay Kumar Agarwal
Chief Financial Officer

Gandhali Upadhye
Company Secretary

Statement of Changes in Equity (SOCIE)

for the year ended March 31, 2023

(All figures in INR Crores unless otherwise stated)

A EQUITY SHARE CAPITAL

Particulars	March 31, 2023 Number of Shares	March 31, 2023 Face Value	March 31, 2023 ₹ in crores	March 31, 2022 Number of Shares	March 31, 2022 Face Value	March 31, 2022 ₹ in crores
Equity shares of INR 10 each issued, subscribed and fully paid						
Opening Balance	2,27,08,440	₹ 10 each	22.71	75,69,480	₹ 10 each	7.57
Addition During the year	90,000	₹ 10 each	0.09	1,51,38,960	₹ 10 each	15.14
Closing Balance	**2,27,98,440**		**22.80**	**2,27,08,440**		**22.71**

B OTHER EQUITY

Particulars	Reserve & surplus: Securities Premium	Reserve & surplus: Retained Earning	Reserve & surplus: Capital Reserve	Employee Stock Option outstanding	Debenture Redemption Reserve	Other Comprehensive Income: Exchange differences on translating the financial statements of foreign operation	Total Equity
Opening as on March 31, 2021	**72.39**	**426.18**	**62.24**	**1.40**	**0.19**	**2.08**	**564.48**
Profit for the year	-	66.46	-	-	-	-	66.46
Exchange differences on Translation of the Financial Statements of Foreign Operations	-	-	-	-	-	0.79	0.79
Securities Premium on shares issued	15.14	-	-	-	-	-	15.14
Re-measurement gains/ (losses) on defined benefit plans (net of tax)	-	0.20	-	-	-	-	0.20
Transferred from Debenture Redemption Reserve (refer note no. 17(ii))	-	0.15	-	-	(0.15)	-	-
Closing as on March 31, 2022	**87.53**	**492.99**	**62.24**	**1.40**	**0.04**	**2.87**	**647.07**
Profit for the year	-	109.43	-	-	-	-	109.43
Exchange differences on Translation of the Financial Statements of Foreign Operations	-	-	-	-	-	0.61	0.61
Share premium on exercise of ESOP	0.78	-	-	-	-	-	0.78
Re-measurement gains/ (losses) on defined benefit plans (net of tax)	-	0.16	-	-	-	-	0.16
Transferred from Debenture Redemption Reserve (refer note no. 17(ii))	–	0.04	-	-	(0.04)	-	–
Transferred on exercise of ESOP	0.35	-	-	(0.35)	-	-	-
Transferred on lapse of ESOP	-	1.05	-	(1.05)	-	-	-
Closing as on March 31, 2023	**88.66**	**603.67**	**62.24**	**-**	**-**	**3.48**	**758.05**

Remeasurement of defined benefit plan (net of tax) ₹ 0.16 Crores (PY ₹ 0.20 Crores) is recognised as part of retained earnings.

As per our report of even date attached.
For **Nayan Parikh & Co.**
Chartered Accountants
FRN NO.107023W

For and on behalf of Board of Directors

K. N. Padmanabhan
Partner
M.No. 036410

D C Bagde
Executive Chairman
DIN - 00122564

Randeep Narang
Managing Director & CEO
DIN - 07269818

Sanjay Kumar Agarwal
Chief Financial Officer

Gandhali Upadhye
Company Secretary

Mumbai, May 31, 2023

Notes to the Standalone Financial Statements
for the year ended March 31, 2023

1. Company Overview and Significant Accounting Policies

A. Company Overview

Transrail Lighting Limited ("the Company" and "Transrail") is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The registered office of the company is located at Mumbai, India.

The Company, incorporated in 2008, has been an integrated pole manufacturing company with state of art manufacturing capabilities, vast experience and a rich pedigree. Consequent upon the transfer of Transmission and Distribution (T&D) business of M/s Gammon India Limited ("GIL") to the Company, effective January 1, 2016, the Company is now an integrated transmission and distribution company.

The said T&D undertaking has close to 38 years of experience of executing extra high voltage Transmission and Distribution lines / rural electrification projects on turnkey basis. The company's scope of work includes design, testing, manufacturing and supply of galvanized towers, conductors, and allied construction activities. The Company has built in house capabilities in designing and testing of towers, with a tower manufacturing capacity of 110,000 TPA and a state-of-the-art tower testing facility at Deoli, Wardha District, which can test towers up to 1200 kV. Over the years the company has executed marquee turnkey projects and cemented its position as a renowned T&D player in India. The company is the only player in India having manufacturing capabilities of towers, a Conductor Manufacturing Plant and a Mono Poles Manufacturing plant and an ultra-modern Tower Testing Station. In recent years the company has also embarked into the projects of rural electrification, railway electrification, erection of Sub-Stations and civil construction.

The Financial Statements are approved for issue by the Company's Board of Directors in the meeting held on May 31, 2023.

B. Recent Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards 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) Amendment Rules, 2023, as below:

i. Ind AS 1 - Presentation of Financial Statements

This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the financial statements.

ii. Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its financial statements.

iii. Ind AS 12 - Income Taxes

This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its financial statements.

C. Basis of Preparation

These Financial Statements are Standalone Financial Statements and have been prepared in accordance with the Indian Accounting Standards ("Ind AS") under the historical cost convention except for certain financial instruments which are measured at fair values. The Ind AS are prescribed under section 133 of the Companies Act, 2013 (to the extent notified), read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and presentation requirements of Division II of Schedule III to the Companies Act, 2013 (Ind AS compliant Schedule III).

The functional currency of the Company is Indian Rupee. Therefore, the Financial Statements have been presented in INR ("₹") and all amounts have been rounded off to the nearest Crore (One crore equals ten million), except where otherwise stated.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

D. Use of estimates and judgments

The preparation of financial statements in conformity with Ind AS required the management to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities as at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period and the actual results could differ from these estimates. Appropriate changes in estimates are made as the management becomes aware of the changes in the circumstances surrounding the estimates and assumptions. The changes in estimates are reflected in the financial statements in the period in which changes are made and if material, their effects are disclosed in the notes to the financial statements.

E. Operating cycle for current and non-current classification

All the assets and liabilities have been classified as current or non-current, wherever applicable, as per the operating cycle of the Company as per the guidance set out in Schedule III to the Act. Operating cycle for the business activities of the Company covers the duration of the project / contract / service including the defect liability period, wherever applicable, and extends upto the realization of receivables (including retention monies) within the credit period normally applicable to the respective project. Operating cycle for pure supply contracts and other businesses are considered as twelve months.

F. Critical accounting policies and estimates

The financial statements require management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosures of contingent liabilities. Uncertainty about these assumptions and estimates could results in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in the financial statements have been disclosed here under.

i. Judgements

In the process of applying the Company's accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognized in the standalone financial statements.

ii. Taxes

Deferred tax assets are recognized for unabsorbed tax losses to the extent that it is probable that taxable profit will be available against which the losses can be set-off. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits.

iii. Defined benefit plans (gratuity benefits)

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

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

iv. Non-current asset held for sale

Assets held for sale are measured at the lower of carrying amount or fair value less costs to sell. The determination of fair value less costs to sell includes use of management estimates and assumptions. The fair value of the asset held for sale has been estimated using valuation techniques (mainly income and market approach), which include unobservable inputs.

v. Revenue recognition

The Company uses the percentage of completion method in accounting for its construction contracts. The use of the percentage of completion method requires the Company to estimate the expenditure to be incurred on the project till the completion of the project. The percentage of work completed is determined in the proportion of the expenditure incurred on the project till each reporting date to total expected expenditure on the project. Provision for estimated foreseeable losses,

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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.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Revenue Recognition

The Company derives revenues primarily from Engineering, Procurement and Construction business.

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

Revenue from Operations, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognized as per the percentage-of-completion method. The Company determines the percentage-of-completion on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved.

Revenue from the sale of distinct manufactured / traded material is recognised upfront at the point in time when the control over the material is transferred to the customer.

Revenue from rendering of services is recognized in the accounting period when the service is rendered and the right to receive the revenue is established.

Revenues in excess of invoicing are classified as Contract assets while invoicing in excess of revenues are classified as contract liabilities (which can be referred as Advances from Customers).

Advance payments received from customers for which no services are rendered are also presented under 'Advance from Customers'.

In arrangements for supply and erection contracts performed over a period of time, the Company has applied the guidance in Ind AS 115, Revenue from contract with customer, by applying the revenue recognition criteria for each distinct performance obligation. Although there may be separate contracts with customers for supply of parts and erection of towers, it is accounted for as a single contract as they are bid and negotiated as a package with a single commercial objective and the consideration for one contract depends on the price and performance of the other contract. The goods and services promised are a single performance obligation.

The Company presents revenues net of indirect taxes in its Statement of Profit and Loss.

Interest Income

Interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

Export Benefits

Duty Drawback claims are recognized based on the entitlement under relevant scheme / laws.

Other Revenues

All other revenues are recognized on accrual basis.

B. Property, Plant and Equipment (PPE)

The Property, Plant and Equipment are stated at cost less accumulated depreciation and impairment, if any.

The Company depreciates the assets in accordance with the useful life prescribed in Schedule II of the Act except for i) Second hand plant & machineries are depreciated over the period of 5 to 10 years based on technical evaluation of the same & ii) erection tools and tackles which are depreciated over the period of 2 and 5 years based on the technical evaluation of the same. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

The residual values and useful lives of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Non-current Assets held for sale

A Non-Current Asset is classified as held for sale if its carrying amount will be recovered principally through sale rather than through its continuing use, is available for immediate sale in its present condition, subject only to terms that are usual and customary for sale, it is highly probable that sale will take place within next 1 year and sale will not be abandoned.

C. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

Intangible assets consist of rights and licenses which are mortised over the useful life on a straight line basis.

D. Leases

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

The Company, as a lessee, recognizes a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset.

The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset 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 plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any re-measurement 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 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 short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the lease term.

E. Financial Instruments

Initial Recognition

The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provision of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are recorded at transaction price. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

a) financial instruments at mortised cost

b) financial instruments at fair value through other comprehensive income (FVTOCI)

c) financial instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)

Financial Assets at amortized cost

A Financial instrument is measured at the amortized cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of profit or loss. The losses arising from impairment are recognized in the statement of profit or loss.

Financial Assets at FVTOCI

A financial asset is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

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Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit & loss. On de-recognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to statement of profit & loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Financial Asset at FVTPL

Any financial asset which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

De-recognition

A financial asset is derecognized when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset and the transfer qualifies for de-recognition under Ind AS 109.

F. Financial Liabilities

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 recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

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

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Gains or losses on liabilities held for trading are recognized in the statement of profit & loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk is recognized in OCI. These gains/losses are not subsequently transferred to the statement of profit & loss. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit or loss. The Company has not designated any financial liability as at fair value through the statement of profit & loss.

Loans and borrowings

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Hedge accounting

The Company designates certain hedging instruments, which include derivatives, embedded derivatives and non-derivatives in respect of foreign currency risk, commodity price risk as cash flow hedges. Hedges of foreign exchange risk and commodity price risk for highly probable forecast transactions are accounted for as cash flow hedges. Hedges of the fair value of recognized assets or liabilities or a firm commitment are accounted for as fair value hedges.

At the inception of the hedge relationship, the entity documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Company documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk. Note 42 sets out details of the fair values of the derivative instruments used for hedging purposes.

Fair value hedges

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in profit or loss, together with any changes in fair value of the hedged asset or liability that are attributable to the hedged risk. The gain or loss is recognized in profit or loss.

Where the hedged item subsequently results in the recognition of a non-financial asset, both the deferred hedging gains and losses and the deferred time value of the option contracts, if any, are included within the initial cost of the asset. The deferred amounts are ultimately recognised in profit or loss as the hedged item affects profit or loss through cost of material consumed.

Cash flow hedges that qualify for hedge accounting

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income and accumulated under the heading of cash flow hedging reserve. The gain or loss relating to the ineffective portion is recognised immediately in the Statement of Profit and Loss.

Amounts previously recognised in other comprehensive income and accumulated in equity relating to (effective portion as described above) are reclassified to the Statement of Profit and Loss in the periods when the hedged item affects profit or loss, in the same line as the recognised hedged item. However, when the hedged forecast transaction results in the recognition of a non-financial asset or a non-financial liability, such gains and losses are transferred from equity (but not as a reclassification adjustment) and included in the initial measurement of the cost of the non-financial asset or nonfinancial liability.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or when it no longer qualifies for hedge accounting. Any gain or loss recognised in other comprehensive income and accumulated in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in the Statement of Profit and Loss. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in equity is recognised immediately in the Statement of Profit and Loss.

De-recognition

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

Fair Value Measurement

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

G. Impairment

Impairment of Financial Assets

The Company recognizes the loss allowance using the expected credit loss (ECL) model for financial assets which are not valued through the statement of profit and loss account.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in

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the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the statement of profit and loss.

H. Impairment of Non-Financial Assets

Assets with an indefinite useful life and goodwill are not amortized / depreciated and are tested annually for impairment. Assets subject to amortization / depreciation are tested for impairment provided that an event or change in circumstances indicates that their carrying amount might not be recoverable. An impairment loss is recognized in the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the difference between asset's fair value less sale costs and value in use. For the purposes of assessing impairment, assets are aggregated at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

Non-financial assets other than Goodwill for which impairment losses have been recognized are tested at each balance sheet date in the event that the loss has reversed.

The Company, on an annual basis, tests Goodwill for impairment, and if any impairment indicators are identified tests other non-financial assets, in accordance with the accounting policy. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates and sensitivity analysis is performed on the most relevant variables included in the estimates, paying particular attention to situations in which potential impairment indicators may be identified.

I. Provisions, Contingent Liabilities, Contingent Assets

General

The company recognizes a provision when it has a present obligation (legal or constructive) as a result of past events; it is likely that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required to settle the obligation is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are carried at the present value of forecast payments that are expected to be required to settle the obligation, using a rate before taxes that reflects the current market assessment of the time value of money and the specific risks of the obligation. The increase in the provision due to passage of time is recognized as interest expense.

Provision for Contractual Obligation

The company is exposed to shortages in the supply and rectification of erection services of the materials which generally are identified during the course of the execution of the project. These shortages are due to various aspects like theft, pilferage and other losses. The company therefore records the costs, net of any claims, at the time related revenues are recorded in the statement of profit & loss.

The company estimates such costs based on historical experience and estimates are reviewed on an annual basis for any material changes in assumptions and likelihood of occurrence.

Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements. Contingent assets are only disclosed when it is probable that the economic benefits will flow to the entity.

J. Foreign Currencies

Transactions and Balances

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognized in profit or loss with the exception of the following:

- Exchange differences arising on monetary items that forms part of a reporting entity's net investment in a foreign operation are recognized in Other Comprehensive Income (OCI) in the standalone financial statements of the reporting entity. The foreign operations are accounted in the standalone financial statements as a non-integral operation.
- Exchange differences arising on monetary items that are designated as part of the hedge of the Company's net investment of a foreign operation are recognized in OCI until the net investment is disposed of, at which time, the cumulative amount is reclassified to statement of profit & loss.
- Tax charges and credits attributable to exchange differences on those monetary items are also

recorded in OCI.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

K. Share based payments

The Company operates equity-settled share based remuneration plans for its employees.

For equity-settled share based payments, a liability is recognised for the services acquired, measured initially at the fair value of the liability. All goods and services received in exchange for the grant of any share based payment are measured at their fair values on the grant date. Grant date is the date when the Company and employees have shared an understanding of terms and conditions on the arrangement.

Where employees are rewarded using share based payments, the fair value of employees services is determined indirectly by reference to the fair value of the equity instruments granted. This fair value is appraised at the grant date and excludes the impact of non-market vesting conditions All share based remuneration is ultimately recognised as an expense in profit or loss. If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest.

Upon exercise of share options, the proceeds received, net of any directly attributable transaction costs, are allocated to share capital up to the nominal (or par) value of the shares issued with any excess being recorded as share premium.

L. Taxes

Current Income Tax

Current income tax assets and liabilities are measured at the amount expected to be refunded from or paid to the taxation authorities. The tax rates and the tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the domicile country. Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). The management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and makes provisions wherever appropriate.

Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

The carrying amount of deferred 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 tax asset to be utilised. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates and the tax laws that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

M. Inventories

Inventories are valued at the lower of cost and net realizable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average.
- Work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost of direct material is determined on weighted average. Work In Progress on construction contracts reflects value of material inputs and expenses incurred on contracts including profits recognized based on percentage completion

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method on estimated profits in evaluated jobs.

- Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average.
- Consumable Stores and construction materials are valued and stated at lower of cost or net realizable value.
- Finished Goods are valued at cost or net realizable value, whichever is lower. Costs are determined on weighted average method.
- Scrap are valued at net realizable value.

N. Retirement and other employee benefits

Retirement benefit in the form of provident fund, family pension fund and employee state insurance contribution is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund, family pension fund and employee state insurance contribution. The company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

The Company operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund and / or creation of provision for unfunded portion of defined gratuity

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognized in the statement of profit & loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognizes related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognizes the following changes in the net defined benefit obligation as an expense in the standalone statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

Termination Benefits

Termination benefits are payable as a result of the company's decision to terminate employment before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The company recognizes these benefits when it has demonstrably undertaken to terminate current employees' employment in accordance with a formal detailed plan that cannot be withdrawn, or to provide severance indemnities as a result of an offer made to encourage voluntary redundancy. Benefits that will not be paid within 12 months of the balance sheet date are discounted to their present value.

O. Cash and cash equivalents

Cash and cash equivalents include cash in hand, demand deposits in banks and other short-term highly liquid investments with original maturities of three months or less. Bank overdrafts are shown within bank borrowings in current liabilities on the balance sheet.

P. Trade and other receivables

Trade receivables are amounts due from customers related to goods sold or services rendered in the ordinary course of business. If the receivables are expected to be collected in a year or less (or in the operation cycle if longer), they are classified as current assets. Otherwise, they are recorded as non-current assets.

Trade receivables are initially recognized at fair value and are subsequently measured at amortized cost using the effective interest rate method, less provision for impairment. A provision for impairment of trade receivables is established when there is objective evidence that the Company will not be able to collect all amounts due in accordance with the original terms of the receivables. The existence of significant financial difficulties on the part of the debtor, the probability that the debtor will become bankrupt or undertake a financial restructuring, and late payment or default are considered to be indicators of the impairment of a receivable. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The asset's carrying amount is written down as the provision is applied and the loss is recognized in the statement of profit and loss. When a receivable is uncollectable, the provision for receivables is made in statement of profit & loss. Subsequent recoveries of receivables written off are recognized in the statement of profit & loss for the year in which the recovery takes place.

Q. Cash Flow Statement

Cash flows are reported using the indirect method, whereby the profit for the period is adjusted for the effects of the transactions of a non-cash nature, any deferrals or past and future operating cash flows, and items of incomes and expenses associated with investing and financing cash flows. The cash flows from operating and investing activities of the company are segregated.

R. Operating Cycle

Assets and liabilities relating to long term projects/ contracts are classified as current/non-current based on the individual life cycle of the respective contract / project as the operating cycle. In case of pure supply contracts and other businesses, the operating cycle is considered as twelve months.

S. Borrowing Costs

Borrowing costs attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for its intended use are added to the cost of those assets.

Interest income earned on temporary investment of specific borrowing pending their deployment is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognized in the Statement of Profit and Loss in the period in which they are incurred.

T. Investment in Subsidiary / Associate

Investment in subsidiary / associate is carried at cost in the separate financial statements. Investment carried at cost is tested for impairment as per IND AS 36.

U. Onerous Contracts

If the Company has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision. However, before a separate provision for an onerous contract is established, the Company recognises any impairment loss that has occurred on assets dedicated to that contract. An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Company cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. The cost of fulfilling a contract comprises the costs that relate directly to the contract (i.e., both incremental costs and an allocation of costs directly related to contract activities).

V. Earnings per share

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential equity shares and the weighted number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

Explanatory notes to the standalone financial statements

for the year ended March 31, 2023 Contd...

Property, Plant and Equipment, Right of Use Assets, Capital Work in Progress and Intangible Assets schedule for the year on March 31, 2023

3 Property Plant and Equipment

(All figures in INR Crores unless otherwise stated)

Particulars	Land - Free Hold	Land - Lease hold	Building - Factory & Office	Plant & Equipment	Electric Installation	Furniture & Fixtures	Vehicles	Office Equipment	Computer	SPC Tools	Total
Gross Block											
As at March 31, 2021	**28.25**	**47.17**	**131.05**	**222.93**	**3.75**	**4.12**	**8.88**	**1.33**	**4.36**	**9.11**	**460.97**
Additions	-	-	0.38	50.52	0.02	1.09	2.96	0.84	1.36	0.11	57.28
Disposals	-	-	4.10	1.21	-	0.06	0.45	0.00	0.01	0.02	5.85
Other Adjustment											
As at March 31, 2022	**28.25**	**47.17**	**127.34**	**272.25**	**3.77**	**5.15**	**11.39**	**2.17**	**5.71**	**9.21**	**512.40**
Additions	-	-	0.84	72.08	0.08	0.47	1.47	0.81	1.41	1.11	78.27
Disposals	-	-	-	8.80	-	-	1.15	0.00	0.01	4.63	14.60
Held For Sale	-	-	0.29	-	-	-	-	-	-	-	0.29
As at March 31, 2023	**28.25**	**47.17**	**127.88**	**335.53**	**3.85**	**5.62**	**11.71**	**2.98**	**7.11**	**5.69**	**575.79**
Accumalated Depreciation											
As at March 31, 2021	**-**	**2.73**	**25.88**	**106.92**	**3.00**	**2.44**	**3.27**	**1.22**	**2.64**	**7.09**	**155.18**
Charge for the year	-	0.52	3.72	25.44	0.13	0.29	1.00	0.36	1.00	0.44	32.90
Disposals for the year	-	-	0.19	0.47	-	0.01	0.34	(0.00)	0.01	0.02	1.04
As at March 31, 2022	**-**	**3.25**	**29.41**	**131.89**	**3.13**	**2.72**	**3.93**	**1.58**	**3.63**	**7.52**	**187.03**
Charge for the year	-	0.52	3.67	31.70	0.11	0.30	1.26	0.45	1.15	0.42	39.58
Disposals for the year	-	-	-	5.18	-	-	0.86	-	0.01	4.40	10.44
Held For sale	-	-	0.04	-	-	-	-	-	-	-	0.04
As at March 31, 2023	**-**	**3.77**	**33.04**	**158.41**	**3.24**	**3.02**	**4.34**	**2.03**	**4.77**	**3.54**	**216.12**
Net Block as at March 31, 2022	**28.25**	**43.92**	**97.92**	**140.36**	**0.64**	**2.43**	**7.46**	**0.58**	**2.08**	**1.69**	**325.37**
Net Block as at March 31, 2023	**28.25**	**43.40**	**94.84**	**177.11**	**0.61**	**2.60**	**7.38**	**0.95**	**2.34**	**2.15**	**359.67**

In respect of Property, Plant and Equipment the management has carried out an exercise for determining the impairment and is of the opinion that no impairment has taken place in respect of Property, Plant and Equipment.

(All figures in INR Crores unless otherwise stated)

4 Right-of-use Asset

Particulars	Plant & Equipment	Office Premises	Total
Gross Block			
As at March 31, 2021	5.54	13.30	18.84
Additions	0.48	1.59	2.07
As at March 31, 2022	6.02	14.90	20.91
Additions	-	15.91	15.91
As at March 31, 2023	**6.02**	**30.81**	**36.82**
Accumulated Depreciation			
As at March 31, 2021	0.56	7.10	7.66
Charge for the year	0.39	4.33	4.72
As at March 31, 2022	**0.95**	**11.43**	**12.38**
Charge for the year	0.67	5.47	6.14
As at March 31, 2023	**1.62**	**16.90**	**18.52**
Net block as at March 31, 2022	**5.07**	**3.47**	**8.53**
Net Block as at March 31, 2023	**4.40**	**13.91**	**18.30**

5 Capital Work in Progress

Particulars	₹
As at Mar 31, 2021	**3.85**
Additions	14.00
Capitalized during the year	0.64
As at Mar 31, 2022	**17.21**
As at March 31, 2022	**17.21**
Additions	28.79
Capitalized during the year	41.88
As at Mar 31, 2023	**4.12**

Capital Work in Progress aging as at:

Particular	Less than 1 year	1 to 2 Years	2 to 3 Years	More than 3 years	Total CWIP
Projects in Progress					
As at Mar 31, 2022	14.42	0.07	2.41	0.31	17.21
As at Mar 31, 2023	2.42	0.20	-	1.50	4.12

Capital Work in Progress Completion overdue as at:

	To be completed in			
Projects in Progress	Less than 1 year	1 to 2 Years	2 to 3 Years	More than 3 years
As at Mar 31, 2023	-	-	-	-
Plant & Equipment	**1.70**	**-**	**-**	**-**

Explanatory notes to the standalone financial statements

for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

Capital Work in Progress Completion overdue as at:

Projects in Progress	To be completed in			
	Less than 1 year	1 to 2 Years	2 to 3 Years	More than 3 years
As at Mar 31, 2022				
Building - Factory & Office	0.41	-	-	-
Building - Factory & Office	0.14	-	-	-
Plant & Equipment	2.87	-	-	-

6 Intangible Asset

Particulars	Computer Software
Gross Block	
As at March 31, 2021	**3.32**
Additions	0.01
Disposals	-
Other Adjustments	-
As at March 31, 2022	**3.33**
Additions	0.01
Disposals	-
Other Adjustments	-
As at Mar 31, 2023	**3.34**
Accumulated Amortisation	
As at March 31, 2021	**2.86**
Charge for the year	0.23
Disposals for the year	-
As at March 31, 2022	**3.09**
Disposals for the year	-
Other Adjustments	-
As at Mar 31, 2023	**3.15**
Net Block as at March 31, 2022	**0.24**
Net Block as at March 31, 2023	**0.19**

Range of remaining period of amortisation as at March 31,2022 of Intangible assets is as below:

Particular	Range of remaining period of amortisation			
	< 5 Year	5-10 Year	> 10 Year	Net Block
Computer Software	0.15	0.09	-	0.24
Total	**0.15**	**0.09**	**-**	**0.24**

Range of remaining period of amortisation as at March 31,2023 of Intangible assets is as below:

Particular	Range of remaining period of amortisation			
	< 5 Year	5-10 Year	> 10 Year	Net Block
Computer Software	0.10	0.09	-	0.19
Total	**0.10**	**0.09**	**-**	**0.19**

(All figures in INR Crores unless otherwise stated)

7 Financial Assets-Investments

Particulars		As at Mar-23 Non Current	As at Mar-23 Current	As at Mar-22 Non Current	As at Mar-22 Current
Investment in Equity shares of Subsidiary Companies (Unquoted)					
a	Transrail International FZE	0.36	-	0.36	-
	200 Shares (PY 200 Shares) of 1000 AED each				
b	Transrail Lighting Malaysia SDN BHD	0.02	-	0.02	-
	980 Shares (PY 980 Shares) of 10 MYR each				
c	Transrail Structures America INC.	0.07	-	0.07	-
	1,000 Shares (PY 1,000 Shares) of 10 USD each				
d	Transrail Lighting Nigeria Limited	0.20	-	0.20	-
	1,00,00,000 Shares (PY 1,00,00,000 Shares) of 1 Naira each				
Investment in Equity shares of Associate Company (Unquoted)					
a)	Burberry Infra Private Limited	0.01	-	0.01	-
	5,000 Shares (PY 5,000 Shares) of ₹ 10 each				
Investment in Mutual Funds *					
a)	Baroda BNP Paribas Banking & PSU Bond Fund	-	2.14	-	2.09
	19,99,900.00 Units (PY 19,99,900.00 Units) of ₹ 10.00 each				
b)	Aditya Birla Mutual Fund Sunlife Government Securities Fund	-	1.09	-	1.06
	1,60,289.76 Units (PY 1,60,289.76 Units) of ₹ 62.38 each				
Total		**0.66**	**3.23**	**0.66**	**3.15**
Disclosure:-					
i)	Investment Carried at Cost	0.66		0.66	-
ii)	Investment Carried at Fair Value through Profit & loss		3.23	-	3.15

All the above investments are fully paid up.
Aggregate Value of Unquoted Investments ₹ 0.66 Crores (P.Y.₹ 0.66 Crores)
Aggregate Value of Quoted Investments ₹ 3.24 Crores (P.Y.₹ 3.15 Crores)
Market Value of Quoted Investments ₹ 3.24 Crores (P.Y. ₹ 3.15 Crores)
*The units of mutual fund is marked with a lien against the Credit facility taken from Aditya Birla Finance Ltd.

Explanatory notes to the standalone financial statements
for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

8 FINANCIAL ASSETS -TRADE RECEIVABLES

Particulars	As at Mar-23		As at Mar-22	
	Non Current	Current	Non Current	Current
Unsecured, considered good unless otherwise stated				
Considered Good		654.40		649.21
Credit Impaired [Refer note 8 (b)]		17.92		14.80
Less: - Provision for Credit Impaired		(17.92)		(14.80)
		654.40		649.21
Less :- Allowance for Expected Credit Loss [Refer note 8 (b)]		(9.50)		(9.48)
Total		**644.90**		**639.73**

a) **Trade Receivable Ageing Schedule**

(Ageing from bill date)

(i) **As at March 31, 2023**

Range of outstanding period	Undisputed			Total
	Considered Good	Significant increase in credit risk	Credit impaired	
Less than 6 months	508.79	-	-	508.79
6 months - 1 year	61.99	-	-	61.99
1-2 year	31.41	-	1.46	32.88
2-3 year	13.97	-	0.29	14.25
> 3 years	37.25	-	17.15	54.40
Total	**653.41**	**-**	**18.90**	**672.31**

As at March 31, 2022

Range of outstanding period	Undisputed			Total
	Considered Good	Significant increase in credit risk	Credit impaired	
Less than 6 months	485.10	-	-	485.10
6 months - 1 year	62.14	-	-	62.14
1-2 year	42.98	-	0.30	43.29
2-3 year	15.24	-	0.12	15.35
> 3 years	43.75	-	14.37	58.13
Total	**649.21**	**-**	**14.80**	**664.01**

b) **Credit Impaired & Expected Credit Loss**

The Company estimates impairment under the simplified approach. Accordingly, it does not track the changes in credit risk of trade receivables. The impairment amount represents lifetime expected credit loss. In view thereof, the additional disclosures for changes in credit risk and credit impaired are not disclosed.

(All figures in INR Crores unless otherwise stated)

Movement in the Credit Loss Allowance	As at Mar-23	As at Mar-22
Opening Balance	9.48	9.30
Add Created during the year	0.02	0.18
Less : Released during the year	-	-
Closing Balance	**9.50**	**9.48**

c) Trade receivables includes amount of ₹ 136.69 Crores (PY ₹ 167.17 Crores) due from related parties. Refer note 50.

d) Trade receivables includes amount of ₹ Nil. (PY ₹ 0.88 Crores) due from companies in which director is a director and member.

9 Loans

Particulars	As at Mar-23		As at Mar-22	
	Non Current	Current	Non Current	Current
Loans - Unsecured				
Related Parties				
Considered Good	51.09	12.50	48.32	
Credit Impaired	-	4.67	15.04	4.67
Less : Impairment Provision	-	(4.67)	(15.04)	(4.67)
Others				
Considered Good		-	-	-
Staff Loans	0.01	0.28	0.05	0.25
Total	**51.10**	**12.78**	**48.37**	**0.25**

Details Related Parties	As at Mar-23		As at Mar-22	
	Non Current	Current	Non Current	Current
Loans - Unsecured				
Considered Good				
TLL-FCEP JV-Joint Operation	7.36		8.12	-
Transrail Lighting Nigeria Limited	19.88		17.66	-
Transrail International FZE	3.78		2.51	-
Transrail Lighting Malaysia SDN	0.12		0.08	-
Consortium of Jyoti and Transrail ("CJT") - Joint Operation	-		-	-
Railsys & Transrail JV	0.45		0.45	
Burberry Infra Private Limited	19.50	12.50	19.50	-
	51.09	12.50	48.32	-
Credit Impaired				
TLL-FCEP JV-Joint Operation	-		15.04	-
Consortium of Jyoti and Transrail ("CJT") - Joint Operation		4.67	-	4.67

a) During the year the company has given a short term loan of ₹ 12.50 Crores to its associate M/s Burberry Infra Private Ltd.

b) During the year 2021-22 company had given a loan of ₹ 19.50 crores to its associate M/s Burberry Infra Private Ltd. for strategic purpose.

Explanatory notes to the standalone financial statements
for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

c) Loans or Advances in the nature of loans granted to promoters, Directors, KMPs and the related parties (as defined under Companies Act, 2013) either severally or jointly with any other person, that are without specifying any terms or period of repayment.

Type of Borrower	As at Mar-23		As at Mar-22	
	Outstanding Loan	% to (A)	Outstanding Loan	% to (A)
Promoters	-	-		-
Directors	-	-		-
KMPs	-	-		-
Related Parties	12.03	18%	27.84	41%
Total Loans and Advances to Promoter, Director, KMP and Related parties	12.03		27.84	
Total Loans and Advances in the nature of Loan and Advances (A)	68.55		68.33	

d) The Company has 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 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) , the details of which is tabulated hereunder;

Name of the Intermediary (Relationship)	Amount & Date	Name of the Other Company (Relationship)	Amount & Date
2022-23			
Burberry Infra Private Limited (Associate) (CIN: U70109MH2021PTC360006)	₹ 12.50 Crores March 31, 2023	Deepmala Infrastructure Private Limited (Not a related party) (CIN: U45201MH2007PTC174676)	₹ 12.50 Crores March 31, 2023

The above loan has been given for strategic investment in the said beneficiary.

2021-22

Loans

1. Transrail Lighting Nigeria Limited (Subsidiary)	USD 554870 (Various dates)	TLL-FCEP JV (Joint Venture)	USD 554870 (Various dates)

2. Apart from above, during the year Company had given loan to its associate, M/s Burberry Infra Private Ltd. of ₹ 19.50 crores on March 25, 2022 with the understanding that the said amount will be advanced as earnest money deposit towards strategic acquisition which had not concluded as at the end of the year.

e) The Company has complied with the provisions of Foreign Exchange Management Act, 1999 wherever applicable and the transaction are not violative of the Prevention of Money Laundering Act 2002.

(All figures in INR Crores unless otherwise stated)

10 Other Financial Assets

Particulars	As at Mar-23		As at Mar-22	
	Non Current	Current	Non Current	Current
Security Deposits				
(Unsecured, considered good unless otherwise stated)				
Deposits	23.16	7.95	20.20	10.74
Interest Receivable				
Related Parties	4.19	-	-	2.29
Others	1.03	3.93	0.05	3.15
Insurance & Other Claim Receivables	-	4.72	-	4.72
Receivable from Related Party	-	2.18	-	3.44
Mark to Market Gain on Hedge Contract		4.60	-	3.36
Bank Deposits with Remaining Maturity more than 12 months	32.55	-	4.02	-
Crop Compensation & Others	-	1.45	-	2.04
Total	**60.93**	**24.83**	**24.27**	**29.74**

a) Details of Related Parties

Particulars	As at Mar-23		As at Mar-22	
	Non Current	Current	Non Current	Current
Interest Receivable				
Transrail Lighting Nigeria Ltd	3.83		-	1.88
Transrail Lighting Malaysia SDN BHD	0.02		-	0.01
Transrail International FZE	0.34		-	0.34
Burberry Infra Private Ltd	-		-	0.06
Other Receivables				
Transrail Lighting Malaysia SDN BHD		0.08	-	0.08
Transrail Structures America INC		0.08	-	0.08
Transrail International FZE		1.01	-	0.92
Transrail Lighting Nigeria Ltd		0.73	-	0.03
Transrail Hanbaek Consortium		0.28	-	-

11 Inventories

Particulars	As at Mar-23 Current	As at Mar-22 Current
Raw Material In hand	159.47	141.59
Work In Progress	19.36	14.56
Finished Goods		
a) In hand	69.45	62.15
b) In transit	-	-
Consumable Stores & Spares	33.29	26.87
Bought Out Components	27.49	31.24
Others - Scrap	1.94	2.07
Total	**311.00**	**278.48**

a) The disclosure of inventories recognised as an expense in accordance with paragraph 36 of Ind AS 2 is as follows:

Particulars	As at Mar-23	As at Mar-22
Inventory write down	2.57	1.96
Total	**2.57**	**1.96**

Explanatory notes to the standalone financial statements
for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

12 Cash & Cash Equivalents

(a) Cash & Cash Equivalents

Particulars	As at Mar-23 Current	As at Mar-22 Current
(i) Balances with Banks	86.06	16.74
(ii) Balance with Banks -Foreign Branches	27.15	33.51
(iii) Fixed Deposits with Bank	3.82	4.01
(iv) Cheques on Hand	2.17	-
(v) Cash on Hand	0.67	0.56
Total	**119.87**	**54.82**

12 (b) Bank Balance other than cash and cash equivalents

Particulars	As at Mar-23		As at Mar-22	
	Non Current	Current	Non Current	Current
Fixed Deposits held as margin money	-	73.41	-	53.27
Total	**-**	**73.41**	**-**	**53.27**

13 Contract Assets

Particulars	As at Mar-23		As at Mar-22	
	Non Current	Current	Non Current	Current
Considered Good		1,476.39		1,103.28
Credit Impaired		11.89		11.44
		1,488.28		1,114.72
Less: - Provision for Credit Impaired		(11.89)		(11.44)
		1,476.39		1,103.28
Less :- Allowance For Expected Credit Loss [Refer note 8 (b)]		(9.49)		(8.85)
Total		**1,466.90**		**1,094.43**

Movement in the Credit Loss Allowance	As at Mar-23	As at Mar-22
Opening Balance	8.85	5.94
Add : Created during the year	0.64	2.91
Less : Released during the year	-	-
Closing Balance	**9.49**	**8.85**

Contract Assets represents unbilled revenue and retention due to contractual conditions.

(All figures in INR Crores unless otherwise stated)

14 Other Assets (Unsecured, considered good)

Particulars	As at Mar-23		As at Mar-22	
	Non Current	Current	Non Current	Current
Capital Advances	4.92	-	16.16	-
Advance to Suppliers				
Related Parties				
Considered Good	-	2.09	-	1.87
Others				
Considered Good	-	141.16	-	83.49
Credit Impaired	0.18	8.86	0.18	3.66
Less : Impairment Provision	(0.18)	(8.86)	(0.18)	(3.66)
Others				
Taxes Paid Net of Provisions	13.68	-	18.34	-
Prepaid Expenses	3.50	25.15	-	24.19
Balances with Tax Authorities	9.94	82.14	9.83	89.30
Deferred Input Tax Credit	-	16.40	-	22.88
Staff Advances	-	1.33	-	1.17
Others	-	2.40	-	0.40
Total	**32.04**	**270.67**	**44.33**	**223.30**

15 Assets Held for Sale

Particulars	As at Mar-23		As at Mar-22	
	Non Current	Current	Non Current	Current
Office Premises	-	0.24	-	-
	-	**0.24**	**-**	**-**

The Company's 3 office premises are classified as "Held for Sale" as they meet the criteria laid down under IND AS 105.

16 Equity Share Capital

Particulars	As at Mar-23		As at Mar-22	
	Numbers	Amount	Numbers	Amount
Face Value (in ₹)		₹ 10 each		₹ 10 each
Class of Shares		Equity Shares		Equity Shares
Authorised Capital	3,50,00,000	35.00	3,50,00,000	35.00
Issued, Subscribed and Paid up Capital	2,27,98,440	22.80	2,27,08,440	22.71
Total	**2,27,98,440**	**22.80**	**2,27,08,440**	**22.71**

Disclosures:

i) Reconciliation of Shares

Particulars	As at Mar-23		As at Mar-22	
	Numbers	Amount	Numbers	Amount
Shares outstanding at the beginning of the period	2,27,08,440	22.71	75,69,480	7.57
Issued during the year (Refer note (d) & (e) below)	90,000	0.09	1,51,38,960	15.14
Shares outstanding at the end of the period	**2,27,98,440**	**22.80**	**2,27,08,440**	**22.71**

Explanatory notes to the standalone financial statements

for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

a) During the year 2017-18, following were issued for consideration other than cash:

   i) Pursuant to the Scheme of Arrangement and in accordance with the directions of the NCLT the company has issued 7,25,000 Equity shares of ₹ 10 each to Gammon India Limited (GIL).

   ii) The company has alloted 2,75,000 OFCD's to Gammon India Limited as per the share holders agreement entered into between the company and Gammon India Limited. Gammon India Limited had informed the company that it wished to exercise their rights to convert the aforesaid OFCD's in equity shares. Accordingly, the company issued & alloted 2,75,000 equity shares to Gammon India Limited.

b) Pursuant to the conversion of the Optionally Convertible Debentures on 30th October 2017, 30,00,000 equity shares have been issued to M/s Ajanma Holdings Private Limited and M/s Gammon India Limited and an amount of ₹ 48.80 Crores has been credited to Securities Premium account.

c) During the year 2020-21 the Company has issued 33,69,480 equity shares of face value of ₹ 10/- each on right basis ('Rights Equity Shares') to the Eligible Equity Shareholders at an issue price of ₹ 80 per Rights Equity Share (including premium of ₹ 70 per Rights Equity Share). In accordance with the terms of issue, ₹ 20 i.e. 25% of the Issue Price per Rights Equity Share (including a premium of ₹ 17.50 per share), was received on application, ₹ 20 i.e. 25% of the Issue Price per Rights Equity Share (including a premium of ₹ 17.50 per share), was received on allotment. The Board had made First and final call of ₹ 40 per Rights Equity Share (including a premium of ₹ 35 per share) on shareholders which has been received.

d) During the year 2021-22, the Company issued 1,51,38,960 equity shares of face value of ₹ 10 each at the premium of ₹ 10 each on right basis ('Rights Equity Shares').

e) During the year 2022-23, the Company issued 90,000 equity shares of face value of ₹ 10 each at the premium of ₹ 86.33 each on exercise of ESOP. (Refer Note No 49)

ii) Details of Shareholding in excess of 5%

Name of Shareholder	As at Mar-23		As at Mar-22	
	Number of Shares	%	Number of Shares	%
Ajanma Holdings Pvt Ltd	2,10,72,738	92.43%	2,10,72,738	92.80%

iii) Details of Shareholdings by the Promoter/Promoter group

Name of the Promoter	As at Mar-23		As at Mar-22
Ajanma Holdings Private Limited			
No of Shares	2,10,72,738		2,10,72,738
% of total shares	92.43%		92.80%
% change 2022-23		0.00%	

iv Rights and obligations of shareholders

As per the records of the Company, including its register of shareholders / members and other declarations, if any, received from shareholders, the shareholding as shown in clause (ii) above represents legal as well as beneficial ownership of the shares.

v) Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹10/- each. Each holder of equity share is entitled to one vote per share. The distribution will be in proportion to the number of equity shares held by the shareholders.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets, if any, of the company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(All figures in INR Crores unless otherwise stated)

17 Other Equity

Particulars	As at Mar-23	As at Mar-22
Retained Earnings (Surplus)	603.67	492.99
Security Premium	88.66	87.53
Capital Reserve	62.24	62.24
Debenture Redemption Reserve	-	0.04
Employee Stock Option Outstanding	-	1.40
Other Comprehensive Income	3.48	2.87
Total	**758.05**	**647.07**

i) Capital Reserve

As per the order of the National Company Law Tribunal dated March 30, 2017, the issued, paid-up and subscribed share capital of the Company of ₹ 31.00 Crores comprising of 31,000,000 equity shares of ₹ 10 each has been reduced to ₹ 0.20 Crores comprising of 200,000 equity shares of ₹ 10 each/- upon the Scheme of Arrangement becoming effective. The Scheme of Arrangement is effective from January 1, 2016, the appointed date stated in the scheme, in term of the provision of Section 232(6) of the Companies Act, 2013. As provided in the scheme, the reduced amount of ₹ 30.80 Crores, has been utilized for adjusting the debit balance in the profit and loss account of the Company and excess, if any shall be credited to the capital reserve account of the Company. Accordingly, the existing issued, subscribed and paid up Share capital stands reduced to ₹ 0.20 Crores and an amount of ₹ 11.67 Crores has been credited to the opening surplus account and the balance amount of ₹ 19.13 Crores has been credited to Capital Reserve account.

ii) Debenture Redemption Reserve

As part of Business Transfer Agreement and Scheme of Arrangement, the Company has agreed to redeem specified amount of non convertible debentures issued by Gammon India Limited. The Companies (Share Capital and Debentures) Rules, 2014 require the Company to create a Debenture Redemption Reserve (DRR) out of profits of the company available for distribution of dividend.

The Company has however not set aside or earmarked liquid assets of ₹ Nil. (P.Y. ₹ 0.06 Crores) being 15% of the amount of Debenture due for redemption as at March 31, 2023 as required by the Companies Act, 2013.

The Company feels that considering the available Cash and Bank Balances on hand it is confident it will be able to repay the Debentures on it's due dates.

18 Long Term Borrowings

Particulars	As at Mar-23		As at Mar-22	
	Non Current	Current Maturities	Non Current	Current Maturities
Non Convertible Debentures Secured				
Placed with Banks and Financial Institutions	-	-	-	0.39
Term Loans from Banks-Secured				
Rupee Term Loan (RTL) -1	-	1.89	2.60	6.27
Rupee Term Loan (RTL) -3	-	0.20	0.91	1.63
Funded Interest Term Loan (FITL)	-	2.47	3.55	10.25
Working Capital Term Loan (WCTL)	-	3.97	7.69	28.85
Emergency Credit Line Guarantee Scheme (ECLGS)	44.08	20.23	64.31	16.59
Emergency Credit Line Guarantee Scheme (ECLGS 2.0 Extension)	36.47	-	17.71	-
Indian Bank	2.53	1.08	-	-
Term Loans from Others-Secured				
Axis Finance Ltd	12.99	24.36	21.20	16.96
Mahindra & Mahindra Financial Services Ltd	24.27	5.73	-	-
Total	**120.34**	**59.93**	**117.97**	**80.94**

Explanatory notes to the standalone financial statements

for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

(a) The company entered into a Business Transfer Agreement (BTA) with Gammon India Limited (GIL) pursuant to which long term borrowings amounting to ₹ 200.13 crores and short term borrowings of ₹ 29.99 crores of GIL were transferred to the Company. Further pursuant to the Scheme of Arrangement and order of NCLT dated 30th March 2017, long term borrowing amounting to ₹ 93.35 crores and short term borrowings amounting to ₹ 181.75 crores were transferred to the Company upon execution of novation agreement with lenders effective from January 1, 2016. The carve out of the borrowing pursuant to the BTA has been substantially completed except few lenders. Carve out of Non Convertible Debentures, though agreed upon by GIL and the company, is yet to be approved and executed by the debenture holders. The security for the borrowings assumed under the Scheme of Arrangement has been created.

(b) Securities for Term Loans and NCD as per Novation agreement with the lenders :

Rupee Term Loan-1 (RTL1), Working Capital Term Loan (WCTL) and Funded Interest Term Loan (FITL) thereon -

i) 1st pari-passu charge on the entire Property, Plant and Equipments (movable and immovable), both present and future of the Company.

ii) 2nd pari-passu charge on the entire Current Assets, Loans and Advances, long term trade receivables and other assets pertaining to the Company.

Non Convertible Debentures

i) First ranking pari passu security interest on entire Property, Plant and Equipments (movable and immovable), both present and future of the company.

Rupee Term Loan-3 (RTL3)

ii) 2nd pari-passu charge on the entire Property, Plant and Equipments (movable and immovable), both present and future of the Company.

(c) Emergency Credit Line Guarantee Scheme (ECLGS) & ECLGS 2.0 Extension

i) Pari passu 1st charge on assets created of the credit facilities being extended

ii) Pari passu 2nd charge with the existing credit facilities in terms of cash flows (including repayments) and security.

iii) ECLGS loans carry an interest rate ranging from 7.95 % to 8.40%.

(d) Axis Finance Ltd. - Capex Loan 1

Exclusive charge on the machinery and equipment's so financed upto 1.25 times and demand promissory note, loan carries an interest rate of 11%. Loan is repayable in quarterly equal instalment within 21 months

(e) Axis Finance Ltd. - Capex Loan 2

Exclusive charge on the machinery and equipment's so financed upto 1.25 times and demand promissory note, loan carries an interest rate of 11%. Loan is repayable in equal instalment within 36 months

(f) Indian Bank Capex Loan

Exclusive charge on the machinery and equipment's so financed upto 1.25 times , loan carries an interest rate of 11%. Loan is repayable in 10 equal quartely instalment within 30 months after Moratorium of 6 months.

(g) Mahindra & Mahindra Financial Services Ltd. Working Capital Term Loan

a. First Pari-passu charge along with existing term lenders on entire fixed assets of the company (both movable and immovable & both present and future) owned by the company

b. Second Pari-passu charge on entire current assets of the borrower company (present and future) with existing working capital lenders

c. Demand Promissory Note for the entire loan along with the interest Repayment schedule

d. Loan shall be repayable in 48 Equated Monthly Instalments (EMI) repayments commencing at the end of first month from the date of first disbursement of the loan. Loan carries a rate of interest of 11%.

(All figures in INR Crores unless otherwise stated)

(h) **Repayment Terms**

Type of Loan	Repayment Schedule
RTL-1, RTL -3 , WCTL	Repayable in 11 quarterly unequal instalments commencing on 15 October 2020 and ending on 15 April 2023.
NCD	Repayable in 11 quarterly instalments of ₹ 0.26 Crores commencing on 15th April 2020 and ending on 15th October, 2022.
FITL	Repayable in 21 quarterly unequal ballooning instalments commencing on 15 April 2018 and ending on 15 April 2023
ECLGS Loan	Repayable in 48 equal monthly instalments commencing in April 2022 after an initial moratorium of one year
ECLGS Loan 2.0 ext	Repayable in 48 equal monthly instalments commencing in April 2024 after an initial moratorium of two years

(i) **Maturity profile of Term Loans and NCD**

Period	As at Mar-23	As at Mar-22
0 - 1 years	59.91	80.94
1 - 2 Years	46.64	51.94
2 - 3 years	41.86	28.89
3 - 4 years	21.45	24.65
4 - 5 years	9.89	8.06
More than 5 years	0.51	4.43
TOTAL	**180.26**	**198.92**

(j) **Reconciliation of Cash flows from financing activities**

Particulars	Non-current borrowings (including Current Maturities)	Current borrowings	Total
Opening balance	145.64	283.48	429.12
Proceeds from / (Repayment of) Short Term Borrowings	-	(13.28)	(13.28)
Loan Taken during the year	103.19	-	103.19
Repayment of Loan	(49.91)		(49.91)
As at 31 March 2022	**198.92**	**270.20**	**469.12**
Loan Taken during the year	100.45	-	100.45
Repayment of Loan	(119.10)		(119.10)
Proceeds from / (Repayment of) Short Term Borrowings		154.47	154.47
As at 31 March 2023	**180.26**	**424.68**	**604.94**

(k) The company has taken fresh loans during the year and have used the borrowings taken from banks and financial institutions for the specific purpose for which they were taken.

(l) During the year the company has paid all the interest and instalments on time.

(m) **Registration of charges or Satisfaction with Registrar of Companies**

Registration of Charge

As at March 31, 2023, the Company do not have any charge which is yet to be registered with ROC beyond the statutory period.

Satisfaction of Charge

There are charges disclosed as outstanding of ₹ 134 crores as at March 31, 2023 in respect of borrowings which have been repaid long back. The Company is unable to clear the satisfaction for lack of requisite documentation from the lenders. The matter is being followed up by the Company.

Explanatory notes to the standalone financial statements

for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

19 Other Financial Liabilities

Particulars	As at Mar-23		As at Mar-22	
	Non Current	Current	Non Current	Current
Liabilities under Court Scheme & BTA*	56.67	-	53.29	-
Payable for Capital Goods			-	
- Micro & Small Enterprises	-	1.53	-	0.10
- Others	-	2.67	-	3.34
Interest Accrued	-	12.17	-	7.78
Employee Liability	-	29.91	-	26.10
Total	**56.67**	**46.28**	**53.29**	**37.32**

* Pursuant to the approval of Scheme of arrangement by NCLT and BTA agreement between Gammon India Limited & Transrail Lighting Limited (TLL) ,there are allocation of borrowings transferred to the company . The company and lenders also entered in to various agreement for creation of security, but there are certain lenders (Insurance companies) who have not signed the novation agreements. Since the Insurance companies have not recorded TLL as a borrower, the company is unable to discharge their liabilities, including interest. In accordance with Legal advise sought in this matter, the Company has disclosed the aforesaid liability on account of NCDs including interest thereon as Non Current Financial Liability under Court Scheme & BTA pending settlement of Novation issue and recognitions by the holders of NCDs to the novation. Due to reason mentioned above same is not shown as default.

20 Lease Liabilities

Particulars	As at Mar-23		As at Mar-22	
	Non Current	Current	Non Current	Current
Lease Liabilities - Property, Plant and Equipments	0.81	1.69	2.08	1.73
Lease Liabilities - Office Premises	7.51	6.34	1.39	2.20
Total	**8.32**	**8.03**	**3.47**	**3.93**

21 Contract Liabilities

Particulars	As at Mar-23		As at Mar-22	
	Non Current	Current	Non Current	Current
i) Adjustable Receipts	-	36.06	-	33.93
ii) Advance from Customer	-	504.89	-	426.29
Total	**-**	**540.95**	**-**	**460.22**

22 Provisions

Particulars	As at Mar-23		As at Mar-22	
	Non Current	Current	Non Current	Current
Provision for employee benefits				
Provision for Gratuity	-	3.15	-	1.94
Provision for Leave Encashment	4.31	0.51	4.40	0.46
Provision for Income Tax	-	2.42	-	1.79
Others:				
Provision for Contractual Obligation (refer note (A) below)	-	15.36	-	12.92
Provision for expected loss on long term contracts	-	30.03	-	34.11
Total	**4.31**	**51.47**	**4.40**	**51.22**

(All figures in INR Crores unless otherwise stated)

A) A provision is recognised for the expected amount of shortages on materials to be supplied to the client, rectification and replacement of services performed pursuant to the contract with the client. Assumption used to calculate the provisions is based on past experience and management estimates.

Particulars	2022-23	2021-22
Provision for Contractual Obligation		
Opening	12.92	22.12
Provided during the period	4.63	-
Utilised/(Reversed) during the period	(2.19)	(9.20)
Closing balance	**15.36**	**12.92**

B) The disclosures required under Ind AS 19 "Employee Benefits" are given below:

(i) Defined Benefit Plan

a The Company has an obligation to provide to the eligible employees defined benefit plans such as gratuity. The gratuity 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 days of salary payable for each completed year of service or part thereof. Vesting occurs upon completion of 5 consecutive years of service. The measurement date used for determining retirement benefit for gratuity is March 31.

The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The Company has defined benefit plans for gratuity which is funded through Life Insurance Corporation of India (LIC) group gratuity scheme.

b These plans typically expose the company to the actuarial risks, investment risks, interest rate risk, liquidity risk and salary risk

Actuarial Risk

It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons

Adverse Salary Growth Experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected.

Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity Benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cash flow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity Benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

Investment Risk

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

Liquidity Risk

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the company there can be strain on the cash flows.

Market risk

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

Explanatory notes to the standalone financial statements

for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

Legislative Risk

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligations and the same will have to be recognized immediately in the year when any such amendment is effective.

	Particulars	As at Mar-23 Gratuity Funded	As at Mar-22 Gratuity Funded
a)	**Reconciliation of opening and closing balances of Defined benefit Obligation**		
	Defined Benefit obligation at the beginning of the year	9.09	8.36
	Obligation in respect of transferred employees		-
	Current Service Cost	1.38	1.21
	Interest Cost	0.64	0.56
	Actuarial (Gain) /Loss	(0.31)	(0.32)
	Benefits paid	(1.05)	(0.72)
	Defined Benefit obligation at the year end	**9.75**	**9.09**
b)	**Reconciliation of opening and closing balances of fair value of plan assets***		
	Fair Value of plan assets at the beginning of the year	7.14	7.36
	Expenses deducted from fund	-	-
	Interest Income	0.55	0.53
	Return on Plan assets excluding amounts Included in Interest Income	(0.10)	(0.06)
	Actuarial Gain/ (Loss)	-	-
	Employer Contribution	0.06	0.03
	Benefits Paid	(1.05)	(0.72)
	Adjustment to the Opening Fund		-
	Fair Value of Plan Assets at the year end	**6.60**	**7.14**
	*100% planned assets are invested in policy of Insurance		
c)	**Reconciliation of fair value of assets and obligations**		
	Fair Value of Plan Assets at end of the year	6.60	7.14
	Present value of obligation as at the end of year	(9.75)	(9.09)
	Amount recognized in Balance Sheet	**(3.15)**	**(1.95)**
d)	**Expenses recognized during the year (Under the head " Employee Benefits Expense")**		
	Current Service Cost	1.38	1.21
	Interest Cost	0.09	0.03
	Net Cost	**1.47**	**1.24**
	Other Comprehensive Income for the Period		
	Components of actuarial (gain)/losses on obligation		
	Due to experience adjustments	(0.31)	(0.32)
	Return on plan assets excluding amount including in interest income	0.10	0.06
	Actuarial (Gain)/Loss		-
	Amount recognised in Other Comprehensive (Income) / Expense	**(0.21)**	**(0.26)**

(All figures in INR Crores unless otherwise stated)

Actuarial assumptions

Mortality Table	**As at Mar-23 Gratuity Funded**	**As at Mar-22 Gratuity Funded**
Discount rate (per annum)	7.50%	7.25%
Withdrawal Rates	5% p.a. at younger ages reducing to 1% p.a. at older ages	5% p.a. at younger ages reducing to 1% p.a. at older ages
Rate of escalation in salary (per annum)	6.00%	6.00%

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

A quantitative Sensitivity analysis for significant assumption as at March 31, 2023

Gratuity Plan	**As at Mar-23**		**As at Mar-22**	
Assumptions	**Discount rate**		**Discount rate**	
Sensitivity level	0.5% increase	0.5% decrease	0.5% increase	0.5% decrease
Impact on defined benefit obligation	9.26	10.30	8.61	9.62
	Salary Growth Rate		**Salary Growth Rate**	
Sensitivity level	0.5% increase	0.5% decrease	0.5% increase	0.5% decrease
Impact on defined benefit obligation	10.27	9.27	9.58	8.62
	Withdrawal Rate		**Withdrawal Rate**	
Sensitivity level	10% Increase	10% decrease	10% Increase	10% decrease
Impact on defined benefit obligation	9.79	9.73	9.12	9.07

The sensitivity analysis above has been determined based on method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumption occurring at the end of reporting period.

Maturity Profile of the defined benefit obligation

	As at Mar-23	**As at Mar-22**
Within next 12 months	0.49	0.52
Between 2-5 years	2.37	2.22
Between 6 - 10 years	3.73	3.33
Total expected payments	**6.59**	**6.07**

The Expected contribution for the next year is ₹ 4.91 Crores (P.Y ₹ 1.38 Crores).

(ii) Defined contribution plans

Contribution to Defined Contribution Plan recognized / charged off for the year are as under:-

Particulars	**2022-23**	2021-22
Employer's Contribution to Provident Fund	4.47	4.08

Explanatory notes to the standalone financial statements
for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

23 Deferred tax Assets (Net)

Particulars	As at Mar-23	As at Mar-22
Deferred tax liabilities:		
Property, Plant and Equipment	27.34	28.05
Right-of-use Asset	4.61	2.15
Other Intangible assets	0.03	(0.05)
	31.97	**30.15**
Deferred tax assets:		
Provision for Trade Receivable and Loans	14.51	12.14
Tax allowances u/s 43B	1.18	5.86
Tax Losses	-	1.27
Employee Benefits and others tax disallowance	16.29	10.89
	31.97	**30.15**
Deferred tax Assets (Net)	-	-

The Company has accounted for Deferred Tax Asset on Tax disallowances on a prudent basis only to the extent of Deferred Tax Liability as there is reasonable probability of future taxable income to the extent of reversal of temporary tax differences.

24 Other Current Liabilities

Particulars	As at Mar-23		As at Mar-22	
	Non Current	Current	Non Current	Current
Security Deposits	-	1.13	-	1.10
Duties & Taxes	-	13.65	-	13.67
Others	-	7.57	-	8.06
Total	**-**	**22.35**	**-**	**22.83**

25 Short Term Borrowings

Particulars	As at Mar-23		As at Mar-22	
	Non Current	Current	Non Current	Current
Loans repayable on demand:				
From Banks				
Cash Credit from Consortium Bankers	-	67.67	-	56.19
Working Capital Demand Loan (WCDL)	-	273.43	-	189.48
From Others				
Purchase Financing Facility	-	83.56	-	24.52
Current Maturities of Term Loan	-	59.91	-	80.94
Total	**-**	**484.57**	**-**	**351.13**
Secured		401.01		326.61
Unsecured		83.56		24.52

i) Cash Credit facility & WCDL carries an interest rate ranging from 10.20% to 14.00% .

ii) Securities - Cash Credit/WDCL from Consortium Bankers :

(All figures in INR Crores unless otherwise stated)

a) 1st pari-passu charge on the entire Current Assets, Loans and Advances, Long Term Trade Receivables and other assets of the Company.

b) 2nd pari-passu charge over the entire Property, Plant and Equipments (immovable and movable) both present and future of the Company.

iii) Lien is marked on the units of Mutual Fund of ₹ 3.24 Crores against the Purchase Finance Facility taken from Aditya Birla Finance Ltd and to that extent it is secured.

iv) Borrowings from banks and financial institution on the basis of security of current assets -

Quaterly returns filed by the company with bank or financial institution are largely in agreement with books of accounts except insignificant changes as per the details and for the reasons detailed in Annexure I.

26 Trade Payables

Particulars	As at Mar-23		As at Mar-22	
	Non Current	Current	Non Current	Current
Trade Payables				
- Micro and Small Enterprises	-	28.62	-	56.23
- Others	-	627.51	-	522.72
- Acceptance (Refer Note 26 (C))	-	652.89	-	491.62
Total	**-**	**1,309.02**	**-**	**1,070.57**

Trade Payable Ageing Schedule

(Ageing from due date of payment)

As at March 31, 2023

Range of outstanding period	MSME		Others	
	Undisputed	Disputed	Undisputed	Disputed
Unbilled	-		105.89	-
Not Due	11.70		937.34	-
Less than 1 year	14.50		139.09	-
1-2 years	0.98		20.74	-
2-3 year	0.66		20.01	-
> 3 years	0.78		57.33	-
Total	**28.62**	**-**	**1,280.40**	**-**

Explanatory notes to the standalone financial statements

for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

As at March 31, 2022

Range of outstanding period	MSME		Others	
	Undisputed	Disputed	Undisputed	Disputed
Unbilled	-	-	101.23	-
Not Due	0.07	-	441.42	-
Less than 1 year	50.90	-	392.53	-
1-2 years	3.47	-	28.90	-
2-3 year	1.13	-	15.82	-
> 3 years	0.67	-	34.45	-
Total	**56.23**	**-**	**1,014.34**	**-**

a) Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management under the MSME Act 2006. This has been relied upon by the auditors.

b) MSME Disclosure

Details of dues to micro and small enterprises as defined under MSME Act, 2006	2022-23	2021-22
i Principal amount due	30.15	59.77
ii Interest due on above	1.14	0.66
iii Amount of interest paid in terms of Sec 16 of the Micro, Small and Medium Enterprise Development Act, 2006	-	-
- Principal amount paid beyond appointed day	149.01	62.58
- Interest paid thereon	-	-
iv Amount of interest due and payable for the period of delay	2.58	1.40
v Amount of interest accrued and remaining unpaid as at year end	9.65	5.93

c) Acceptance includes an amount of ₹ 506.65 Crores (P.Y. ₹ 363.00 Crores) under Letter of credit opened by the lenders of the Company which is secured by the underlying materials and forms part of secured facility and an amount of ₹ 146.24 Crores (P.Y. ₹ 128.62 Crores) being other acceptances being unsecured.

(All figures in INR Crores unless otherwise stated)

27 Current Tax liability

Particulars	As at Mar-23		As at Mar-22	
	Non Current	Current	Non Current	Current
Current Tax Liability - net of taxes paid	-	21.68	-	-
Total	**-**	**21.68**	**-**	**-**

28 Revenue from Operations

Particulars	2022-23	2021-22
Sale of Products	200.78	206.78
Income From EPC Contracts	2,874.71	2,055.85
Sale of Services	10.65	21.52
Total	**3,086.14**	**2,284.15**

Disclosure in accordance with Ind AS - 115 "Revenue from Contracts with Customers", of the Companies (Indian Accounting Standards) Rules, 2015

a) **Method used to determine the contract revenue:** Input Method

Method used to determine the stage of completion of contract : Stage of completion is determined as a proportion of costs incurred upto the reporting date to the total estimated cost to complete

i) **Revenue disaggregation by type of Service is as follows:**

Major Service Type	2022-23	2021-22
EPC Contract	2,874.71	2,055.85
Sale of Products / Services	211.43	228.30
Total	**3,086.14**	**2,284.15**

ii) **Revenue disaggregation by geographical regions is as follows:**

	2022-23	2021-22
- In India	1,438.84	1,417.04
- Outside India	1,647.30	867.11
Total	**3,086.14**	**2,284.15**

iii) **Revenue disaggregation by Customer Type is as follows:**

Customer Type	2022-23	2021-22
Government Companies*	2,541.46	1,850.97
Non Government Companies	544.68	433.18
Total	**3,086.14**	**2,284.15**

* Government Companies include the Indian as well as foreign government companies

iv) Contracts are both fixed and variable price contract and changes will result due to Force Majeure / arbitration claims, Price Variation and Quantity Escalation.

b) **Movement in Contract liability**

Particulars	Opening	Adjusted during the year	Received during the year	Closing
March 2023	460.22	(173.74)	254.48	540.95
March 2022	185.34	(99.29)	374.17	460.22

Explanatory notes to the standalone financial statements

for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

c) **Performance obligation and remaining performance obligation**

The aggregate value of transaction price allocated to unsatisfied (or partially satisfied) performance obligations is Rs 9619 Crores. The projects which substantially involve transmission and distribution projects have execution life cycle of 18 to 30 months. The Civil EPC projects have an execution life cycle of 24 to 36 months. Out of the balance unsatisfied contracts, the Company expects to approximately execute 40% to 50% as revenue in the next 12 months depending upon the progress on such contracts. The balance unsatisfied performance obligation would be completed in the subsequent year.

d) **Contract Price Reconciliation in respect of EPC Contracts**

Contract Price Reconciliation in respect of EPC Contracts	2022-23	2021-22
Contract Price	2,757.52	2,009.38
Add / Less : Adjustments	-	-
Escalations & other Variations	117.19	46.47
Revenue Recognised	**2,874.71**	**2,055.85**

29 Other Operating Revenue

Particulars	2022-23	2021-22
Sale of Scrap	39.28	37.05
Job Work	7.50	7.57
Export Incentive	9.99	6.46
Sundry Credit Balances written back	8.21	12.44
Others	0.53	2.27
Total	**65.51**	**65.79**

30 Other Income

Particulars	2022-23	2021-22
Interest Income	10.50	5.06
Profit on sale of assets	-	0.05
Reversal of Provision	3.55	-
Gain on Mutual Fund	0.08	0.14
Miscellaneous Income	8.09	2.10
Total	**22.22**	**7.35**

31 Cost of Materials Consumed

Particulars	2022-23	2021-22
Material Consumed (Factory)		
Opening Stock	70.66	55.31
Add : Purchases (Net of Discount)	1,329.92	836.79
Less : Closing Stock	(78.53)	(70.66)
Material Consumed	**1,322.05**	**821.44**
Materials Consumed (Sites)		
Opening Stock	70.93	56.14
Add : Purchases (Net of Discount)	509.37	399.24
Less : Closing Stock	(80.94)	(70.93)
Material Consumed	499.36	384.45
Total	**1,821.41**	**1,205.89**

Explanatory notes to the standalone financial statements
for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

32 Changes in inventories of Finished Goods, Work-in-progress and Stock-in-trade

Particulars	2022-23	2021-22
Inventory Adjustments - WIP		
Work In progress at Opening	14.56	9.84
Work In progress at Closing	(19.36)	(14.56)
Inventory Adjustments - FG		
Stock at Commencement	64.22	62.57
Less : Stock at Closing	(71.39)	(64.22)
Inventory Adjustments - Bought out Material		
Stock at Commencement	31.24	19.81
Less : Stock at Closing	(27.49)	(31.24)
Total	**(8.22)**	**(17.80)**

33 Sub-contracting Expenses

Particulars	2022-23	2021-22
Sub-contracting Expenses	348.79	354.04
Total	**348.79**	**354.04**

34 Employee Benefit Expenses

Particulars	2022-23	2021-22
Salaries, Bonus, Perquisites etc.	170.63	152.09
Contribution to Employees welfare funds	5.34	4.75
Staff Welfare expenses	2.86	2.60
Total	**178.83**	**159.44**

35 Finance Cost

Particulars	2022-23	2021-22
Interest Expense	99.00	66.87
Interest on lease liability	1.57	1.07
Interest on direct and indirect tax	1.47	3.15
Interest Others	5.22	5.95
Other Borrowing cost	12.43	7.80
Total	**119.69**	**84.84**

36 Depreciation & Amortisation

Particulars	2022-23	2021-22
Depreciation on Property Plant and Equipment	39.58	32.89
Depreciation on Right of Use	6.14	4.72
Amortisation	0.06	0.23
Total	**45.78**	**37.83**

Explanatory notes to the standalone financial statements
for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

37 Other Expenses

Particulars	2022-23	2021-22
Consumption of Stores and Spares	62.93	52.83
Bank Charges & Bank Guarantee charges	69.02	53.71
Power & Fuel	9.72	7.89
Rent	24.26	19.71
Rates & Taxes	22.25	7.40
Repairs & Maintenance		
- Building	1.82	1.78
- Machinery	3.85	2.46
- Others	1.80	1.74
Security Expenses	9.44	6.77
Printing & Postage	2.07	1.95
Sundry Debit Balances Written off	2.76	8.01
Bad debts written off	1.49	8.35
Allowance for Expected and Lifetime credit loss	4.22	1.89
Provision for Doubtful Debts	5.20	-
Loss on Sale of PPE	2.02	-
Assets discarded	-	0.04
Provision for Expected Contractual Obligation	-	27.88
Corporate Social Responsibility Expenditure	2.99	2.72
Insurance	20.14	17.15
Director Sitting fees and commission	0.57	0.43
Donation	0.11	0.02
Travelling Expenses	13.04	11.33
Vehicle Expense	22.04	20.30
Project Consultancy Charges	20.30	41.65
Freight & Other Expenses	172.76	113.64
Net Foreign Exchange (Gain)/Loss	(17.12)	(18.82)
Professional Fees	23.99	20.55
Remuneration to Auditors		
- Audit Fees	0.60	0.60
- Certification & Others	0.04	0.07
Foreign Branch Auditors Fees	0.33	0.28
Other Expenses	34.79	28.80
Total	**517.43**	**441.13**

(All figures in INR Crores unless otherwise stated)

38 Corporate Social Responsibility Expenditure (CSR)

The company is covered under section 135 of the Companies Act, 2013 the following is the disclosed with regard to CSR activities:-

	Particulars	2022-23	2021-22
1	Gross amount required to be spent by the company during the year	1.95	2.34
2	Amount approved by the Board to be spent during the year	1.95	2.34
	- Ongoing	1.95	2.34
	- Other than ongoing	-	-
3	Amount spent during the year on:		
(a)	Construction/acquisition of any asset	-	-
(b)	On purposes other than (a) above		
	i) For 22-23	0.51	-
	ii) For 21-22	1.77	-
	iii) For 20-21	1.03	1.55
	ii) For earlier years	-	0.38
	Total	**3.32**	**1.93**
4	Shortfall at the end of the year,	1.44	2.34
5	Total of previous years shortfall,		-
6	Reason for shortfall-	NA	NA

7. Nature of CSR activities-

	Particulars	2022-23	2021-22
(a)	disaster management, including relief, rehabilitation and reconstruction activities	-	0.34
(b)	social causes including education and health care	2.02	1.54
(c)	ensuring animal welfare	0.05	0.05
(d)	Rural Development	1.25	-
Total		**3.32**	**1.93**

8. Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard;

Name of the related party	2022-23	2021-22
Transrail Foundation	1.94	-

9. The movement in the provision during the year is disclosed hereunder:

	Particulars	2022-23	2021-22
(a)	Opening Provision	2.34	1.55
(b)	Spent during the year	(1.77)	(1.55)
(c)	Created during the year	1.44	2.34
(d)	Closing Provision	**2.01**	**2.34**

Explanatory notes to the standalone financial statements
for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

10. Disclosures under section 135(6)

A In case of S. 135(6) (Ongoing Projects)

Particulars	2022-23	2021-22
(a) Opening Balance		
- With Company	2.34	1.55
- In Separate CSR unspent account	-	-
(b) Amount transferred from Companys Bank account to Separate CSR unspent account	2.34	1.55
(c) Amount required to be spent during the year	1.95	2.34
(d) Amount spent during the year		
- From Company's Bank Account	0.51	-
- From Separate CSR unspent account	1.77	1.55
(e) Carryforward to future years	1.44	2.34
(f) Excess Spent during the year	-	-
(g) Closing Balance		
- With Company	1.44	2.34
- In Separate CSR unspent account	0.29	
- With Implementing Agency	0.28	-

39 Tax Expenses

Particulars	2022-23	2021-22
Reconciliation of statutory rate of tax and effective rate of tax:		
1. Current tax-Domestic	39.00	23.70
2. Deferred tax liability / (asset)	-	-
3. Excess provision of earlier years	1.73	1.76
Total	**40.73**	**25.46**
Accounting Profit before Income Tax	150.07	91.92
At India's statutory income tax rate	25.17%	25.17%
Tax on long term capital gain	23.30%	23.30%
Tax on profit	**37.77**	**23.14**
Effect of non deductible expense	25.97	14.84
Effect of deductible expenses	(24.74)	(14.27)
Additional provisions on Foreign Branches	-	-
Additional provisions on prudence	-	-
Current Tax Expense for the year	**39.00**	**23.70**

Significant Components of Deferred Tax for the year ended March 31, 2023

Particulars	Opening	Recognised in Profit and Loss	Closing Balance
Property, Plant and Equipment	(28.05)	(0.71)	(27.34)
Right of Use Asset	(2.15)	2.46	(4.61)
Other Intangible assets	0.05	0.08	(0.03)
Provision for Trade Receivable and Loans	12.14	(2.37)	14.51
Tax Disallowances u/s 43B	5.86	4.68	1.18
Short term capital loss	1.27	1.27	-
Employee benefit and other tax disallowance	10.89	(5.40)	16.29
	-	-	-

(All figures in INR Crores unless otherwise stated)

Significant Components of Deferred Tax for the year ended March 31, 2022

Particulars	Opening	Recognised in Profit and Loss	Closing Balance
Property, Plant and Equipment	(29.12)	(1.07)	(28.05)
Right of Use Asset	(2.81)	(0.67)	(2.15)
Other Intangible assets	0.03	(0.02)	0.05
Provision for Trade Receivable and Loans	14.65	2.52	12.14
Tax Disallowances u/s 43B	7.42	1.57	5.86
Short term capital loss	1.27	-	1.27
Employee benefit and other tax disallowance	8.55	(2.33)	10.89
	-	-	-

40 Earning Per Share

Earnings Per Share (EPS) = Net Profit attributable to Shareholders / Weighted Number of Shares Outstanding

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Net Profit attributable to the Equity Share holders (Rs in Crore)	109.43	66.46
Outstanding Number of Equity Shares at the Beginning of the year	2,27,08,440	75,69,480
Share Issued during the year	90,000	1,51,38,960
Closing number of shares at the end of year	2,27,98,440	2,27,08,440
Weighted Number of Shares during the period – Basic	2,27,68,358	1,11,36,468
Weighted Number of Shares during the period – Diluted	2,27,68,358	1,11,36,468
Earning Per Share – Basic (Rs)	48.06	59.68
Earning Per Share – Diluted (Rs)	48.06	59.68

41 Disclosure in accordance with Ind AS – 116 "Leases", of the Companies (Indian Accounting Standards) Rules, 2015.

A) For changes in the carrying value of right of use assets for the year ended March 31, 2023 Refer Note 4

B) The details of the contractual maturities of lease liabilities on an undiscounted basis are as follows:

Particulars	March 31, 2023	March 31, 2022
Less than one year	8.03	3.93
One to five years	10.72	4.51
More than five years	-	-
Total	**18.75**	**8.44**

C) The following is the movement in lease liabilities

Particulars	March 31, 2023	March 31, 2022
Balance at the beginning	7.40	10.90
Addition in liability during the year	15.16	2.02
Interest on lease liabilities	1.57	1.07
Payment of lease liabilities	(7.78)	(6.60)
Closing balance	**16.35**	**7.40**

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

Explanatory notes to the standalone financial statements

for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

42 Joint Operations :

Particulars Joint Operations		Ownership Interest 2022-23	Ownership Interest 2021-22
i)	Consortium of Jyoti Structures Ltd & Transrail Lighting Ltd (CJT) (Bhutan)	50%	50%
ii)	Transrail Lighting Ltd - First Capital Energy & Power Ind Ltd JV (Nigeria)	30%	30%
iii)	Railsys engineering Pvt Ltd & Transrail Lighting Limited -JV	51%	51%
iv)	Transrail Lighting Ltd & Gammon Engineers & Contractors Pvt Ltd.	95%	95%
v)	TLL Metcon Pravesh JV	60%	60%
vi)	TLL-EVRASCON JV	70%	-
vii)	TLL-EVRASCON JV (Prayagraj Southern Greenfield Bypass & Bellary-Karnataka/ AP border)	80%	-
viii)	TLL - AZVIRT JV	80%	-
ix)	ITD Cem - Transrail Consortium	25%	-
x)	Transrail Hanbaek Consortium	100%	-
xi)	ALTIS - TLL JV	49%	-

43 Segment Reporting

The Company is primarily engaged in Engineering, Procurement and Construction business (EPC) relating to infrastructure inter alia relating to products, projects and engineerings. Managing Director & Chief Executive Officer (Chief Operating Decision Maker) monitors the operating results of its business units for the purpose of making decisions about resource allocation and performance assessment as a whole. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. The CODM reviews the Company's performance on the analysis of the profit of the company on an entity level basis. The management is of the opinion that the company continues to operate under a single segment of Engineering and Projects and hence the Company has only one reportable segment Engineering & Projects.

Entity level disclosure as required in Ind AS 108 - "Segment Reporting" of the Companies (Indian Accounting Standards) Rules, 2015

a The Company principally operates in the business of Engineering, Procurement and Construction business (EPC) relating to infrastructure and the major customers are primarily State or Central utilities of the country in which such projects are undertaken and private BOT operators in the business of laying and operating Transmission Lines. During the period there were Three (P.Y.Three) customers that contributed for more than 10% of the turnover Rs 1731.12 Crores (PY Rs 1197.70 Crores).

b Information about Geographical areas

Particulars	Revenue 2022-23	Revenue 2021-22
Domicile country	1,438.84	1,417.04
Foreign countries	1,647.30	867.11
Total	**3,086.14**	**2,284.15**

The revenues attributed to a specific country is basically determined by the country from where the contract has been secured by the company.

c Non Current Assets other than Financial Assets, DTA, Employment Benefit Assets, Insurance contract.

Particulars	Assets 2022-23	Assets 2021-22
Domicile country	354.71	336.28
Foreign countries	9.26	6.53
Total	**363.97**	**342.81**

(All figures in INR Crores unless otherwise stated)

44 Fair value hierarchy

This section explains the judgments and estimates made in determining the fair value of the financial instruments that are (i) recognised and measured at fair value and (ii) measured at amortized cost for which fair value are disclosed.

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. as 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).

1 **Recognised and measured at fair value**

The Company has not recognised any of the outstanding financial instrument as on March 31, 2023 and March 31, 2022 at fair value except as disclosed in the below in note (2)(ii).

2 **Measure at amortized cost for which fair value is disclosed.**

The Company has determined fair value of all its financial instruments measured at amortized cost.

The following methods and assumptions were used to estimate the fair values:

i) Long-term fixed-rate of borrowings are evaluated by the Company based on parameters such as interest rates.

ii) The following table presents the fair value measurement hierarchy of financial assets and liabilities measured at fair value

Particulars	Date of Valuation	Fair value measurement using		
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Mutual funds - Growth plan	31.03.2023	3.23	-	-
Mutual funds - Growth plan	31.03.2022	3.15	-	-
Forward contracts	31.03.2023	-	4.60	-
Forward contracts	31.03.2022	-	3.36	-

There have been no transfers between Level 1 and Level 2 during the period.

45 Capital management

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

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt.

Particulars	2022-23	2021-22
Long Term Borrowings	120.34	117.97
Short Term Borrowings	484.57	351.13
Less: Cash and Cash equivalents	119.87	54.82
Net debt	**485.04**	**414.28**
Total capital	780.85	669.78
Gearing ratio (in times)	0.62	0.62

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. The Company is not subjected to any financial covenants of any interest-bearing loans and borrowing.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2023 and March 31, 2022.

Explanatory notes to the standalone financial statements
for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

46 Financial Instruments

Categories of financial instruments

Particulars	As at March 31, 2023		
	FVTPL	FVTOCI	Amortised Cost
Financial Assets			
Non Current Investments	-	-	0.66
Current Investments	3.23	-	-
Trade receivables	-	-	644.90
Cash and Bank Balances	-	-	193.27
Loans	-	-	63.87
Others Financial Assets	4.60	-	81.17
Total	**7.83**	**-**	**983.87**
Financial Liabilities			
Borrowings	-	-	604.91
Trade payables	-	-	1,309.02
Other financial liabilities	-	-	102.96
Total	**-**	**-**	**2,016.89**

Particulars	As at March 31, 2022		
	FVTPL	FVTOCI	Amortised Cost
Financial Assets			
Non Current Investments	-	-	0.66
Current Investments	3.15	-	-
Trade receivables	-	-	639.73
Cash and Bank Balances	-	-	108.10
Loans	-	-	48.61
Others Financial Assets	3.36	-	50.65
Total	**6.51**		**847.75**
Financial Liabilities			
Borrowings	-	-	469.10
Trade payables	-	-	1,070.57
Other financial liabilities	-	-	90.61
Total	**-**	**-**	**1,630.28**

The management assessed that fair value of cash and short-term deposits, trade receivables, trade payables, book overdrafts and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

(All figures in INR Crores unless otherwise stated)

47 Financial risk management objectives and policies

a) Financial Risk management objectives

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

2 The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management is supported by an appropriate financial risk governance framework for the Company which provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and lays down policies for managing each of these risks, which are summarised below.

3 Derivative Financial Instruments

The Company holds derivative financial instruments such as foreign currency forward contracts and commodity future contracts to mitigate the risk of changes in exchange rates on foreign currency exposures and changes in price of commodities. The counter party for these contracts is generally a multinational bank, financial institution or exchange. These derivative financial instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs that are directly or indirectly observable in the marketplace. Mark to Market gain or loss on derivative instruments is part of other current financial assets or liabilities.

b) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk namely interest rate risk, currency risk and commodity risk. Financial instruments affected by market risk include receivables, payables, net investment in foreign operations, loans and borrowings and deposits.

The sensitivity analysis in the following sections on the financial assets and Financial liabilities relate to the position as at March 31, 2023 and March 31, 2022.

The following assumptions have been made in calculating the sensitivity analysis:

» The sensitivity analysis have been prepared on the basis that the amount of net debt, the ratio of fixed to floating interest rates of the debt as at March 31, 2023.

» The analysis exclude the impact of movements in market variables on: the carrying values of gratuity and other post-retirement obligations; provisions; and the non-financial assets and liabilities.

» The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks.

c) Interest rate risk

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

Presently the borrowings of the company are subject to a floating interest regime at MCLR specified in the respective financing agreements, which is subject to variation in rate of interest in the market. Considering the present market scenario the Company's policy is to maximise the borrowings at MCLR based variable interest rate.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Variation in interest (basis points)	Effect on profit before tax	
	March 31, 2023	March 31, 2022
Increase by 50 Basis points	(3.02)	(2.75)
Decrease by 50 Basis points	3.02	2.75

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment.

Explanatory notes to the standalone financial statements

for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

d) **Foreign currency risk**

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

Foreign Currency Exposure unhedged as at March 31, 2023 is Rs 842.62 Crores (PY Rs 726.52 Crores) for Trade and Other Receivables and Rs 430.83 Crores (PY Rs 267.98 Crores) for Trade and Other Payables.

For Un-hedged Foreign Currency Exposures:

Particulars	As at March 2023		As at March 2022	
	Foreign Currency in "000"	Amount In INR	Foreign Currency in "000"	Amount In INR
Trade and other Receivables				
USD	75,336.29	619.39	67,868.14	514.49
EUR	4,725.46	42.34	6,746.64	57.12
GBP	-	-	-	-
AED	449.77	1.01	449.77	0.92
MYR	27.37	0.05	27.37	0.05
BTN	82,802.67	8.28	46,733.11	4.67
CAD	-	-	-	-
KSH	3,78,156.92	23.30	5,05,309.46	32.95
NGN	1,19,896.77	2.13	1,05,193.76	1.91
FCFA	-	-	-	-
BDT	9,07,084.36	68.78	6,10,116.88	52.53
GHS	979.78	0.68	521.75	0.52
JOD	259.11	3.00	621.23	6.62
MZN	51,902.56	6.62	36,072.02	4.23
QAR	1,785.68	3.99	1,785.68	3.68
SEK	943.19	0.75	7,168.35	5.81
AFA	13,602.05	1.27	9,815.91	0.83
UGX	8,91,403.37	1.93	7,61,456.50	1.60
NIO	71,026.45	15.77	50,158.24	10.51
CFA	26,83,730.95	36.56	15,03,607.48	19.24
THB	27,342.59	6.57	38,817.43	8.80
PHP	1,357.43	0.21	303.78	0.04
		842.62		**726.52**

(All figures in INR Crores unless otherwise stated)

For Un-hedged Foreign Currency Exposures:

Particulars	As at March 2023		As at March 2022	
	Foreign Currency in "000"	Amount In INR	Foreign Currency in "000"	Amount In INR
Trade and other Payables				
USD	33,311.43	273.88	20,464.18	155.05
EUR	5,289.33	47.40	181.16	1.53
CAD	-	-	-	-
BTN	65,862.74	6.59	51,240.53	5.12
KSH	3,84,996.51	23.72	4,62,019.64	30.13
FCFA	-	-	-	-
BDT	6,10,381.82	46.28	4,51,702.70	38.89
GHS	519.28	0.36	735.59	0.73
JOD	4.15	0.05	686.60	7.31
SEK	-	-	-	-
MZN	4,302.98	0.55	13,525.25	1.58
NIO	93,311.30	20.72	66,269.36	13.89
UGX	4,79,840.52	1.04	9,44,098.79	1.98
AFA	28,919.20	2.71	73,828.17	6.25
CFA	5,52,600.71	7.53	1,48,733.09	1.90
THB	85.40	0.02	15,033.42	3.41
PHP	-	-	817.58	0.12
GBP	-	-	7.76	0.08
AUD	-	-	1.14	0.01
		430.83		**267.98**

The company has designated following forward contract as a fair value hedge which are outstanding as under :

Particulars	No. of Contracts	Currency Type	Amount In Foreign Currency (in "000")	Amount In Crore
As at March 31, 2023				
Sell USD/INR	7	USD	26,265.80	215.95
As at March 31, 2022				
Sell USD/INR	14	USD	33,400.09	253.20

Explanatory notes to the standalone financial statements
for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

e) **Foreign currency sensitivity**

The following table demonstrates the sensitivity to a reasonably possible change in USD, EUR, BDT and CFA exchange rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of revenue or expense and monetary assets & liabilities. The Company's exposure to foreign currency changes for all other currencies is not material.

Variation in exchange rate (%)	Effect on profit before tax March 31, 2023	Effect on profit before tax March 31, 2022
USD		
Increase by 5%	17.28	17.97
Decrease by 5%	(17.28)	(17.97)
EUR		
Increase by 5%	(0.25)	2.78
Decrease by 5%	0.25	(2.78)
BDT		
Increase by 5%	1.12	0.68
Decrease by 5%	(1.12)	(0.68)
CFA		
Increase by 5%	1.45	0.87
Decrease by 5%	(1.45)	(0.87)

f) **Commodity price risk**

The Company is affected by the price volatility of the major commodities. The company's operating activities require the ongoing purchase and manufacture of tower, conductors and poles and therefore require a continuous supply of Steel, Aluminium and Zinc. It may be observed that all the three metals have significant volatility in the prices during the year. However in case of steel which is the major item, there is no marketplace to manage the price risk. The Company holds derivative financial instruments such as commodity future contract to mitigate the risk of changes in Aluminium prices.

Further substantial part of our revenues during the year were covered by escalation clauses which addresses the price volatility to a large extent.

Due to the significantly increased volatility of the price of the Steel, Aluminium and Zinc, during the year the Company entered into various purchase contracts for Steel, Aluminium and Zinc at specific rates to manage the risk of the costs. The prices in these purchase contracts are linked to market rates.

The Company's Board of Directors has developed and enacted a risk management strategy regarding commodity price risk and its mitigation.

g) **Credit risk**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions and other financial instruments.

(All figures in INR Crores unless otherwise stated)

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on the ability of the customer to honour his commitments. The credit quality is also assessed on factors like state/central sponsored undertaking, financial strength of the customer, assurance of payments like LC or Guarantees etc. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit or other forms of credit insurance. Retention is considered as part of receivable which is payable on completion of the project and achieving the completion milestones. In certain contracts the retention would be realised on submission of a Bank guarantee, which is submitted as per the terms of the contract with customer.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are consolidated into an homogenous class and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 43. The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

In addition, the company is exposed to credit risk in relation to financial guarantees given by the company on behalf of joint operation (net of group share).These financial guarantees have been issued to the banks on behalf of the joint operations. Based on the expectations at the end of reporting period, Company considers the likelihood of the any claim under such guarantee is remote.

h) **Financial instruments and cash deposits**

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Company's Board of Directors on an annual basis, and updated throughout the year. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

i) **Liquidity risk**

The Company monitors its risk of a shortage of funds using a liquidity planning tool. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans, debentures and other instruments. As at March 31, 2023 no term loan has matured based on the repayment schedule specified in the financing agreements with the lenders.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

Particulars	Less than 1 year	One - Five year	Total
As at March 31, 2023			
Long term Borrowing	59.93	120.34	180.27
Short term Borrowings	424.64	-	424.64
Trade Payables	1,309.02	-	1,309.02
Other Financial Liabilities	46.28	56.67	102.95
Lease Liabilities	8.03	8.32	16.35
Total	**1,847.90**	**185.33**	**2,033.22**

Explanatory notes to the standalone financial statements
for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

Particulars	Less than 1 year	One - Five year	Total
As at March 31, 2022			
Long term Borrowing	80.94	117.97	198.91
Short term Borrowings	270.19	-	270.19
Trade Payables	1,070.57	-	1,070.57
Other Financial Liabilities	37.32	53.29	90.61
Lease Liabilities	8.03	3.47	11.50
Total	**1,467.05**	**174.73**	**1,641.78**

The disclosed financial instruments in the above table are the gross undiscounted cash flows. However, those amounts may be settled gross or net.

j) **Excessive risk concentration**

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Company's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio which includes assessing of geopolitical factors, country risk assessment and other factors to have diverse customer relationships. Identified concentrations of credit risks are controlled and managed accordingly.

k) **Collateral**

As mentioned in note no 18 and 25 the assets of the company are hypothecated/charged to the lenders for the borrowings and the non-fund based facilities provided by them. There are no collaterals provided by the shareholders or any other person.

48 Contingent Liabilities and Commitments

	Particulars	2022-23	2021-22
A	**Contingent Liabilities**		
i)	Bank Guarantees issued by the bankers	120.92	223.70
ii)	Indirect tax matters for which Company has preferred appeal	83.12	80.13
iii)	Direct tax matters for which Company has preferred appeal	29.88	29.88
iv)	Others	6.96	3.41
B	**Commitments**		
i)	Estimated amount of contracts remaining to be executed on Capital Account and not provided for in accounts.	4.17	10.56
ii)	Other Commitment	62.50	75.00

(All figures in INR Crores unless otherwise stated)

49 Employees Stock Option Scheme (ESOP)

i) The Company had implemented Employee stock option scheme as approved by the Nomination and Remuneration Committee on 26th February 2019. During the previous year, the company came up with the corporate action vide rights issue of equity shares in the ratio of 1:1 at the issue price of Rs. 80/- per share. Thus on account of corporate action vide Rights issue carried out by the company after the grant of the options, the meeting of Nomination and Remuneration Committee of the board was held on 15th December, 2020 and approved modification in the ESOP Scheme. During the year, the company came up with the corporate action vide rights issue of equity shares in the ratio of 1:2 at the issue price of Rs. 20/- per share. Thus on account of corporate action vide Rights issue carried out by the company after the grant of the options, the meeting of Nomination and Remuneration Committee of the Board was held on 5th January, 2022 and approved following modification in the ESOP Scheme.

a) The exercise price of the options was adjusted to Rs. 578/- (Rs. 498/- Plus 80 Rs./-) per option and

b) The Option Holder shall have the right to subscribe/apply for six equity shares of the company against each option held

Scheme details	Grant Date/ Vesting Period	No. of options Granted	Original exercise price per option	Modified exercise price as per corporate action as on 31.03.2021	Modified exercise price as per corporate action as on 31.03.2022
ESOP Scheme - 2019	July, 29 2019 1 year	60,000	₹ 418/- for 60,000 Options	₹ 498/- for 60,000 options	₹ 578/- for 60,000 options

The options are granted at an exercise price, which is fair value at the time of such grants. Each option entitles the holder to exercise the right to apply for and seek allotment of six equity shares of Rs. 10/- each.

The Company has carried out fresh assessment of the fair valuation of the option before and after the corporate action to determine additional cost, if any, to be charged to the Statement of Profit and Loss as ESOP Compensation Cost.

The fair valuation carried as per Black Scholes method by an independent valuer has determined the additional charge of Rs. NIL per option outstanding. Since the vesting is completed this difference in fair value changes, if any, is charged to the statement of profit and loss immediately as required by INDAS 102. The Fair value changes and disclosures are detailed hereinafter.

ii) Stock option activity under the scheme(s) for the year ended 31st March, 2023 is set out below:

Particulars	No. of options	Weighted average exercise price (₹) per option	Weighted average Remaining contractual life (years)
Outstanding at the beginning of the year	60,000	Rs. 578*	0.33 years
Granted during the year	-	-	-
Forfeited/cancelled during the year	-	-	-
Exercised during the year	15,000	Rs. 578*	-
Options lapsed during the year	45,000	-	-
Exercisable at the end of the year	-	-	-

* Modified as per corporate action.

Explanatory notes to the standalone financial statements
for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

Stock option activity under the scheme(s) for the year ended 31st March, 2022 is set out below:

Particulars	No. of options	Weighted average exercise price (₹) per option	Weighted average Remaining contractual life (years)
Outstanding at the beginning of the year	60,000	₹ 498	0.33 years
Granted during the year	-	-	-
Forfeited/cancelled during the year	-	-	-
Exercised during the year	-	-	-
Outstanding at the end of the year	60,000	₹ 578*	0.33 years
Exercisable at the end of the year	60,000	₹ 578*	-

* Modified as per corporate action.

iii) **The Black Scholes valuation model has been used for computing fair value considering the following inputs:**

Particulars	ESOP Scheme -2019		
	Original	Modification due to corporate action in 2020-21	Modification due to corporate action in 2021-22
Expected volatility	36.37%	59.17%	31.37%
Risk-free interest rate	6.46%	6.04%	7.36%
Weighted average share price (Rs.)	418	498	578
Exercise price (Rs.)	418	498	578
Expected life of options granted in years	2	2	2
Weighted average fair value of options (Rs.)	107.47	116.97	189.97

iv) The effect of share based payment transactions on the entity's profit or loss for the period is presented below:

Particulars	2022-23	2021-22
Share based payment expense (Rs. in Crore)	-	-
Balance in Employee Stock Option Outstanding	-	1.40

Explanatory notes to the standalone financial statements
for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

50 Disclosure as required by Accounting Standard – IND AS 24 - "Related Party Disclosures" of the Companies (Indian Accounting Standards) Rules, 2015 are given in Annexure - II

51 Analytical Ratios as per requirement of Schedule III are given in Annexure - III

52 The information about transaction with struck off Companies (defined under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956) has been determined to the extent such parties have been identified on the basis of the information available with the Company and the same is relied upon by the auditors.

53 The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

54 The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.

55 The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

56 The Company does not have any investments through more than two layer of investment companies as per section 2(87)(d) and section 186 of Companies Act, 2013.

57 The Company has not revalued any of its Property, Plant and Equipment (including Right-of-Use Assets) during the year.

58 The Company is not declared as wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

59 The figures for the previous year have been regrouped and restated to make them comparable with the figures of the current year.

60 The balance sheet, statement of profit and loss, cash flow statement, statement of changes in equity, statement of significant accounting policies and the other explanatory notes forms an integral part of the financial statements of the Company for the year ended March 31, 2023.

As per our report of even date attached.
For **Nayan Parikh & Co.**
Chartered Accountants
FRN NO.107023W

K.N.Padmanabhan
Partner
M.No. 36410

Mumbai, May 31, 2023

For and on behalf of Board of Directors

D C Bagde
Executive Chairman
DIN - 00122564

Randeep Narang
Managing Director & CEO
DIN - 07269818

Sanjay Kumar Agarwal
Chief Financial Officer

Gandhali Upadhye
Company Secretary

Explanatory notes to the standalone financial statements
for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

Annexure - I - Returns/statements submitted to the Bank and Financials Institution

Sr No	Quarter	Sanction Amount	Name of Bank	As per Books of Accounts	Amount as reported in the quarterly Statement	Amount of difference	Reason for Variance for FY 22-23
1	Jun-22	3,621.70	ICICI and Consortium Member Banks	1,103.94	1,091.65	(12.29)	The difference is due to Exclusion of slow / non - moving and scrap stock not forming part of quarterly statement.
	Jun-21	3,621.70	ICICI and Consortium Member Banks	836.65	820.38	(16.27)	
2	Sep-22	3,621.70	Canara and Consortium Member Banks	1,094.85	1,082.77	(12.09)	
	Sep-21	3,621.70	Canara and Consortium Member Banks	745.62	737.28	(8.33)	
3	Dec-22	3,621.70	Canara and Consortium Member Banks	1,105.10	1,092.97	(12.13)	
	Dec-21	3,621.70	Canara and Consortium Member Banks	784.81	773.16	(11.65)	
4	Mar-23	3,953.93	Canara and Consortium Member Banks	1,228.95	1,220.41	(8.54)	
	Mar-22	3,618.83	Canara and Consortium Member Banks	1,060.81	1,008.41	(52.40)	

(All figures in INR Crores unless otherwise stated)

Annexure - II

Disclosure as required by Accounting Standard – IND AS 24 - Related Party Disclosures.

Relationships:

Holding Company

Ajanma Holdings Private Limited

Subsidiary Company

a) Transrail International FZE.
b) Transrail Lighting Malaysia SDN BHD
c) Transrail Structures America INC
d) Transrail Lighting Nigeria Limited

Associate Company

Burberry Infra Private Limited w.e.f. August 31, 2021

Joint Operation

a) Consortium of Jyoti Structures Ltd & Transrail Lighting Ltd (CJT) (Bhutan)
b) Transrail Lighting Limited - First Capital Energy & Power Ind Ltd JV (Nigeria)
c) Transrail - SAE Consortium - Tanzania
d) Transrail-SAE Consortium -Mozambique
e) Transrail - SAE Consortium - Benin
f) Railsys Engineers Pvt. Ltd. - Transrail Lighting Ltd.
g) Transrail Lighting Ltd & Gammon Engineers & Contractors Pvt. Ltd.
h) TLL Metcon Pravesh JV
i) Transrail Hanbaek Consortium
j) TLL-EVRASCON JV
k) TLL-EVRASCON JV (Prayagraj Southern Greenfield Bypass & Bellary-Karnataka/AP border)
l) TLL-AZVIRT JV
m) IDT Cem - Transrail Consrtium
n) ALTIS-TLL JV

Entities where controls / significant influence by KMP's/Directors and their relatives exist

a) Chaturvedi SK & Fellows
b) Transrail Foundation w.e.f. May 12, 2021

Key Management Personnel and their relatives:

1. Mr. D C Bagde - Executive Chairman Ceased to be the Managing Director w.e.f. Sept 30, 2021 and re-designated as an Executive Chairman w.e.f. Oct 01, 2021
2. Mr. Randeep Narang - Managing Director & Chief Executive Officer.- Re-designated as Managing Director & Chief Executive Officer w.e.f. Oct 01, 2021.
3. Mr. Srikant Chaturvedi (Director)
4. Mr. Deepak Bhojwani (Independent Director) - Ceased to be the Independent Director w.e.f. Sept 13, 2021
5. Mr. Sai Mohan (Independent Director)
6. Mr. Jeevan Lal Nagori - (Executive Director - Finance) - Re-designated as Executive Director-Finance w.e.f June 08, 2021.
7. Ms. Ravita Punwani - (Independent Director) - Re-designated as Independent Director w.e.f. June 25, 2021.
8. Mr. Sanjay Verma (Non-Executive Director)
9. Mr. Aditya Vikram (Director) - Ceased to be the Director w.e.f. Jan 26, 2022.

Explanatory notes to the standalone financial statements

for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

II Related Party Transaction with :-

Sr. No.	Transactions	Holding Co.	Subsidiary Co	Key Management Personnel	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate	Joint Operations	Associate Company	Total
1	**Sale of products**	**-**	**-**	**-**	**-**	**389.42**	**-**	**389.42**
		-	-	-	(0.75)	**(360.84)**	**-**	**(361.59)**
	- TLL-METCON-PRAVESH-JV	-	-	-	-	153.55	-	153.55
		-	-	-	-	(110.17)	-	(110.17)
	- Transrail Foundation	-	-	-	-	-	-	-
		-	-	-	(0.75)	-	-	(0.75)
	- GECPL-TLL-JV	-	-	-		200.69	-	200.69
		-	-	-	-	(248.91)	-	(248.91)
	- ALTIS-TLL-JV	-	-	-	-	34.27	-	34.27
		-	-	-	-	-	-	-
	- Railsys Engineering Pvt. Ltd. -TLL JV (REPL-TLL JV)	-	-	-	-	0.92	-	0.92
		-	-	-	-	(1.76)	-	(1.76)
2.	**Purchase of Goods / Services**	**-**	**5.17**	**-**	**0.40**	**3.13**	**-**	**8.70**
		(0.86)	**-**	**-**	**(0.40)**	**-**	**-**	**(1.26)**
	- Chaturvedi Sk & Fellows	-	-	-	0.40	-	-	0.40
		-	-	-	(0.40)	-	-	(0.40)
	- TLL-FCEP JV-Nigeria	-	-	-	-	3.13	-	3.13
		-	-	-	-	-	-	-
	- Transrail Lighting Nigeria Limited	-	3.00	-	-	-	-	3.00
		-	-	-	-	-	-	-
	- Transrail International FZE	-	2.17	-	-	-	-	2.17
		-	-	-	-	-	-	-
	- Ajanma Holding Pvt. Ltd.	-	-	-	-	-	-	-
		(0.86)	-	-	-	-	-	(0.86)
3	**Donation**	**-**	**-**	**-**	**0.10**	**-**	**-**	**0.10**
		-	**-**	**-**	**-**	**-**	**-**	**-**
	- Transrail Foundation	-	-	-	0.10			0.10
		-	-	-	-	-	-	-
4	**Towards Corporate Social Responsibility Expenditure**	**-**	**-**	**-**	**1.94**	**-**	**-**	**1.94**
		-	**-**	**-**	**-**	**-**	**-**	**-**
	- Transrail Foundation	-	-	-	1.94	-	-	1.94
		-	-	-	-	-	-	-
5	**Advances Given**	**-**	**2.10**	**-**	**-**	**-**	**-**	**2.10**
		(0.20)	-	-	(2.34)	-	-	(2.54)
	- Transrail Foundation	-	-	-	-	-	-	-
		-	-	-	(2.34)	-	-	(2.34)
	- Transrail -FCEP JV- Nigeria	-	-	-	-	-	-	-
		-	-	-	-	-	-	-

Explanatory notes to the standalone financial statements
for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

Sr. No.	Transactions	Holding Co.	Subsidiary Co	Key Management Personnel	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate	Joint Operations	Associate Company	Total
	- Transrail Lighting Nigeria Limited	-	2.10	-	-	-	-	2.10
		-	-	-	-	-	-	-
	- Ajanma Holding Pvt. Ltd.	-	-	-	-	-	-	-
		(0.20)	-	-	-	-	-	(0.20)
6	**Advances received**	**-**	**-**	**-**	**2.24**	**-**	**-**	**2.24**
		-	**(0.01)**	**-**	**-**	**-**	**-**	**(0.01)**
	- Transrail International FZE	-	-	-	-	-	-	-
		-	(0.01)	-	-	-	-	(0.01)
	- Transrail Foundation	-	-	-	2.24	-	-	2.24
		-	-	-	-	-	-	-
7	**Advance adjusted/repaid**	**-**	**1.91**	**-**	**-**	**0.76**	**-**	**2.66**
		-	**-**	**-**	**-**	**(20.59)**	**-**	**(20.60)**
	- Transrail -FCEP JV- Nigeria	-	-	-	-	0.76	-	0.76
		-	-	-	-	(3.25)	-	(3.25)
	- Transrail International FZE	-	1.58	-	-	-	-	1.58
		-	-	-	-	-	-	-
	- Transrail Lighting Nigeria Limited	-	0.32	-	-	-	-	0.32
		-	-	-	-	-	-	-
	- Consortium of Jyoti Structures Ltd & Transrail Lighting Ltd (CJT) (Bhutan)	-	-	-	-	-	-	-
		-	-	-	-	(17.35)	-	(17.35)
8	**Loan Given**	**-**	**3.00**	**-**	**-**	**-**	**12.50**	**15.50**
		-	**(7.29)**	**-**	**-**	**-**	**(19.50)**	**(26.79)**
	- Transrail International FZE	-	2.28	-	-	-	-	2.28
		-	(1.51)	-	-	-	-	(1.51)
	- Transrail Lighting Nigeria Limited	-	0.68	-	-	-	-	0.68
		-	(5.78)	-	-	-	-	(5.78)
	- Burberry Infra Private Limited	-	-	-		-	12.50	12.50
		-	-	-	-	-	(19.50)	(19.50)
	- Transrail Lighting Malaysia SDN BHD	-	0.04	-	-	-	-	0.04
		-		-	-	-	-	-
9	**Loan Repayment Received**	**-**	**1.24**	**-**	**-**	**-**	**-**	**1.24**
		-	**-**	**-**	**-**	**-**	**-**	**-**
	- Transrail International FZE	-	1.24	-	-	-	-	1.24
		-		-	-	-	-	-
10	**Re-Imbursement**	**-**	**0.71**	**-**	**-**	**0.28**	**-**	**1.00**
		-	**(0.01)**	**-**	**-**	**(3.79)**	**-**	**(3.80)**
	- Transrail International FZE	-	-	-	-	-	-	-
		-	-	-	-	-	-	-

Explanatory notes to the standalone financial statements

for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

Sr. No.	Transactions	Holding Co.	Subsidiary Co	Key Management Personnel	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate	Joint Operations	Associate Company	Total
	- Consortium of Jyoti Structures Ltd & Transrail Lighting Ltd (CJT) (Bhutan)	-		-	-	-	-	-
		-		-	-	(3.79)	-	(3.79)
	- Transrail Structures America INC	-	-	-	-	-	-	-
		-	(0.01)	-	-	-	-	(0.01)
	- Transrail Lighting Nigeria Limited		0.71	-	-	-		0.71
		-	-	-	-	-	-	-
	- Transrail Hanbaek Consortium	-	-	-	-	0.28	-	0.28
		-	-	-	-	-	-	-
	- Transrail Lighting Malaysia SDN BHD	-	(0.00)	-	-	-	-	(0.00)
		-	-	-	-	-	-	-
11	**Investment Made**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
		-	**-**	**-**	**-**	**-**	**(0.01)**	**(0.01)**
	- Burberry Infra Private Limited	-	-	-	-	-	-	-
		-	-	-	-	-	(0.01)	(0.01)
12	**Shares issued on ESOP excercised**	**-**	**-**	**0.87**	**-**	**-**	**-**	**0.87**
		-	**-**	**-**	**-**	**-**	**-**	**-**
	- Mr. D. C. Bagde	-	-	0.87	-	-	-	0.87
		-	-	-	-	-	-	-
13	**Compensation to key management personnel**	**-**	**-**	**9.10**	**-**	**-**	**-**	**9.10**
		-	**-**	**(5.85)**	**-**	**-**	**-**	**(5.85)**
	- Mr. D. C. Bagde	**-**	**-**	**3.66**	**-**	**-**	**-**	**3.66**
		-	**-**	**(2.81)**	**-**	**-**	**-**	**(2.81)**
	Short-term employee benefits	-	-	2.93	-	-	-	2.93
		-	-	(2.81)	-	-	-	(2.81)
	Employee Stock Options granted	-	-	0.74	-	-	-	0.74
		-	-	-	-	-	-	-
	- Mr. Randeep Narang	**-**	**-**	**4.07**	**-**	**-**	**-**	**4.07**
		-	**-**	**(2.24)**	**-**	**-**	**-**	**(2.24)**
	Short-term employee benefits	-	-	3.23	-	-	-	3.23
		-	-	(2.18)	-	-	-	(2.18)
	Commission	**-**	**-**	**0.75**	**-**	**-**	**-**	**0.75**
		-	-	-	-	-	-	-
	Post employment benefits	-	-	0.09	-	-	-	0.09
		-	-	(0.06)	-	-	-	(0.06)
	- Mr. Jeevan Lal Nagori	**-**	**-**	**1.36**	**-**	**-**	**-**	**1.36**
		-	**-**	**(0.80)**	**-**	**-**	**-**	**(0.80)**
	Short-term employee benefits	-	-	1.16	-	-	-	1.16
		-	-	(0.80)	-	-	-	(0.80)
	Commission	-	-	0.20	-	-	-	0.20
		-	-	-	-	-	-	-

Explanatory notes to the standalone financial statements

for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

Sr. No.	Transactions	Holding Co.	Subsidiary Co	Key Management Personnel	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate	Joint Operations	Associate Company	Total
14	**Sitting fees and commission to directors**	**-**	**-**	**0.17**	**-**	**-**	**-**	**0.17**
		-	**-**	**(0.43)**	**-**	**-**	**-**	**(0.43)**
	Mr. Srikant Chaturvedi ^	-	-	0.05	-	-	-	0.05
		-	-	(0.10)	-	-	-	(0.10)
	Mr. N Sai Mohan	-	-	0.05	-	-	-	0.05
		-	-	(0.10)	-	-	-	(0.10)
	Mr. Jeevanlal Nagori	-	-	-	-	-	-	-
		-	-	(0.01)	-	-	-	(0.01)
	Ms. Ravita Punwani	-	-	0.05	-	-	-	0.05
		-	-	(0.09)	-	-	-	(0.09)
	Mr. Aditya Vikram	-	-	-	-	-	-	-
		-	-	(0.03)	-	-	-	(0.03)
	Mr Deepak Bhojwani	-	-	-	-	-	-	-
		-	-	(0.04)	-	-	-	(0.04)
	Mr Sanjay Verma	-	-	0.02	-	-	-	0.02
		-	-	(0.06)	-	-	-	(0.06)
15	**Interest Income**	**-**	**2.34**	**-**		**-**	**2.34**	**4.69**
		-	**(1.67)**	**-**	**-**	**-**	**(0.07)**	**(1.73)**
	- Transrail International FZE	-	0.34	-	-	-	-	0.34
		-	(0.11)	-	-	-	-	(0.11)
	- Transrail Lighting Nigeria Limited	-	1.99	-	-	-	-	1.99
		-	(1.55)	-	-	-	-	(1.55)
	- Burberry Infra Private Limited	-				-	2.34	2.34
		-	-	-	-	-	(0.07)	(0.07)
	- Transrail Lighting Malaysia SDN BHD	-	0.01	-	-	-	-	0.01
		-	(0.00)	-	-	-	-	(0.00)
16	**Bank/ Corporate Guarantees Outstanding as at March 31**	**-**	**-**	**-**	**-**	**102.72**	**-**	**102.72**
		-	**-**	**-**	**-**	**(175.72)**	**-**	**(175.72)**
	- GECPL-TLL JV	-	-	-	-	4.85	-	4.85
		-	-	-	-	(63.36)	-	(63.36)
	- TLL Metcon Pravesh JV	-	-	-	-	10.99	-	10.99
		-	-	-	-	-	-	-
	- ALTIS-TLL JV	-	-	-	-	16.31	-	16.31
		-	-	-	-	-	-	-
	- TLL-EVRASCON JV	-	-	-	-	18.29	-	18.29
		-	-	-	-	-	-	-
	- REPL-TLL JV	-	-	-	-	-	-	-
		-	-	-	-	(1.14)	-	(1.14)
	- Consortium of Jyoti Structures Ltd & Transrail Lighting Ltd (CJT) (Bhutan)	-	-	-	-	46.37	-	46.37
		-	-	-	-	(101.88)	-	(101.88)
	- Transrail - SAE Consortium - Tanzania	-	-	-	-	5.92	-	5.92
		-	-	-	-	(5.50)	-	(5.50)

Explanatory notes to the standalone financial statements

for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

Sr. No.	Transactions	Holding Co.	Subsidiary Co	Key Management Personnel	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate	Joint Operations	Associate Company	Total
	- Transrail - CSPP Consortium - Thailand	-	-	-	-	-	-	-
		-	-	-	-	(3.84)	-	(3.84)
17	**Right Issue of Equity Shares Issued During the Year**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
		(29.01)	**-**	**(0.39)**	**-**	**-**	**-**	**(29.40)**
	- Ajanma Holdings Private Limited	-	-	-	-	-	-	-
		(29.01)	-	-	-	-	-	(29.01)
	- Mr. D. C. Bagde	-	-	-	-	-	-	-
		-	-	(0.28)	-	-	-	(0.28)
	- Mr. Deepak Bhojwani	-	-		-	-	-	-
		-	-	(0.04)	-	-	-	(0.04)
	- Mr. N Sai Mohan	-	-		-	-	-	-
		-	-	(0.02)	-	-	-	(0.02)
	- Ms. Meha Chaturvedi	-	-		-	-	-	-
		-	-	(0.04)	-	-	-	(0.04)
18	**Provision for Doubtful Advances as at March 31**	**-**	**-**	**-**	**-**	**4.67**	**-**	**4.67**
		-	**-**	**-**	**-**	**(19.71)**	**-**	**(19.71)**
	- Consortium of Jyoti Structures Ltd & Transrail Lighting Ltd (CJT) (Bhutan)	-	-	-	-	4.67		4.67
		-		-	-	(4.67)	-	(4.67)
	- Transrail -FCEP JV- Nigeria	-	-	-	-	-	-	-
		-	-	-	-	(15.03)	-	(15.03)
19	**Loans & Advances Receivable as at March 31**	**-**	**24.09**	**-**	**-**	**12.48**	**32.00**	**68.57**
		-	**(22.12)**	**-**	**-**	**(28.28)**	**(19.50)**	**(69.90)**
	- Transrail -FCEP JV- Nigeria	-	-	-	-	7.36	-	7.36
		-	-	-	-	(23.16)	-	(23.16)
	- Transrail Lighting Malaysia SDN BHD	-	0.12	-	-	-	-	0.12
		-	(0.08)	-	-	-	-	(0.08)
	- Transrail International FZE	-	4.09	-	-	-	-	4.09
		-	(4.38)	-	-	-	-	(4.38)
	- Ajanma Holdings Private Limited	-	-	-	-	-	-	-
		-	-	-	-	-	-	-
	- Transrail Lighting Nigeria limited	-	19.88	-	-	-	-	19.88
		-	(17.66)	-	-	-	-	(17.66)
	- Burberry Infra Private Limited	-	-	-	-	-	32.00	32.00
		-	-	-	-	-	(19.50)	(19.50)
	- Consortium of Jyoti Structures Ltd & Transrail Lighting Ltd (CJT) (Bhutan)	-	-	-	-	4.67	-	4.67
		-	-	-	-	(4.67)	-	(4.67)
	- Railsys Engineering Pvt. Ltd. -TLL JV (REPL-TLL JV)	-	-	-	-	0.45	-	0.45
		-	-	-	-	(0.45)	-	(0.45)

(All figures in INR Crores unless otherwise stated)

Sr. No.	Transactions	Holding Co.	Subsidiary Co	Key Management Personnel	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate	Joint Operations	Associate Company	Total
20	**Receivables Outstanding as at March 31**	**-**	**1.90**	**-**	**-**	**135.07**	**-**	**136.97**
		-	**(1.11)**	**-**	**(3.21)**	**(166.31)**	**-**	**(170.63)**
	- TLL-Metcon-Pravesh-JV	-	-	-	-	15.79	-	15.79
		-	-	-	-	(30.84)	-	(30.84)
	- Transrail Structures America INC	-	0.08	-	-	-	-	0.08
		-	(0.08)	-	-	-	-	(0.08)
	- Transrail Lighting Malaysia SDN BHD	-	0.08	-	-	-	-	0.08
		-	(0.08)	-	-	-	-	(0.08)
	- Transrail Lighting Nigeria limited	-	0.73	-	-	-	-	0.73
		-	(0.03)	-	-	-	-	(0.03)
	- GECPL-TLL-JV	-	-	-	-	102.57	-	102.57
		-	-	-	-	(132.71)	-	(132.71)
	- ALTIS-TLL-JV	-	-	-	-	14.99	-	14.99
		-	-	-	-	-	-	-
	- Transrail International FZE	-	1.01	-	-	-	-	1.01
		-	(0.92)	-	-	-	-	(0.92)
	- Transrail Foundation	-	-	-	-	-	-	-
		-	-	-	(3.21)	-	-	(3.21)
	- Transrail Hanbaek Consortium	-	-	-	-	0.28	-	0.28
		-	-	-	-	-	-	-
	- Railsys Engineering Pvt. Ltd. -TLL JV (REPL-TLL JV)	-	-	-	-	1.45	-	1.45
		-	-	-	-	(2.76)	-	(2.76)
21	**Interest Receivable as at March 31**	**-**	**4.19**	**-**	**-**	**-**	**-**	**4.19**
		-	**(2.22)**	**-**	**-**	**-**	**(0.06)**	**(2.28)**
	- Transrail International FZE	-	0.34	-	-	-	-	0.34
		-	(0.34)	-	-	-	-	(0.34)
	- Transrail Lighting Malaysia SDN BHD	-	0.02	-	-	-	-	0.02
		-	(0.00)	-	-	-	-	(0.00)
	- Burberry Infra Private Limited	-	-	-	-	-	-	-
		-	-	-	-	-	(0.06)	(0.06)
	- Transrail Lighting Nigeria limited	-	3.83	-	-	-	-	3.83
		-	(1.88)	-	-	-	-	(1.88)
22	**Payables Outstanding as at March 31**	**0.36**	**1.31**	**-**	**-**	**3.13**	**-**	**4.80**
		(0.71)	**-**	**-**	**(0.11)**	**-**	**-**	**(0.82)**
	- Chaturvedi Sk & Fellows		-	-	-	-	-	-
		-	-	-	(0.11)	-	-	(0.11)
	- Ajanma Holdings Private Limited	0.36	-	-	-	-	-	0.36
		(0.71)	-	-	-	-	-	(0.71)
	- TLL-FCEP JV-Nigeria	-	-	-	-	3.13	-	3.13
		-	-	-	-	-	-	-
	- Transrail Lighting Nigeria limited	-	1.31	-	-	-	-	1.31
		-	-	-	-	-	-	-
	- Transrail International FZE	-	-	-	-	-	-	-

Explanatory notes to the standalone financial statements

for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

Sr. No.	Transactions	Holding Co.	Subsidiary Co	Key Management Personnel	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate	Joint Operations	Associate Company	Total
		-	-	-	-	-	-	-
23	**Investments as at March 31**	**-**	**0.64**	**-**	**-**	**-**	**0.01**	**0.65**
		-	**(0.65)**	**-**	**-**	**-**	**(0.01)**	**(0.66)**
	- Transrail International FZE		0.36	-	-	-	-	0.36
			(0.36)	-	-	-	-	(0.36)
	- Transrail Lighting	-	0.02	-	-	-	-	0.02
	Malaysia SDN BHD	-	(0.02)	-	-	-	-	(0.02)
	- Transrail Lighting	-	0.20	-	-	-	-	0.20
	Nigeria limited	-	(0.20)	-	-	-	-	(0.20)
	- Transrail Structures	-	0.07	-	-	-	-	0.07
	America INC	-	(0.07)	-	-	-	-	(0.07)
	- Burberry Infra Private	-	-	-		-	0.01	0.01
	Limited	-	-	-	-	-	(0.01)	(0.01)

***Previous figures are in bracket( )**

Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2023, the Company has not recorded any impairment of receivables relating to amounts owed by related parties except write off of receivables as disclosed above. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

^ This includes Commission paid /payable to M/s Chaturvedi S.K & Fellows, in which Mr. Srikant Chaturvedi is a partner.

(All figures in INR Crores unless otherwise stated)

Annexure III - Analytical Ratios

Sr. No.	Ratio	Numerator/ Denominator	Ratio (2022-23)	Ratio (2021-22)	% of Variation	Reason for variance
1	Current ratio	Current Asset / Current Liabilities	1.18	1.19	(0.99)	
2	Debt-Equity ratio	Total Debts / Shareholders Equity	0.77	0.70	10.61	Increase in debts as at 31.03.2023
3	Debt Service Coverage ratio	Earnings available for debt service / Debt Service	1.28	1.71	(24.92)	Ratio improved due to increased in earnings.
4	Return on Equity ratio (ROE)	Net Profits after taxes – Preference Dividend / Average Shareholder's Equity	15.09%	10.70%	40.95	Increase in ROE is attributable to increase in profit.
5	Inventory Turnover Ratio	Sales / Average Inventory	10.47	8.94	17.11	
6	Trade Receivables turnover ratio	Net Credit Sales / Average Accounts Receivable	4.88	4.12	18.41	
7	Trade payables turnover ratio	Net Credit Purchases / Average Trade Payables	1.55	1.29	19.69	
8	Net capital turnover ratio	Net Sales / Average working capital	7.61	6.69	13.69	
9	Net profit ratio	Net Profit after Tax / Net Sales	3.49%	2.85%	22.39	Increase in Net profit ration attributable mainly due to reduction in employement benefit cost & other expenses as a % of sale.
10	Return on Capital employed (ROCE)	Earning before interest and taxes / Capital Employed	19.48%	15.52%	25.45	Increase in ROE is attributable to increase in profit.
11	Return on Investment (ROI)	{MV(T1) – MV(T0) – Sum [C(t)]} / {MV(T0) + Sum [W(t) * C(t)]}	-	-		Investment in the subsidiaries and associate are strategic and non treasury. Hence this ratio is not applicable.

INDEPENDENT AUDITOR'S REPORT

To
The Members of
Transrail Lighting Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of Transrail Lighting Limited which includes the results of 21 branches audited by the branch auditors of the Holding Company's branches located at Afghanistan, Benin, Bangladesh, Bhutan, Cameroon, Eswatini, Gambhia, Ghana, Kenya, Italy, Jordon, Mali, Mozambique, Nicaragua, Niger, Philippines, Suriname, Thailand, Togo and Uganda (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associate and Joint ventures, comprising of the Consolidated Balance Sheet as at March 31, 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flow and Consolidated Statement of Changes in Equity 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 "Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards)

Rules, 2015, as amended ('Ind AS'), and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2023 and consolidated profit (including other comprehensive income), the consolidated changes in equity and the consolidated 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 Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the paragraphs (a) of Other Matters section below, is sufficient and appropriate to provide a basis for our opinion on the Consolidated Financial Statements.

Other Information

The Holding Company's Management and Board of Directors is responsible for the Other Information. The Other Information comprises the information included in the Board's Report including the Directors Report, Chairman's Statement, Management Discussions and Analysis, Summarized Financial Information, Corporate Governance and Shareholder's Information but does not include the Consolidated Financial Statements and our Independent Auditors Report thereon. Our opinion on the Consolidated Financial Statements does not cover the Other Information and we do not and will not express any form of assurance or conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the Other Information identified above and, in doing so, consider whether the Other Information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this Other Information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("The Act") with respect to preparation and presentation of these Consolidated Financial Statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance, including consolidated other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group and of its Jointly Controlled Entities.

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;

1. 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.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. 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.
6. Obtain sufficient appropriate audit evidence regarding the financial statement and other financial information of the Group and its joint ventures to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial statements of which we are the independent auditor. For the entities included in the statement which have been audited by other auditors, such auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, make it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated Financial Statements

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.

Other Matters

a. We did not audit the financial statements of four subsidiaries whose financial statements reflect total assets of ₹ 24.55 crores as at 31st March, 2023, total revenues of ₹ 7.24 crores and net cash inflow amounting to ₹ 2.18 crores for the year ended on that date, as considered in the consolidated financial statements. These financial statements, which have been audited by other auditors, were not prepared in accordance with Ind AS. The management of the Company has furnished us details of Ind AS adjustments that are required in case of these financials so as to make these financial statements fit for consolidation. Our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors, review of INDAS adjustments by us and management certification.

b. The consolidated financial statements also include the group's share of net profit of ₹ 1.40 Crores for the year ended March 31, 2023, as considered in the consolidated financial Statement in respect of four joint ventures. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated Ind AS 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-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid joint ventures is based solely on the reports of the other auditors.

c. The Consolidated financial Statement also include the group's share of net loss of ₹ 0.96 Crores for the year ended March 31, 2023, as considered in the consolidated financial Statement in respect of one associate. These financial statements, of the associate, have been prepared by the management for consolidation purposes and incorporated in these consolidated financial statements on the basis of the management certification on which we have not carried out any audit procedures. Our report is not modified on this account.

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 and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

1. In respect of the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of 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, according to the information and explanations given to us, and based on the audit report under section 143 issued by us and the auditors of respective companies included in the consolidated financial statements, as provided to us by the Management of the Parent, we report that the Order is applicable only to the Parent and not to any other company included in the consolidated financial statements. We have not reported any qualification or adverse remark in the CARO Report of the Parent.

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

a. We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit 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), Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement 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 Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company and none of the directors of the Group companies, incorporated in India is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.

f. With respect to the adequacy of internal financial controls over financial reporting of the Holding Company and its subsidiaries incorporated in India and the operating effectiveness of such controls, refer to our separate report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.

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

   In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 47 to the consolidated financial statements.

   ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 22 to the consolidated financial statements in respect of such items as it relates to the Group.

   iii. There are no amounts that are required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary company incorporated in India.

   iv. a) The management has represented that, to the best of their knowledge and belief, other than disclosed in the note 9 (d) to the financial statement, 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 or entity(ies), including foreign entities ("intermediaries") with the understanding whether recorded in writing or otherwise, that the intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security, or the like on behalf of the Ultimate Beneficiaries.

   b) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies) including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

   c) Based on such audit procedures 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 (iv)(a) and (iv)(b) above contain any material misstatement

   v. No dividend is declared or paid during the year by the Company.

   vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For **Nayan Parikh & Co.**
Chartered Accountants
Firm Registration No. 107023W

K N Padmanabhan
Partner
M. No. 036410

Mumbai, Dated: May 31, 2023
UDIN: 23036410BGYQLV4544

Annexure - A to the Auditors' Report

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Transrail Lighting Limited of even date)

Report on the Internal Financial Controls with reference to Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Holding Company as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to financial statements of **Transrail Lighting Limited** (hereinafter referred to as 'the Holding Company') and its subsidiaries and associate, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company its Subsidiaries and associate which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system with reference to Financial Statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial control with reference to Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements.

Because of the inherent limitations of Financial controls with reference to Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Financial Statements to future periods are subject to the risk that the internal financial control with reference to Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company, its subsidiaries, and its associate, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to Financial Statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid report under section 143(3)(i) of the Companies Act, 2013 on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements, in so far as it relates to subsidiaries and its associate, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies.

Other Covered Entities

We did not audit the internal financial controls system with reference to financial statements in so far as it relates to one associate company, which is company covered under the Act. The group's share of net loss of ₹ 0.96 Crores for the year ended March 31, 2023 in respect of its associate, as considered in the consolidated financial Statement whose internal financial controls system with reference to financial statements are unaudited and our report on the adequacy and operating effectiveness of internal financial controls system with reference to financial statements is based solely on representation provided by the management.

For **Nayan Parikh & Co.**
Chartered Accountants
Firm Registration No. 107023W

K N Padmanabhan
Partner
M. No. 036410

Mumbai, Dated: May 31, 2023
UDIN: 23036410BGYQLV4544

Consolidated Balance sheet

as at March 31, 2023

(All figures in INR Crores unless otherwise stated)

Particulars	Note Ref	As at 31-Mar-23	As at 31-Mar-22
ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment	3	360.49	325.48
(b) Right-of-use Asset	4	18.31	8.53
(c) Capital Work-in-Progress	5	4.12	17.21
(d) Other Intangible Assets	6	0.19	0.24
(e) Financial assets			
(i) Investments	7	0.01	0.01
(ii) Trade receivables	8	-	-
(iii) Loans	9	27.32	28.12
(iv) Others	10	56.74	24.27
(f) Other Non-current assets	14	32.04	44.33
(g) Deferred Tax Assets (Net)	23	-	-
		499.22	**448.19**
(2) Current assets			
(a) Inventories	11	311.00	278.48
(b) Financial assets			
(i) Investments	7	3.23	3.15
(ii) Trade receivables	8	644.90	639.73
(iii) Cash and cash equivalents	12 (a)	124.71	57.50
(iv) Bank Balances other than (iii) above	12 (b)	73.41	53.27
(v) Loans	9	28.32	17.22
(vi) Others	10	24.73	28.25
(c) Contract assets	13	1,466.90	1,094.43
(d) Other Current Assets	14	268.83	221.64
		2,946.03	**2,393.67**
Assets Held for Sale	**15**	0.24	-
Total Assets		**3,445.49**	**2,841.87**
EQUITY & LIABILITIES			
Equity			
(a) Equity share capital	16	22.80	22.71
(b) Other equity	17	748.60	640.26
		771.40	**662.97**
Liabilities			
(1) Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	18	120.34	117.97
(ii) Lease Liabilities	20	8.32	3.47
(iii) Other Financial Liabilities	19	56.67	53.29
(b) Provisions	22	4.31	4.40
(c) Deferred tax liabilities (net)	23	-	-
		189.64	**179.13**
(2) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	25	484.57	351.13
(ii) Lease Liabilities	20	8.03	3.93
(iii) Trade Payables	26		
Outstanding Dues of Micro & Small Enterprises		28.62	56.23
Outstanding Dues other than Micro & Small Enterprises		1,279.29	1,014.73
(iv) Other Financial Liabilities	19	46.28	37.32
(b) Contract Liabilities	21	540.95	460.22
(c) Other Current Liabilities	24	23.57	24.99
(d) Provisions	22	51.47	51.22
(e) Current Tax Liabilities (Net)	27	21.68	-
		2,484.45	**1,999.77**
Total Equity and Liabilities		**3,445.49**	**2,841.87**

The accompanying Notes form an integral part of the Consolidated Financial Statement.

As per our report of even date attached.
For **Nayan Parikh & Co.**
Chartered Accountants
FRN NO.107023W

For and on behalf of Board of Directors

K. N. Padmanabhan
Partner
M.No. 036410

D C Bagde
Executive Chairman
DIN - 00122564

Randeep Narang
Managing Director & CEO
DIN - 07269818

Sanjay Kumar Agarwal
Chief Financial Officer

Gandhali Upadhye
Company Secretary

Mumbai, May 31, 2023

Consolidated Statement of Profit and Loss

for the year ended March 31, 2023

(All figures in INR Crores unless otherwise stated)

	Particulars	Note Ref	2022-23	2021-22
I	Revenue from Operations	28	3,086.14	2,284.15
II	Other Operating Revenue	29	66.02	65.88
III	Other Income	30	19.88	7.18
	Total Revenue		**3,172.04**	**2,357.21**
IV	Expenses:			
	Cost of Materials Consumed	31	1,821.41	1,205.97
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	32	(8.21)	(17.80)
	Sub-contracting Expenses	33	347.16	354.04
	Employee Benefits Expense	34	179.04	159.46
	Finance Costs	35	119.69	84.84
	Depreciation & Amortisation	36	45.84	37.83
	Other Expenses	37	519.79	442.20
	Total Expenses		**3,024.72**	**2,266.54**
V	**Profit before share of profit of Joint venture and Tax**		**147.32**	**90.67**
VI	Share of loss of Joint venture and Associate accounted by using the equity method		0.97	(0.50)
VII	**Profit Before Tax**		**148.29**	**90.17**
VIII	Tax Expense	38	40.73	25.46
	1. Current tax		39.00	23.70
	2. Deferred tax liability / (asset)		-	-
	3. (Excess) / Short Provision of Tax		1.73	1.76
IX	**Profit for the period**		**107.56**	**64.71**
X	**Other Comprehensive Income**			
A	**Other comprehensive income to be reclassified to profit or loss in subsequent periods**			
	Exchange differences on translation of the Financial Statements of Foreign Operations		(0.16)	(0.02)
			(0.16)	(0.02)
B	**Net other comprehensive income not to be reclassified to profit or loss in subsequent periods**			
	Re-measurement gains/ (losses) on defined benefit plans		0.21	0.27
	Tax thereon		(0.05)	(0.07)
			0.16	0.20
	Total Other Comprehensive Income		**-**	**0.18**
XI	**Total Comprehensive Income for the period**		**107.56**	**64.89**
	Profit for the year attributable to:			
	Owners of the Company		107.56	64.71
	Non Controlling Interest		-	-
	Other Comprehensive Income for the year attributable to:			
	Owners of the Company		-	0.18
	Non Controlling Interest		-	-
	Total Comprehensive Income for the year attributable to:			
	Owners of the Company		107.56	64.89
	Non Controlling Interest - Profit / (Loss)		-	-
XII	**Earning Per Equity Share for Continuing Operations**			
	(i) Par Value (₹)	39	10.00	10.00
	(ii) Basic (₹)		47.24	58.10
	(iii) Diluted (₹)		47.24	58.10

The accompanying Notes form an integral part of the Consolidated Financial Statement.

As per our report of even date attached.

For **Nayan Parikh & Co.**
Chartered Accountants
FRN NO.107023W

For and on behalf of Board of Directors

K. N. Padmanabhan
Partner
M.No. 036410

D C Bagde
Executive Chairman
DIN - 00122564

Randeep Narang
Managing Director & CEO
DIN - 07269818

Sanjay Kumar Agarwal
Chief Financial Officer

Gandhali Upadhye
Company Secretary

Mumbai, May 31, 2023

Consolidated Statement of Cash Flow

for the year ended March 31, 2023

(All figures in INR Crores unless otherwise stated)

	Particulars	2022-23		2021-22	
A	CASH FLOW FROM OPERATING ACTIVITIES				
	Net Profit Before Tax and Extraordinary Items		**147.32**		**90.66**
	Adjustments for :				
	Depreciation and amortisation	45.84		37.32	
	Interest income	(8.16)		(4.89)	
	Interest expenses	104.23		66.87	
	Interest on Lease Liabilities	1.57		1.07	
	Allowance for Expected and Lifetime Credit Loss	4.22		1.89	
	Provision for Doubtful Debts	5.20		-	
	Fair Value of Investment	(0.08)		(0.14)	
	Assets discarded	-		0.04	
	Loss / (Profit) on sale of Property, Plant & Equipment	2.02		(0.05)	
	Foreign Exchange Gain / (Loss)	(17.13)		18.88	
	Provision for Expected Contractual Obligation	(3.55)		27.88	
	Provision / (Reversal) for Short Supply	4.62		(9.19)	
	Sundry Credit Balances Written Back	(8.31)		(12.44)	
	Bad debts written off	4.25		16.37	
			134.73		143.61
	Operating Profit Before Working Capital Changes		**282.05**		**234.27**
	Trade Receivables and Contract Assets	(386.11)		(599.23)	
	Inventories	(32.51)		(46.03)	
	Other Financial, Non financial liabilities and Provisions	331.14		519.95	
	Other Financial and Non Financial assets	(38.12)		(27.40)	
			(125.60)		(152.71)
	CASH GENERATED FROM THE OPERATIONS		**156.45**		**81.56**
	Direct taxes paid		(13.76)		(35.36)
	Net Cash generated from Operating Activities		**142.68**		**46.20**
B	CASH FLOW FROM INVESTING ACTIVITIES				
	Payment for Property, Plant & Equipments	(53.96)		(80.04)	
	Proceeds from sale of Property, Plant & Equipments	2.12		4.76	
	Movement in other Bank Balances	(48.66)		(6.55)	
	Purchase of Equity shares in Associate	-		(0.01)	
	Interest received	6.25		2.69	
	Loans and advances given to Related parties	(12.50)		(19.94)	
	Loan and advances repaid by Related parties	2.19		18.22	
	Net Cash used in Investing Activities		**(104.55)**		**(80.87)**

Consolidated Statement of Cash Flow
for the year ended March 31, 2023

(All figures in INR Crores unless otherwise stated)

	Particulars	2022-23		2021-22	
C	**CASH FLOW FROM FINANCING ACTIVITIES**				
	Interest paid	(99.83)		(60.62)	
	Proceeds from issue of Employee Stock Option	0.87		-	
	Proceeds from Rights issue of Equity Shares	-		30.28	
	Proceeds from Long Term Borrowings	100.45		103.19	
	Repayment of Long Term Borrowings	(119.09)		(49.91)	
	Proceeds from / (repayment of) short term borrowings	154.46		(13.28)	
	Interest on Lease Liabilities	(1.57)		(1.07)	
	Principal Repayment of Lease Liabilities	(6.21)		(5.52)	
	Net Cash (used in) / from Financing Activities		**29.07**		**3.07**
	NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS		67.21		(31.60)
	Balance as at beginning		57.50		89.10
	Balance as at closing		124.71		57.50
	NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS		**67.21**		**(31.60)**
	Components of Cash and Cash Equivalents				
	(i) Balances with banks		90.90		19.39
	(ii) Balance with Bank -Foreign Branches		27.15		33.51
	(iii) Fixed Deposits with Banks		3.82		4.01
	(iv) Cash on hand		0.67		0.59
	(v) Cheques on Hand		2.17		-
			124.71		**57.50**

Note: Figure in brackets denote outflows

As per our report of even date attached.
For **Nayan Parikh & Co.**
Chartered Accountants
FRN NO.107023W

K. N. Padmanabhan
Partner
M.No. 036410

Mumbai, May 31, 2023

For and on behalf of Board of Directors

D C Bagde
Executive Chairman
DIN - 00122564

Randeep Narang
Managing Director & CEO
DIN - 07269818

Sanjay Kumar Agarwal
Chief Financial Officer

Gandhali Upadhye
Company Secretary

Statement of Changes in Equity (SOCIE)

for the year ended March 31, 2023

(All figures in INR Crores unless otherwise stated)

A EQUITY SHARE CAPITAL

Particulars	March 31, 2023			March 31, 2022		
	Number of Shares	Face Value	₹ in crores	Number of Shares	Face Value	₹ in crores
Equity shares of INR 10 each issued, subscribed and fully paid						
Opening Balance	22,708,440	₹ 10 each	22.71	7,569,480	₹ 10 each	7.57
Addition During the year	90,000	₹ 10 each	0.09	15,138,960	₹ 10 each	15.14
Closing Balance	**22,798,440**		**22.80**	**22,708,440**		**22.71**

B OTHER EQUITY

Particulars	Security Premium Account	Retained Earning	Capital reserve	Employee Stock Option outstanding	Debenture Redemption Reserve	Other Comprehensive Income: Exchange differences on translation of Foreign Operations	Total Equity
Opening as on March 31, 2021	**72.39**	**420.35**	**62.24**	**1.40**	**0.19**	**3.66**	**560.23**
Profit for the year	-	64.71	-	-	-	-	64.71
Exchange differences on Translation of the Financial Statements of Foreign Operations	-	-	-	-	-	(0.02)	(0.02)
Securities Premium on shares issued	15.14	-	-	-	-	-	15.14
Re-measurement gains/ (losses) on defined benefit plans (net of tax)	-	0.20	-	-	-	-	0.20
Transferred from Debenture Redemption Reserve (refer note no. 17(ii))	-	0.15	-	-	(0.15)	-	-
Closing as on March 31, 2022	**87.53**	**485.41**	**62.24**	**1.40**	**0.04**	**3.64**	**640.26**
Profit for the year	-	107.56	-	-	-	-	107.56
Exchange differences on Translation of the Financial Statements of Foreign Operations	-	-	-	-	-	(0.16)	(0.16)
Share premium on exercise of ESOP	0.78	-	-	-	-	-	0.78
Re-measurement gains/ (losses) on defined benefit plans (net of tax)	-	0.16	-	-	-	-	0.16
Transferred from debenture redemption reserve (refer note no. 17(ii))	-	0.04	-		(0.04)	-	-
Transferred on exercise of ESOP	0.35	-	-	(0.35)	-	-	-
Transferred on lapse of ESOP	-	1.05	-	(1.05)	-	-	-
Closing as on March 31, 2023	**88.66**	**594.22**	**62.24**	**-**	**-**	**3.48**	**748.60**

Remeasurement of defined benefit plan (net of tax) ₹ 0.16 Crores (PY ₹ 0.27 Crores) is recognised as part of retained earnings.

As per our report of even date attached.

For **Nayan Parikh & Co.**
Chartered Accountants
FRN NO.107023W

For and on behalf of Board of Directors

K. N. Padmanabhan
Partner
M.No. 036410

D C Bagde
Executive Chairman
DIN - 00122564

Randeep Narang
Managing Director & CEO
DIN - 07269818

Sanjay Kumar Agarwal
Chief Financial Officer

Gandhali Upadhye
Company Secretary

Mumbai, May 31, 2023

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023

1. COMPANY OVERVIEW AND SIGNIFICANT ACCOUNTING POLICIES

A. Company Overview

Transrail Lighting Limited ("the Company" and "Transrail") is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The registered office of the company is located at Mumbai, India.

The Company incorporated in 2008, has been an integrated pole manufacturing company with state of art manufacturing capabilities, vast experience and a rich pedigree. Consequent upon the transfer of Transmission and Distribution (T&D) business of M/s. Gammon India Limited ("GIL") to the Company, effective January 1, 2016, the Company is now an integrated transmission and distribution company.

The said T&D undertaking has close to 38 years of experience of executing extra high voltage Transmission and Distribution lines / rural electrification projects on turnkey basis. The company's scope of work includes design, testing, manufacturing and supply of galvanized towers, conductors, and allied construction activities. The Company has built in house capabilities in designing and testing of towers, with a tower manufacturing capacity of 110,000 TPA and a state-of-the-art tower testing facility at Deoli, Wardha District, which can test towers up to 1200 kV. Over the years the company has executed marquee turnkey projects and cemented its position as a renowned T&D player in India. The company is the only player in India having manufacturing capabilities of towers, a Conductor Manufacturing Plant and a Mono Poles Manufacturing plant and an ultra-modern Tower Testing Station. In recent years the company has also embarked into the projects of rural electrification, railway electrification, erection of Sub-Stations and civil construction.

The Company together with its subsidiaries (as detailed in note D) is herein after referred to as the "Group".

The Financial Statements are approved for issue by the Company's Board of Directors in the meeting held on May 31, 2023.

B. Recent Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards 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) Amendment Rules, 2023, as below:

i. Ind AS 1 - Presentation of Financial Statements

This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the financial statements.

ii. Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its financial statements.

iii. Ind AS 12 – Income Taxes

This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its financial statements.

C. Basis of Preparation

These Financial Statements are Consolidated Financial Statements and have been prepared in accordance with the Indian Accounting Standards ("Ind AS") under the historical cost convention except for certain financial instruments which are measured at fair values. The Ind AS are prescribed under section 133 of the Companies Act, 2013 (to the extent notified), read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and presentation requirements of Division II of Schedule III to the Companies Act, 2013 (Ind AS compliant Schedule III).

The functional currency of the Company is Indian Rupee. Therefore, the Financial Statements have been presented in INR ("₹") and all amounts have been rounded off to the nearest Crore (One crore equals ten million), except where otherwise stated.

Accounting policies have been consistently applied except where a newly issued accounting standard is

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initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

D. Basis of Consolidation

The Consolidated financial statements incorporate the financial statement of the company and its subsidiaries. Control is achieved when the company

1. Has power over the investee
2. Is exposed, or has right, to variable returns from its involvement with the investee and
3. Has the ability to use its power to affects its returns..

The Company reassesses whether or not it controls an investee if facts and circumstances indicates that there are change to one or more of the three elements of control listed above.

The Financial statement of the company and its subsidiary companies have been consolidated on line to line basis by adding together assets, liabilities, income and expenses.

The following subsidiaries, associates and Joint ventures have been considered while preparing the consolidated financial statement.

Name of Entity	Country of Incorporation	% of ownership interest either directly or through subsidiaries	
		As on 31-Mar-2023	As on 31-Mar-2022
Transrail International FZE	UAE	100.00%	100.00%
Transrail Lighting Malaysia SDN BHD	Malaysia	100.00%	100.00%
Transrail Structures America INC	USA	100.00%	100.00%
Transrail Lighting Nigeria Limited	Nigeria	100.00%	100.00%
Transrail Lighting Ltd - First Capital Energy & Power Ind Ltd JV (Nigeria)	Joint venture	30%	30%
Railsys Engineers Pvt. Ltd. - Transrial lighting Ltd. JV -"REPL-TLL JV"	Joint Venture	49%	49%
TLL Metcon Pravesh JV	Joint Venture	60%	60%
Transrail Hanbaek Consortium	Joint Venture	100%	-
GECPL-TLL JV	Joint Venture	95%	-
ALTIS-TLL-JV	Joint Venture	49%	-
Burberry Infra Private Limited	Associate	50%	50%

E. Use of estimates and judgments

The preparation of financial statements in conformity with Ind AS requires the management to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities and the liabilities as at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period and the actual results could differ from these estimates. Appropriate changes in estimates are made as the management becomes aware of the changes in the circumstances surrounding the estimates and assumptions. The changes in estimates are reflected in the financial statements in the period in which changes are made and if material, their effects are disclosed in the notes to the financial statements.

F. Operating cycle for current and non-current classification

All the assets and liabilities have been classified as current or non-current, wherever applicable, as per the operating cycle of the Company as per the guidance set out in Schedule III to the Act. Operating cycle for the business activities of the Group covers the duration of the project / contract / service including the defect liability period, wherever applicable, and extends up to the realization of receivables (including retention monies) within the credit period normally applicable to the respective project. Operating cycle for pure supply contracts and other businesses are considered as twelve months.

G. Critical accounting estimates

The financial statements require management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosures of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in the financial statements have been disclosed here under:

i. Judgements

In the process of applying the Group's accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognized in the Consolidated financial statements.

ii. Taxes

Deferred tax assets are recognized for unabsorbed tax losses to the extent that it is probable that taxable profit will be available against which the losses can be set-off. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits.

iii. Defined benefit plans (gratuity benefits)

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

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

iv. Non-current asset held for sale

Assets held for sale are measured at the lower of carrying amount or fair value less costs to sell. The determination of fair value less costs to sell includes use of management estimates and assumptions. The fair value of the asset held for sale has been estimated using valuation techniques (mainly income and market approach), which include unobservable inputs.

v. Revenue Recognition

The Group uses the percentage of completion method in accounting for its construction contracts. The use of the percentage of completion method requires the Group to estimate the expenditure to be incurred on the project till the completion of the project. The percentage of work completed is determined in the proportion of the expenditure incurred on the project till each reporting date to total expected expenditure on the project. Provision for estimated foreseeable 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.

2. SIGNIFICANT ACCOUNTING POLICIES

A. Revenue Recognition

The Group derives revenues primarily from Engineering, Procurement and Construction business.

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

Revenue from Operations, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognized as per the percentage-of-completion method. The Group determines the percentage-of-completion on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved.

Revenue from the sale of distinct manufactured / traded material is recognised upfront at the point in time when

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the control over the material is transferred to the customer.

Revenue from rendering of services is recognized in the accounting period when the service is rendered and the right to receive the revenue is established.

Revenues in excess of invoicing are classified as Contract assets while invoicing in excess of revenues are classified as contract liabilities (which can be referred as Advances from Customers).

'Advance payments received from customers for which no services are rendered are also presented under 'Advance from Customers'

In arrangements for supply and erection contracts performed over a period of time, the Group has applied the guidance in Ind AS 115, Revenue from contract with customer, by applying the revenue recognition criteria for each distinct performance obligation. Although there may be separate contracts with customers for supply of parts and erection of towers, it is accounted for as a single contract as they are bid and negotiated as a package with a single commercial objective and the consideration for one contract depends on the price and performance of the other contract. The goods and services promised are a single performance obligation.

The Group presents revenues net of indirect taxes in its Statement of Profit and Loss.

Interest Income

Interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

Export Benefits

Duty Drawback claims are recognized based on the entitlement under relevant scheme / laws.

Other Revenues

All other revenues are recognized on accrual basis.

B. Property, Plant and Equipment (PPE)

The Property, Plant and Equipment are stated at cost less accumulated depreciation and impairment, if any.

The Group depreciates the assets on straight line method in accordance with the useful life prescribed in Schedule II of the Act except for erection tools and tackles which are depreciated over the period of 2 and 5 years based on the technical evaluation of the same. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

The residual values and useful lives of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Non-current Assets held for sale

A Non-Current Asset is classified as held for sale if its carrying amount will be recovered principally through sale rather than through its continuing use, is available for immediate sale in its present condition, subject only to terms that are usual and customary for sale, it is highly probable that sale will take place within next 1 year and sale will not be abandoned.

C. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

Intangible assets consist of rights and licenses which are mortised over the useful life on a straight line basis.

D. Leases

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

The Group, as a lessee, recognizes a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset. The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Group has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset 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 plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any re-measurement 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 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 short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the lease term.

E. Financial Instruments

Initial Recognition

The Group recognizes financial assets and financial liabilities when it becomes a party to the contractual provision of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are recorded at transaction price. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

a) financial instruments at mortised cost

b) financial instruments at fair value through other comprehensive income (FVTOCI)

c) financial instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)

Financial Assets at amortized cost

A Financial instrument is measured at the amortized cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of profit or loss. The losses arising from impairment are recognized in the statement of profit or loss.

Financial Assets at FVTOCI

A financial asset is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI..

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit & loss. On de-recognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to statement of profit & loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Financial Asset at FVTPL

Any financial asset which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

De-recognition

A financial asset is derecognized when:

» The rights to receive cash flows from the asset have expired, or

» The Group has transferred its rights to receive cash flows from the asset and the transfer qualifies for de-recognition under Ind AS 109.

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F. Financial Liabilities

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 recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

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

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Gains or losses on liabilities held for trading are recognized in the statement of profit & loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk is recognized in OCI. These gains/ losses are not subsequently transferred to the statement of profit & loss. However, the group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit or loss. The Group has not designated any financial liability as at fair value through the statement of profit & loss.

Loans and borrowings

This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Hedge accounting

The Group designates certain hedging instruments, which include derivatives, embedded derivatives and non-derivatives in respect of foreign currency risk, commodity price risk as cash flow hedges. Hedges of foreign exchange risk and commodity price risk for highly probable forecast transactions are accounted for as cash flow hedges. Hedges of the fair value of recognised assets or liabilities or a firm commitment are accounted for as fair value hedges.

At the inception of the hedge relationship, the entity documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk. Note 42 sets out details of the fair values of the derivative instruments used for hedging purposes.

Fair value hedges

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in profit or loss, together with any changes in fair value of the hedged asset or liability that are attributable to the hedged risk. The gain or loss is recognised in profit or loss.

Where the hedged item subsequently results in the recognition of a non-financial asset, both the deferred hedging gains and losses and the deferred time value of the option contracts, if any, are included within the initial cost of the asset. The deferred amounts are ultimately recognised in profit or loss as the hedged item affects profit or loss through cost of material consumed.

Cash flow hedges that qualify for hedge accounting

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income and accumulated under the heading of cash flow hedging reserve. The gain or loss relating to the ineffective portion is recognised immediately in the Statement of Profit and Loss.

Amounts previously recognised in other comprehensive income and accumulated in equity relating to (effective portion as described above) are reclassified to the Statement of Profit and Loss in the periods when the hedged item affects profit or loss, in the same line as the recognised hedged item. However, when the hedged forecast transaction results in the recognition of a non-financial asset or a non-financial liability, such gains and losses are transferred from equity (but not as a reclassification adjustment) and included in the initial measurement of the cost of the non-financial asset or nonfinancial liability.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or when it no longer qualifies for hedge accounting. Any gain or loss recognised in other comprehensive income and accumulated in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in the Statement of Profit and Loss. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in equity is recognised immediately in the Statement of Profit and Loss.

De-recognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another liability 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 recognized in the statement of profit or loss.

Fair Value Measurement

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

G. Impairment

Impairment of Financial Assets

The Group recognizes the loss allowance using the expected credit loss (ECL) model for financial assets which are not valued through the statement of profit and loss account.

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the statement of profit and loss.

H. Impairment of Non-Financial Assets

Assets with an indefinite useful life and goodwill are not amortized / depreciated and are tested annually for impairment. Assets subject to amortization / depreciation are tested for impairment provided that an event or change in circumstances indicates that their carrying amount might not be recoverable. An impairment loss is recognized in the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the difference between asset's fair value less sale costs and value in use. For the purposes of assessing impairment, assets are aggregated at the lowest levels for which there are separately identifiable cash flows (cash-generating

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units).

Non-financial assets other than Goodwill for which impairment losses have been recognized are tested at each balance sheet date in the event that the loss has reversed.

The Group, on an annual basis, tests Goodwill for impairment, and if any impairment indicators are identified tests other non-financial assets, in accordance with the accounting policy. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates and sensitivity analysis is performed on the most relevant variables included in the estimates, paying particular attention to situations in which potential impairment indicators may be identified.

I. Provisions, Contingent Liabilities, Contingent Assets.

General

The group recognizes a provision when it has a present legal or constructive obligation as a result of past events; it is likely that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required to settle the obligation is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are carried at the present value of forecast payments that are expected to be required to settle the obligation, using a rate before taxes that reflects the current market assessment of the time value of money and the specific risks of the obligation. The increase in the provision due to passage of time is recognized as interest expense.

Provision for Contractual Obligation

The group is exposed to shortages in the supply and rectification of erection services of the materials which generally are identified during the course of the execution of the project. These shortages are due to various aspects like theft, pilferage and other losses. The group therefore records the costs, net of any claims, at the time related revenues are recorded in the statement of profit & loss.

The group estimates such costs based on historical experience and estimates are reviewed on an annual basis for any material changes in assumptions and likelihood of occurrence.

Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the financial statements. Contingent assets are only disclosed when it is probable that the economic benefits will flow to the entity.

J. Foreign Currencies

Transactions and Balances

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognized in profit or loss with the exception of the following:

- Exchange differences arising on monetary items that forms part of a reporting entity's net investment in a foreign operation are recognized in Other Comprehensive Income (OCI) in the Consolidated financial statements of the reporting entity. The foreign operations are accounted in the Consolidated financial statements as a non-integral operation.
- Exchange differences arising on monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation are recognized in OCI until the net investment is disposed of, at which time, the cumulative amount is reclassified to statement of profit & loss.
- Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

K. Share based payments

The Group operates equity-settled share based remuneration plans for its employees.

For share settled share based payments, a liability is recognised for the services acquired, measured initially at the fair value of the liability. All goods and services received in exchange for the grant of any share based payment are measured at their fair values on the grant date. Grant date is the date when the Group and employees have shared an understanding of terms and conditions on the arrangement.

Where employees are rewarded using share based payments, the fair value of employees services is determined indirectly by reference to the fair value of the equity instruments granted. This fair value is appraised at the grant date and excludes the impact of non-market vesting conditions All share based remuneration is ultimately recognised as an expense in profit or loss. If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest.

Upon exercise of share options, the proceeds received, net of any directly attributable transaction costs, are allocated to share capital up to the nominal (or par) value of the shares issued with any excess being recorded as share premium.

L. Taxes

Current Income Tax

Current income tax assets and liabilities are measured at the amount expected to be refunded from or paid to 0the taxation authorities. The tax rates and the tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the domicile country. Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). The management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and makes provisions wherever appropriate.

Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

The carrying amount of deferred 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 tax asset to be utilised. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates and the tax laws that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

M. Inventories

Inventories are valued at the lower of cost and net realizable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

» Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average.

» Work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost of direct material is determined on weighted average. Work In Progress on construction contracts reflects value of material inputs and expenses incurred on contracts including profits recognized based on percentage completion method on estimated profits in evaluated jobs.

» Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average.

» Consumable Stores and construction materials are valued and stated at lower of cost or net realizable

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value.

- Finished Goods are valued at cost or net realizable value, whichever is lower. Costs are determined on weighted average method.
- Scrap are valued at net realizable value.

N. Retirement and other employee benefits

Retirement benefit in the form of provident fund, family pension fund and employee state insurance contribution is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund, family pension fund and employee state insurance contribution. The group recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

The Group operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund and / or creation of provision for unfunded portion of defined gratuity.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognized in the statement of profit & loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Group recognizes related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognizes the following changes in the net defined benefit obligation as an expense in the Consolidated statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

Termination Benefits

Termination benefits are payable as a result of the group's decision to terminate employment before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The group recognizes these benefits when it has demonstrably undertaken to terminate current employees' employment in accordance with a formal detailed plan that cannot be withdrawn, or to provide severance indemnities as a result of an offer made to encourage voluntary redundancy. Benefits that will not be paid within 12 months of the balance sheet date are discounted to their present value.

O. Cash and Cash Equivalents

Cash and cash equivalents include cash in hand, demand deposits in banks and other short-term highly liquid investments with original maturities of three months or less. Bank overdrafts are shown within bank borrowings in current liabilities on the balance sheet.

P. Trade and Other Receivables

Trade receivables are amounts due from customers related to goods sold or services rendered in the ordinary course of business. If the receivables are expected to be collected in a year or less (or in the operation cycle if longer), they are classified as current assets. Otherwise, they are recorded as non-current assets.

Trade receivables are initially recognized at fair value and are subsequently measured at amortized cost using the effective interest rate method, less provision for impairment. A provision for impairment of trade receivables is established when there is objective evidence that the Group will not be able to collect all amounts due in accordance with the original terms of the receivables. The existence of significant financial difficulties on the part of the debtor, the probability that the debtor will become bankrupt or undertake a financial restructuring, and late payment or default are considered to be indicators of the impairment of a receivable. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The asset's carrying amount is written down as the provision is applied and the loss is recognized in the statement of profit and loss. When a receivable is uncollectable, the provision for receivables is made in statement of profit & loss. Subsequent recoveries of receivables written off are recognized in the statement of profit & loss for the year in which the recovery takes place.

Q. Cash Flow Statement

Cash flows are reported using the indirect method, whereby the profit for the period is adjusted for the effects of the transactions of a non-cash nature, any deferrals or past and future operating cash flows, and items of incomes and expenses associated with investing and financing cash flows. The cash flows from operating and investing activities of the group are segregated.

R. Operating Cycle

Assets and liabilities relating to long term projects/ contracts are classified as current/non-current based on the individual life cycle of the respective contract / project as the operating cycle. In case of pure supply contracts and other businesses, the operating cycle is considered as twelve months.

S. Borrowing Costs

Borrowing costs attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for its intended use are added to the cost of those assets.

Interest income earned on temporary investment of specific borrowing pending their deployment is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognized in the Statement of Profit and Loss in the period in which they are incurred.

T. Onerous Contracts

If the Group has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision. However, before a separate provision for an onerous contract is established, the Group recognises any impairment loss that has occurred on assets dedicated to that contract. An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Group cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. The cost of fulfilling a contract comprises the costs that relate directly to the contract (i.e., both incremental costs and an allocation of costs directly related to contract activities)."

U. Earnings per share

Basic earnings per share is calculated by dividing the profit attributable to owners of the Group by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential equity shares and the weighted number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

Explanatory notes to the Consolidated financial statements
for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

3 Property, Plant and Equipment, Right of Use Assets, Capital Work in Progress and Intangible Assets schedule for the year ended on March 31, 2023

(All figures in INR Crores unless otherwise stated)

Property, Plant and Equipment

Particulars	Land - Free Hold	Land - Lease hold	Building - Factory & Office	Plant & Machinery	Electric Installation	Furniture & Fixtures	Vehicles	Office Equipment	Computer	SPC Tools	Total
Gross Block											
As at March 31, 2021	28.25	47.17	131.05	222.94	3.75	4.12	8.88	1.34	4.35	9.13	460.98
Additions	-	-	0.38	50.55	0.02	1.15	2.96	0.84	1.37	0.11	57.38
Disposals	-	-	4.10	1.21	-	0.06	0.45	0.00	0.01	0.02	5.85
As at March 31, 2022	**28.25**	**47.17**	**127.33**	**272.28**	**3.77**	**5.21**	**11.39**	**2.18**	**5.71**	**9.22**	**512.51**
Additions	-	-	0.84	72.65	0.08	0.47	1.57	0.91	1.41	1.11	79.04
Disposals	-	-	-	8.80	-	-	1.15	0.00	0.01	4.63	14.59
Held For Sale	-	-	0.29	-	-	-	-	-	-	-	0.29
As at Mar 31, 2023	**28.25**	**47.17**	**127.88**	**336.13**	**3.85**	**5.68**	**11.81**	**3.08**	**7.10**	**5.69**	**576.67**
Accumulated Depreciation											
As at March 31, 2021	-	2.72	25.88	106.95	2.99	2.42	3.26	1.23	2.64	7.10	155.19
Charge for the year	-	0.52	3.72	25.43	0.13	0.28	1.00	0.36	1.00	0.44	32.88
Disposals for the year	-	-	0.19	0.47	-	0.01	0.34	(0.00)	0.01	0.02	1.04
As at March 31, 2022	**-**	**3.24**	**29.41**	**131.91**	**3.12**	**2.69**	**3.92**	**1.59**	**3.63**	**7.52**	**187.03**
Charge for the year	-	0.52	3.67	31.71	0.11	0.31	1.29	0.46	1.15	0.42	39.63
Disposals for the year	-	-	-	5.18	-	-	0.86	-	0.01	4.40	10.44
Held For Sale	-	-	0.04	-	-	-	-	-	-	-	0.04
As at March 31, 2023	**-**	**3.76**	**33.04**	**158.44**	**3.23**	**2.99**	**4.35**	**2.05**	**4.77**	**3.54**	**216.18**
Net Block as at March 31, 2022	**28.25**	**43.93**	**97.92**	**140.37**	**0.65**	**2.52**	**7.47**	**0.59**	**2.08**	**1.70**	**325.48**
Net Block as at March 31, 2023	**28.25**	**43.41**	**94.85**	**177.69**	**0.62**	**2.69**	**7.46**	**1.03**	**2.33**	**2.15**	**360.49**

In respect of Property, Plant and Equipment the management has carried out an exercise for determining the impairment and is of the opinion that no impairment has taken place in respect of Property, Plant and Equipment.

(All figures in INR Crores unless otherwise stated)

4 Right-of-use - lease

Particulars	Plant & Equipment	Office Premises	Total
Gross Block			
As at March 31, 2021	5.54	13.30	18.85
Additions	0.48	1.59	2.07
As at March 31, 2022	**6.02**	**14.90**	**20.92**
Additions	-	15.91	15.91
As at March 31, 2023	**6.02**	**30.81**	**36.83**
Accumalated Depreciation			
As at March 31, 2021	0.57	7.10	7.67
Charge for the year	0.39	4.33	4.72
As at March 31, 2022	**0.96**	**11.43**	**12.39**
Charge for the year	0.67	5.47	6.14
As at March 31, 2023	**1.63**	**16.90**	**18.52**
Net block as at March 31, 2022	**5.06**	**3.47**	**8.53**
Net Block as at March 31, 2023	**4.39**	**13.91**	**18.31**

5 Capital Work in Progress

Particulars	₹
As at March 31, 2021	**3.85**
Additions	14.00
Capitalized during the year	0.64
As at March 31, 2022	**17.21**
As at March 31, 2022	**17.21**
Addition	28.79
Capitalized during the year	41.88
As at March 31, 2023	**4.12**

Capital Work in Progress ageing as at:

Particulars	Less than 1 year	1 to 2 Years	2 to 3 Years	More than 3 years	Total CWIP
Projects in Progress					
As at March 31, 2022	14.42	0.07	2.41	0.31	17.21
As at March 31, 2023	**2.42**	**0.20**	**-**	**1.50**	**4.12**

Capital Work in Progress Completion overdue as at:

Projects in Progress	Less than 1 year	1 to 2 Years	2 to 3 Years	More than 3 years
As at March 31, 2023				
Plant & Equipment	1.70	-	-	-

Explanatory notes to the Consolidated financial statements

for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

Projects in Progress	Less than 1 year	1 to 2 Years	2 to 3 Years	More than 3 years
As at March 31, 2022				
Building - Factory & Office	0.41	-	-	-
Building - Factory & Office	0.14	-	-	-
Plant & Equipment	2.87	-	-	-

6 Intangible Asset

Particulars	Computer Software
Gross Block	
As at March 31, 2021	**3.32**
Additions	0.01
As at March 31, 2022	**3.33**
Additions	0.01
As at Mar 31, 2023	**3.34**
Accumalated Depreciation	
As at March 31, 2021	**2.86**
Charge for the year	0.23
As at March 31, 2022	**3.09**
Charge for the year	0.06
As at Mar 31, 2023	**3.15**
Net Block as at March 31, 2022	**0.24**
Net Block as at March 31, 2023	**0.19**

Range of remaining period of amortisation as at March 31,2022 of Intangible assets is as below:

Particulars	Range of remaining period of amortisation			
	< 5 Year	5-10 Year	> 10 Year	Net Block
Computer Software	0.15	0.09	-	0.24
Total	**0.15**	**0.09**	**-**	**0.24**

Range of remaining period of amortisation as at March 31,2023 of Intangible assets is as below:

Particulars	Range of remaining period of amortisation			
	< 5 Year	5-10 Year	> 10 Year	Net Block
Computer Software	0.10	0.09	-	0.19
Total	**0.10**	**0.09**	**-**	**0.19**

(All figures in INR Crores unless otherwise stated)

7 Financial Assets-Investments

Particulars	As at Mar-23 Non Current	As at Mar-23 Current	As at Mar-22 Non Current	As at Mar-22 Current
i) Investment in Equity shares of Associate Company (Unquoted)				
Burberry Infra Private Limited	0.01	-	0.01	-
5,000 Shares (PY 5,000 Shares) of ₹ 10 each				
ii) Investment in Mutual Funds *				
a - Baroda BNP Paribas Banking & PSU Bond Fund	-	2.14	-	2.09
19,99,900.00 Units (PY 19,99,900.00 Units) of ₹ 10.00 each				
b - Aditya Birla Mutual Fund Sunlife Government Securities Fund	-	1.09	-	1.06
1,60,289.76 Units (PY 1,60,289.76 Units) of ₹ 62.38 each				
Total	**0.01**	**3.23**	**0.01**	**3.15**
Disclosure:-				
i) Investment Carried at Amortised Cost	0.01	-	0.01	-
ii) Investment Carried at Fair Value through Profit & loss	-	3.23	-	3.15

All the above investments are fully paid up.

Aggregate Value of Unquoted Investments ₹ 0.01 Crores (P.Y.₹ 0.01 Crores)

Aggregate Value of Quoted Investments ₹ 3.23 Crores (P.Y. ₹ 3.15 Crores)

Market Value of Quoted Investments ₹ 3.23 Crores (P.Y. ₹ 3.15 Crores)

*The units of mutual fund is marked as lien against the Credit facility taken from Aditya Birla Finance Ltd.

8 Financial Assets -Trade Receivables

Particulars	As at Mar-23 Non Current	As at Mar-23 Current	As at Mar-22 Non Current	As at Mar-22 Current
Unsecured, considered good unless otherwise stated				
Considered good	-	654.40	-	649.21
Credit Impaired [Refer note 8 (b)]	-	17.92	-	14.80
Less: - Provision for Credit Impaired	-	(17.92)	-	(14.80)
Less :- Allowance for Expected Credit Loss [Refer note 8 (b)]	-	(9.50)	-	(9.48)
Total	**-**	**644.90**	**-**	**639.73**

Explanatory notes to the Consolidated financial statements
for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

a) **Trade Receivable Ageing Schedule**
(Ageing from bill date)

(i) **As at March 31, 2023**

Range of outstanding period	Undisputed Considered Good	Undisputed Significant increase in credit risk	Undisputed Credit impaired	Total
less than 6 months	508.79	-	-	508.79
6 months - 1 year	61.99	-	-	61.99
1-2 year	31.41	-	1.46	32.87
2-3 year	13.97	-	0.29	14.26
→ 3 years	37.25	-	17.15	54.40
Total	**653.41**	**-**	**18.90**	**672.31**

(i) **As at March 31, 2022**

Range of outstanding period	Undisputed Considered Good	Undisputed Significant increase in credit risk	Undisputed Credit impaired	Total
less than 6 months	485.11	-	-	485.11
6 months - 1 year	62.14	-	-	62.14
1-2 year	42.98	-	0.30	43.28
2-3 year	15.24	-	0.12	15.36
→ 3 years	43.75	-	14.37	58.12
Total	**649.22**	**-**	**14.79**	**664.01**

b **Credit Impaired & Expected Credit Loss**

The Group estimates impairment under the simplified approach. Accordingly, it does not track the changes in credit risk of trade receivables. The impairment amount represents lifetime expected credit loss. In view thereof, the additional disclosures for changes in credit risk and credit impaired are not disclosed.

Movement in the Credit Loss Allowance	As at Mar-23	As at Mar-22
Opening Balance	9.48	9.30
Add : Created during the year	0.02	0.18
Closing Balance	**9.50**	**9.48**

c Trade receivables includes amount of ₹ 136.69 Crores (PY ₹ 167.17 Crores) due from related parties. Refer note 49

d Trade receivables includes amount of ₹ NIL (P.Y. ₹ 0.88 Crores) due from companies in which director is a director and member.

(All figures in INR Crores unless otherwise stated)

9 Loans

Particulars	As at Mar-23		As at Mar-22	
	Non Current	Current	Non Current	Current
Loans - Unsecured				
Related Parties				
Considered good	27.31	28.04	28.07	16.97
Credit Impaired	-	4.67	15.04	4.67
Less : Impairment Provision	-	(4.67)	(15.04)	(4.67)
Others				
Considered Good	-	-	-	-
Staff Loan	0.01	0.28	0.05	0.25
Total	**27.32**	**28.32**	**28.12**	**17.22**

Details Related Parties	As at Mar-23		As at Mar-22	
	Non Current	Current	Non Current	Current
Loans - Unsecured				
Considered Good				
TLL-FCEP JV-Joint Operation	7.36	15.54	8.12	16.97
Railsys & Transrail JV	0.45	-	0.45	-
Burberry Infra Private Limited	19.50	12.50	19.50	-
	27.31	**28.04**	**28.07**	**16.97**
Credit Impaired				
TLL-FCEP JV-Joint Operation	-	-	15.04	-
Consortium of Jyoti and Transrail ("CJT") - Joint Operation	-	4.67	-	4.67

a) During the year the company has given a short term loan of ₹ 12.50 Crores to its associate M/s Burberry Infra Private Ltd.

b) During the year 2021-22 company had given a loan of ₹ 19.50 crores to its associate M/s Burberry Infra Private Ltd. for strategic purpose.

c) Loans or Advances in the nature of loans granted to promoters, Directors, KMPs and the related parties (as defined under Companies Act, 2013) either severally or jointly with any other person, that are without specifying any terms or period of repayment.

Type of Borrower	As at Mar-23		As at Mar-22	
	Outstanding Loan	% to (A)	Outstanding Loan	% to (A)
Promoters	-	-	-	-
Directors	-	-	-	-
KMPs	-	-	-	-
Related Parties	28.03	46.47%	45.25	69.57%
Total Loans and Advances to Promoter, Director, KMP and Related parties	**28.03**		**45.25**	
Total Loans and Advances in the nature of Loan and Advances (A)	**60.31**		**65.05**	

Explanatory notes to the Consolidated financial statements

for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

d) The Group has 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 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) , the details of the same is hereunder;

Name of the Intermediary (Relationship)	Amount & Date	Name of the Other Company (Relationship)	Amount & Date
2022-23			
Burberry Infra Private Limited (Associate) (CIN: U70109MH2021PTC360006)	₹ 12.50 Crores March 31, 2023	Deepmala Infrastructure Private Limited (Not a related party) (CIN: U45201MH2007PTC174676)	₹ 12.50 Crores March 31, 2023

The above loan has been given for strategic investment in the said beneficiary.

2021-22

During the year Company had given loan to its associate, M/s Burberry Infra Private Ltd. of ₹ 19.50 crores on March 25, 2022 with the understanding that the said amount will be advanced as earnest money deposit towards strategic acquisition which had not concluded as at the end of the year.

e) The Company has complied with the provisions of Foreign Exchange Management Act, 1999 wherever applicable and the transaction are not violative of the Prevention of Money Laundering Act 2002.

10 Other Financial Assets

Particulars	As at Mar-23		As at Mar-22	
	Non Current	Current	Non Current	Current
(Unsecured, considered good unless otherwise stated)				
Security Deposits	23.16	7.96	20.20	10.75
Interest Receivable				
Related Parties	-	1.79	-	1.89
Others	1.03	3.93	0.05	3.15
Insurance & Other Claim Receivable	-	4.72	-	4.72
Receivable from Related Party	-	0.28	-	2.34
Mark to Market Gain on Hedge Contract	-	4.60	-	3.36
Bank Deposits with Remaining Maturity more than 12 months	32.55	-	4.02	-
Crop Compensation & Others	-	1.45	-	2.04
Total	**56.74**	**24.73**	**24.27**	**28.25**

(All figures in INR Crores unless otherwise stated)

Details of Related Parties

Particulars	As at Mar-23		As at Mar-22	
	Non Current	Current	Non Current	Current
Interest Receivable				
TLL-FCEP JV	-	1.79	-	1.82
Burberry Infra Private Ltd	-	-	-	0.06
Other Receivable				
Transrail Lighting Foundation	-	-	-	2.34
Transrail Hanbaek Consortium	-	0.28	-	-

11 Inventories

Particulars	As at Mar-23	As at Mar-22
Raw Material In hand	159.47	141.59
Work In Progress	19.36	14.56
Finished Goods		
a) In hand	69.45	62.15
b) In transit	-	-
Consumable Stores & Spares	33.29	26.87
Bought Out Components	27.49	31.24
Others - Scrap	1.94	2.07
Total	**311.00**	**278.48**

The disclosure of inventories recognised as an expense in accordance with paragraph 36 of Ind AS 2 is as follows:

Particulars	As at Mar-23	As at Mar-22
Inventory write down	2.57	1.96
Total	**2.57**	**1.96**

12 Cash and Bank Balance

(a) Cash & Cash Equivalents

Particulars	As at Mar-23	As at Mar-22
	Current	Current
i) Balances with banks	90.90	19.39
ii) Balance with Bank -Foreign Branches	27.15	33.51
iii) Fixed Deposits with Banks	3.82	4.01
iv) Cheques on hand	2.17	-
v) Cash on hand	0.67	0.59
Total	**124.71**	**57.50**

(b) Bank Balances other than Cash and Cash Equivalents

Particulars	As at Mar-22	As at Mar-21
	Current	Current
Fixed deposits held as margin money	73.41	53.27
Total	**73.41**	**53.27**

Explanatory notes to the Consolidated financial statements

for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

13 Contract Assets

Particulars	As at Mar-23 Current	As at Mar-22 Current
Considered Good	1,476.39	1,103.28
Credit Impaired	11.89	11.44
	1,488.28	**1,114.72**
Less: - Provision for Credit Impaired	(11.89)	(11.44)
	1,476.39	**1,103.28**
Less :- Allowance For Expected Credit Loss [Refer note 8 (b)]	(9.49)	(8.85)
Total	**1,466.90**	**1,094.43**

Movement in the Credit Loss Allowance	As at Mar-23	As at Mar-22
Opening Balance	8.85	5.95
Add : Created during the year	0.64	2.90
Less : Released during the year	-	-
Closing Balance	**9.49**	**8.85**

Contract Assets represents unbilled revenue and retention due to contractual conditions.

14 Other Assets (Unsecured, considered good)

Particulars	As at Mar-23		As at Mar-22	
	Non Current	Current	Non Current	Current
Capital Advances	4.92	-	16.16	-
Advance to Suppliers				
Considered Good	-	141.16	-	83.49
Credit Impaired	0.18	8.86	0.18	3.66
Less : Impairment Provision	(0.18)	(8.86)	(0.18)	(3.66)
Others				
Taxes Paid Net of Provisions	13.68	-	18.34	-
Prepaid Expenses	3.50	25.34	-	24.38
Balances with Tax Authorities	9.94	82.20	9.83	89.31
Deferred input tax credit	-	16.40	-	22.88
Staff Advance	-	1.33	-	1.18
Others	-	2.40	-	0.40
Total	**32.04**	**268.83**	**44.33**	**221.64**

15 Assets Held for Sale

Particulars	As at Mar-23		As at Mar-22	
	Non Current	Current	Non Current	Current
Office Premises	-	0.24	-	-
Total	**-**	**0.24**	**-**	**-**

The Company's 3 office premises are classified as "Held for Sale" as they meet the criteria laid down under IND AS 105

(All figures in INR Crores unless otherwise stated)

16 Equity Share Capital

Particulars	As at Mar-23		As at Mar-22	
	Numbers	Amount	Numbers	Amount
Face Value (in ₹)		₹ 10 each		₹ 10 each
Class of Shares		Equity Shares		Equity Shares
Authorised Capital	**35,000,000**	**35.00**	**35,000,000**	**35.00**
Issued, Subscribed and Paid up Capital	22,798,440	22.80	22,708,440	22.71
Total	**22,798,440**	**22.80**	**22,708,440**	**22.71**

Disclosures:

i) Reconciliation of Shares

Particulars	As at Mar-23		As at Mar-22	
	Numbers	Amount	Numbers	Amount
Shares outstanding at the beginning of the period	22,708,440	22.71	7,569,480	7.57
Issued under Rights Issue (Refer note (d) and (e) below)	90,000	0.09	15,138,960	15.14
Shares outstanding at the end of the period	**22,798,440**	**22.80**	**22,708,440**	**22.71**

a) During the year 2017-18, Following were issued for consideration other than cash:

i) Pursuant to the Scheme of Arrangement and in accordance with the directions of the NCLT the company has issued 7,25,000 Equity shares of ₹ 10 each to Gammon India Limited (GIL).

ii) The company has alloted 2,75,000 OFCD's to Gammon India Limited as per the share holders agreement entered into between the company and Gammon India Limited. Gammon India Limited had informed the company that it wished to exercise their rights to convert the aforesaid OFCD's in equity shares. Accordingly, the company issued & alloted 2,75,000 equity shares to Gammon India Limited.

b) Pursuant to the conversion of the Optionally Convertible Debentures on 30th October 2017, 30,00,000 equity shares have been issued to M/s Ajanma Holdings Private Limited and M/s Gammon India Limited and an amount of ₹ 48.80 Crores has been credited to Securities Premium account.

c) During the year 2020-21 the Company has issued 33,69,480 equity shares of face value of ₹ 10/- each on right basis ('Rights Equity Shares') to the Eligible Equity Shareholders at an issue price of ₹ 80 per Rights Equity Share (including premium of ₹ 70 per Rights Equity Share). In accordance with the terms of issue, ₹ 20 i.e. 25% of the Issue Price per Rights Equity Share (including a premium of ₹ 17.50 per share), was received on application, ₹ 20 i.e. 25% of the Issue Price per Rights Equity Share (including a premium of ₹ 17.50 per share), was received on allotment. The Board had made First and final call of ₹ 40 per Rights Equity Share (including a premium of ₹ 35 per share) on shareholders which has been received.

d) During the year 2021-22, the Company issued 1,51,38,960 equity shares of face value of ₹ 10 each at the premium of ₹ 10 each on right basis ('Rights Equity Shares').

e) During the year 2022-23, the Company issued 90,000 equity shares of face value of ₹ 10 each at the premium of ₹ 86.33 each on exercise of ESOP. (Refer Note No 48)

ii) Details of Shareholding in excess of 5%

Name of Shareholder	As at Mar-23		As at Mar-22	
	Number of Shares	%	Number of Shares	%
- Ajanma Holdings Pvt. Ltd.	21,072,738	92.43%	21,072,738	92.80%

Explanatory notes to the Consolidated financial statements

for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

iii) **Details of Shareholdings by the Promoter/Promoter group**

Name of the Promoter	As at Mar-23	As at Mar-22
Ajanma Holdings Private Limited		
No of Shares	21,072,738	21,072,738
% of total shares	92.43%	92.80%
% change 2022-23	0.00%	

iv) **Rights and obligations of shareholders**

As per the records of the Company, including its register of shareholders / members and other declarations, if any, received from shareholders, the shareholding as shown in clause (ii) above represents legal as well as beneficial ownership of the shares.

v) **Terms / rights attached to equity shares**

The Company has only one class of equity shares having a par value of ₹10/- each. Each holder of equity share is entitled to one vote per share. The distribution will be in proportion to the number of equity shares held by the shareholders.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets, if any, of the company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

17 OTHER EQUITY

Particulars	As at Mar-23	As at Mar-22
Retained Earnings (Surplus)	594.22	485.41
Security Premium	88.66	87.53
Capital Reserve	62.24	62.24
Debenture Redemption Reserve	-	0.04
Employee Stock Option Outstanding	-	1.40
Other Comprehensive Income	3.48	3.64
Total	**748.60**	**640.26**

i) **Capital Reserve**

As per the order of the National Company Law Tribunal dated March 30, 2017, the issued, paid-up and subscribed share capital of the Company of ₹ 31.00 crores comprising of 31,000,000 equity shares of ₹ 10 each has been reduced to ₹ 0.20 crores comprising of 200,000 equity shares of ₹ 10 each/- upon the Scheme of Arrangement becoming effective. The scheme of arrangement is effective from January 1, 2016, the appointed date stated in the scheme, in term of the provision of Section 232(6) of the Companies Act, 2013. As provided in the scheme, the reduced amount of ₹ 30.80 crores, has been utilized for adjusting the debit balance in the profit and loss account of the Company and excess, if any shall be credited to the capital reserve account of the Company. Accordingly, the existing issued, subscribed and paid up Share capital stands reduced to ₹ 0.20 crores and an amount of ₹ 11.67 crores has been credited to the opening surplus account and the balance amount of ₹ 19.13 crores has been credited to capital reserve account.

ii) **Debenture Redemption Reserve**

As part of Business Transfer Agreement and Scheme of Arrangement, the Company has agreed to redeem specified amount of non convertible debentures issued by Gammon India Limited. The Companies (Share Capital and Debentures) Rules, 2014 require the Company to create a Debenture Redemption Reserve (DRR) out of profits of the company available for distribution of dividend.

The Company has however not set aside or earmarked liquid assets of ₹ Nil. (P.Y. ₹ 0.06 Crores) being 15% of the amount of Debenture due for redemption as at March 31, 2023 as required by the Companies Act, 2013.

The Company feels that considering the available Cash and Bank Balances on hand it is confident it will be able to repay the Debentures on it's due dates.

(All figures in INR Crores unless otherwise stated)

18 Long Term Borrowings

Particulars	As at Mar-23		As at Mar-22	
	Non Current	Current Maturities	Non Current	Current Maturities
Non Convertible Debentures Secured				
Placed with Banks and Financial Institutions	-	-	-	0.39
Term Loans from Banks-Secured				
Rupee Term Loan (RTL) -1	-	1.89	2.60	6.27
Rupee Term Loan (RTL) -3	-	0.20	0.91	1.63
Funded Interest Term Loan (FITL)	-	2.47	3.55	10.25
Working Capital Term Loan (WCTL)	-	3.97	7.69	28.85
Emergency Credit Line Guarantee Scheme (ECLGS)	44.08	20.23	64.31	16.59
Emergency Credit Line Guarantee Scheme (ECLGS 2.0 Extension)	36.47	-	17.71	-
Indian Bank	2.53	1.08	-	-
Term Loans from Others-Secured				
Axis Finance	12.99	24.36	21.20	16.96
Mahindra & Mahindra Financial Services ltd	24.27	5.73	-	-
Total	**120.34**	**59.93**	**117.97**	**80.94**

(a) The company entered into a Business Transfer Agreement with Gammon India Limited (GIL) pursuant to which long term borrowings amounting to ₹ 200.13 crores and short term borrowings of ₹ 29.99 crores of GIL were transferred to the Company. Further pursuant to the Scheme of Arrangement and order of NCLT dated 30th March 2017, long term borrowing amounting to ₹ 93.35 crores and short term borrowings amounting to ₹ 181.75 crores were transferred to the Company upon execution of novation agreement with lenders effective from January 1, 2016. The carve out of the borrowing pursuant to the BTA has been substantially completed except few lenders. Carve out of Non Convertible Debentures, though agreed upon by GIL and the company, is yet to be approved and executed by the debenture holders. The security for the borrowings assumed under the Scheme of Arrangement has been created.

b) Securities for Term Loans and NCD as per Novation agreement with the lenders :

Rupee Term Loan-1 (RTL1), Working Capital Term Loan (WCTL) and Funded Interest Term Loan (FITL) thereon -

i) 1st **pari-passu** charge on the entire Property, Plant and Equipments (movable and immovable), both present and future of the Company.

ii) 2nd **pari-passu** charge on the entire Current Assets, Loans and Advances, long term trade receivables and other assets pertaining to the Company.

Non Convertible Debentures

i) First ranking pari passu security interest on entire Property, Plant and Equipments (movable and immovable), both present and future of the company.

Rupee Term Loan-3 (RTL3)

ii) 2nd **pari-passu** charge on the entire Property, Plant and Equipments (movable and immovable), both present and future of the Company.

(c) Emergency Credit Line Guarantee Scheme (ECLGS) & ECLGS 2.0 Extension

i) **Pari passu** 1st charge on assets created of the credit facilities being extended.

ii) **Pari passu** 2nd Charge with the existing credit facilities in terms of cash flows (including repayments) and security.

iii) ECLGS loans carry an interest rate ranging from 7.95 % to 8.40%

Explanatory notes to the Consolidated financial statements
for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

(d) Axis Finance Ltd. - Capex Loan 1

Exclusive charge on the machinery and equipment's so financed upto 1.25 times and demand promissory note, loan carries an interest rate of 11%. Loan is repayable in quarterly equal instalment within 21 months

(e) Axis Finance Ltd. - Capex Loan 2

Exclusive charge on the machinery and equipment's so financed upto 1.25 times and demand promissory note, loan carries an interest rate of 11%. Loan is repayable in equal instalment within 36 months

(f) Indian Bank Capex Loan

Exclusive charge on the machinery and equipment's so financed upto 1.25 times , loan carries an interest rate of 11%. Loan is repayable in 10 equal quartely instalment within 30 months after Moratorium of 6 months.

(g) Mahindra & Mahindra Financial Services Ltd. Working Capital Term Loan

a. First Pari-passu charge along with existing term lenders on entire fixed assets of the company (both movable and immovable & both present and future) owned by the company

b. Second Pari-passu charge on entire current assets of the borrower company (present and future) with existing working capital lenders

c. Demand Promissory Note for the entire loan along with the interest

Repayment schedule

d. Loan shall be repayable in 48 Equated Monthly Instalments (EMI) repayments commencing at the end of first month from the date of first disbursement of the loan. Loan carries a rate of interest of 11%.

(h) Repayment Terms

Type of Loan	Repayment Schedule
RTL-1, RTL -3 , WCTL	Repayable in 11 quarterly unequal instalments commencing on 15 October 2020 and ending on 15 April 2023.
NCD	Repayable in 11 quarterly instalments of ₹ 25.54 Lakhs commencing on 15th April 2020 and ending on 15th October, 2022.
FITL	Repayable in 21 quarterly unequal ballooning instalments commencing on 15 April 2018 and ending on 15 April 2023
ECLGS Loan	Repayable in 48 equal monthly instalments commencing in April 2022 after an initial moratorium of one year
ECLGS Loan 2.0 ext	Repayable in 48 equal monthly instalments commencing in April 2024 after an initial moratorium of two years

i) Maturity profile of Term Loans and NCD

Period	As at Mar-23	As at Mar-22
0 - 1 years	59.91	80.94
1 - 2 Years	46.64	51.94
2 - 3 years	41.86	28.89
3 - 4 years	21.45	24.65
4 - 5 years	9.89	8.06
More than 5 years	0.52	4.43
TOTAL	**180.27**	**198.91**

(All figures in INR Crores unless otherwise stated)

j) **Reconciliation of Cash flows from financing activities**

Particulars	Non-current borrowings (Including Current Maturities)	Current borrowings	Total
Opening balance	145.64	283.48	429.12
Proceeds from / (Repayment of) Short Term Borrowings	-	(13.28)	(13.28)
Loan Taken during the year	103.19	-	103.19
Repayment of Loan	(49.91)	-	(49.91)
As at 31 March 2022	198.92	270.20	469.12
Loan Taken during the year	100.45	-	100.45
Repayment of Loan	(119.10)		(119.10)
Proceeds from / (Repayment of) Short Term Borrowings		110.57	110.57
As at 31 March 2023	**180.27**	**380.77**	**561.04**

k) The Group has taken fresh loans during the year and have used the borrowings taken from banks and financial institutions for the specific purpose for which they were taken.

l) During the year the Group has paid all the interest and instalments on time.

m) **Registration of charges or Satisfaction with Registrar of Companies**

Registration of Charge

As at March 31, 2023, the Company do not have any charge which is yet to be registered with ROC beyond the statutory period.

Satisfaction of Charge

There are charges disclosed as outstanding of ₹ 134 crores as at March 31, 2023 in respect of borrowings which have been repaid long back. The Company is unable to clear the satisfaction for lack of requisite documentation from the lenders. The matter is being followed up by the Company.

19 Other Financial Liabilities

Particulars	As at Mar-23		As at Mar-22	
	Non Current	Current	Non Current	Current
Liabilities under Court Scheme & BTA*	56.67	-	53.29	-
Payable for Capital goods				
- Micro and Small Enterprises	-	1.53	-	0.10
- Others	-	2.67	-	3.34
Interest accrued	-	12.17	-	7.78
Employee Liability	-	29.91	-	26.10
Total	**56.67**	**46.28**	**53.29**	**37.32**

* Pursuant to the approval of Scheme of arrangement by NCLT and BTA agreement between Gammon India Limited & Transrail Lighting Limited (TLL) , there are allocation of borrowings transferred to the company . The company and lenders also entered in to various agreement for creation of security , But there are certain lenders (Insurance companies) who have not signed the novation agreements. Since the Insurance companies have not recorded TLL as a borrower, the company is unable to discharge their liabilities, including interest. In accordance with Legal advise sought in this matter, the Company has disclosed the aforesaid liability on account of NCDs including interest thereon as Non Current Financial Liability under Court Scheme & BTA pending settlement of Novation issue and recognitions by the holders of NCDs to the novation. Due to reason mentioned above same is not shown as default.

Explanatory notes to the Consolidated financial statements
for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

20 Lease Liabilities

Particulars	As at Mar-23		As at Mar-22	
	Non Current	Current	Non Current	Current
Lease Liabilities - Property, Plant and Equipments	0.81	1.69	2.08	1.73
Lease Liabilities - Office Premises	7.51	6.34	1.39	2.20
Total	**8.32**	**8.03**	**3.47**	**3.93**

21 Contract Liabilities

Particulars	As at Mar-23		As at Mar-22	
	Non Current	Current	Non Current	Current
i) Adjustable Receipts	-	36.06	-	33.93
ii) Advance from Customer	-	504.89	-	426.29
Total	**-**	**540.95**	**-**	**460.22**

22 Provisions

Particulars	As at Mar-23		As at Mar-22	
	Non Current	Current	Non Current	Current
Provision for employee benefits				
Provision for Gratuity	-	3.15	-	1.94
Provision for Leave Encashment	4.31	0.51	4.40	0.46
Provision for Income Tax	-	2.42	-	1.79
Others				
Provision for Contractual Obligation (refer note (A) below)	-	15.36	-	12.92
Provision for expected loss on long term contracts	-	30.03	-	34.11
Total	**4.31**	**51.47**	**4.40**	**51.22**

A) A provision is recognised for the expected amount of shortages on materials to be supplied to the client, rectification and replacement of services performed pursuant to the contract with the client . Assumption used to calculate the provisions is based on past experience and management estimates.

Particulars	As at Mar-23	As at Mar-22
Provision for Contractual Obligation		
Opening	12.92	22.12
Provided during the period	4.63	-
Utilised / (Reversed) during the period	(2.19)	(9.20)
Closing balance	**15.36**	**12.92**

B) The disclosures required under Ind AS 19 "Employee Benefits" are given below:

(i) Defined Benefit Plan

a The Company has an obligation to provide to the eligible employees defined benefit plans such as gratuity. The gratuity 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 days of salary payable for each completed year of service or part thereof. Vesting occurs upon completion of 5 consecutive years of service. The measurement date used for determining retirement benefit for gratuity is March 31.

(All figures in INR Crores unless otherwise stated)

The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The Company has defined benefit plans for gratuity which is funded through Life Insurance Corporation of India (LIC) group gratuity scheme.

b These plans typically expose the Company to the actuarial risks, investment risks, interest rate risk, liquidity risk and salary risk.

Actuarial Risk

It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons:

Adverse Salary Growth Experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in obligation at a rate that is higher than expected.

Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption than the gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cash flow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption than the gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

Investment Risk

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

Liquidity Risk

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the Company there can be strain on the cash flows.

Market Risk

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in defined benefit obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

Legislative Risk

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the defined benefit obligations and the same will have to be recognized immediately in the year when any such amendment is effective.

	Particulars	As at Mar-23 Gratuity Funded	As at Mar-22 Gratuity Funded
a)	**Reconciliation of opening and closing balances of Defined Benefit Obligation**		
	Defined benefit obligation at the beginning of the year	9.08	8.35
	Current service cost	1.38	1.21
	Interest cost	0.64	0.56
	Actuarial (Gain) /Loss	(0.31)	(0.32)
	Benefits paid	(1.05)	(0.72)
	Defined benefit obligation at the year end	**9.74**	**9.08**

Explanatory notes to the Consolidated financial statements
for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

Particulars	As at Mar-23 Gratuity Funded	As at Mar-22 Gratuity Funded
b) Reconciliation of opening and closing balances of fair value of plan assets*		
Fair value of plan assets at the beginning of the year	7.14	7.36
Interest income	0.55	0.53
Return on plan assets excluding amounts included in interest income	(0.10)	(0.06)
Employer contribution	0.06	0.03
Benefits paid	(1.05)	(0.72)
Fair value of plan assets at the year end	**6.60**	**7.14**
*100% planned assets are invested in policy of insurance		
c) Reconciliation of fair value of assets and obligations		
Fair value of plan assets at end of the year	6.60	7.14
Present value of obligation as at the end of year	(9.74)	(9.08)
Amount recognized in Balance Sheet	**(3.14)**	**(1.94)**
d) Expenses recognized during the year (under the head "Employees Benefit Expenses")		
Current service cost	1.38	1.21
Interest cost	0.09	0.03
Net Cost	**1.47**	**1.24**
Other Comprehensive Income for the Period		
Components of actuarial (gain) / losses on obligation		
Due to experience adjustments	(0.31)	(0.32)
Return on plan assets excluding amount including in interest income	0.10	0.06
Amount recognised in Other Comprehensive (Income) / Expense	**(0.21)**	**(0.26)**

Actuarial assumptions

Mortality Table	As at Mar-23 Gratuity Funded	As at Mar-22 Gratuity Funded
Discount rate (per annum)	7.50%	7.25%
Withdrawal rates	5% p.a. at younger ages reducing to 1% p.a. at older ages	5% p.a. at younger ages reducing to 1% p.a. at older ages
Rate of escalation in salary (per annum)	6.00%	6.00%

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

(All figures in INR Crores unless otherwise stated)

A quantitative sensitivity analysis for significant assumption as at March 31, 2023

Gratuity Plan Assumptions	As at Mar-23 Discount rate		As at Mar-22 Discount rate	
Sensitivity level	0.5% increase	0.5% decrease	0.5% increase	0.5% decrease
Impact on defined benefit obligation	9.26	10.30	8.61	9.62
	Salary Growth Rate		Salary Growth Rate	
Sensitivity level	0.5% increase	0.5% decrease	0.5% increase	0.5% decrease
Impact on defined benefit obligation	10.27	9.27	9.58	8.62
	Withdrawal rate		Withdrawal rate	
Sensitivity level	10% Increase	10% decrease	10% Increase	10% decrease
Impact on defined benefit obligation	9.79	9.73	9.12	9.07

The sensitivity analysis above has been determined based on method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of reporting period.

Maturity Profile of the defined benefit obligation	As at Mar-23	As at Mar-22
Within next 12 months	0.49	0.52
Between 2-5 years	2.37	2.22
Between 6 - 10 years	3.73	3.33
Total expected payments	**6.59**	**6.07**

The Expected contribution for the next year is ₹ 4.91 Crores (P.Y ₹ 1.38 Crores).

(ii) Defined contribution plans

Contribution to Defined Contribution Plan recognized / charged off for the year are as under:-

	2022-2023	2021-2022
Employer's Contribution to Provident Fund	4.47	4.08

23 Deferred Tax Assets / (Liabilities) - (Net)

Particulars	As at Mar-23 Current	As at Mar-22 Current
Deferred tax liabilities:		
Property, plant and equipment	27.34	28.05
Right-of-use Asset	4.61	2.15
Other Intangible assets	0.03	(0.05)
	31.97	**30.15**
Deferred tax assets:		
Provision for Trade Receivable and Loans	14.51	12.14
Tax allowances u/s 43B	1.18	5.86
Tax Losses	-	1.27
Employee Benefits and others tax disallowance	16.29	10.88
	31.97	**30.15**
Deferred Tax Assets (Net)	-	-

The holding company has accounted for Deferred Tax Asset on tax disallowances on a prudent basis only to the extent of Deferred Tax Liability as there is reason able probability of future taxable income to the extent of reversal of temporary tax differences.

Explanatory notes to the Consolidated financial statements
for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

24 Other Liabilities

Particulars	As at Mar-23		As at Mar-22	
	Non Current	Current	Non Current	Current
Security deposits	-	1.13	-	1.10
Duties and taxes	-	14.10	-	13.69
Payable on account of share in loss of Joint operations and Associate	-	1.20	-	2.17
Others	-	7.51	-	8.03
Total	**-**	**23.94**	**-**	**24.99**

25 Short Term Borrowings

Particulars	As at Mar-23		As at Mar-22	
	Non Current	Current	Non Current	Current
i) Loans repayable on demand:				
From Banks				
Cash Credit from Consortium Bankers	-	67.67	-	56.19
Working Capital Demand Loan (WCDL)	-	273.43	-	189.48
From Others				
Purchase Financing Facility	-	83.56	-	24.52
Current Maturities of Term Loan	-	59.91	-	80.94
Total	**-**	**484.57**	**-**	**351.13**
Secured		401.01		326.61
Unsecured		83.56		24.52

i) Cash Credit facility & WCDL carries an interest rate ranging from 10.20% to 14.00%.

ii) Securities - Cash Credit/WDCL from Consortium Bankers :

a) 1st pari-passu charge on the entire Current Assets, Loans and Advances, Long Term Trade Receivables and other assets of the Company.

b) 2nd pari-passu charge over the entire Property, Plant and Equipments (immovable and movable) both present and future of the Company.

iii) Lien is marked on the units of Mutual Fund of ₹ 3.23 Crores against the Purchase Finance Facility taken from Aditya Birla Finance Ltd and to that extent it is secured.

iv) Borrowings from banks and financial institution on the basis of security of current assets -

Quaterly returns filed by the company with bank or financial institution are largely in agreement with books of accounts except insignificant changes as per the details and for the reasons detailed in Annexure I.

26 Trade Payables

Particulars	As at Mar-23		As at Mar-22	
	Non Current	Current	Non Current	Current
Trade Payables				
- Micro and Small Enterprises	-	28.62	-	56.23
- Others	-	626.02	-	523.11
- Acceptance (Refer Note 26 c)	-	652.89	-	491.62
Total	**-**	**1,307.53**	**-**	**1,070.96**

(All figures in INR Crores unless otherwise stated)

Trade Receivable Ageing Schedule
(Ageing from due date of payment)
As at March 31, 2023

Range of outstanding period	MSME Undisputed	MSME Disputed	Others Undisputed	Others Disputed
Unbilled	-	-	105.52	-
Not Due	11.70	-	937.34	-
Less than 1 year	14.50	-	137.97	-
1-2 years	0.98	-	20.74	-
2-3 year	0.66	-	20.01	-
→ 3 years	0.78	-	57.33	-
Total	**28.62**	**-**	**1,278.91**	**-**

As at March 31, 2022

Range of outstanding period	MSME Undisputed	MSME Disputed	Others Undisputed	Others Disputed
Unbilled	-	-	101.23	-
Not Due	0.07	-	441.42	-
Less than 1 year	50.90	-	392.60	-
1-2 years	3.47	-	29.21	-
2-3 year	1.13	-	15.82	-
→ 3 years	0.66	-	34.45	-
Total	**56.23**	**-**	**1,014.73**	**-**

a) Acceptance includes an amount of ₹ 506.65 Crores (P.Y. ₹ 363.00 Crores) under Letter of credit opened by the lenders of the Company which is secured by the underlying materials and forms part of secured facility and an amount of ₹ 146.24 Crores (P.Y. ₹ 128.62) being other acceptances being unsecured.

27 Current Tax Liability

Particulars	As at Mar-23		As at Mar-22	
	Non Current	Current	Non Current	Current
Current Tax Liability - net of taxes paid	-	21.68	-	-
Total	**-**	**21.68**	**-**	**-**

28 Revenue from Operations

Particulars	2022-23	2021-22
Sale of Products	200.78	206.78
Income From EPC Contracts	2,874.71	2,055.85
Sale of Services	10.65	21.52
Total	**3,086.14**	**2,284.15**

Explanatory notes to the Consolidated financial statements
for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

Disclosure in accordance with Ind AS - 115 "Revenue from Contracts with Customers", of the Companies (Indian Accounting Standards) Rules, 2015

a) **Method used to determine the contract revenue :** Input Method

Method used to determine the stage of completion of contract : Stage of completion is determined as a proportion of costs incurred upto the reporting date to the total estimated cost to complete.

i) **Revenue disaggregation by type of Service is as follows:**

Major Service Type	2022-23	2021-22
EPC Contract	2,874.71	2,055.85
Sale of Products / Services	211.43	228.30
Total	**3,086.14**	**2,284.15**

ii) **Revenue disaggregation by geographical regions is as follows:**

	2022-23	2021-22
- In India	1,438.84	1,417.04
- Outside India	1,647.30	867.11
Total	**3,086.14**	**2,284.15**

iii) **Revenue disaggregation by Customer Type is as follows:**

Customer Type	2022-23	2021-22
Government Companies*	2,541.46	1,850.97
Non Government Companies	544.68	433.18
Total	**3,086.14**	**2,284.15**

* Government Companies include the Indian as well as foreign government companies

(iv) Contracts are both fixed and variable price contract and changes will result due to Force Majeure / arbitration claims, Price Variation and Quantity Escalation.

b) Movement in Contract Liability

Particulars	Opening	Billing for the year	Received during the year	Closing
March 2023	460.22	(173.74)	254.48	540.95
March 2022	185.34	(99.29)	374.17	460.22

c) **Performance obligation and remaining performance obligation**

Transrail Lighting Limited - The aggregate value of transaction price allocated to unsatisfied (or partially satisfied) performance obligations is ₹ 9619 Crores. The projects which substantially involve transmission and distribution projects have execution life cycle of 18 to 30 months. The Civil EPC projects have an execution life cycle of 24 to 36 months. Out of the balance unsatisfied contracts, the Company expects to approximately execute 40% to 50% as revenue in the next 12 months depending upon the progress on such contracts. The balance unsatisfied performance obligation would be completed in the subsequent year.

(All figures in INR Crores unless otherwise stated)

d) **Contract Price Reconciliation in respect of EPC Contracts**

	2022-23	2021-22
Contract Price	2,757.52	2,009.38
Add / Less : Adjustments	-	-
Escalations & other variations	117.19	46.47
Revenue Recognised	**2,874.71**	**2,055.85**

29 Other Operating Revenue

Particulars	2022-23	2021-22
Sale of Scrap	39.28	37.05
Job work	7.50	7.57
Export Incentive	9.99	6.46
Sundry Credit Balances Written Back	8.31	12.44
Others	0.94	2.36
Total	**66.02**	**65.88**

30 Other Income

Particulars	2022-23	2021-22
Interest income	8.16	4.89
Profit on sale of Assets	-	0.05
Reversal of Provision	3.55	-
Gain on Mutual Fund	0.08	0.14
Miscellaneous income	8.09	2.10
Total	**19.88**	**7.18**

31 Cost of Materials Consumed

Particulars	2022-23	2021-22
Material Consumed (Factory)		
Opening stock	70.66	55.31
Add : Purchases (Net of Discount)	1,329.92	836.79
Less : Closing Stock	(78.53)	(70.66)
Material Consumed	**1,322.05**	**821.44**
Materials Consumed (Sites)		
Opening stock	70.93	56.35
Add : Purchases (Net of Discount)	509.37	399.11
Less : Closing Stock	(80.94)	(70.93)
Material Consumed	**499.36**	**384.53**
Total	**1,821.41**	**1,205.97**

Explanatory notes to the Consolidated financial statements

for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

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

Particulars	2022-23	2021-22
Inventory Adjustments - WIP		
Work In progress at Opening	14.56	9.84
Work In progress at Closing	(19.36)	(14.56)
Inventory Adjustments - FG		
Stock at Commencement	64.22	62.57
Less : Stock at Closing	(71.39)	(64.22)
Inventory Adjustments - Bought out Material		
Stock at Commencement	31.24	19.81
Less : Stock at Closing	(27.49)	(31.24)
Total	**(8.21)**	**(17.80)**

33 Sub-contracting Expenses

Particulars	2022-23	2021-22
Sub-contracting Expenses	347.16	354.04
Total	**347.16**	**354.04**

34 Employee Benefit Expenses

Particulars	2022-23	2021-22
Salaries, Bonus, Perquisites etc.	170.84	152.11
Contribution to Employees Welfare Funds	5.34	4.75
Staff welfare expenses	2.86	2.60
Total	**179.04**	**159.46**

35 Finance Cost

Particulars	2022-23	2021-22
Interest Expense	99.00	66.87
Interest on lease liability	1.57	1.07
Interest on Direct and Indirect Tax	1.47	3.15
Interest - Others	5.22	5.95
Other Borrowing Cost	12.43	7.80
Total	**119.69**	**84.84**

36 Depreciation & Amortisation

Particulars	2022-23	2021-22
Depreciation on Property Plant and Equipment	39.64	32.88
Depreciation on Right of use	6.14	4.72
Amortisation	0.06	0.23
Total	**45.84**	**37.83**

37 Other Expenses

Particulars	2022-23	2021-22
Consumption of Stores and Spares	62.93	52.83
Bank Charges & Bank Guarantee charges	69.03	53.72
Power & Fuel	9.74	7.89
Rent	24.49	19.80
Rates & Taxes	22.33	7.51

Explanatory notes to the Consolidated financial statements

for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

Particulars	2022-23	2021-22
Repairs & Maintenance		
- Building	1.82	1.78
- Machinery	3.85	2.46
- Others	1.86	1.74
Security Expenses	9.50	6.78
Printing & Postage	2.08	1.95
Sundry Debit Balances Written off	2.76	8.01
Bad debts written off	1.49	8.35
Allowance for Expected and Lifetime credit loss	4.22	1.89
Provision for Doubtful Debts	5.20	-
Assets discarded	-	0.04
Provision for Expected Contractual Obligation	-	27.88
Corporate Social Responsibility Expenditure	2.99	2.72
Insurance	20.42	17.16
Director Sitting fees and commission	0.57	0.17
Donation	0.11	0.02
Travelling Expenses	13.39	11.50
Vehicle Expense	22.07	20.31
Project Consultancy Charges	20.98	41.65
Freight & Other Expenses	172.78	113.64
Net Foreign Exchange (Gain) / Loss	(17.13)	(18.88)
Professional fees	24.10	21.26
Remuneration to Auditors		
- Audit Fees	0.60	0.60
- Certification & Others	0.04	0.07
Foreign Branch Auditors Fees	0.33	0.28
Loss on Sale Property, Plant and Equipment	2.02	-
Component Auditors Fees	0.04	0.03
Other expenses	35.18	29.04
Total	**519.79**	**442.20**

38 Tax Expenses

Particulars	2022-23	2021-22
Reconciliation of statutory rate of tax and effective rate of tax:		
1. Current tax-Domestic	39.00	23.70
2. Deferred tax liability / (asset)	-	-
3. Excess provision of earlier years	1.73	1.76
Total	**40.73**	**25.46**
Accounting Profit before Income Tax	147.32	90.66
At India's statutory income tax rate	25.17%	25.17%
Tax on long term capital gain	23.30%	23.30%
Tax on profit	37.08	22.82
Effect of non deductible expense	25.97	14.84
Effect of deductible expenses	(24.74)	(14.27)
Additional provisions on prudence	0.69	0.32
Current tax expense for the year	**39.00**	**23.70**

Explanatory notes to the Consolidated financial statements
for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

Significant Components of Deferred Tax for the year ended March 31, 2023

Particulars	Opening	Recognised in Profit and Loss	Closing Balance
Property, Plant and Equipment	(28.05)	(0.71)	(27.34)
Right-of-use Assets	(2.15)	2.46	(4.61)
Other intangible assets	0.05	0.08	(0.03)
Provision for Trade Receivable and Loans	12.14	(2.37)	14.51
Tax Disallowances u/s 43B	5.86	4.68	1.18
Short term capital loss	1.27	1.27	-
Employee benefit and other tax disallowance	10.88	(5.41)	16.29
	-	-	-

Significant Components of Deferred Tax for the year ended March 31, 2022

Particulars	Opening	Recognised in Profit and Loss	Closing Balance
Property, Plant and Equipment	(29.35)	(1.30)	(28.05)
Right-of-use Assets	(2.81)	(0.66)	(2.15)
Other intangible assets	0.00	(0.05)	0.05
Provision for Trade Receivable and Loans	14.73	2.59	12.14
Tax disallowances u/s 43B	7.46	1.60	5.86
Short term capital loss	1.27	-	1.27
Employee benefit and other tax disallowance	8.70	(2.18)	10.88
	-	-	-

39 Earning Per Share

arnings Per Share (EPS) = Net Profit attributable to Shareholders / Weighted Number of Shares Outstanding

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Net Profit attributable to the Equity Share holders (₹ in Crore)	107.56	64.71
Outstanding Number of Equity Shares at the Beginning of the year	2,27,08,440	75,69,480
Share Issued during the year	90,000	1,51,38,960
Closing number of shares at the end of year	2,27,98,440	2,27,08,440
Weighted Number of Shares during the period – Basic	2,27,68,358	1,11,36,468
Weighted Number of Shares during the period – Diluted	2,27,68,358	1,11,36,468
Earning Per Share – Basic (₹)	47.24	58.10
Earning Per Share – Diluted (₹)	47.24	58.10

40 Disclosure in accordance with Ind AS – 116 "Leases", of the Companies (Indian Accounting Standards) Rules, 2015

A) For changes in the carrying value of right of use assets for the year ended March 31, 2023. Refer Note 4

B) The details of the contractual maturities of lease liabilities on an undiscounted basis are as follows:

Particulars	March 31, 2023	March 31, 2022
Less than one year	8.03	3.93
One to five years	10.72	4.51
More than five years	-	-
Total	**18.75**	**8.44**

(All figures in INR Crores unless otherwise stated)

C) The following is the movement in lease liabilities

Particulars	March 31, 2023	March 31, 2022
Balance at the beginning	7.40	10.90
Addition in liability during the year	15.16	2.02
Interest on lease liabilities	1.57	1.07
Payment of lease liabilities	(7.78)	(6.59)
Closing balance	**16.35**	**7.40**

The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

41 Joint Operations

Particulars Joint Operations		Ownership Interest 2022-23	Ownership Interest 2021-22
i)	Consortium of Jyoti Structures Ltd & Transrail Lighting Ltd (CJT) (Bhutan)	50%	50%
ii)	Transrail Lighting Ltd - First Capital Energy & Power Ind Ltd JV (Nigeria)	30%	30%
iii)	Railsys engineering Pvt Ltd & Transrail Lighting Limited -JV	49%	49%
iv)	Transrail Lighting Ltd & Gammon Engineers & Contractors Pvt Ltd.	95%	95%
v)	TLL Metcon Pravesh JV	60%	60%
vi)	TLL-EVRASCON JV	70%	-
vii)	TLL-EVRASCON JV (Prayagraj Southern Greenfield Bypass & Bellary-Karnataka/ AP border)	80%	-
viii)	TLL - AZVIRT JV	80%	-
ix)	ITD Cem - Transrail Consortium	25%	-
x)	Transrail - Hanbaek Consortium	100%	-
xi)	ALTIS - TLL JV	49%	-

42 Segment Reporting

The Company is primarily engaged in Engineering, Procurement and Construction business (EPC) relating to infrastructure inter alia relating to products, projects and engineerings. Managing Director & Chief Executive Officer (Chief Operating Decision Maker) monitors the operating results of its business units for the purpose of making decisions about resource allocation and performance assessment as a whole. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. The CODM reviews the Company's performance on the analysis of the profit of the company on an entity level basis. The management is of the opinion that the company continues to operate under a single segment of Engineering and Projects and hence the Company has only one reportable segment Engineering & Projects.

Entity level disclosure as required in Ind AS 108 - "Segment Reporting" of the Companies (Indian Accounting Standards) Rules, 2015

a The Company principally operates in the business of Engineering, Procurement and Construction business (EPC) relating to infrastructure and the major customers are primarily State or Central utilities of the country in which such projects are undertaken and private BOT operators in the business of laying and operating Transmission Lines. During the period there were Three (P.Y.Three) customers that contributed for more than 10% of the turnover ₹ 1731.12 Crores (PY ₹ 1197.70 Crores)

Explanatory notes to the Consolidated financial statements
for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

b **Information about Geographical areas**

Particulars	Revenue 2022-23	Revenue 2020-21
Domicile country	1,438.84	1,417.04
Foreign countries	1,647.30	867.11
Total	**3,086.14**	**2,284.15**

The revenues attributed to a specific country is basically determined by the country from where the contract has been secured by the company.

c **Non Current Assets other than Financial Assets, Deferred Tax Assets, Employment Benefit Assets and Insurance Contract.**

Particulars	Assets 2022-23	Assets 2020-21
Domicile country	354.71	336.28
Foreign countries	9.26	6.53
Total	**363.97**	**342.81**

43 Fair value hierarchy

This section explains the judgments and estimates made in determining the fair value of the financial instruments that are (i) recognised and measured at fair value and (ii) measured at amortized cost for which fair value are disclosed.

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. as 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).

1 **Recognised and measure at fair value**

The Company has not recognised any of the outstanding financial instrument as on March 31, 2023 and March 31, 2022 at fair value except as disclosed in the below in note (2)(ii).

2 **Measure at amortized cost for which fair value is disclosed.**

The Company has determined fair value of all its financial instruments measured at amortized cost.

The following methods and assumptions were used to estimate the fair values:

i) Long-term fixed-rate of borrowings are evaluated by the Company based on parameters such as interest rates.

ii) The following table presents the fair value measurement hierarchy of financial assets and liabilities measured at fair value

Particulars	Date of Valuation	Fair value measurement using		
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Mutual funds - Growth plan	31.03.2023	3.23	-	-
Mutual funds - Growth plan	31.03.2022	3.15	-	-
Forward contracts	31.03.2023	-	4.60	-
Forward contracts	31.03.2022	-	3.36	-

There have been no transfers between Level 1 and Level 2 during the period.

(All figures in INR Crores unless otherwise stated)

44 Capital management

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

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt.

Particulars	2022-23	2021-22
Long Term Borrowings	120.34	117.97
Short Term Borrowings	484.57	351.13
Less: Cash and Cash equivalents	124.71	57.50
Net debt	**480.20**	**411.60**
Total capital	771.40	662.97
Gearing Ratio (in times)	0.62	0.62

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. The Company is not subjected to any financial covenants of any interest-bearing loans and borrowing.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2023 and March 31, 2022.

45 Financial Instruments

Categories of financial instruments

	As at March 31, 2023		
Particulars	**FVTPL**	**FVTOCI**	**Amortised Cost**
Financial Assets			
Non Current Investments	-	-	0.01
Current Investments	3.23	-	-
Trade receivables	-	-	644.90
Cash and Bank Balances	-	-	198.12
Loans	-	-	55.64
Others Financial Assets	4.60	-	76.87
Total	**7.83**	**-**	**975.54**
Financial Liabilities			
Borrowings	-	-	604.91
Trade payables	-	-	1,307.53
Other financial liabilities	-	-	119.31
Total	**-**	**-**	**2,031.75**

Explanatory notes to the Consolidated financial statements
for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

Particulars	As at March 31, 2022		
	FVTPL	FVTOCI	Amortised Cost
Financial Assets			
Non Current Investments	-	-	0.01
Current Investments	3.15	-	-
Trade receivables	-	-	639.73
Cash and Bank Balances	-	-	110.78
Loans	-	-	45.34
Others Financial Assets	3.36	-	49.16
Total	**6.51**	**-**	**845.02**
Financial Liabilities			
Borrowings	-	-	469.10
Trade payables	-	-	1,070.96
Other financial liabilities	-	-	98.01
Total	**-**	**-**	**1,638.07**

The management assessed that fair value of cash and short-term deposits, trade receivables, trade payables, book overdrafts and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

46 Financial risk management objectives and policies

a) Financial risk management objectives

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

2 The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management is supported by an appropriate financial risk governance framework for the Company which provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and lays down policies for managing each of these risks, which are summarised below.

3 Derivative Financial Instruments

The Company holds derivative financial instruments such as foreign currency forward contracts and commodity future contracts to mitigate the risk of changes in exchange rates on foreign currency exposures and changes in price of commodities. The counter party for these contracts is generally a multinational bank, financial institution or exchange. These derivative financial instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs that are directly or indirectly observable in the marketplace. Mark to Market gain or loss on derivative instruments is part of other current financial assets or liabilities.

b) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk namely interest rate risk, currency risk and commodity risk. Financial instruments affected by market risk include receivables, payables, net investment in foreign operations, loans and borrowings and deposits.

(All figures in INR Crores unless otherwise stated)

The sensitivity analysis in the following sections on the financial assets and Financial liabilities relate to the position as at March 31, 2023 and March 31, 2022.

The following assumptions have been made in calculating the sensitivity analysis:

- The sensitivity analysis have been prepared on the basis that the amount of net debt, the ratio of fixed to floating interest rates of the debt as at March 31, 2023.
- The analysis exclude the impact of movements in market variables on: the carrying values of gratuity and other post-retirement obligations; provisions; and the non-financial assets and liabilities.
- The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks.

c) **Interest rate risk**

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

Presently the borrowings of the company are subject to a floating interest regime at MCLR specified in the respective financing agreements, which is subject to variation in rate of interest in the market. Considering the present market scenario the Company's policy is to maximise the borrowings at MCLR based variable interest rate.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Variation in interest (basis points)	Effect on profit before tax	
	31-03-2023	31-03-2022
Increase by 50 Basis points	(3.02)	(2.75)
Decrease by 50 Basis points	3.02	2.75

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment.

d) **Foreign currency risk**

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

Foreign Currency Exposure unhedged as at March 31, 2023 is ₹ 815.67 Crores (PY ₹ 704.27 Crores) for Trade and Other Receivables and ₹ 429.72 Crores (PY ₹ 267.98 Crores) for Trade and Other Payables.

For Un-hedged Foreign Currency Exposures:

Particulars	2022-23		2021-22	
	Foreign Currency in "000"	Amount in INR	Foreign Currency in "000"	Amount in INR
Trade and other receivables				
USD	72,429.16	595.49	65,313.47	495.12
EUR	4,725.46	42.34	6,746.64	57.12
BTN	82,802.67	8.28	46,733.11	4.67
NGN	7,963.37	0.14	-	-
KSH	3,78,156.92	23.30	5,05,309.46	32.95

Explanatory notes to the Consolidated financial statements
for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

Particulars	2022-23		2021-22	
	Foreign Currency in "000"	Amount in INR Crores	Foreign Currency in "000"	Amount in INR Crores
BDT	9,07,084.36	68.78	6,10,116.88	52.53
GHS	979.78	0.68	521.75	0.52
JOD	259.11	3.00	621.23	6.62
MZN	51,902.56	6.62	36,072.02	4.23
QAR	1,785.68	3.99	1,785.68	3.68
SEK	943.19	0.75	7,168.35	5.81
AFA	13,602.05	1.27	9,815.91	0.83
UGX	8,91,403.37	1.93	7,61,456.50	1.60
NIO	71,026.45	15.77	50,158.24	10.51
CFA	26,83,730.95	36.56	15,03,607.48	19.24
THB	27,342.59	6.57	38,817.43	8.80
PHP	1,357.43	0.21	303.78	0.04
		815.67		**704.27**

For Un-hedged Foreign Currency Exposures:

Particulars	2022-23		2021-22	
	Foreign Currency in "000"	Amount in INR Crores	Foreign Currency in "000"	Amount in INR Crores
Trade and other payables				
USD	33,176.74	272.77	20,464.18	155.05
EUR	5,289.33	47.40	181.16	1.53
BTN	65,862.74	6.59	51,240.53	5.12
KSH	3,84,996.51	23.72	4,62,019.64	30.13
BDT	6,10,381.82	46.28	4,51,702.70	38.89
GHS	519.28	0.36	735.59	0.73
JOD	4.15	0.05	686.60	7.31
MZN	4,302.98	0.55	13,525.25	1.58
NIO	93,311.30	20.72	66,269.36	13.89
UGX	4,79,840.52	1.04	9,44,098.79	1.98
AFA	28,919.20	2.71	73,828.17	6.25
CFA	5,52,600.71	7.53	1,48,733.09	1.90
THB	85.40	0.02	15,033.42	3.41
PHP	-	-	817.58	0.12
GBP	-	-	7.76	0.08
AUD	-	-	1.14	0.01
		429.72		**267.98**

(All figures in INR Crores unless otherwise stated)

The company has designated following forward contract as a fair value hedge which are outstanding as under :

Particulars	No. of Contracts	Currency Type	Amount In Foreign Currency (in "000")	Amount In Crore
As at March 31, 2023				
Sell USD/INR	7	USD	26,265.80	215.95
As at March 31, 2022				
Sell USD/INR	14	USD	33,400.09	253.20

e) **Foreign currency sensitivity**

The following table demonstrates the sensitivity to a reasonably possible change in USD, EUR, BDT and CFA exchange rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of revenue or expense and monetary assets & liabilities. The Company's exposure to foreign currency changes for all other currencies is not material.

Variation in exchange rate (%)	Effect on profit before tax	
	31-03-2023	31-03-2022
USD		
Increase by 5%	16.14	17.00
Decrease by 5%	(16.14)	(17.00)
EUR		
Increase by 5%	(0.25)	2.78
Decrease by 5%	0.25	(2.78)
BDT		
Increase by 5%	1.12	0.68
Decrease by 5%	(1.12)	(0.68)
CFA		
Increase by 5%	1.45	0.87
Decrease by 5%	(1.45)	(0.87)

f) **Commodity price risk**

The Group is affected by the price volatility of the major commodities. The Group's operating activities require the ongoing purchase and manufacture of tower, conductors and poles and therefore require a continuous supply of Steel, Aluminium and Zinc. It may be observed that all the three metals have significant volatility in the prices during the year. However in case of steel which is the major item, there is no marketplace to manage the price risk. The Group holds derivative financial instruments such as commodity future contract to mitigate the risk of changes in Aluminium prices.

Further substantial part of our revenues during the year were covered by escalation clauses which addresses the price volatility to a large extent.

Due to the significantly increased volatility of the price of the Steel, Aluminium and Zinc, during the year the Group entered into various purchase contracts for Steel, Aluminium and Zinc at specific rates to manage the risk of the costs. The prices in these purchase contracts are linked to market rates.

The Group's Board of Directors has developed and enacted a risk management strategy regarding commodity price risk and its mitigation.

Explanatory notes to the Consolidated financial statements

for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

g) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions and other financial instruments.

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on the ability of the customer to honour his commitments. The credit quality is also assessed on factors like state/central sponsored undertaking, financial strength of the customer, assurance of payments like LC or Guarantees etc. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit or other forms of credit insurance. Retention is considered as part of receivable which is payable on completion of the project and achieving the completion milestones. In certain contracts the retention would be realised on submission of a Bank guarantee, which is submitted as per the terms of the contract with customer.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are consolidated into an homogenous class and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 43. The Company does not hold collateral as security. The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

In addition, the Group is exposed to credit risk in relation to financial guarantees given by the company on behalf of joint operation (net of group share).These financial guarantees have been issued to the banks on behalf of the joint operations. Based on the expectations at the end of reporting period, Company considers the likelihood of the any claim under such guarantee is remote.

h) Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Groups's treasury department in accordance with the Group's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Group's Board of Directors on an annual basis, and updated throughout the year. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

i) Liquidity risk

The Group monitors its risk of a shortage of funds using a liquidity planning tool. The Groups's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans, debentures and other instruments. as at March 31, 2023 no term loan has matured based on the repayment schedule specified in the financing agreements with the lenders.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments.

Particulars	Less than 1 year	One - Five year	Total
As at March 31, 2023			
Long term Borrowing	117.97	120.34	238.31
Short term borrowings	484.57	-	484.57
Trade payables	1,307.53	-	1,307.53
Other financial liabilities	46.28	56.67	102.96
Lease Liabilities	8.03	8.32	16.35
Total	**1,964.39**	**185.33**	**2,149.72**

(All figures in INR Crores unless otherwise stated)

Particulars	Less than 1 year	One - Five year	Total
As at March 31, 2022			
Long term Borrowing	80.94	117.97	198.91
Short term borrowings	351.13	-	351.13
Trade payables	1,070.96	-	1,070.96
Other financial liabilities	37.32	53.29	90.61
Lease Liabilities	3.93	3.47	7.40
Total	**1,544.29**	**174.73**	**1,719.02**

The disclosed financial instruments in the above table are the gross undiscounted cash flows. However, those amounts may be settled gross or net.

j) Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Group's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio which includes assessing of geopolitical factors, country risk assessment and other factors to have diverse customer relationships. Identified concentrations of credit risks are controlled and managed accordingly.

k) Collateral

As mentioned in note no 18 and 25 the assets of the Group are hypothecated/charged to the lenders for the borrowings and the non-fund based facilities provided by them. There are no collaterals provided by the shareholders or any other person.

47 Contingent Liabilities and Commitments

	Particulars	2022-23	2021-22
A	**Contingent Liabilities**		
i)	Bank Guarantees issued by the bankers	120.92	223.70
ii)	Indirect tax matters for which Company has preferred appeal	83.12	80.13
iii)	Direct tax matters for which Company has preferred appeal	29.88	29.88
iv)	Others	6.96	3.41
B	**Commitments**		
i)	Estimated amount of contracts remaining to be executed on Capital Account and not provided for in accounts.	4.17	10.56
ii)	Other Commitment	62.50	75.00

Explanatory notes to the Consolidated financial statements
for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

48 Employees Stock Option Scheme

i) The Holding Comapany had implemented Employee stock option scheme as approved by the Nomination and Remuneration Committee on 26th February 2019. During the previous year, the company came up with the corporate action vide rights issue of equity shares in the ratio of 1:1 at the issue price of ₹ 80/- per share. Thus on account of corporate action vide Rights issue carried out by the company after the grant of the options, the meeting of Nomination and Remuneration Committee of the board was held on 15th December, 2020 and approved modification in the ESOP Scheme. During the year, the company came up with the corporate action vide rights issue of equity shares in the ratio of 1:2 at the issue price of ₹ 20/- per share. Thus on account of corporate action vide Rights issue carried out by the company after the grant of the options, the meeting of Nomination and Remuneration Committee of the Board was held on 5th January, 2022 and approved following modification in the ESOP Scheme.

a) The exercise price of the options was adjusted to ₹ 578/- (₹ 498/- Plus 80 ₹/-) per option and

b) The Option Holder shall have the right to subscribe/apply for six equity shares of the company against each option held

Scheme details	Grant Date/ Vesting Period	No. of options Granted	Original exercise price per option	Modified exercise price as per corporate action as on 31.03.2021	Modified exercise price as per corporate action as on 31.03.2022
ESOP Scheme - 2019	July, 29 2019 1 year	60,000	₹ 418/- for 60,000 options	₹ 498/- for 60,000 options	₹ 578/- for 60,000 options

The options are granted at an exercise price, which is fair value at the time of such grants. Each option entitles the holder to exercise the right to apply for and seek allotment of six equity shares of ₹ 10/- each.

The Holding Company has carried out fresh assessment of the fair valuation of the option before and after the corporate action to determine additional cost, if any, to be charged to the Statement of Profit and Loss as ESOP Compensation Cost.

The fair valuation carried as per Black Scholes method by an independent valuer has determined the additional charge of ₹ NIL per option outstanding. Since the vesting is completed this difference in fair value changes, if any, is charged to the statement of profit and loss immediately as required by INDAS 102. The Fair value changes and disclosures are detailed hereinafter.

ii) **Stock option activity under the scheme(s) for the year ended 31st March, 2023 is set out below:**

Particulars	No. of options	Weighted average exercise price (₹) per option	Weighted average Remaining contractual life (years)
Outstanding at the beginning of the year	60,000	₹ 578*	0.33 years
Granted during the year	-	-	
Forfeited/cancelled during the year	-	-	
Exercised during the year	15,000	₹ 578*	
Outstanding at the end of the year	45,000	-	-
Exercisable at the end of the year	-	-	-

* Modified as per corporate action.

(All figures in INR Crores unless otherwise stated)

Stock option activity under the scheme(s) for the year ended 31st March, 2022 is set out below:

Particulars	No. of options	Weighted average exercise price (₹) per option	Weighted average Remaining contractual life (years)
Outstanding at the beginning of the year	60,000	₹ 498	0.33 years
Granted during the year	-	-	
Forfeited/cancelled during the year	-	-	
Exercised during the year	-	-	
Outstanding at the end of the year	60,000	₹ 578*	0.33 years
Exercisable at the end of the year	60,000	₹ 578*	-

* Modified as per corporate action.

iii) **The Black Scholes valuation model has been used for computing fair value considering the following inputs:**

Particulars	ESOP Scheme -2019		
	Original	Modification due to corporate action in 2020-21	Modification due to corporate action in 2021-22
Expected volatility	36.37%	59.17%	31.37%
Risk-free interest rate	6.46%	6.04%	7.36%
Weighted average share price (₹)	418	498	578
Exercise price (₹)	418	498	578
Expected life of options granted in years	2	2	2
Weighted average fair value of options (₹)	107.47	116.97	189.97

iv) The effect of share based payment transactions on the entity's profit or loss for the period is presented below:

Particulars	2022-23	2021-22
Share based payment expense (₹ in Crore)	-	-
Balance in Employee Stock Option Outstanding	-	1.40

49 Disclosure as required by Accounting Standard – IND AS 24 - "Related Party Disclosures" of the Companies (Indian Accounting Standards) Rules, 2015 are given in Annexure II

50 Disclosure related to interest in other entities as per IND AS 112

Details are given in Annexure -III

51 Disclosure related to entity wise disclosure of breakup of net assets and profit after tax as required under schedule III of the Companies Act, 2013

Details are given in Annexure -IV

52 The information about transaction with struck off Companies (defined under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956) has been determined to the extent such parties have been identified on the basis of the information available with the Group and the same is relied upon by the auditors.

53 The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

54 The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year

55 The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

Explanatory notes to the Consolidated financial statements
for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

56 The Company does not have any investments through more than two layer of investment companies as per section 2(87)(d) and section 186 of Companies Act, 2013.

57 The Company has not revalued any of its Property, Plant and Equipment (including Right-of-Use Assets) during the year.

58 The Company is not declared as wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

59 The figures for the previous year have been regrouped and restated to make them comparable with the figures of the current year.

60 The balance sheet, statement of profit and loss, cash flow statement, statement of changes in equity, statement of significant accounting policies and the other explanatory notes forms an integral part of the financial statements of the Company for the year ended March 31, 2023.

As per our report of even date attached.

For **Nayan Parikh & Co.**
Chartered Accountants
FRN NO.107023W

K.N.Padmanabhan
Partner
M.No. 36410

Mumbai, May 31, 2023

For and on behalf of Board of Directors

D C Bagde
Executive Chairman
DIN - 00122564

Randeep Narang
Managing Director & CEO
DIN - 07269818

Sanjay Kumar Agarwal
Chief Financial Officer

Gandhali Upadhye
Company Secretary

(All figures in INR Crores unless otherwise stated)

Annexure - I - Returns/statements submitted to the Bank and Financials Institution

Sr No	Quarter	Sanction Amount	Name of Bank	As per Books of Accounts	Amount as reported in the quarterly Statement	Amount of difference	Reason for Variance for FY 22-23
1	Jun-22	3,621.70	ICICI and Consortium Member Banks	1,103.94	1,091.65	(12.29)	The difference is due to exclusion of slow / non - moving and scrap stock not forming part of quarterly statement.
	Jun-21	3,621.70	ICICI and Consortium Member Banks	836.65	820.38	(16.27)	
2	Sep-22	3,621.70	Canara and Consortium Member Banks	1,094.85	1,082.77	(12.08)	
	Sep-21	3,621.70	Canara and Consortium Member Banks	745.62	737.28	(8.33)	
3	Dec-22	3,621.70	Canara and Consortium Member Banks	1,105.10	1,092.97	(12.13)	
	Dec-21	3,621.70	Canara and Consortium Member Banks	784.81	773.16	(11.65)	
4	Mar-23	3,953.93	ICICI and Consortium Member Banks	1,228.95	1,220.41	(8.54)	
	Mar-22	3,618.83	Canara and Consortium Member Banks	1,060.81	1,008.41	(52.40)	

Explanatory notes to the Consolidated financial statements
for the year ended March 31, 2023 Contd...

Annexure II -Disclosure as required by Accounting Standard - IND AS 24 "Related Party Disclosures"

I **Relationships:**

Holding Company

Ajanma Holdings Private Limited

Associate Company

Burberry Infra Private Limited (w.e.f. August 21, 2021)

Joint Operation

a) Consortium of Jyoti Structures Ltd & Transrail Lighting Ltd (CJT) (Bhutan)

b) Transrail Lighting Limited - First Capital Energy & Power Ind Ltd JV (Nigeria)

c) Transrail - SAE Consortium - Tanzania

d) Transrail-SAE Consortium -Mozambique

e) Transrail - SAE Consortium - Benin

f) Railsys Engineers Pvt. Ltd. - Transrial lighting Ltd. -"REPL-TLL JV"

g) Transrail Lighting Ltd & Gammon Engineers & Contractors Pvt. Ltd. - "GECPL - TLL JV"

h) TLL Metcon Pravesh JV

i) Transrail Hanbaek Consortium

j) TLL-EVRASCON JV

k) TLL-EVRASCON JV (Prayagraj Southern Greenfield Bypass & Bellary-Karnataka/AP border)

l) TLL-AZVIRT JV

m) IDT Cem - Transrail Consortium

n) ALTIS-TLL JV

Entities where controls / significant influence by KMP's/ Directors and their relatives exist

a) Chaturvedi SK & Fellows

b) Transrail Foundation w.e.f. May 12, 2021

Key Management Personnel and their relatives:

1) Mr. D C Bagde - Executive Chairman Ceased to be the Managing Director w.e.f. Sept 30, 2021 and re-designated as an Executive Chairman w.e.f. Oct 01, 2021

2) Mr. Randeep Narang - Managing Director & Chief Executive Officer.- Re-designated as Managing Director & Chief Executive Officer w.e.f. Oct 01, 2021.

3) Mr. Srikant Chaturvedi (Director)

4) Mr. Deepak Bhojwani (Independent Director) - Ceased to be the Independent Director w.e.f. Sept 13, 2021

5) Mr. Sai Mohan (Independent Director)

6) Mr. Jeevan Lal Nagori - (Executive Director - Finance) - Re-designated as Executive Director-Finance w.e.f June 08, 2021.

7) Ms. Ravita Punwani - (Independent Director) - Re-designated as Independent Director w.e.f. June 25, 2021.

8) Mr. Sanjay Verma (Non-Executive Director)

9) Mr. Aditya Vikram (Director) - Ceased to be the Director w.e.f. Jan 26, 2022.

(All figures in INR Crores unless otherwise stated)

II Related Party Transaction with :-

Sr. No.	Transactions	Holding Co.	Key Management Personnel	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate	Joint Operations	Associate Company	Total
1	**Sale of products**	**-**	**-**	**-**	**389.42**	**-**	**389.42**
		-	-	(0.75)	**(360.84)**	**-**	**(361.59)**
	- TLL-METCON-PRAVESH-JV	-	-	-	153.55	-	153.55
		-	-	-	(110.17)	-	(110.17)
	- Transrail Foundation	-	-	-	-	-	-
		-	-	(0.75)	-	-	(0.75)
	- GECPL-TLL-JV	-	-	-	200.69	-	200.69
		-	-	-	(248.91)	-	(248.91)
	- ALTIS-TLL-JV	-	-	-	34.27	-	34.27
		-	-	-	-	-	-
	- Railsys Engineering Pvt. Ltd. -TLL JV (REPL-TLL JV)	-	-	-	0.92	-	0.92
		-	-	-	(1.76)	-	(1.76)
2.	**Purchase of Goods / Services**	**-**	**-**	**0.40**	**3.13**	**-**	**3.53**
		(0.86)	**-**	**(0.40)**	**-**	**-**	**(1.26)**
	- Chaturvedi SK & Fellows	-	-	0.40	-	-	0.40
		-	-	(0.40)	-	-	(0.40)
	- TLL-FCEP JV-Nigeria	-	-	-	3.13	-	3.13
		-	-	-	-	-	-
	- Ajanma Holding Pvt. Ltd.	-	-	-	-	-	-
		(0.86)	-	-	-	-	(0.86)
3	**Donation**	**-**	**-**	**0.10**	**-**	**-**	**0.10**
		-	-	-	-	-	-
	- Transrail Foundation	-	-	0.10	-	-	0.10
		-	-	-	-	-	-
4	**Towards Corporate Social Responsibility Expenditure**	**-**	**-**	**1.94**	**-**	**-**	**1.94**
		-	-	-	-	-	-
	- Transrail Foundation	-	-	1.94	-	-	1.94
		-	-	-	-	-	-
5	**Advances Given**	**-**	**-**	**-**	**-**	**-**	**-**
		(0.20)	-	(2.34)	-	-	(2.54)
	- Transrail Foundation	-	-	-	-	-	-
		-	-	(2.34)	-	-	(2.34)
	- Ajanma Holding Pvt. Ltd.	-	-	-	-	-	-
		(0.20)	-	-	-	-	(0.20)

Explanatory notes to the Consolidated financial statements

for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

Sr. No.	Transactions	Holding Co.	Key Management Personnel	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate	Joint Operations	Associate Company	Total
	- Transrail Hanbaek Consortium	-	-	-	-	-	-
		-	-	-	-	-	-
6	**Advances received**	**-**	**-**	**2.24**	**-**	**-**	**2.24**
		-	-	-	-	-	-
	- Transrail Foundation	-	-	2.24	-	-	2.24
		-	-	-	-	-	-
7	**Advance adjusted/repaid**	**-**	**-**	**-**	**0.76**	**-**	**0.76**
		-	**-**	**-**	**(20.60)**	**-**	**(20.60)**
	- Transrail -FCEP JV- Nigeria	-	-	-	0.76	-	0.76
		-	-	-	(3.25)	-	(3.25)
	- Consortium of Jyoti Structures Ltd & Transrail Lighting Ltd (CJT) (Bhutan)	-	-	-	-	-	-
		-	-	-	(17.35)	-	(17.35)
8	**Loan Given**	**-**	**-**	**-**	**-**	**12.50**	**12.50**
		-	**-**	**-**	**-**	**(19.50)**	**(19.50)**
	- Burberry Infra Private Limited	-	-	-	-	12.50	12.50
		-	-	-	-	(19.50)	(19.50)
9	**Re-Imbursement**	**-**	**-**	**-**	**0.28**	**-**	**0.28**
		-	**-**	**-**	**(3.79)**	**-**	**(3.79)**
	- Transrail Hanbaek Consortium	-	-	-	0.28	-	0.28
		-	-	-	-	-	-
	- Consortium of Jyoti Structures Ltd & Transrail Lighting Ltd (CJT) (Bhutan)	-	-	-	-	-	-
		-	-	-	(3.79)	-	(3.79)
10	**Investment Made**	**-**	**-**	**-**	**-**	**-**	**-**
		-	**-**	**-**	**-**	**(0.01)**	**(0.01)**
	- Burberry Infra Private Limited	-	-	-	-	-	-
		-	-	-	-	(0.01)	(0.01)
11	**Shares issued on ESOP excercised**	**-**	**0.87**	**-**	**-**	**-**	**0.87**
		-	**-**	**-**	**-**	**-**	**-**
	- Mr. D. C. Bagde	**-**	**0.87**	**-**	**-**	**-**	**0.87**
		-	-	-	-	-	-
12	**Compensation to key management personnel**	**-**	**9.10**	**-**	**-**	**-**	**9.10**
		-	**(5.85)**	**-**	**-**	**-**	**(5.85)**
	- Mr. D. C. Bagde	**-**	**3.66**	**-**	**-**	**-**	**3.66**
		-	(2.81)	-	-	-	(2.81)
	Short-term employee benefits (including bonus and value of perquisites)	-	2.93	-	-	-	2.93
		-	(2.81)	-	-	-	(2.81)
	Employee Stock Options granted	-	0.74	-	-	-	0.74
		-	-	-	-	-	-

(All figures in INR Crores unless otherwise stated)

Sr. No.	Transactions	Holding Co.	Key Management Personnel	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate	Joint Operations	Associate Company	Total
	- Mr. Randeep Narang	-	4.07	-	-	-	4.07
		-	(2.24)	-	-	-	(2.24)
	Short-term employee benefits	-	3.23	-	-	-	3.23
		-	(2.18)	-	-	-	(2.18)
	Post employment benefits	**-**	**0.09**	**-**	**-**	**-**	**0.09**
		-	(0.06)	-	-	-	(0.06)
	Commission	-	0.75	-	-	-	0.75
		-	-	-	-	-	-
	- Mr. Jeevan Lal Nagori	-	1.36	-	-	-	1.36
		-	(0.80)	-	-	-	(0.80)
	Short-term employee benefits	**-**	**1.16**	**-**	**-**	**-**	**1.16**
		-	(0.80)	-	-	-	(0.80)
	Commission	-	0.20	-	-	-	0.20
		-	-	-	-	-	-
13	**Sitting fees and commission to directors**	**-**	**0.17**	**-**	**-**	**-**	**0.17**
		-	**(0.37)**	**-**	**-**	**-**	**(0.37)**
	Mr. Srikant Chaturvedi ^	-	0.05	-	-	-	0.05
		-	(0.10)	-	-	-	(0.10)
	Mr. N Sai Mohan	-	0.05	-	-	-	0.05
		-	(0.10)	-	-	-	(0.10)
	Mr. Jeevanlal Nagori	-	-	-	-	-	-
		-	(0.01)	-	-	-	(0.01)
	Ms. Ravita Punwani	-	0.05	-	-	-	0.05
		-	(0.09)	-	-	-	(0.09)
	Mr. Aditya Vikram	-	-	-	-	-	-
		-	(0.03)	-	-	-	(0.03)
	Mr Deepak Bhojwani	-	-	-	-	-	-
		-	(0.04)	-	-	-	(0.04)
	Mr Sanjay Verma	-	0.02	-	-	-	0.02
		-	(0.06)	-	-	-	(0.06)
14	**Interest Income**	**-**	**-**	**-**	**-**	**2.34**	**2.34**
		-	**-**	**-**	**-**	**(0.07)**	**(0.07)**
	- Burberry Infra Private Limited	-	-	-	-	2.34	2.34
		-	-	-	-	(0.07)	(0.07)
15	**Bank/ Corporate Guarantees Outstanding as at March 31**	**-**	**-**	**-**	**102.72**	**-**	**102.72**
		-	**-**	**-**	**(175.72)**	**-**	**(175.72)**
	- GECPL-TLL JV	-	-	-	4.85	-	4.85
		-	-	-	(63.36)	-	(63.36)

Explanatory notes to the Consolidated financial statements
for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

Sr. No.	Transactions	Holding Co.	Key Management Personnel	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate	Joint Operations	Associate Company	Total
	- TLL Metcon Pravesh JV	-	-	-	10.99	-	10.99
		-	-	-	-	-	-
	- ALTIS-TLL JV	-	-	-	16.31	-	16.31
		-	-	-	-	-	-
	- TLL-EVRASCON JV	-	-	-	18.29	-	18.29
		-	-	-	-	-	-
	- REPL-TLL JV	-	-	-	-	-	-
		-	-	-	(1.14)	-	(1.14)
	- Consortium of Jyoti Structures Ltd & Transrail Lighting Ltd (CJT) (Bhutan)	-	-	-	46.37	-	46.37
		-	-	-	(101.88)	-	(101.88)
	- Transrail - SAE Consortium - Tanzania	-	-	-	5.92	-	5.92
		-	-	-	(5.50)	-	(5.50)
	- Transrail - CSPP Consortium - Thailand	-	-	-	-	-	-
		-	-	-	(3.84)	-	(3.84)
16	**Right Issue of Equity Shares Issued During the Year**	**-**	**-**	**-**	**-**	**-**	**-**
		(29.01)	(0.39)	-	-	-	(29.40)
	- Ajanma Holdings Private Limited	-	-	-	-	-	-
		(29.01)	-	-	-	-	(29.01)
	- Mr. D. C. Bagde	-	-	-	-	-	-
		-	(0.28)	-	-	-	(0.28)
	- Mr. Deepak Bhojwani	-	-	-	-	-	-
		-	(0.04)	-	-	-	(0.04)
	- Mr. N Sai Mohan	-	-	-	-	-	-
		-	(0.02)	-	-	-	(0.02)
	- Ms. Meha Chaturvedi	-	-	-	-	-	-
		-	(0.04)	-	-	-	(0.04)
17	**Provision for Doubtful Advances**	**-**	**-**	**-**	**4.67**	**-**	**4.67**
		-	**-**	**-**	**(19.71)**	**-**	**(19.71)**
	- Consortium of Jyoti Structures Ltd & Transrail Lighting Ltd (CJT) (Bhutan)	-	-	-	4.67	-	4.67
		-	-	-	(4.67)	-	(4.67)
	- Transrail -FCEP JV- Nigeria	-	-	-	-	-	-
		-	-	-	(15.04)	-	(15.04)
18	**Loans & Advances Receivable as at March 31**	**-**	**-**	**-**	**28.03**	**32.00**	**60.03**
		-	**-**	**-**	**(45.25)**	**(19.50)**	**(64.75)**
	- Transrail -FCEP JV- Nigeria	-	-	-	22.91	-	22.91
		-	-	-	(40.13)	-	(40.13)

Explanatory notes to the Consolidated financial statements
for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

Sr. No.	Transactions	Holding Co.	Key Management Personnel	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate	Joint Operations	Associate Company	Total
	- Burberry Infra Private Limited	-	-	-	-	32.00	32.00
		-	-	-	-	(19.50)	(19.50)
	- Consortium of Jyoti Structures Ltd & Transrail Lighting Ltd (CJT) (Bhutan)	-	-	-	4.67	-	4.67
		-	-	-	(4.67)	-	(4.67)
	- Railsys Engineering Pvt. Ltd. -TLL JV (REPL-TLL JV)	-	-	-	0.45	-	0.45
		-	-	-	(0.45)	-	(0.45)
19	**Receivables Outstanding as at March 31**	**-**	**-**	**-**	**135.07**	**-**	**135.07**
		-	**-**	**(3.21)**	**(166.31)**	**-**	**(169.52)**
	- TLL-Metcon-Pravesh-JV	-	-	-	15.79	-	15.79
		-	-	-	(30.84)	-	(30.84)
	- GECPL-TLL-JV	-	-	-	102.57	-	102.57
		-	-	-	(132.71)	-	(132.71)
	- ALTIS-TLL-JV	-	-	-	14.99	-	14.99
		-	-	-	-	-	-
	- Transrail Foundation	-	-	-	-	-	-
		-	-	(3.21)	-	-	(3.21)
	- Railsys Engineering Pvt. Ltd. -TLL JV (REPL-TLL JV)	-	-	-	1.45	-	1.45
		-	-	-	(2.76)	-	(2.76)
	Transrail Hanbaek Consortium	-	-	-	0.28	-	0.28
		-	-	-	-	-	-
20	**Interest Receivable as at March 31**	**-**	**-**	**-**	**1.79**	**-**	**1.79**
		-	**-**	**-**	**(1.82)**	**(0.06)**	**(1.88)**
	- Burberry Infra Private Limited	-	-	-	-	-	-
		-	-	-	-	(0.06)	(0.06)
	- Transrail -FCEP JV- Nigeria	-	-	-	1.79	-	1.79
		-	-	-	(1.82)	-	(1.82)
21	**Payables Outstanding as at March 31**	**0.36**	**-**	**-**	**3.13**	**-**	**3.49**
		(0.71)	**-**	**(0.11)**	**-**	**-**	**(0.82)**
	- Chaturvedi Sk & Fellows	-	-	-	-	-	-
		-	-	(0.11)	-	-	(0.11)
	- TLL-FCEP JV-Nigeria	-	-	-	3.13	-	3.13
		-	-	-	-	-	-
	- Ajanma Holdings Private Limited	0.36	-	-	-	-	0.36
		(0.71)	-	-	-	-	(0.71)

Explanatory notes to the Consolidated financial statements

for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

Sr. No.	Transactions	Holding Co.	Key Management Personnel	Entities where controls / significant influence by KMP's and their relatives exist/Fellow Associate	Joint Operations	Associate Company	Total
22	**Investments as at March 31**	**-**	**-**	**-**	**-**	**0.01**	**0.01**
		-	**-**	**-**	**-**	**(0.01)**	**(0.01)**
	- Burberry Infra Private Limited	-	-	-	-	0.01	0.01
		-	-	-	-	(0.01)	(0.01)

***Previous figures are in bracket( )**

Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2023, the Company has not recorded any impairment of receivables relating to amounts owed by related parties except write off of receivables as disclosed above. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

^ This includes Commission paid /payable to M/s Chaturvedi S.K & Fellows, in which Mr. Shrikant Chaturvedi is a partner.

Explanatory notes to the Consolidated financial statements

for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

Annexure -III

1 The following table summarises the information relating to each of the subsidiaries that has NCI. The amounts disclosed for each subsidiary are before intra-group eliminations

Particulars	Transrail International FZE		Transrail Lighting Malaysia SDN BHD	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Non-current assets	-	-	-	-
Current assets	1.05	1.62	0.00	0.03
Non-current liabilities	-	-	-	-
Current liabilities	(5.52)	(6.12)	(0.21)	(0.19)
Net assets	**(4.47)**	**(4.50)**	**(0.21)**	**(0.16)**
Net assets attributable to NCI	**-**	**-**	**-**	**-**
Revenue	3.74	-	0.00	-
Profit for the year	0.42	(0.79)	(0.04)	(0.05)
Profit/(Loss) allocated to NCI	-	-	-	-
Other comprehensive income	**(0.39)**	**-**	**(0.01)**	**-**
OCI allocated to NCI	-	-	-	-
Cash flow from operating activities	(1.62)	(0.10)	(0.03)	(0.01)
Cash flow from investing activities	-	-	-	-
Cash flow from financing activities	0.88	1.49	-	-
Net increase/ (decrease) in cash and cash equivalents	(0.74)	1.39	(0.03)	(0.01)

Particulars	Transrail Structures America INC		Transrail Lighting Nigeria Ltd	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Non-current assets	-	-	0.80	0.10
Current assets	0.06	0.08	22.64	19.96
Non-current liabilities	-	-	-	-
Current liabilities	(0.08)	(0.08)	(2.36)	(20.53)
Net assets	**(0.02)**	**0.00**	**21.08**	**(0.47)**
Net assets attributable to NCI	**-**	**-**	**-**	**-**
Revenue	-	-	3.50	1.50
Profit for the year	(0.01)	(0.02)	(1.73)	(0.53)
Profit/(Loss) allocated to NCI	**-**	**-**	**-**	**-**
Other comprehensive income	(0.00)	-	0.08	-
OCI allocated to NCI	-	-	-	-
Cash flow from operating activities	(0.02)	0.00	3.77	1.05
Cash flow from investing activities	-	-	(0.79)	(0.10)
Cash flow from financing activities	-	-	-	-
Net increase/ (decrease) in cash and cash equivalents	(0.02)	0.00	2.98	0.95

Explanatory notes to the Consolidated financial statements

for the year ended March 31, 2023 Contd...

(All figures in INR Crores unless otherwise stated)

Annexure IV - Disclosure related to entity wise disclosure of breakup of net assets and profit after tax

CFS Additional information disclosure (IND AS 112)

Name of the entity in the Group	2022-23							
	Net Asset i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
Parent								
Transrail Lighting Limited	93.86%	724.03	104.37%	112.29	(4809.73%)	0.31	104.69%	112.60
Subsidiaries								
Foreign								
Transrail International FZE	0.59%	4.51	(2.69%)	(2.89)	5962.05%	(0.39)	(3.05%)	(3.28)
Transrail Structures America INC	0.05%	0.36	(0.01%)	(0.01)	18.03%	(0.00)	(0.01%)	(0.02)
Transrail Lighting Malaysia SDN BHD	0.03%	0.24	(0.03%)	(0.03)	110.05%	(0.01)	(0.04%)	(0.04)
Transrail Lighting Nigeria Ltd	5.63%	43.46	(2.56%)	(2.75)	(1180.40%)	0.08	(2.49%)	(2.68)
Associates								
Burberry Infra Private Limited	(0.13%)	(1.00)	(0.89%)	(0.96)	0.00%	-	(0.89%)	(0.96)
Joint operations								
Indian								
GECPL - TLL JV	0.12%	0.94	0.44%	0.47	0.00%	-	0.44%	0.47
Railsys Engineers Pvt. Ltd. - Transrial lighting Ltd. JV -"REPL-TLL JV"	0.01%	0.07	0.04%	0.04	0.00%	-	0.04%	0.04
METCON-TLL JV	(0.01%)	(0.04)	0.16%	0.17	0.00%	-	0.16%	0.17
ALTIS - TLL JV	(0.00%)	(0.03)	(0.03%)	(0.03)	0.00%	-	(0.03%)	(0.03)
Foreign								
Transrail -FCEP JV- Nigeria	(0.15%)	(1.19)	1.14%	1.22	0.00%	-	1.14%	1.22
Transrail - Hanbaek consortium	0.01%	0.06	0.05%	0.06	0.00%	-	0.05%	0.06
	100%	**771.41**	**100%**	**107.58**	**100%**	**(0.01)**	**100%**	**107.55**

(All figures in INR Crores unless otherwise stated)

Name of the entity in the Group	2021-22							
	Net Asset i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
Parent								
Transrail Lighting Limited	96.70%	641.12	100.35%	64.93	1141.41%	2.07	103.26%	67.00
Subsidiaries								
Indian								
Foreign								
Transrail International FZE	0.29%	1.95	(1.06%)	(0.68)	(130.84%)	(0.24)	(1.42%)	(0.92)
Transrail Structures America INC	0.03%	0.23	(0.03%)	(0.02)	(0.02%)	(0.00)	(0.03%)	(0.02)
Transrail Lighting Malaysia SDN BHD	0.01%	0.06	(0.07%)	(0.04)	(0.16%)	(0.00)	(0.07%)	(0.04)
Transrail Lighting Nigeria Ltd	3.29%	21.80	1.58%	1.02	(910.39%)	(1.65)	(0.97%)	(0.63)
Associates								
Burberry Infra Private Limited	(0.01%)	(0.04)	(0.06%)	(0.04)	-	-	(0.06%)	(0.04)
Joint operations								
Indian								
GECPL - TLL JV	0.07%	0.47	0.72%	0.46	-	-	0.72%	0.46
Railsys Engineers Pvt. Ltd. - Transrial lighting Ltd. JV -"REPL-TLL JV"	0.00%	0.03	(0.01%)	(0.01)	-	-	(0.01%)	(0.01)
METCON-TLL JV	(0.03%)	(0.22)	(0.34%)	(0.22)	-	-	(0.33%)	(0.22)
Foreign								
Transrail -FCEP JV- Nigeria	(0.36%)	(2.41)	(1.08%)	(0.70)	-	-	(1.08%)	(0.70)
	100%	**662.97**	**100%**	**64.70**	**100%**	**0.18**	**100%**	**64.88**

Notes

Notes

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