TVS Upasana Limited

ANNUAL REPORT

for the year ended
March 31, 2019

REPORT OF THE DIRECTORS TO THE SHAREHOLDERS

The Directors have pleasure in presenting the Twenty Seventh Annual Report, together with the audited accounts for the year ended 31st March 2019.

FINANCIAL RESULTS

₹ in lakhs

Particulars	2018-19	2017-18
Revenue from operations	**16,982.05**	15,541.17
Gross Profit / (Loss) before interest & depreciation	**3,075.49**	3,291.94
Less: Interest	**366.07**	313.64
Less: Depreciation	**561.97**	428.07
Profit / (Loss) before tax	**2,147.45**	2,550.23
Add / (Less): Provision for Tax (including Deferred Tax)	**542.76**	805.71
Profit / (Loss) after tax	**1,604.69**	1,744.52
Other Comprehensive income net of deferred Tax	**(3.36)**	(2.48)
Total Comprehensive Income for the year	**1,601.33**	1,742.04
Add : Brought forward	**5,214.30**	3,860.47
Add : Financial Guarantee	**41.32**	41.46
Less: Final Dividend Paid 2017-18 / 2016-17	**297.49**	237.99
Less: Interim Dividend Paid 2018-19 / 2017-18	**237.99**	119.00
Less: Dividend Distribution Tax paid	**110.07**	72.68
Balance carried forward	**6,211.40**	5,214.30

OPERATIONS

During the year under review, the revenue from operations of the Company amounted to ₹ 16,982.05 lakhs as against ₹ 15,541.17 lakhs in 2017-2018. During the year under review, the total comprehensive income of the Company for the year was at ₹ 1,601.33 as against ₹ 1,742.04 lakhs during 2017-2018

DIVIDEND

The Directors have paid an interim Dividend of ₹ 2.00 per share.

The Directors recommend final dividend of ₹ 1.50 Per share for the year under review.

TRANSFER TO RESERVES

The Company has not transferred any amounts to reserves during the year 2018-2019.

BOARD MEETINGS

During the financial year 2018-2019, there were four board meetings, which were held on April 30, 2018, August 6, 2018, November 12, 2018 and March 8, 2019.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors confirm that:-

a) in the preparation of the annual accounts, the applicable accounting standards had been followed;

b) they have selected appropriate accounting policies and applied them consistently, made judgments and estimates that have been made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that year.

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

d) they had prepared the annual accounts on a going concern basis.

e) they had devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

DIRECTORS

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

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

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

The Independent Director have submitted the declaration of independence, pursuant to Section 149 (7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in sub-section (6).

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

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

AUDITORS

Pursuant to Section 139 of the Companies Act, 2013, B S R & Co LLP, Chartered Accountants, Chennai, (Registration No. 101248 W / W- 100022 with the Institute of Chartered Accountants of India), were appointed as Statutory Auditors of the Company at the Twenty Fifth Annual General Meeting of the Company for a consecutive period of 5 years commencing from 28th June, 2017.

RELATED PARTY TRANSACTIONS

All related party transactions were entered at arms' length basis and in the ordinary course of business. The particulars of contracts or arrangements with related parties referred to in sub-section (1) of Section 188 prepared in Form **AOC-2** pursuant to Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is enclosed vide **Annexure I** forming part of this report.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in **Form MGT-9** is annexed herewith as **Annexure-II.**

MATERIAL CHANGES AND COMMITMENTS

There were no material changes and commitments, 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.

CONSERVATION OF ENERGY / TECHNOLOGY ABSORPTION

The Company has utilized renewable energy in the form of Wind Energy at its hosur plant in lieu of fossil fuels. There is no technology absorption during the year under review.

FOREIGN EXCHANGE EARNINGS AND OUTGO

The total foreign exchange earned and used are as under:

Rs in lakhs

	2018-19	2017-18
Foreign exchange earned - Exports	**4,848.77**	3,952.80
Foreign Exchange earned - Others	**-**	-
Foreign exchange used - imports	**1,640.06**	957.60
Foreign exchange used – others	**56.12**	50.44

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

Pursuant to Sec 197, 198 and other applicable provisions of Companies Act, 2013, Ms Arundathi Krishna, (DIN 00270935), was re-appointed as the Managing Director of the Company for a period of 5 years commencing from14th October, 2018 to 13th October, 2023 at the Board Meeting held on August 6, 2018 subject to the approval of shareholders at this Annual General Meeting.

CHANGE IN THE NATURE OF BUSINESS

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

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

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

PUBLIC DEPOSITS

During the year under review, the Company has not accepted any deposits from the public within the meaning of Section 73 of the Companies Act, 2013.

REGULATORY / COURT ORDERS

During the year 2018 - 2019, no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

INTERNAL FINANCIAL CONTROLS

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

RISK MANAGEMENT

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

AUDIT COMMITTEE AND NOMINATION AND REMUNERATION COMMITTEE

The Company does not have Audit Committee / Nomination and Remuneration Committee since both the committees have been dissolved by the Board of Directors at its meeting on September 15, 2017 pursuant to amendments to the Companies (Appointment & Qualification of Directors) Rules, 2014 and Companies (Meeting of Board and its Powers) Rules, 2014 vide Ministry of Corporate Affairs notifications dated July 05, 2017 and July 13, 2017 respectively.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR)

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

The CSR Committee of the Board met twice during the year under review on 6th August, 2018 and 8th March, 2019.

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

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

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

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

The Company has adopted the Anti-Sexual Harassment Policy laid down by the Holding Company (Sundram Fasteners Limited-SFL), which is in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) of SFL is entrusted to redress complaints regarding sexual harassment. No complaints were received during the calendar year 2018.

ACKNOWLEDGMENT

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

On behalf of the Board

May 6, 2019 **Suresh Krishna**
Chennai Chairman

ANNEXURE-I

Disclosure of Particulars of Contracts / Arrangements entered into by the Company

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)

S. No.	Name(s) of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of the contracts / arrangements / transactions	Salient features of the contracts or arrangements or transactions including the value	Date of approval by the Board	Amount paid as advances, if any
1.	Sundram Fasteners Limited	Purchase of goods, sale of Goods, services rendered, services availed, lease rent paid, interest paid, dividend paid, canteen services	2018-19	At arm's length in the ordinary course of business (Aggregate amount ₹ 2,139.20 lakhs)	As the transactions fall under the third proviso to Section 188(1), Board approval is not applicable	
2.	TVS Infotech Limited	Services availed	2018-19	At arm's length in the ordinary course of business (Aggregate amount ₹ 31.10 lakhs)		

On behalf of the Board

May 6, 2019
Chennai

Suresh Krishna
Chairman

ANNEXURE-II

FORM NO.MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended 31st March, 2019

[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

CIN	U65991TN1992PLC022619
Registration Date	6th May 1992
Name of the Company	TVS Upasana Limited
Category / Sub-Category of the Company	Public Company / Limited by Shares
Address of the Registered Office and contact details	98-A,VII Floor, Dr Radhakrishnan Salai, Mylapore, Chennai – 600 004 Phone: 044-28478500 Email: rkn@uel.in
Whether listed company	No
Name, Address and Contact details of the Registrar and Transfer Agent, if any.	Not Applicable

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

S. No.	Name and description of main products / services	NIC Code of the Product / service	% of total turnover of the company
1	Manufacture of Spokes & Nipples, Automobile Kits, Dowels, & Rollers small screws, Tools and Cold Extruded parts	25991	99.66

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and address of the company	CIN / GLN	Holding / Subsidiary	% of votes held	Applicable Section
1	Sundram Fasteners Limited 98-A, VII Floor, Dr Radhakrishnan Salai, Mylapore, Chennai – 600 004	L35999TN1962PLC004943	Holding Company	100.00	2(46) / 2(87)

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) Individuals / HUF (Nominees of Bodies Corporate)	-	6	6	0.00	-	6	6	0.00	Nil
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	11899668	11899668	100.00	-	11899668	11899668	100.00	Nil
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(1)		11899674	11899674	100.00	-	11899674	11899674	100.00	Nil
Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2)	-	-	-	-	-	-	-	-	-
Total shareholding (A)=(A)(1)+ (A)(2)	**-**	**11899674**	**11899674**	**100.00**	**-**	**11899674**	**11899674**	**100.00**	**Nil**
B. Public Shareholding									
1.Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
2.Non-Institutions	-	-	-	-	-	-	-	-	-
a) Bodies Corp.- Indian & Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital up to ₹ 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	-	-	-	-	-	-	-	-	-
c) Others	-	-	-	-	-	-	-	-	-
Sub-Total (B)(2)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Total Public Shareholding (B) = (B)(1)+(B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs and ADRs	-	-	-	-	-	-	-	-	-
Grand Total = A+B+C	**-**	**11899674**	**11899674**	**100.00**	**-**	**11899674**	**11899674**	**100.00**	**Nil**

(ii) Shareholding of Promoters

S. No.	Shareholders' Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change 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	
1	Sundram Fasteners Ltd	11899668	100.00	0.00	11899668	100.00	0.00	Nil
2	Nominees of Sundram Fasteners Ltd	6	0.00	0.00	6	0.00	0.00	Nil
	Total	11899674	100.00	0.00	11899674	100.00	0.00	Nil

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

There have been no changes in the Promoters' shareholding during the year.

(iv) Shareholding pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Not Applicable

(v) Shareholding of Directors and Key Managerial Personnel:

S. No.	For Each of the Directors and KMP	Name of the Director / KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% total shares of the company	No. of Shares	% total shares of the company
1	At the beginning, during and end of the year	S Meenakshisundaram, Director*	1	0.00	1	0.00
2	At the beginning, during and end of the year	R Krishnan*	1	0.00	1	0.00

* Nominees of Sundram Fasteners Limited

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (as on 31st March, 2019)

₹ in lakhs

S. No.	Particulars	Secured Loans	Unsecured Loans	Deposits	Total Indebtedness
1.	Indebtedness at the beginning of the financial year				
	i) Principal amount	5,540.65	575.00	-	6,115.65
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	25.83	-	-	-
	Total of (i) + (ii) + (iii)	4,516.58	575.00		6,141.48
2.	Change in indebtedness during the financial year				
	- Addition	3,267.05	-	-	3,267.05
	- Reduction	-	-	-	-
	Net Change	3,267.05	-	-	3,267.05
3.	Indebtedness at the end of the financial year				
	i) Principal amount	8,807.70	575.00	-	9,382.70
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	43.52	-	-	43.52
	Total of (i) + (ii) + (iii)	8,851.22	575.00	-	9,426.22

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year 2018-2019, no remuneration was paid to Directors.

₹ in lakhs

S. No.	Particulars of Remuneration	Name of Chief Financial Officer & Company Secretary
		Sri R Krishnan
1	Gross salary- (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	**41.14** **-** **-**
2	Stock Option	-
3	Sweat Equity	-
4	Commission - as % of profit - others, specify	-
5	Others, specify PF & Superannuation	**1.16**
	Total	**42.30**

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

During the year 2018-2019, there were no penalties levied by the Regional Director on the company / directors / officers in default or any compounding of offences by the company / directors / officers in default or any punishment granted by any Court against the company / directors / officers in default.

ANNEXURE-III

Report on Corporate Social Responsibility as per Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014

(i) Brief Outline of the Company's CSR Policy

a. CSR Committee (CSRC) shall formulate and recommend to the Board the CSR Policy, which shall include statutorily recognized activities.

b. CSRC to monitor the CSR Policy of the Company.

c. CSRC shall recommend amount of expenditure to be incurred by the company on CSR activities.

d. CSRC shall institute a transparent monitoring mechanism for implementation of the activities / projects undertaken by the Company.

e. The CSR Committee shall have meetings periodically as it may deem fit with one meeting before finalization of annual accounts. The quorum shall be *either* two members *or* one third of the members of the CSR Committee, *whichever is higher* with a minimum of two directors, out of which one shall be an independent director.

f. The CSR Committee shall invite Managing Director *and* such of the executives to be present at the meetings of the Committee as may be required by it.

g. Such other matters as may be prescribed under the Companies Act, 2013 and rules thereunder and such other rules / regulations, as may be applicable from time to time.

(ii) Overview of projects/ programmes

The Company made a CSR contribution amounting to ₹ 35,49,250/- (Thirty Five Lakhs Forty Nine Thousand Two Hundred and Fifty Only) to World Wide Fund – India (WWF – India) towards the projects titled **1. "EK – Prithvi - Chennai" 2. "Eco-Trails"** with the objectives of raising awareness about their environment, engaging them in action for conservation and building positive attitudes towards sustainable lifestyle and highlighting native urban biodiversity, urban degradation and solutions for conservation and restoration.

(iii) Web link: www.uel.in

(iv) Composition of CSR Committee

The following directors are the members of the Corporate Social Responsibility Committee:

1. Sri Suresh Krishna (Chairman)
2. Ms. Usha Krishna
3. Ms. Arundathi Krishna
4. Sri R Ramakrishnan

(v) Average net profits

Average net profits of the company for the last three financial years is ₹ 1,766.63 Lakhs.

(vi) Prescribed CSR expenditure (two per cent of the amount specified above)

Prescribed CSR expenditure is ₹ 35.33 Lakhs.

(vii) Details of CSR spent during the financial year 2018-2019

Total amount to be spent for the financial year 2018-2019	₹ 35.33 Lakhs
Amount unspent	-
Manner in which the amount spent during the financial year	1. Project titled "EK – Prithvi - Chennai" by World Wide Fund – India (WWF-India) with the objectives of building conservation leadership among students and teachers in Chennai by raising awareness about their environment, engaging them in action for conservation and building positive attitudes towards sustainable lifestyle 2. Project titled "Eco-Trails" by World Wide Fund – India (WWF -India) with the objectives of highlighting native urban biodiversity, urban degradation and solutions for conservation and restoration.

(viii) Manner in which the amount spent during the financial year is detailed below:

S. No.	CSR Project or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs-wise (₹ In Lakhs)	Amount spent on the projects or programs. Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads: (₹ In Lakhs)	Cumulative expenditure up to the reporting period (₹ In Lakhs)	Amount spent: Direct or through implementing agency (₹ In Lakhs)
1	World Wide Fund – India for the project titled "EK – Prithvi - Chennai"	Environmental sustainability / Ecological balance	1. Chennai 2. Tamil Nadu	₹ 29.99 Lakhs*	₹ 29.99 Lakhs	₹ 29.99 Lakhs	₹ 29.99 Lakhs In association with World Wide Fund – India
2	World Wide Fund – India for the project titled "Eco Trail"		1. Others 2. Tamil Nadu	₹ 5.50 Lakhs*	₹ 5.50 Lakhs	₹ 5.50 Lakhs	₹ 5.50 Lakhs In association with World Wide Fund – India
		Total		**35.49 Lakhs**			

(ix) We hereby confirm that the Implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

On behalf of the Board

May 6, 2019
Chennai

Suresh Krishna
Chairman

B S R & Co. LLP
Chartered Accountants

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

Independent Auditor's Report

To the Members of TVS Upasana Limited

Report on the Audit of the Indian Accounting Standards ('Ind AS') financial statements

Opinion

We have audited the Ind AS financial statements of TVS Upasana Limited ("the Company"), which comprise the balance sheet as at March 31, 2019, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the Ind AS financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its profits and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Management's Responsibility for the Ind AS financial statements

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Ind AS financial statements

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

(A) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

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

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books

c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account

d) In our opinion, the aforesaid Ind AS financial statements comply with the Ind AS specified under section 133 of the Act.

e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 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".

(C) 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 as at March 31, 2019 on its financial position in its Ind AS financial statements - Refer Note 30 to the Ind AS financial statements;

(ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses

(iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

(iv) The disclosures in the Ind AS financial statements regarding holdings as well as dealings in specified bank notes during the period from November 8, 2016 to December 30, 2016 have not been made in these Ind AS financial statements since they do not pertain to the financial year ended March 31, 2019

(D) With respect to the matter to be included in the Auditor's Report under section 197(16):

In our opinion and according to the information and explanations given to us, the Company has not paid any managerial remuneration to its directors during the current year.

for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

S Sethuraman
Partner
Membership No.: 203491

Place : Chennai
Date : May 06, 2019

B S R & Co. LLP
Chartered Accountants

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

Annexure A to the Independent Auditor's Report

To the Members of TVS Upasana Limited on the Ind AS financial statements for the year ended March 31, 2019

(Referred on paragraph (A) under "Report on Other Legal and Regulatory requirements Section or our report of even date).

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

(b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company except for freehold land amounting to ₹ 5.13 lakhs which is pending registration with relevant authorities as disclosed in note 4 to the Ind AS financial statements.

(ii) The inventory, except goods in transit and certain stocks lying with third parties, has been physically verified by management during the year. In our opinion, the frequency of such verification is reasonable. The discrepancies noticed on verification between physical stocks and book records were not material. For stock lying with third parties at the year end, written confirmations have been obtained by the management.

(iii) The Company has not granted any loan, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register required under section 189 of the Act. Accordingly, paragraph 3(iii) of the Order is not applicable.

(iv) According to the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 of the Act with respect to loans, investments, guarantees and security, as applicable.

(v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits as mentioned in the directives issued by Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder. Accordingly, paragraph 3(v) of the Order is not applicable.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to rules made by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Act in respect of products manufactured and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in books of account in respect of undisputed statutory dues including provident fund, employees state insurance, income tax, duty of customs, goods and service tax and other material statutory dues have generally been regularly deposited by the Company with appropriate authorities. As explained to us, the Company did not have any dues on account of sales tax, service tax, duty of excise, value added tax and cess.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees state insurance, income tax, duty of customs, goods and service tax and other material statutory dues were in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, the dues set out Appendix I in respect of income tax, sales tax, duty of customs, value added and goods tax and service tax have not been deposited by the Company on account of disputes.

(viii) According to the information and explanations given to us, the Company has not defaulted in repayment of dues to banks. The Company did not have any outstanding dues to any financial institutions or debenture holders or government during the year.

(ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. According to information and explanations given to us, money raised through term loans during the year have been utilised for the purpose for which there were raised.

(x) According to the information and explanations given to us, no fraud by the Company or any material fraud on the Company by its officers or employees has been noticed or reported during the course of our audit.

(xi) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not paid or provided for any managerial remuneration during the year. Accordingly, paragraph 3(xi) of the Order is not applicable.

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

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 188 of the Act, where applicable and details of such related party transactions have been disclosed in the Ind AS financial statements as required under applicable accounting standards. According to the information and explanations given to us, provisions of section 177 of the act is not applicable to the Company.

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

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

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable.

for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

S Sethuraman
Partner
Membership No.: 203491

Place : Chennai
Date : May 06, 2019

Appendix I as referred to under para (vii)(b) of Annexure A to the Independent Auditor's Report to the Members of TVS Upasana Limited on the Ind AS financial statements for the year ended March 31, 2019

Name of the Statute	Nature of the Dues	Amount* (₹ in lakhs)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income-tax dues	0.14	AY 2012-13	The Income tax Appellate Tribunal
Income Tax Act, 1961	Income-tax dues	7.39	AY 2013-14	The Income tax Appellate Tribunal
Tamil Nadu Value Added Tax Act, 2006, Central Sales Tax Act, 1956	Sales Tax	8.79	2006-07	Commercial Tax Officer – Chennai
	Sales Tax	10.12	2007-08	Commercial Tax Officer - Chennai
	Sales Tax	2.68	2010-11	Assistant commissioner, Chennai
	Sales Tax	9.56	2011-12	Commercial Tax Officer – Chennai
	Sales Tax	16.52	2013-14	Commercial Tax Officer – Chennai
	Sales Tax	540.73	2014-15	Commercial Tax Officer – Chennai
	Sales Tax	22.14	2015-16	Commercial Tax Officer – Chennai

** net of amount paid under protest*

B S R & Co. LLP
Chartered Accountants

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Annexure B to the Independent Auditor's Report to the Members of TVS Upasana Limited on the Ind AS financial statements of TVS Upasana Limited for the year ended March 31, 2019

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

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

Opinion

We have audited the internal financial controls with reference to financial statements of TVS Upasana Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at March 31, 2019, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ('ICAI').

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively as at March 31, 2019 for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the standards on auditing issued by ICAI, and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls 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 judgement, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

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

Meaning of internal financial controls with reference to financial statements

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

Inherent limitations of internal financial controls with reference to financial statements

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

for **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 101248W/W-100022

S Sethuraman
Partner
Membership No.: 203491

Place : Chennai
Date : May 06, 2019

Balance sheet as at March 31, 2019

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

	Note	As at March 31, 2019	As at March 31, 2018
ASSETS			
Non-current assets			
Property, plant and equipment	4	**11,045.96**	3,391.34
Capital work-in-progress	4	**730.41**	2,502.02
Other intangible assets	5	**5.45**	3.70
Financial assets			
- Investments	6	**52.76**	18.50
- Loans	7	**17.20**	19.14
- Others	8	**364.27**	328.72
Other tax assets, net	9	**336.88**	190.99
Other non-current assets	10	**2,635.90**	3,166.51
		15,188.83	9,620.92
Current assets			
Inventories	11	**2,025.71**	2,268.76
Financial assets			
- Investments	6	**259.05**	350.85
- Trade receivables	12	**3,019.58**	3,342.88
- Cash and cash equivalents	13	**2.92**	3.38
- Loans	7	**9.04**	11.32
- Others	8	**0.05**	27.28
Other tax assets, net	9	**142.19**	-
Other current assets	10	**269.27**	342.14
		5,727.81	6,346.61
Total assets		**20,916.64**	15,967.53
EQUITY AND LIABILITIES			
Equity			
Equity share capital	14	**1,189.97**	1,189.97
Other equity		**6,211.40**	5,214.30
Total equity		**7,401.37**	6,404.27
Liabilities			
Non-current liabilities			
Financial liabilities			
- Borrowings	16	**4,600.00**	4,800.00
Provisions	17	**159.49**	152.57
Deferred tax liabilities, net	9	**781.89**	230.76
		5,541.38	5,183.33
Current liabilities			
Financial liabilities			
- Borrowings	16	**3,582.70**	1,315.65
- Trade payables	18		
Total outstanding dues of micro enterprises and small enterprises; and		**154.69**	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		**1,600.53**	2,142.75
- Other financial liabilities	19	**2,503.71**	365.13
Other current liabilities	20	**53.86**	111.56
Provisions	17	**78.40**	19.36
Other tax liabilities, net	9	**-**	425.48
		7,973.89	4,379.93
Total liabilities		**13,515.27**	9,563.26
Total equity and liabilities		**20,916.64**	15,967.53
Significant accounting policies	3		

The notes referred to above form an integral part of the financial statements

As per our report of even date attached

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

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

S Sethuraman
Partner
Membership No. 203491

Suresh Krishna
Chairman
DIN : 00046919

Arundathi Krishna
Managing Director
DIN: 00270935

R Krishnan
Chief Financial Officer & Company Secretary
ACS Membership No. 9994

S Meenakshisundaram
Director
DIN: 00513901

Place : Chennai
Date : May 06, 2019

Statement of profit and loss for the year ended March 31, 2019

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

	Note	Year ended March 31, 2019	Year ended March 31, 2018
INCOME			
Revenue from operations	21	**16,982.05**	15,541.17
Other income	22	**236.93**	233.72
Total Income		**17,218.98**	15,774.89
EXPENSES			
Cost of materials consumed	23	**6,412.49**	5,812.75
Changes in inventories of finished goods and work-in-progress	24	**25.80**	(369.54)
Excise duty		**-**	291.91
Employee benefits expense	25	**2,050.19**	1,702.90
Finance costs	26	**366.07**	313.64
Depreciation and amortisation expense	27	**561.97**	428.07
Other expenses	28	**5,655.01**	5,044.93
Total expenses		**15,071.53**	13,224.66
Profit before tax		**2,147.45**	2,550.23
Tax expense			
- Current tax	9	**68.17**	820.00
- Deferred tax	9	**474.59**	(20.56)
Total tax expense		**542.76**	805.71
Profit for the year		**1,604.69**	1,744.52
Other comprehensive income			
Items that will not be reclassified to profit or loss			
(i) Re-measurement loss on defined benefit plans		**(4.73)**	(3.79)
(ii) Income tax effect on above		**1.37**	1.31
Total other comprehensive income		**(3.36)**	(2.48)
Total comprehensive income for the year		**1,601.33**	1,742.04
(Comprising profit and other comprehensive income for the year)			
Earnings per equity share	15		
Basic (in ₹)		**13.49**	14.66
Diluted (in ₹)		**13.49**	14.66
Significant accounting policies	3		

The notes referred to above form an integral part of the financial statements

As per our report of even date attached

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

For and on behalf of the Board of Directors of TVS Upasana Limited
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R Krishnan
Chief Financial Officer & Company Secretary
ACS Membership No. 9994

S Meenakshisundaram
Director
DIN: 00513901

Place : Chennai
Date : May 06, 2019

Statement of changes in equity for the year ended March 31, 2019

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

(a) Equity share capital

Particulars	Note	Amount
Balance as at April 1, 2017	14A	1,189.97
Changes in equity share capital during the year		-
Balance as at March 31, 2018	14A	**1,189.97**
Changes in equity share capital during the year		-
Balance as at March 31, 2019	14A	**1,189.97**

(b) Other equity

Particulars	Reserves and surplus		Items of other comprehensive income	Total
	Deemed Equity	Retained Earnings	Re-measurement gain on defined benefit plan, net of tax	
Balances as at April 1, 2017	**-**	3,917.89	(57.42)	3,860.47
Profit for the year	-	1,744.52	-	1,744.52
Other comprehensive income for the year	-	-	(2.48)	(2.48)
Fair value of finance guarantee given by parent company	41.46	-	-	41.46
Dividends (refer note 14B(i))	-	(429.67)	-	(429.67)
Balance as at March 31, 2018	41.46	**5,232.74**	**(59.90)**	**5,214.30**
Profit for the year	-	1,604.69	-	1,604.69
Other comprehensive income for the year	-	-	(3.36)	(3.36)
Fair value of finance guarantee given by parent company	41.32	-	-	41.32
Transfer to Retained earnings	-	(63.26)	63.26	-
Dividends (refer note 14B(i))	-	(645.55)	-	(645.55)
Balance as at March 31, 2019	**82.78**	**6,128.62**	**63.26**	**6,211.40**

As per our report of even date attached

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

S Sethuraman
Partner
Membership No. 203491

Place : Chennai
Date : May 06, 2019

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

Suresh Krishna
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DIN : 00046919

Arundathi Krishna
Managing Director
DIN: 00270935

R Krishnan
Chief Financial Officer & Company Secretary
ACS Membership No. 9994

S Meenakshisundaram
Director
DIN: 00513901

Statement of cash flows for the year ended March 31, 2019

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

	Note	Year ended March 31, 2019	Year ended March 31, 2018
Cash flows from operating activities			
Profit for the year		**2,147.45**	2,550.23
Adjustments for:			
Fair value gain on financial instruments measured at fair value through profit or loss	28	**91.80**	(83.59)
Depreciation and amortisation expense	27	**561.97**	428.07
Finance costs	26	**366.07**	313.64
Interest income	22	**(26.18)**	(16.61)
(Profit)/loss on sale of property, plant and equipment	22 & 28	**(3.89)**	13.06
Financial guarantee expenses, net	28	**20.83**	2.12
Dividend income	22	**(1.62)**	(0.93)
Unrealised foreign exchange loss/(gain)		**17.85**	(50.70)
		3,174.28	3,155.29
Working capital adjustments			
Decrease/ (increase) in inventories		**243.05**	(642.23)
(Decrease)/ increase in financial liabilities		**(360.66)**	862.60
Decrease/ (increase) in financial assets		**293.54**	(407.82)
Increase in non financial liabilities		**3.53**	52.98
Decrease in other non financial assets		**104.19**	414.02
Cash generated from operating activities		**3,457.93**	3,434.84
Income tax paid, net of refund (including interest)		**(688.58)**	(424.36)
Net cash from operating activities (A)		**2,769.35**	3,010.48
Cash flow from investing activities			
Acquisition of property, plant and equipment (including capital work-in-progress, capital advances and payable towards purchase of capital goods)		**(5,306.67)**	(3,124.41)
Proceeds from sale of property, plant and equipment		**26.45**	0.06
Acquisition of investments		**(48.56)**	-
Proceeds from sale of investments		**14.30**	-
Dividends received		**1.62**	0.93
Interest received		**10.96**	16.61
Net cash used in investing activities (B)		**(5,301.80)**	(3,116.81)
Cash flow from financing activities			
Proceeds from borrowings, net		**3,267.05**	753.66
Finance costs paid		**(89.51)**	(218.69)
Dividend paid (including dividend distribution tax)		**(645.55)**	(429.67)
Net cash from/(used in) financing activities (C)		**2,532.00**	(405.31)
Net (decrease)/increase in cash and cash equivalents (A+B+C)		**(0.46)**	(1.03)
Cash and cash equivalents at the beginning of the year		**3.38**	4.41
Cash and cash equivalents at the year end		**2.92**	3.38
Reconciliation of the cash and cash equivalents as per the cash flow statement			
Balances with banks in current accounts	13	**2.68**	2.64
Cash on hand	13	**0.24**	0.74
		2.92	3.38
Significant accounting policies	3		

The notes referred to above form an integral part of the financial statements

As per our report of even date attached

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

S Sethuraman
Partner
Membership No. 203491

Place : Chennai
Date : May 06, 2019

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

Suresh Krishna
Chairman
DIN : 00046919

Arundathi Krishna
Managing Director
DIN: 00270935

R Krishnan
Chief Financial Officer & Company Secretary
ACS Membership No. 9994

S Meenakshisundaram
Director
DIN: 00513901

1. Corporate information

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

2. Basis of preparation

2.1 **Statement of compliance**

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

The financial statements for the year ended March 31, 2019 are authorised by the Board on May 6, 2019.

Details of the Company's accounting policies are included in note 3.

2.2 **Functional and presentation currency**

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

2.3 **Basis of measurement**

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

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

2.4 **Use of estimates and judgments**

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on ongoing basis. Revisions to estimates are recognised prospectively.

Significant management judgment

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

- Note 33 leases: whether an arrangement contains a lease; and

- Note 33 lease classification

Assumptions and estimation uncertainty

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

2.4.1 **Recognition of deferred tax assets:**

The extent to which deferred tax assets can be recognized is based on an assessment of the probability that future taxable income will be available against which the deductible temporary differences and tax loss carry-forwards can be utilized. In addition, careful judgment is exercised in assessing the impact of any legal or economic limits or uncertainties in various tax issues. (also refer note 9)

2.4.2 **Impairment of financial and non-financial assets**

In assessing impairment, management has estimated economic use of assets, the recoverable amount of each asset or cash- generating units based on expected future cash flows and use an interest rate to discount them. Estimation of uncertainty relates to assumptions about future operating cash flows and determination of a suitable discount rate. (also refer note 3.7)

2.4.3 **Useful lives of depreciable assets**

Management reviews estimate of useful lives of depreciable assets at each reporting date, based on expected utility of assets. Uncertainties in these estimates relate to technological obsolescence that may change utility of assets (also refer note 3.2.2.4)

2.4.4 **Inventories**

Management has carefully estimated the net realizable values of inventories, taking into account the most reliable evidence available at each reporting date. The future realization of these inventories may be affected by market-driven changes.

2.4.5 **Defined benefit obligation (DBO)**

The actuarial valuation of the DBO is based on a number of critical underlying management's assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses (also refer note 17)

2.4.6 **Recognition and measurement of provisions and contingencies:**

Key assumptions about the likelihood and magnitude of an outflow of resources (also refer note 3.10 and note 30).

2.5 **Measurement of fair values**

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

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

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

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

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

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

2.6 **Current and non-current classification**

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

3. Summary of accounting policies

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

1. Revenue recognition

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

Effective April 1, 2018, the Company has applied Ind AS 115: Revenue from Contracts with Customers which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue. The Company has adopted Ind AS 115 using retrospectively (without practical expedients) and the impact of the adoption of this standard on the financial statements of the Company is insignificant.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019 (Contd.)
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1.1 **Sale of products:**

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

1.2 **Revenue from rendering of services:**

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

1.3 **Interest and dividend income**

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

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

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

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

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

2. Property, plant and equipment

2.1 **Recognition and measurement**

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

a. purchase price, including import duties and non-refundable taxes on purchase (goods and service tax, value added tax), after deducting trade discounts and rebates.

b. any directly attributable cost of bringing the item to its working condition for its intended use estimated costs of dismantling and removing the item and restoring the site on which it is located.

c. The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

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

2.2 **Subsequent expenditure**

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

2.3 **Component accounting**

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

2.4 **Depreciation:**

a. Depreciation is recognized on a straight-line basis, over useful life of buildings and other equipment as prescribed under Schedule II of Companies Act, 2013, except in respect of certain assets, where useful life is different from those prescribed under Schedule II.

b. Depreciation on property, plant and equipment is charged over the estimated useful life of the asset or part of the asset (after considering double/triple shifts) as evaluated on technical assessment on straight line method, in accordance with Part A of Schedule II to the Companies Act, 2013.

c. The estimated useful life of the property, plant and equipment on technical assessment followed by the Company is furnished below:

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

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019 (Contd.)
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d. The residual value for all the above assets are retained at 5% of the cost.

e. Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if necessary, for each reporting period.

f. On property, plant and equipment added/ disposed off during the year, depreciation is charged on pro-rata basis for the period for which the asset was purchased and used.

3. Investment property

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation.

The Company has depreciated assets based on Straight line method as per Schedule II to the Companies Act 2013. Any gain or loss on disposal of an investment property is recognised in the statement of profit and loss.

4. Inventories

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

4.1 **Raw materials**

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

4.2 **Work-in-progress and finished goods**

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

4.3 **Stores, spares and tools**

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

5. Leases

5.1 **Determining whether an arrangement contains a lease**

At inception of an arrangement, it is determined whether the arrangement is or contains a lease.

At inception or on reassessment of arrangement that contains a lease, payments and other consideration required by such an arrangement are separated into those for lease and those for other elements on the basis of their relative fair values. If it is concluded for a finance lease that it is impracticable to separate the payments reliably, then an asset and a liability are recognised at an amount equal to the fair value of the underlying asset. The liability is reduced as payments are made and an imputed finance cost on the liability is recognised using the incremental borrowing rate.

5.2 **Assets held under leases**

i. Assets leased out

As per terms of lease agreements there is no substantial transfer of risk and reward of the property to the lessee. Accordingly such leased out assets are treated as belonging to the Company.

ii. Assets taken on lease

As per the terms of lease agreements there is no substantial transfer of risk and reward of the property to the Company and hence such leases are treated as operating lease.

The payments on operating lease are recognised in profit or loss on a straight-line basis over the term of the lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. Associated costs, such as maintenance and insurance, are expensed.

5.3 **Lease payments**

Payments made under operating leases are generally recognised in profit or loss on a straight-line basis over the term of the lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. Lease incentives received are recognised as an integral part of the total lease expense over the term of the lease.

6. Financial instruments

6.1 **Recognition and initial measurement:**

Trade receivables are initially recognised when they are originated.

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

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

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6.2 **Financial assets**

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

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

a. Those to be measured at Fair value through other comprehensive Income (FVTOCI)

b. Those to be measured at Fair value through profit and loss (FVTPL) and;

c. Those measured at amortized cost.

i. Financial assets at amortised cost

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

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

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

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

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

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

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

Financial assets at FVTPL include financial assets that are designated at FVTPL upon initial recognition and financial assets that are not measured at amortised cost or FVTOCI. All derivative financial instruments fall into this category, except for those designated and effective as hedging instruments, for which the hedge accounting requirements apply. Assets in this category are measured at fair value with gains or losses recognized in profit or loss. The fair values of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

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

6.2.2 **Derivative financial instruments and hedge accounting**

Derivative financial instruments are accounted for at FVTPL except for derivatives designated as hedging instruments in cash flow hedge relationships, which require a specific accounting treatment. To qualify for hedge accounting, the hedging relationship must meet several strict conditions with respect to documentation, probability of occurrence of hedged transaction and hedge effectiveness. These arrangements have been entered to mitigate currency exchange risk arising from certain legally binding sales and purchase orders denominated in foreign currency. For reporting periods under review, the Company has not designated any forward currency contracts as hedging instruments.

6.2.3 **De-recognition of financial assets**

A financial asset is derecognised only when;

a. The Company has transferred the rights to receive cash flows from the financial asset or

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

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

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

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6.3 **Financial Liabilities**

6.3.1 **Classification of financial liabilities**

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

6.3.2 **Subsequent measurement**

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

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

6.3.3 **De recognition**

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

6.4 **Offsetting**

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

7. Impairment

7.1 **Impairment of financial instruments**

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

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

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

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

- the disappearance of an active market for a security because of financial difficulties.

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

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

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

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

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

7.1.1 **Measurement of expected credit losses**

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

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

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

7.1.3 **Write-off**

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

7.2 **Impairment of non-financial assets**

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

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

Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

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

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

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

8. Income tax

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

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

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

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

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

Deferred tax assets include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability

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

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

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

9.1 **Short term employee benefit obligations:**

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

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

9.2 **Other long term employee benefit obligations:**

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

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

9.3 **Post-employment obligation:**

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

9.3.1 **Gratuity:**

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

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

9.3.2 **Provident fund:**

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

10. Provisions, contingent liabilities and contingent assets

10.1 **Provisions:**

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that

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

10.1.1 **Provision for warranties**

A provision for warranties is recognised when the underlying products or services are sold. The provision is based on technical evaluation, historical warranty data and a weighting of all possible outcomes by their associated probabilities.

10.1.2 **Onerous contract**

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

10.2 **Contingent liabilities:**

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

10.3 **Contingent assets:**

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

11. Earnings per share

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

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12. Cash and cash equivalents and cash flow statement

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments maturing within three months from the date of acquisition and which are readily convertible into cash and which are subject to only an insignificant risk of changes in value.

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

13. Segment reporting

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

14. Government grants

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

15. Foreign currency transactions

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

16. Borrowing costs

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

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019 (Contd.)
(All amounts are in lakhs of Indian Rupees, except share data and as stated)

3A. New standards and amendment to existing standards issued but not yet effective

(a) New standard

Ind AS 116, Leases

Ind AS 116 will replace existing leases standard, Ind AS 17 Leases. Ind AS 116 sets out principles for recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lessee accounting model for lessees. A lessee recognises right-of-use asset representing its right to use underlying asset and a lease liability representing its obligation to make lease payments. The standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward lessor accounting requirements in Ind AS 17.

The Company will adopt Ind AS 116, effective reporting period beginning April 1, 2019. In this regard, the Company is in process of carrying out assessment of potential impact on adoption of Ind AS 116 on accounting policies followed and accordingly impact on its financial statements on initial application of standard is not reasonably estimable at present.

(b) Amendments to existing standard

Ind AS 12 - Income taxes (effective annual reporting periods beginning April 1, 2019)

The amendment to Ind AS 12 require income-tax consequence of distribution of profits (i.e. dividends), including payments on financial instruments classified as equity, to be recognised when a liability to pay dividend is recognised. The income tax consequence should be recognised in statement of profit and loss, other comprehensive income (OCI) or equity according to where the past transactions or events that generated distributable profits were originally recognised.

Appendix C has been added to Ind AS 12 which seeks to bring clarity to the accounting for uncertainties on income tax treatments that are yet to be accepted by tax authorities and to reflect it in the measurement of current and deferred taxes.

In this regard, the Company is in process of carrying out assessment of potential impact on adoption.

Ind AS 19 – Employee benefits (effective annual reporting periods beginning April 1, 2019)

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that current service cost and net interest for the period after re-measurement are determined using assumptions used for the re-measurement. In addition, amendments have been included to clarify effect of plan amendment, curtailment or settlement on requirements regarding the asset ceiling. The Company does not expect this amendment to have any impact on adoption.

Ind AS 23 – Borrowing Costs (effective annual reporting periods beginning April 1, 2019)

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Company does not expect any significant impact from this amendment.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019 (Contd.)
(All amounts are in lakhs of Indian Rupees, except share data and as stated)

4 a) Property, plant and equipment

Gross block	Freehold land *	Buildings	Plant and equipment	Furniture and fixtures	Office equipments	Vehicles	Total
As at April 1, 2017	**79.99**	**467.43**	**3,390.12**	**16.45**	**49.57**	**1.01**	**4,004.57**
Additions	-	-	629.27	-	6.22	-	635.49
Disposal	-	-	(22.34)	(1.13)	(3.16)	(0.01)	(26.64)
As at March 31, 2018	**79.99**	**467.43**	**3,997.05**	**15.32**	**52.63**	**1.00**	**4,613.42**
Additions	-	4,410.23	3,668.02	68.80	90.32	-	8,237.37
Disposal	-	-	(35.03)	-	-	-	(35.03)
As at March 31,2019	**79.99**	**4,877.66**	**7,630.04**	**84.12**	**142.95**	**1.00**	**12,815.76**
Accumulated depreciation							
As at April 1, 2017	**-**	**43.09**	**742.91**	**8.04**	**15.07**	**0.26**	**809.37**
For the year	-	17.58	397.99	2.40	8.33	0.11	426.41
Disposals	-	-	(11.12)	(0.80)	(1.78)	-	(13.70)
As at March 31, 2018	**-**	**60.67**	**1,129.78**	**9.64**	**21.62**	**0.37**	**1,222.08**
For the year	-	67.26	477.30	3.35	12.17	0.11	560.19
Disposals	-	-	(12.47)	-	-	-	(12.47)
As at March 31, 2019	**-**	**127.93**	**1,594.61**	**12.99**	**33.79**	**0.48**	**1,769.80**
Net block							
As at March 31, 2018	79.99	406.76	2,867.27	5.68	31.01	0.63	3,391.34
As at March 31, 2019	**79.99**	**4,749.73**	**6,035.43**	**71.13**	**109.16**	**0.52**	**11,045.96**
* Freehold Land includes pending registration - ₹ 5.13 (Marach 31, 2018: ₹ 5.13).							
b) Capital work-in-progress							
As at March 31, 2018	-	1,736.60	765.42	-	-	-	2,502.02
As at March 31, 2019	**-**	**120.63**	**609.78**	**-**	**-**	**-**	**730.41**

5 **Other intangible assets**

Gross block	**Software**
As at April 1, 2017	**16.47**
Additions	0.91
Disposal	(2.11)
As at March 31, 2018	**15.27**
Additions	3.53
Disposal	-
As at March 31,2019	**18.80**
Accumulated amortization	
As at April 1, 2017	**11.84**
For the year	1.66
Disposals	(1.93)
As at March 31, 2018	**11.57**
For the year	1.78
Disposals	-
As at March 31, 2019	**13.35**
As at March 31, 2018	3.70
As at March 31, 2019	**5.45**

		As at March 31, 2019	As at March 31, 2018
6	**Investments**		
	Investments measured at fair value through statement of profit and loss		
(I)	**Non-current investments**		
	Unquoted		
a)	Nil (March 31, 2018: 3,000) Class A equity shares of ₹ 10/- each fully paid in Clean Switch India Private Limited	**-**	4.50
b)	42,000 (March 31, 2018: 1,40,000) Class B equity shares of ₹ 10/- each fully paid in Clean Switch India Private Limited	**4.20**	14.00
c)	4,85,574 (March 31, 2018: Nil) equity shares of ₹ 10/- each fully paid in Gamma Green Power Private Limited	**48.56**	-
	Total non-current investments (i)	**52.76**	18.50

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019 (Contd.)
(All amounts are in lakhs of Indian Rupees, except share data and as stated)

		As at March 31, 2019	As at March 31, 2018
(II)	**Current investments**		
	Investments in equity instruments		
	Quoted		
a)	1,000 (March 31, 2018: 1,000) equity shares of ₹ 2/- each, fully paid in Sterling Tools Limited	**3.25**	3.63
b)	83 (March 31, 2018: 83) equity shares of ₹ 10/- each, fully paid up in Lakshmi Precision Screws Limited	**0.01**	0.03
c)	500 (March 31, 2018: 500) equity shares of ₹ 2/- each, fully paid up in Simmonds-Marshall Limited	**0.38**	0.58
d)	50 (March 31, 2018: 50) equity shares of ₹ 2/- each, fully paid up in Bharat Forge Limited	**0.26**	0.35
e)	13,900 (March 31, 2018: 13,900) equity shares of ₹ 10/- each, fully paid up in Sundaram Brake Linings Limited	**44.74**	70.25
f)	660 (March 31, 2018: 660) equity shares of ₹ 1/- each, fully paid up of State Bank of India	**2.12**	1.65
g)	1,994 (March 31, 2018: 1,994) equity shares of ₹ 5/- each, fully paid up in Sundaram Clayton Limited	**57.64**	96.05
h)	1,994 (March 31, 2018: 1,994) equity shares of ₹ 5/- each, fully paid up in WABCO-INDIA Limited	**132.84**	158.14
i)	1,968 (March 31, 2018: 1,968) equity shares of ₹ 10/- each, fully paid up in India Motor Parts and Accessories Limited	**17.81**	20.17
	Total current investments (ii)	**259.05**	350.85
	Total (i+ii)	**311.81**	369.35
	Aggregate amount of quoted investments and market value thereof	**259.05**	350.85
	Aggregate value of unquoted investments	**52.76**	18.50
	Aggregate amount of impairment in value of investments	**-**	-

		As at March 31, 2019		As at March 31, 2018	
		Non-current	**Current**	Non-current	Current
7	**Loans**				
	(Unsecured considered good, unless otherwise stated)				
	Loans to employees	**17.20**	**9.04**	19.14	11.32
		17.20	**9.04**	19.14	11.32
8	**Other financial assets**				
	(Unsecured considered good, unless otherwise stated)				
	Security deposits	**364.27**	**-**	328.72	-
	Claims receivable	**-**	**-**	-	27.25
	Interest receivable	**-**	**0.05**	-	0.03
	The Company's exposure to credit risk ad loss allowances are disclosed in Note 29.	**364.27**	**0.05**	328.72	27.28

9 Income Tax

A Amount recognised in statement of profit and loss

	Year ended March 31, 2019	Year ended March 31, 2018
Current tax (a)		
Current period	**410.00**	820.00
Tax relating to earlier period	**(341.83)**	6.27
Deferred tax (b)	**68.17**	826.27
Attributable to - origination and reversal of temporary differences	**258.57**	(20.56)
Attributable to - origination and reversal of temporary differences relating to earlier period	**216.02**	-
Tax relating to earlier period (c)	**474.59**	(20.56)
Tax expense (a) + (b) + (c)	**542.76**	805.71

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019 (Contd.)
(All amounts are in lakhs of Indian Rupees, except share data and as stated)

B Income tax recognised in other comprehensive income

	As at March 31, 2019			As at March 31, 2018		
	Amount	**Tax benefit**	**Net of tax**	Amount	Tax benefit	Net of tax
Remeasurements of defined benefit liability	**(4.73)**	**1.37**	**(3.36)**	(3.79)	1.31	(2.48)
Total	**(4.73)**	**1.37**	**(3.36)**	(3.79)	1.31	(2.48)

	Year ended March 31, 2019	Year ended March 31, 2018
C Income tax recognised directly in equity	**-**	-

D Reconciliation of effective tax rate

	Year ended March 31, 2019		Year ended March 31, 2019	
	%	**Amount**	%	Amount
Profit before tax		**2,147.45**		2,550.23
Tax using the Company's domestic tax rate	**29.12%**	**625.34**	34.61%	882.58
Effect of:				
- Fair valuation of investments	**1.24%**	**26.73**	(1.14%)	(28.93)
- CSR expenditure disallowance, net	**0.24%**	**5.17**	0.34%	8.59
- (Profit)/Loss on sale of assets	**(0.05%)**	**(1.13)**	0.18%	4.52
- Tax relating to earlier years	**(5.86%)**	**(125.81)**	0.00%	-
- Others	**0.59%**	**12.46**	2.40%	(61.05)
Effective tax rate / tax expense	**25.28%**	**542.76**	31.59%	805.71

E Recognised deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following

	Deferred tax assets		**Deferred tax liabilities**		**Net deferred tax (assets) / liabilities**	
	As at March 31, 2019	As at March 31, 2018	**As at March 31, 2019**	As at March 31, 2018	**As at March 31, 2019**	As at March 31, 2019
Property, plant and equipment and other intangibles	**-**	-	**528.84**	271.14	**528.84**	271.14
Unamortised leasehold land	**-**	584.19	**-**	-	**584.19**	27
Provision for employee benefits	**33.84**	33.41	**-**	-	**(33.84)**	(33.41)
Loss allowance on trade receivables	**7.04**	6.97	**-**	-	**(7.04)**	(6.97)
Umamortised leasehold land	**-**	-	**584.19**	-	**584.19**	-
Sub-total	**40.88**	40.38	**1,113.03**	271.14	**1,072.15**	230.76
MAT credit entitlement	**290.26**	-	**-**	-	**(290.26)**	-
	331.14	40.38	**1,113.03**	271.14	**781.89**	230.76

Movement in temporary differences for the year ended March 31, 2019

	Balance as at April 1, 2018	**Recognized in profit and loss during 2018-19**	**Recognized in OCI during 2018-19**	**Others**	**Balance as at March 31, 2019**
Property, plant and equipment and other intangibles	271.14	**257.70**	**-**	**-**	**528.84**
Unmamortised leasehold land	-	**584.19**	**-**	**-**	**584.19**
Provision for employee benefits	(33.41)	**0.94**	**(1.37)**	**-**	**(33.84)**
Loss allowance on trade receivables	(6.97)	**(0.07)**	**-**	**-**	**(7.04)**
Sub-total	230.76	**842.76**	**(1.37)**	**-**	**1,072.15**
MAT credit entitlement	-	**(368.17)**	**-**	**77.91**	**(290.26)**
Total	230.76	**474.59**	**(1.37)**	**77.91**	**781.89**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019 (Contd.)
(All amounts are in lakhs of Indian Rupees, except share data and as stated)

Movement in temporary differences for the year ended March 31, 2018

	Balance as at April 1, 2017	Recognized in profit and loss during 2017-18	Recognized in OCI during 2017-18	Others	Balance as at March 31, 2018
Property, plant and equipment and other intangibles	286.92	(15.78)	-	-	271.14
Provision for employee benefits	(34.29)	2.19	(1.31)	-	(33.41)
Loss allowance on trade receivables	-	(6.97)	-	-	(6.97)
Total	252.63	(20.56)	(1.31)	-	230.76

F Other tax assets/liabilities

	As at March 31, 2019		As at March 31, 2018	
	Non-current	**Current**	Non-current	Current
i) Advance tax, net	**336.88**	**142.19**	190.99	-
ii) Provision for taxation, net	**-**	**-**	-	425.48
	336.88	**142.19**	190.99	425.48

10 Other assets

	As at March 31, 2019		As at March 31, 2018	
	Non-current	**Current**	Non-current	Current
(Unsecured considered good, unless otherwise stated)				
Prepaid expenses	**50.45**	**31.42**	29.96	26.25
Capital advances	**71.35**	**-**	591.13	-
Claims receivable	**-**	**132.74**	-	230.73
Balance with statutory/government authorities	**-**	**63.03**	-	51.55
Advances to suppliers	**-**	**10.76**	-	2.69
Unamortised cost of leasehold land	**2,514.10**	**31.32**	2,545.42	30.92
	2,635.90	**269.27**	3,166.51	342.14

11 Inventories

	As at March 31, 2019	As at March 31, 2018
(Valued at lower of cost and net realizable value)		
Raw materials and components	**402.51**	648.60
(includes goods in transit of ₹ Nil (March 31, 2018 ₹ 149.36))		
Work-in-progress	**619.57**	595.39
Finished goods	**646.69**	696.67
(includes goods in transit of ₹ 229.40 (March 31, 2018 ₹ 196.39))		
Stores and spares	**111.51**	109.83
Loose tools	**230.01**	203.84
Packing materials	**15.41**	14.43
	2,025.71	**2,268.76**

12 Trade receivables

	As at March 31, 2019	As at March 31, 2018
Trade receivables considered good - unsecured	**3,043.76**	3,367.06
Less: Loss allowance	**(24.18)**	(24.18)
Net trade receivables	**3,019.58**	3,342.88

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

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019 (Contd.)
(All amounts are in lakhs of Indian Rupees, except share data and as stated)

	As at March 31, 2019	As at March 31, 2019
13 Cash and cash equivalents		
Balances with banks in current accounts	**2.68**	2.64
Cash on hand	**0.24**	0.74
	2.92	3.38

Note: The disclosures regarding details of specified Bank notes held and transacted during November 8, 2016 to December 30, 2016 has not been made in these financial statements since the requirement does not pertain to financial year ended March 31, 2019.

	As at March 31, 2019	As at March 31, 2018
14 Share capital and other equity		
A Share capital		
Authorized		
11,999,000 (March 31, 2018: 11,999,000) equity shares of ₹ 10/- each	**1,199.90**	1,199.90
1,000 (March 31, 2018: 1,000) redeemable preference shares of ₹ 10/- each	**0.10**	0.10
	1,200.00	1,200.00
Issued, subscribed and fully paid up		
11,899,674 (March 31, 2018: 11,899,674) equity shares of Rs.10/- each	**1,189.97**	1,189.97
	1,189.97	1,189.97

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

	As at March 31, 2019		As at March 31, 2018	
	No. of shares	**Amount**	No. of shares	Amount
Equity shares of ₹ 10/- each fully paid up				
At the beginning of the year	**11,899,674**	**1,189.97**	11,899,674	1,189.97
Add: Equity shares issued during the year	**-**	**-**	-	-
At the end of the year	**11,899,674**	**1,189.97**	11,899,674	1,189.97

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

The Company has two class of shares viz., redeemable preference shares of face value of ₹ 10/- each and equity shares of face value of ₹ 10/- each. Each holder of equity share is entitled to one vote per share. The equity shares are entitled to receive dividend as declared from time to time the same is declared. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Company.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. The terms and conditions of redeemable preference shares will be determined at the time of issue of such shares. The Company has not issued any redeemable preference shares and paid up capital consists only of equity shares.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019 (Contd.)
(All amounts are in lakhs of Indian Rupees, except share data and as stated)

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

	As at March 31, 2019		As at March 31, 2018	
	Nos.	**% holding**	Nos.	% holding
Equity shares of ₹ 10/- each fully paid up held by				
Sundram Fasteners Limited and its nominees, Holding company	**11,899,674**	**100.00%**	11,899,674	100.00%

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

(e) Capital management

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

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

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

		As at March 31, 2019	As at March 31, 2018
Total debt (bank and other borrowings)		**9,382.70**	6,115.65
Cash and cash equivalents		**(2.92)**	(3.38)
Net debt	**A**	**9,379.78**	6,112.27
Total equity		**7,401.37**	6,404.27
Equity	**B**	**7,401.37**	6,404.27
Net debt to equity	**C = (A/B)*100**	**126.73%**	95.44%

	Year ended March 31, 2019	Year ended March 31, 2018
B Other equity		
(i) Dividends		
The following dividends were declared and paid by the Company during the year:		
Final dividend ₹ 2.50/- per equity share (March 31, 2018: ₹ 2/-)	**297.49**	237.99
(DDT) on above	**61.15**	48.45
Interim dividend - ₹ 2/- per equity share (March 31, 2018: ₹ 1/-) for the respective years	**237.99**	119.00
Dividend distribution tax (DDT) on above	**48.92**	24.23
	645.55	429.67

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

ii) After the reporting dates the following dividends (excluding dividend distribution tax) were proposed by the directors subject to the approval at the annual general meeting; these dividends have not been recognised as liabilities and would attract dividend distribution tax when declared or paid.

	Year ended March 31, 2019	Year ended March 31, 2018
Final dividend of ₹ 1.50/- (March 31, 2018: ₹ 2.50/-) per equity share	178.50	297.49
	178.50	297.49

iii) **Nature and purpose of other reserves**

Deemed equity

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

15 Earnings per share (EPS)

Net profit attributable to equity shareholders	(A)	1,604.69	1,744.52
Weighted average number of equity shares outstanding as at reporting date	(B)	11,899,674	11,899,674
Basic earnings per equity share	**(A/B) (in ₹)**	**13.49**	**14.66**

Diluted EPS

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

	As at March 31, 2019		As at March 31, 2018	
	Non-current	Current	Non-current	Current
16 Borrowings				
Financial liabilities at amortised cost				
a) Secured				
Term loan (refer note 1 below)				
From banks in local currency	5,800.00	-	4,800.00	-
Working Capital Loans				
Working capital facility from bank (refer note 2 below)	-	3,007.70	-	740.65
	5,800.00	3,007.70	4,800.00	740.65
Less: Current maturities of long term borrowings	(1,200.00)	-	-	-
	4,600.00	3,007.70	4,800.00	740.65
b) Unsecured				
Working capital loan from holding company (refer note 3 below)	-	575.00	-	575.00
	-	575.00	-	575.00
Total	4,600.00	3,582.70	4,800.00	1,315.65

Note:

(1) Term loan from banks include

The Company has outstanding term loan from bank carrying interest rate ranging from 8.10% to 9.00% p.a. The loans is secured by exclusive mortgage on the factory land and building at SIPCOT, Oragadam-Vallam and first pari pasu charge on moveable fixed assets of the company and CG given by holding Company.

(2) Working capital loan from banks include

The Company has availed various working capital facilities from banks carrying interest rates in the range of 5.00% to 10.00% p.a.The facilities are repayable on demand and secured by hypothecation of current assets consisting of stocks of receivables, raw materials, work-in-process and finished goods.

(3) Working capital loan from holding company

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

4) Reconciliation of cashflows from financing activities

	As at March 31, 2019	As at March 31, 2018
Cash and cash equivalents	(2.92)	(3.38)
Current borrowings	3,582.70	1,315.65
Non-current borrowings	5,800.00	4,800.00
Net debt	9,379.78	6,112.27

	Other assets	Liabilities from financing activities		Total
	Cash and cash equivalents	Current borrowings	Non-current borrowings	
Net debt as at April 1, 2017	4.41	2,628.37	2,568.52	5,201.30
Net cash flows	(1.03)	(1,312.72)	2,066.39	752.64
Foreign exchange adjustments	-	-	-	-
Other non-cash movement	-	-	165.09	165.09
Net debt as at April 1, 2018	(3.38)	1,315.65	4,800.00	6,112.27
Net cash flows	0.46	2,267.05	1,000.00	3,267.51
Foreign exchange adjustments	-	-	-	-
Other non-cash movement	-	-	-	-
Net debt as at March 31, 2019	(2.92)	3,582.70	5,800.00	9,379.78

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019 (Contd.)
(All amounts are in lakhs of Indian Rupees, except share data and as stated)

	As at March 31, 2019 Non-current	As at March 31, 2019 Current	As at March 31, 2018 Non-current	As at March 31, 2018 Current
17 Provisions				
Provision for employee benefits				
Gratuity (refer note (i)(a))	**89.57**	**21.09**	102.23	13.63
Compensated absences (refer note (i)(b))	**69.92**	**8.39**	50.34	5.73
Total of provision for employee benefits (A)	**159.49**	**29.48**	152.57	19.36
Other provisions				
Provision for dividend distribution tax	-	48.92	-	-
Total of other provisions (B)	**-**	**48.92**	**-**	**-**
Total provisions (A+B)	**159.49**	**78.40**	**152.57**	**19.36**

(i) Defined Benefit Plan

(a) Gratuity

1) Chennai unit

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

The following tables summarise the components of net benefit expenses recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the Gratuity.

Particulars		As at March 31,2019	As at March 31, 2018
Amount recognised in statement of profit and loss		**16.10**	15.25
Amount recognised in other comprehensive income		**4.67**	5.46
Total expense		**20.77**	20.71
Net employee benefit expense			
Recognised in statement of profit and loss			
Current Service cost		**8.83**	8.98
Interest cost on benefit obligation		**7.27**	6.27
	(A)	**16.10**	**15.25**
Recognised in other comprehensive income			
Net actuarial loss recognized in the year	(B)	**4.67**	5.46
Net benefit expense	(A) +(B)	**20.77**	20.71

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019 (Contd.)
(All amounts are in lakhs of Indian Rupees, except share data and as stated)

	As at March 31, 2019	As at March 31, 2018
Net defined obligation		
Present value of defined benefit obligation	**101.70**	103.20
Fair value of plan assets	**-**	-
	101.70	103.20
Changes in present value of the defined benefit obligation are as follows:		
Balance at the beginning of the year	**103.20**	84.82
Interest expense	**7.27**	6.27
Current service cost	**8.83**	8.98
Benefits paid	**(22.27)**	(2.33)
Actuarial loss on obligation	**4.67**	5.46
Balance at the end of the year	**101.70**	**103.20**
Principal actuarial assumptions used :		
Discount rate	**7.50%**	7.90%
Salary escalation rate	**7.00%**	7.00%
Attrition rate	**5.00%**	5.00%

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

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

	Discount rate		Salary escalation rate	
March 31, 2019	**Increase**	**Decrease**	**Increase**	**Decrease**
- Sensitivity Level (%)	1.00%	1.00%	1.00%	1.00%
- Impact on defined benefit obligation	(8.13)	9.35	8.28	(7.35)
March 31, 2018				
- Sensitivity Level (%)	1.00%	1.00%	1.00%	1.00%
- Impact on defined benefit obligation	(8.65)	9.98	8.93	(7.90)

2) Hosur unit

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

Contribution made to the defined benefit plan (including ₹ 0.06 (March 31, 2018 : ₹ (1.67)) recognised in other comprehensive income	8.96	12.66

Note: The Company believes that there is no further payment/ refund expected towards its employees out of fund remittances made centrally by the holding company.

Classification		
- Current	21.09	13.63
- Non-current	89.57	102.23

(b) Compensated absences

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

	Year ended March 31, 2019	Year ended March 31, 2018
Recognised in Statement of Profit & Loss		
Current service cost	**12.53**	11.82
Interest cost on benefit obligation	**4.32**	2.27
Net actuarial (gain)/loss recognised	**8.36**	13.73
	25.21	27.82

	As at March 31, 2019	As at March 31, 2018
Principal actuarial assumptions used :		
Discount rate	**7.50% - 7.80%**	7.90%
Salary escalation rate	**7.00% - 10.00%**	7.00% - 10.00%
Attrition rate	**1.00% - 5.00%**	1.00% - 5.00%

	As at March 31, 2019	As at March 31, 2018
18 Trade payables		
Due to related parties	**20.79**	65.74
Dues to Micro, Small and Medium Enterprises (MSME)	**154.69**	-
Dues to others	**1,579.74**	2,077.01
	1,755.22	2,142.75

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

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum in accordance with the Micro, Small and Medium Enterprise Development Act, 2006 ('the Act'). Accordingly, the disclosure in respect of the amounts payable to such enterprises as at reporting dates have been made in the financial statements based on information received and available with the Company. Further in view of the Management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Company has not received any claim for interest from any supplier as at the balance sheet date.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019 (Contd.)
(All amounts are in lakhs of Indian Rupees, except share data and as stated)

Particulars	**As at March 31, 2019**	As at March 31, 2018
(a) the principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year;	**154.69**	-
(b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
(c) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
(d) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
(e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

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

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

Particulars	**As at March 31, 2019**	As at March 31, 2018
19 Other financial liabilities		
Financial liabilities at amortised cost		
Current maturities of term loans from banks (secured)	**1,200.00**	-
Interest accrued but not due on borrowings	**43.52**	25.83
Trade deposits	**2.60**	0.10
Employee benefits payable	**205.53**	188.95
Payable towards purchase of capital goods	**1,052.06**	150.25
	2,503.71	365.13
20 Other current liabilities		
Advance from customer	**5.01**	6.44
Statutory dues	**48.85**	105.12
	53.86	111.56

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019 (Contd.)
(All amounts are in lakhs of Indian Rupees, except share data and as stated)

		Year ended March 31, 2019	Year ended March 31, 2018
21	**Revenue from operations**		
	a) Sale of products	**15,928.04**	14,532.18
	b) Rending of services	**412.17**	518.97
	c) Other operating revenues (refer note (i) below)	**641.84**	490.02
	Total	**16,982.05**	15,541.17
	Note:		
	(i) Other operating revenues		
	Scrap sales	**418.63**	349.59
	Export incentives	**215.96**	139.61
	Others	**7.25**	0.82
		641.84	490.02
	(ii) Disaggregaton of revenue from contracts with Customers		
	In following disclosure, revenue from contracat with customers have been disaggregated based on type of revenue and customers		
	a) Revenue from sale products		
	(i) Domestic (including retail sales)	**11,079.27**	10,546.42
	(ii) Exports	**4,848.77**	3,985.76
		15,928.04	14,532.18
	b) Recenue from rendering of services	**412,17**	518.97
	c) Scrap sales	**418.63**	349.59
	d) Total revenue from contracts with customers (a+b+c)	**16,758.84**	15,400.74
	e) Other operating revenues		
	- Export incentives	**215.96**	139.61
	- Others	**7.25**	0.82
	- Total other operating revenue (e)	**223.21**	140.43
	Total revenue from operations (d+e)	**16,982.05**	15,541.17
22	**Other income**		
	Interest income	**26.18**	16.61
	Net foreign exchange gain	**138.44**	130.16
	Fair value gain on financial instruments measured at fair value through profit or loss	**-**	83.59
	Dividend income	**1.62**	0.93
	Profit on sale of property, plant and equipment	**3.89**	0.01
	Miscellaneous income	**66.80**	2.42
		236.93	233.72

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019 (Contd.)
(All amounts are in lakhs of Indian Rupees, except share data and as stated)

		Year ended March 31, 2019	Year ended March 31, 2018
23	**Cost of materials consumed**		
	Opening stock of raw materials and components	**648.60**	291.94
	Add : Purchases made during the year	**6,166.40**	6,169.41
	Less: Closing stock of raw materials and components	**402.51**	648.60
		6,412.49	5,812.75
24	**Changes in inventories of finished goods and work-in-progress**		
	A) Opening stock:		
	Work-in-progress	**595.39**	437.85
	Finished goods	**696.67**	465.95
	Excise duty on finished goods	**-**	18.72
		1,292.06	922.52
	B) Closing stock:		
	Work-in-progress	**619.57**	595.39
	Finished goods	**646.69**	696.67
		1,266.26	1,292.06
	Total (A- B)	**25.80**	(369.54)
25	**Employee benefits expense**		
	Salaries and wages	**1,796.08**	1,414.11
	Expenses related to compensated absences	**25.21**	27.82
	Expenses related to post-employment defined benefit plan	**25.00**	29.58
	Contribution to provident and other funds	**64.30**	102.88
	Staff welfare expenses	**139.60**	128.51
		2,050.19	1,702.90
26	**Finance costs**		
	Interest expense on financial liabilities measured at amortised cost	**624.95**	375.24
	Applicable net loss on foreign currency transactions and translation to the extent regarded as borrowing costs	**-**	27.55
	Less: Amount capitalised (also see note below)	**(258.88)**	(89.15)
		366.07	313.64

Note: The capitalisation rate used to determine the amount of borrowing costs to be capitalised is the weighted average interest rate applicable to the entity's borrowing, both specific and general, in the range of 7% to 9% (March 31, 2018: 6% to 9%)

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

		Year ended March 31, 2019	Year ended March 31, 2018
27	**Depreciation and amortisation expense**		
	Depreciation on property, plant and equipment	**560.19**	426.41
	Amortisation on other intangible assets	**1.78**	1.66
		561.97	428.07
28	**Other expenses**		
	Consumption of stores, tools and spares	**3,765.16**	3,686.71
	Power and fuel	**700.59**	624.36
	Repairs and maintenance		
	- building	**17.21**	8.90
	- plant and equipment	**52.44**	38.32
	- other assets	**2.53**	1.98
	Rent	**36.28**	75.17
	Rates and taxes	**30.25**	71.23
	Insurance	**20.42**	16.44
	Freight and cartage outward	**469.40**	260.85
	Advertisement and sales promotion	**0.46**	6.61
	Payment to auditors (refer (a) below)	**4.33**	2.50
	Loss on sale of property, plant and equipment, Net	**-**	13.07
	Bank charges	**6.55**	4.26
	Printing and stationery	**22.52**	17.62
	Travel expenses	**62.79**	38.66
	Postage and telecom expenses	**12.40**	12.09
	Consultancy	**228.57**	55.67
	Allowance towards trade receivables	**-**	24.18
	Corporate social responsibility expenditure (refer (b) below)	**35.49**	24.83
	Fair value loss on financial instruments at fair value through profit or loss	**91.80**	-
	Miscellaneous expenses	**95.82**	61.48
		5,655.01	5,044.93

		Year ended March 31, 2019	Year ended March 31, 2018
(a)	**Payment to auditors**		
	a) As auditors	**2.00**	2.00
	b) Taxation matters	**0.50**	0.50
	c) Other services	**1.00**	-
	d) Reimbursement of expenses	**0.83**	-
		4.33	2.50
(b)	**Details of corporate social responsibility expenditure**		
	(A) Amount required to be spent by the Company during the year	**35.33**	24.50
	(B) Amount spent during the year		
	(i) Construction/ acquisition of any asset	**-**	-
	(ii) On purposes other than (i) above	**35.49**	24.83

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019 (Contd.)
(All amounts are in lakhs of Indian Rupees, except share data and as stated)

29 Financial instruments - Fair values and risk management

A Accounting classification and fair values

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

Particulars	March 31, 2019				March 31, 2018			
	FVTPL	FVOCI	Amortised Cost	Total	FVTPL	FVOCI	Amortised Cost	Total
Financial assets								
Investments	259.05	-	52.76	311.81	350.85	-	18.50	369.35
Trade receivables	-	-	3,019.58	3,019.58	-	-	3,342.88	3,342.88
Loans	-	-	26.24	26.24	-	-	30.46	30.46
Cash and cash equivalents	-	-	2.92	2.92	-	-	3.38	3.38
Security deposits	-	-	364.27	364.27	-	-	328.72	328.72
Claims receivable	-	-	-	-	-	-	27.25	27.25
Interest receivable	-	-	0.05	0.05	-	-	0.03	0.03
Total financial assets	259.05	-	3,465.82	3,724.87	350.85	-	3,751.22	4,102.07
Financial liabilities								
Borrowings	-	-	9,382.70	9,382.70	- -		6,115.65	6,115.65
Trade payables	-	-	1,755.22	1,755.22	-	-	2,142.75	2,142.75
Trade deposits	-	-	2.60	2.60	-	-	0.10	0.10
Interest accrued but not due on borrowings	-	-	43.52	43.52	-	-	25.83	25.83
Employee benefits payable	-	-	205.53	205.53	-	-	188.95	188.95
Payable towards purchase of capital goods	-	-	1,052.06	1,052.06	-	-	150.25	150.25
Total Financial Liabilities	-	-	12,441.63	12,441.63	-	-	8,623.53	8,623.53

Fair value measurement hierarchy

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

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

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

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

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019 (Contd.)
(All amounts are in lakhs of Indian Rupees, except share data and as stated)

29 Financial instruments - Fair values and risk management (continued)

B Accounting classification and fair values (continued)

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

Particulars	March 31, 2019				March 31, 2018			
	Carrying amount	Fair Value			Carrying amount	Fair Value		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
Financial Assets								
Investments #	**311.81**	**259.05**	**-**	**-**	369.35	350.85	-	-
Trade receivables #	**3,019.58**	**-**	**-**	**-**	3,342.88	-	-	-
Loans #	**26.24**	**-**	**-**	**-**	30.46	-	-	-
Cash and cash equivalents #	**2.92**	**-**	**-**	**-**	3.38	-	-	-
Security deposits #	**364.27**	**-**	**-**	**-**	328.72	-	-	-
Claims receivable #	**-**	**-**	**-**	**-**	27.25	-	-	-
Interest receivable #	**0.05**	**-**	**-**	**-**	0.03	-	-	-
Total financial assets	**3,724.87**	**259.05**	**-**	**-**	4,102.07	350.85	-	-
Financial liabilities								
Borrowings #	**9,382.70**	**-**	**-**	**-**	6,115.65	-	-	-
Trade payables #	**1,755.22**	**-**	**-**	**-**	2,142.75	-	-	-
Trade deposits #	**2.60**	**-**	**-**	**-**	0.10	-	-	-
Interest accrued but not due on borrowings #	**43.52**	**-**	**-**	**-**	25.83	-	-	-
Employee benefits payable #	**205.53**	**-**	**-**	**-**	188.95	-	-	-
Payable towards purchase of capital goods #	**1,052.06**	**-**	**-**	**-**	150.25	-	-	-
Total financial liabilities	**12,441.63**	**-**	**-**	**-**	8,623.53	-	-	-

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

Level 1: This hierarchy includes financial instruments quoted (unadjusted) prices in active markets for identical assets or liabilities. This includes listed equity instruments , whose fair value is valued using closing price at the reporting period.

Level 2: The fair value of financial instruments that are not traded in active market is determined using valuation techniques which maximise the use of observable market data.

Level 3: The fair value of instruments is determined by one or more significant inputs not based on observable data. This includes unlisted equity securities.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019 (Contd.)
(All amounts are in lakhs of Indian Rupees, except share data and as stated)

C Financial risk management

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

- Market risk
- Credit risk
- Liquidity risk

Financial risk management framework

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

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

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

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

The Company is exposed to market risk, credit risk and liquidity risk. The Company's overall risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the company. The Company uses derivative financial instruments, such as foreign exchange forward contracts to hedge foreign currency risk exposure as necessary.

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

(i) Market risk

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

a) Interest rate risk

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

The Company constantly monitors the credit markets and rebalances its financing strategies to achieve an optimal maturity profile and financing cost. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate borrowings. As at March 31, 2019, approximately 14 % (March 31, 2018: 21%) of the Company's borrowings are at a fixed rate of interest.

Interest rate sensitivity

The following table illustrates the sensitivity to profits and equity to a reasonably possible change in interest rates of +/- 1% for the year ended March 31, 2019 (March 31, 2018: +/- 1%). These changes are considered to be reasonably possible based on observation of current market conditions. The calculations are based on a change in the average market interest rate for each period, and the financial instruments held at each reporting date that are sensitive to changes in interest rates. All other variables are held constant.

Interest rate exposure

Particulars	Floating rate	Fixed rate	Total borrowings
As at March 31, 2019	**8,107.70**	**1,275.00**	**9,382.70**
As at March 31, 2018	**4,840.65**	**1,275.00**	**6,115.65**

		As at March 31, 2019	As at March 31, 2018
Increase	**+1%**	**81.08**	48.41
Decrease	**-1%**	**(81.08)**	(48.41)

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

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

Accounting classification and fair values (continued)

b) Foreign currency risk

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

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

The Company manages its foreign currency risk by hedging transactions through forward contracts, for the repayment of short and long term borrowings and payables arising out of procurement of raw materials and other components. When a derivative is entered into for the purpose of being a hedge, the Company negotiates the terms of those derivatives to match the terms of the hedged exposure.

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

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

	Short term exposure			Long-term exposure		
	USD	**EURO**	**Others**	**USD**	**EURO**	**Others**
March 31, 2019						
Financial assets	795.58	237.52	-	-	-	-
Financial liabilities	(62.91)	(83.08)	(11.94)	-	-	-
	732.67	**154.44**	**(11.94)**	**-**	**-**	**-**
March 31, 2018						
Financial assets	810.04	452.16	-	-	-	-
Financial liabilities	(5.12)	(60.47)	(5.49)		-	-
	804.92	**391.69**	**(5.49)**	**-**	**-**	**-**

Foreign currency sensitivity

The following table illustrates the sensitivity of profit and equity in regards to the Company's financial assets and financial liabilities and the USD/ Rs.exchange rate and EURO/Rs. exchange rate 'all other things being equal'. If the Indian Rupee had strengthened/ weakened against the respective currency 5% during the year ended March 31, 2019 (March 31, 2018: 5%), then this would have had the following impact on profit before tax and equity:

	Strengthening		Weakening	
	Year ended March 31, 2019	Year ended March 31, 2018	**Year ended March 31, 2019**	Year ended March 31, 2018
Increase/ (decrease) in profit and equity				
USD	**36.63**	40.25	**(36.63)**	(40.25)
EURO	**7.72**	19.58	**(7.72)**	(19.58)
Others	**(0.60)**	(0.27)	**0.60**	0.27
	43.75	59.56	**(43.75)**	(59.56)

c) Equity price risk

The Company's investments in listed and unlisted equity securities are current. All the investments in the equity portfolio are reviewed and approved by the Board of Directors. As at the reporting date the investments in equity instruments amounted to ₹ 311.81 (March 31, 2018: ₹ 369.35)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019 (Contd.)

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

(ii) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including, foreign exchange transactions and other financial instruments.

Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of the Company's trade receivables, certain loans and advances and other financial assets. The Company enters into long term contracts with its customers whereby it mitigates the risk exposure on high risk customers. Further, 2 customers (March 31, 2018: 1) individually contribute to more than 10% of the Company's total revenues. Outstanding customer receivables are regularly monitored and reviewed by by the Management periodically.

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

Particulars	**Reference**	**As at 31 March 2019**	As at 31 March 2018
Investments	(i)	**311.81**	369.35
Trade receivables	(ii)	**3,019.58**	3,342.88
Loans	(iii)	**26.24**	30.46
Cash and cash equivalents	(iv)	**2.92**	3.38
Security deposits	(v)	**364.27**	328.72
Claims receivable	(v)	**-**	27.25
Interest receivable	(v)	**0.05**	0.03
Total		**3,724.87**	4,102.07

(i) Investments

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

(ii) Trade receivables

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

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

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

	As at March 31, 2019	As at March 31, 2018
Not more than 180 days	**2,958.84**	3,349.25
More than 180 days	**84.92**	17.81
Sub-total	**3,043.76**	3,367.06
Less: Loss allowance in accordance with expected credit loss model	**(24.18)**	(24.18)
Total	**3,019.58**	3,342.88

Based on expected credit loss model, the Company has provided for ₹ 24.18 (March 31, 2018: ₹ 24.18)

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

(iii) Loans

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

	As at March 31, 2019	As at March 31, 2018
Loans to employees	**26.24**	30.46
Net carrying amount	**26.24**	30.46

(iv) Cash and cash equivalents

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

(v) Others

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

(iii) **Liquidity risk**

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

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

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

	As at March 31, 2019			As at March 31, 2018		
Particulars	**Carrying amount**	**Less than 180 days**	**More than 180 days**	**Carrying amount**	**Less than 180 days**	**More than 180 days**
Borrowings*	**9,382.70**	**4,182.70**	**5,200.00**	6,115.65	1,315.65	4,800.00
Trade payables	**1,755.22**	**1,755.22**	**-**	2,142.75	2,142.75	-
Trade deposits	**2.60**	**2.60**	**-**	0.10	0.10	-
Interest accrued but not due on borrowings	**43.52**	**43.52**	**-**	25.83	25.83	-
Employee benefits payable	**205.53**	**205.53**	**-**	188.95	188.95	-
Payable towards purchase of capital goods	**1,052.06**	**1,052.06**	**-**	150.25	150.25	-
Total	**12,441.63**	**7,241.63**	**5,200.00**	8,623.53	3,823.53	4,800.00

*excluding contractual interest payments

(iv) **Offsetting financial assets and financial liabilities**

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

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019 (Contd.)
(All amounts are in lakhs of Indian Rupees, except share data and as stated)

30 Contingent liabilities and commitments

(to the extent not provided for)

Contingent liabilities	As at March 31, 2019	As at March 31, 2018
(a) Claims against the company not acknowledged as debt		
- Sales tax / Entry Tax - under appeal	**630.89**	585.01
- Income-tax - under appeal	**92.68**	92.68
	723.57	677.69

Note:

(i) The Hon'ble Supreme Court in its ruling dated February 28, 2019 held that the allowances paid to employees are essentially a part of basic wage, which are necessarily and ordinarily paid to all employees and are to be treated as wages for the purpose o ('PF') Providend Fund contribution, with fewer exception to the same. Based on legal advice, considering the interepretative challenges surrounding the retrospective application of the judgement and absence of reliable measurement of provisions relating to earlier periods, this matter has been disclosed as a contingent liabilty.

(ii) The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in this standalone financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial positions.

(b) Guarantees excluding financial guarantees	**-**	59.24
(c) Other money for which the company is contingently liable comprising of letter of credit	**38.66**	659.62
Capital commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for	**406.36**	3,947.03

31 Related party disclosures

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

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

Ultimate Holding Company	TV Sundram Iyengar & Sons Private Limited, Madurai
Holding Company	Sundram Fasteners Limited, Chennai
Fellow Subsidiaries	TVS Infotech Limited., Chennai
	Sundram Fasteners Investments Limited., Chennai,
	Sundram Non-Conventional Energy Systems Limited., Chennai,
	Sundram Precision Components Limited., Chennai
	Sundram International Limited, UK,
	Sundram International Inc, Michigan, USA,
Key Management Personnel	Arundathi Krishna, Managing Director
Subsidiaries / joint ventures / associates of ultimate holding company:	Southern Roadways Ltd., Madurai
	TVS Electronics Limited
	The Associated Auto Parts Private Limited
	TVS Motor Company Limited
	Wheels India Limited
	Lucas Indian Services Limited
	Lucas TVS Limited
	Sundaram-Clayton Limited

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

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

Nature of Transaction	Ultimate holding Company	Holding Company	Fellow Subsidiaries	Subsidiaries / joint ventures / associates of ultimate holding company	Enterprise in which key management personnel have significant influence
Purchases					
Goods and Materials	-	91.94	-	-	-
	-	(110.98)	-	-	-
Sales					
Goods and Materials	136.45	984.35	-	1,722.16	-
	(87.26)	(1,011.81)	-	(1,523.22)	-
Services					
Rendered	-	412.11	-	0.06	-
	-	(517.43)	-	-	-
Received	-	48.29	31.10	-	-
	-	(113.73)	(29.26)	-	-
Borrowings and finance costs					
Repayment of Loan	-	-	-	-	-
	-	-	-	-	(115.00)
Interest on Inter Corporate Deposit	-	47.44	-	-	-
	-	(44.68)	-	-	(4.69)
Dividend Received	-	-	-	0.72	-
	-	-	-	(0.63)	-
Dividend Paid	-	535.48	-	-	-
	-	(356.99)	-	-	-
Others					
Sale of property, plant and equipment	-	24.70	-	-	-
	-	-	-	-	-
Leasing inward or outward (or) hire purchase arrangements	-	13.46	-	-	-
	-	(59.11)	-	-	-
Guarantees & Collaterals furnished or availed	-	6,000.00	-	-	-
	-	(5,540.65)	-	-	-
Freight Charges	-	-	-	5.26	-
	-	-	-	(5.45)	-
Clearance Charges	-	-	-	0.94	-
	-	-	-	(0.51)	-
Outstanding balances					
Borrowings	-	575.00	-	-	-
	-	(575.00)	-	-	-
Due to the Company	10.36	87.79	-	370.48	-
	(7.53)	(216.98)	-	(331.79)	-
Due by the Company	-	20.58	-	0.21	
	-	(49.30)	(15.80)	(0.64)	-

(Previous year figures are in brackets)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019 (Contd.)
(All amounts are in lakhs of Indian Rupees, except share data and as stated)

III Terms and conditions of transactions with related parties

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

32 Segment reporting

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

33 Leases

The company had entered into lease agreements with respect of plant and equipments for a period up to five years, which are in the nature of operating leases. Lease agreements are renewable for further period or periods on terms and conditions mutually agreed between the parties. Any variations in lease rentals are made in the event of a change in the basis of computation of lease rentals by the lessor. There are no restrictions imposed by the lease arrangements, concerning dividends, additional debt & further leasing.

(i) Future minimum lease payments

The future minimum lease payments to be made under non-cancellable operating leases are as follows:

Particulars	As at March 31, 2019	As at March 31, 2018
Payable in less than one year	-	7.16
Payable between one and five years	-	-

(ii) Amounts recognised in the statement of profit and loss	**36.28**	75.17

34 Events after the reporting period

The Board of Directors of the Company has proposed final dividend in its meeting held on May 6, 2019 as disclosed under note 14B(ii).

The notes referred to above form an integral part of the financial statements

As per our report of even date attached

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

S Sethuraman
Partner
Membership No. 203491

Place : Chennai
Date : May 06, 2019

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

Suresh Krishna
Chairman
DIN : 00046919

Arundathi Krishna
Managing Director
DIN: 00270935

R Krishnan
Chief Financial Officer &
Company Secretary
ACS Membership No. 9994

S Meenakshisundaram
Director
DIN: 00513901