

TVS Engineering Limited

ANNUAL REPORT

**for the year ended
March 31, 2022**

TVS Engineering Limited

REPORT OF DIRECTORS TO THE MEMBERS

The Directors have pleasure in presenting the Second Annual Report together with the audited accounts for the year ended March 31, 2022.

FINANCIAL RESULTS

[₹ in Thousands]

Particulars	Financial Year 2021-2022	For the period from 10.02.2020 to 31.03.2021
Revenue from Operations	-	-
Expenses	9,778.25	6,845.25
Profit / (Loss) Before Tax	(9,778.25)	(6,845.25)
Less: Current and Deferred Tax	129.95	-
Net Profit / (Loss) After Tax	(9,908.20)	(6,845.25)
Balance Brought Forward	(6,845.25)	-
Balance Carried Forward	(16,753.45)	(6,845.25)

OPERATIONS

The Company is yet to commence manufacturing activities and the net loss for the year was ₹ 9,908.20 (in thousands) as against loss of ₹ 6,845.25 (in thousands) in the previous period.

DIVIDEND

In the view of loss incurred, the Directors do not propose any dividend for the year under review.

BOARD MEETINGS

During the year under review, there were 10 Board meetings, which were held on April 19, 2021, May 07, 2021, May 28, 2021, June 29, 2021, August 13, 2021, September 1, 2021, September 16, 2021, September 24, 2021, October 05, 2021 and January 28, 2022.

Sri Suresh Krishna and Sri S Meenakshisundaram, Directors attended all the meetings during the year under review, Ms Arathi Krishna and Ms Arundathi Krishna, Directors attended 9 out of 10 meetings during the year under review.

SHARE CAPITAL

During the year under review, the Company has increased its paid up share capital by allotting 6,00,000 Equity Shares (Rights Issue) at ₹ 10/- per equity share (on par) and 1,45,000 Equity shares (Rights Issue) at ₹ 10/- per equity share (on par) in favour of Sundram Fasteners Limited on May 28, 2021 and September 16, 2021 respectively on *pari passu* basis.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors confirm that: -

- in the preparation of annual accounts, all applicable accounting standards had been followed:
- they had selected appropriate accounting policies and applied them consistently, and 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 Loss of the Company for the year ended March 31, 2022.
- They had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the

Companies Act, 2013. As regards safeguarding the assets, the Directors had taken appropriate care on acquisition of assets.

- they had prepared the annual accounts on a going concern basis.
- they had devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the annual return in Form MGT – 9 is annexed herewith as **Annexure – I** and it forms part of Board's Report.

RELATED PARTY TRANSACTIONS

All related party transactions were entered at arm's 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 are enclosed vide **Annexure - II** forming part of this report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not granted any loans or made investments or furnished guarantees covered under the provisions of section 186 of the Companies Act, 2013.

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

This clause is not applicable as the Company, being a wholly-owned subsidiary of Sundram Fasteners Limited. The Company is not required to have an Independent Director on the Board of the Company by virtue of the exemption provided under Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

AUDIT COMMITTEE AND VIGIL MECHANISM

The Company is not required to have an Audit Committee as per Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014.

The provisions of Section 177 (9) relating to establishment of Vigil mechanism are not applicable to the Company.

DIRECTORS

Ms. Arundathi Krishna (DIN: 00270935), Director retires from the Board by rotation and being eligible, offers herself for re-appointment.

Sri Suresh Krishna, Chairman and Director has resigned from the Board of the Company effective from April 1, 2022 and Ms. Arathi Krishna, Director has been nominated as Chairperson of the Company with effect from April 11, 2022.

The provisions of Section 149 pertaining to the appointment of Independent Directors do not apply to your Company.

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

There was no Key Managerial Personnel appointed or resigned during the year.

CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of business during the year.

TVS Engineering Limited

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 this report.

AUDITORS

As per the provisions of Section 139 of the Companies Act, 2013 read with Rule 6(3) of the Companies (Audit and Auditors) Rules, 2014 M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai were appointed as Statutory Auditors of the Company at the First Annual General Meeting of the Company held on June 21, 2021 for a period of three consecutive years commencing from the conclusion of First Annual General Meeting until the conclusion of Fourth Annual General Meeting to be held in the calendar year 2024.

The Company has obtained necessary certificate under Section 139 of the Companies Act, 2013 from the auditor conveying their eligibility for the above-mentioned appointment as prescribed under Section 141 of the Companies Act, 2013. Their eligibility criteria were reviewed by the Board, as specified under Section 141 of the Companies Act, 2013.

DETAILS OF FRAUD REPORTED BY AUDITORS

M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai, the Statutory Auditors of the Company have stated that during the course of their audit, there were no fraud by the Company or on the Company by its officers noticed or reported in the Independent Auditors' Report which forms part of this Report.

BOARD'S COMMENT ON THE AUDITOR'S REPORT

There are no Qualifications, adverse remarks, and reservations made by Statutory Auditors in their report.

POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

Section 178(1) of the Companies Act, 2013 is not applicable as the Company has not met the specified criteria.

CONSERVATION OF ENERGY / TECHNOLOGY ABSORPTION

The Company did not carry any activity relating to conservation of energy and technology absorption during the year as manufacturing operations did not commence.

FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year under review, the company has made a foreign currency payment equivalent to ₹ 356.12 Thousands. There was no other earning or outgo during the 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.

CHANGE OF ULTIMATE HOLDING COMPANY

The Hon'ble National Company Law Tribunal, Chennai bench, vide its order dated December 6, 2021, had approved the composite scheme of amalgamation and arrangement (demerger) inter alia amongst T V Sundram Iyengar & Sons Private Limited ("TVSS"), Sundaram Industries Private Limited ("SIPL"), Southern Roadways Private Limited ("SRPL") and

TVS Sundram Fasteners Private Limited ("TPL") ("Composite Scheme") in accordance with Sections 230 to 232 and other applicable provisions under the Companies Act, 2013 read with the rules made thereunder and other applicable laws. The Composite Scheme was made effective on January 6, 2022 ("Effective Date").

As per the Composite Scheme, on the Effective Date, SIPL and SRPL have amalgamated with TVSS and have been dissolved without the process of winding up. As a result of this, the shareholding of SRPL in Sundram Fasteners Limited (SFL) consisting of 5,07,73,280 equity shares was vested in / transferred to TVSS. This had resulted in the increase of the direct shareholding of TVSS in SFL from 5,33,12,000 equity shares to 10,40,85,280 equity shares (representing 49.53% of its paid-up equity share capital).

As a subsequent step to the above, in terms of the Composite Scheme, on February 4, 2022, TVSS demerged a business undertaking which included shareholding of 49.53% (10,40,85,280 equity shares) held in the Company to TPL. Consequent to the above, TPL has become the Holding Company of SFL and Ultimate Holding Company of your Company.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Section 135 is not applicable to the Company as the Company has not met the specified turnover or net worth or profit criteria and hence there is no requirement for the company to undertake CSR activities.

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

There are no employees in the Company and hence, Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable.

PUBLIC DEPOSITS

During the year under review, the Company has not accepted any deposit from the public within the meaning of Section 73 of the Companies Act, 2013. Further, the company has no deposit as on March 31, 2022.

REGULATORY / COURT ORDERS

During the year under review, 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.

PROCEEDINGS PENDING, IF ANY, UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

The Company has *neither* filed an application during the year under review *nor* are any proceedings pending under the Insolvency and Bankruptcy Code, 2016 as at March 31, 2022.

THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

No such event has occurred during the year under review.

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.

MAINTENANCE OF COST RECORDS

Section 148(1) of the Companies Act, 2013 is not applicable to the Company as the Company has not met the specified criteria and hence, the Company is not required to maintain the cost records.

HEALTHY, SAFETY, SECURITY AND ENVIRONMENT (HSSE)

There are no employees in the Company and hence health, safety, security and environment training are not applicable.

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

There are no employees in the Company and hence, provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 are not applicable.

ACKNOWLEDGMENT

Your Directors thank the holding company, Sundram Fasteners Limited for their support.

On behalf of the Board

April 11, 2022	ARATHI KRISHNA	S MEENAKSHISUNDARAM
Chennai	Chairperson	Director
	DIN: 00517456	DIN: 00513901

TVS Engineering Limited

ANNEXURE - I

FORM NO.MGT-9

EXTRACT OF ANNUAL RETURN

for the period ended 31st March, 2022

[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	U29309TN2020PLC134322
Registration Date	February 10, 2020
Name of the Company	TVS Engineering Limited
Category / Sub-Category of the Company	Public Company / Limited by Shares
Address of the Registered Office and contact details	98A, VII Floor, Dr Radhakrishnan Salai, Mylapore, Chennai Tamil Nadu 600004
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	Manufacturer of aerospace and defence components	28140	Nil

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and address of the company	CIN / GLN	Holding / Subsidiary / Associate	% of votes held	Applicable Section
1	TVS Sundram Fasteners Private Limited No. C-9, 5th Street, SIDCO Industrial Estate, Ambattur, Chennai- 600 058	U28900TN2018PTC123872	Ultimate Holding Company	49.53%	2(87)
2	Sundram Fasteners Limited 98-A, VII Floor, Dr Radhakrishnan Salai, Mylapore, Chennai – 600 004	L35999TN1962PLC004943	Holding Company	100%	2(46)

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)	-	24	24	0.00	-	24	24	0.00	Nil
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	12,54,976	12,54,976	100	-	19,99,976	19,99,976	100	Nil
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(1)	-	12,55,000	12,55,000	100	-	20,00,000	20,00,000	100	Nil
Foreign	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2)	-	-	-	-	-	-	-	-	-
Total shareholding (A)=(A)(1)+(A)(2)	-	12,55,000	12,55,000	100	-	20,00,000	20,00,000	100	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) FIs	-	-	-	-	-	-	-	-	-
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	-	12,55,000	12,55,000	100	-	20,00,000	20,00,000	100	Nil

TVS Engineering Limited

(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 Limited	12,54,976	100.00	-	19,99,976	100.00	0.00	Nil
2	Nominees of Sundram Fasteners Limited	24	0.00	-	24	0.00	0.00	Nil
	Total	12,55,000	100.00	-	20,00,000	100.00	0.00	Nil

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

S. No.	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Sundram Fasteners Limited (At the Beginning of the year)	12,54,976	100.00	12,55,000	100.00
	Nominees of Sundram Fasteners Limited	24	00.00		00.00
	Total			12,55,000	100.00
2	Sundram Fasteners Limited (Allotment of Rights Shares on May 28, 2021)	6,00,000	100.00	18,55,000	100.00
	Nominees of Sundram Fasteners Limited	-	00.00		00.00
	Total			18,55,000	100.00
3	Sundram Fasteners Limited (Allotment of Rights Shares on September 16, 2021)	1,45,000	100.00	20,00,000	100.00
	Nominees of Sundram Fasteners Limited	-	00.00		00.00
	Total			20,00,000	100.00

(iv) Share holding 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:

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	% of total shares of the company	No. of Shares	% of total shares of the company
At the beginning	Sri S Meenakshisundaram* Director	4	0.00	4	0.00
Issued during the year		-	0.00	-	0.00
At the end of the year		4	0.00	4	0.00

* Nominee of Sundram Fasteners Limited. There is no Key Managerial Personnel in the Company.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment as on 31st March, 2022

1. Indebtedness at the beginning of the financial year				
i) Principal amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total of (i) + (ii) + (iii)	Nil	Nil	Nil	Nil
2. Change in indebtedness during the financial year				
- Addition	Nil	20,374.47	Nil	20,374.47
- Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	20,374.47	Nil	20,374.47
3. Indebtedness at the end of the financial year				
i) Principal amount	Nil	20,374.47	Nil	20,374.47
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total of (i) + (ii) + (iii)	Nil	20,374.47	Nil	20,374.47

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year 2021-22, no remuneration was paid to Directors and Key Managerial Personnel.

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

During the year under review, 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 - II

Form No. AOC – 2

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

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

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

All contracts / arrangements / transactions with related parties are on arm's length basis and in the ordinary course of business.

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

(Rs in thousand)

a) Name of the Related Party and nature of the relationship	Sundram Fasteners Limited Holding Company				
b) Nature of contracts / arrangements / transactions	Subscription of Share Capital	Purchase of Property, Plant and Equipment	Long Term Loan Availed	Interest on Long Term Loan	Services Rendered
	7,450.00	1,433.18	19,900.00	275.32	34.37
c) Duration of the contracts / arrangements / transactions	2021-22				
d) Salient terms of the contracts or arrangements or transactions including the value, if any	At arm's length basis and in the ordinary course of business				
e) Date of approval by the Board, if any	As the transactions fall under the fourth proviso to Section 188(1), Board approval is not required.				
f) Amount paid as advances, if any	Nil				

On behalf of the Board

April 11, 2022
Chennai

ARATHI KRISHNA
Chairperson
DIN: 00517456

TVS Engineering Limited

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TVS ENGINEERING LIMITED, CHENNAI FOR THE YEAR ENDED 31ST MARCH 2022

To the Members of TVS Engineering Limited, Chennai

Opinion

We have audited the financial statements of TVS Engineering Limited, Chennai ("the company"), which comprise the Balance Sheet as at 31st March 2022, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and Statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and its loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

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

The Company's Board of Directors is responsible for other information. The other information comprises the information included in the board's report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in

India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 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 financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure –A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. 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), 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 financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g. Requirement of reporting as per section 197(16) of the Act is not applicable as the Company has not paid or provided any managerial remuneration.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts and as such no provision as required under the applicable law or accounting standards for material foreseeable losses is to be made.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv.
 - a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The Management has represented, that, to the best of its knowledge and belief, other than as disclosed in the note no.11 to financial statements, no funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations provided under sub-clause (a) and (b) above, contain any material misstatement.
 - v. The company has not declared any dividend during the year. Hence, reporting on whether there is compliance with the provisions of section 123 of the Act does not arise

For Sundaram & Srinivasan
Chartered Accountants
Firm Registration No. 004207S

P Viswanathan
Partner

Place : Chennai
Date : 11.04.2022

Membership No: 224941
UDIN: 22224941AGVKHO1563

TVS Engineering Limited

ANNEXURE "A" TO INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TVS ENGINEERING LIMITED, CHENNAI FOR THE YEAR ENDED 31ST MARCH 2022

Annexure A referred to in our report under "Report on Other Legal and Regulatory requirements Para 1" of even date on the accounts for the year ended 31st March 2022.

- i. (a) (A) The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
(B) The company has no intangible assets.
(b) Property, Plant and Equipment are verified physically by the management in accordance with a regular programme at reasonable intervals. In our opinion the interval is reasonable having regard to the size of the company and the nature of its assets. No discrepancies were noticed on such verification.
(c) The company does not have immovable property and hence reporting under clause 3 (ii) (c) of the Order is not applicable.
(d) The company has not revalued any of its Property, Plant and Equipment during the year.
(e) No proceedings have been initiated during the year or are pending against the company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
 - ii. (a) The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.
(b) The company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, at any point of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
 - iii. According to the information and explanations furnished to us, the company has not made any investments, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms or other parties. Accordingly, the provisions of clause 3 [(iii)(a),(b),(c),(d),(e) & (f)] of the order are not applicable to the company.
 - iv. According to the information and explanations furnished to us, the company has not granted any loan, made any investments and provided any guarantee and security. Hence, reporting on whether there is compliance with the provisions of section 185 and 186 of the Companies Act, 2013 does not arise.
 - v. The company has not accepted any deposit within the meaning of sections 73 to 76 of the Companies Act, 2013. Accordingly, the provisions of clause 3(v) of the Order are not applicable.
 - vi. According to the information and explanations furnished to us, the requirement for maintenance of cost records pursuant to the Companies (Cost Records and Audit) Rules, 2014 specified by the Central Government of India under Section 148 of the Companies Act, 2013 are not applicable to the Company for the year under audit.
 - vii. (a) According to the records provided to us, the company is generally regular in depositing undisputed statutory dues including Goods and Services Tax (GST), Income Tax, Duty of Customs, Cess and other statutory dues with the appropriate authorities. However, we have observed a delay of one day in remittance of Tax Deducted at Source (TDS) in two instances. Depositing sums under Employees Provident Fund and Employees' State Insurance are not applicable during the year.
- According to the information and explanations furnished to us, no undisputed amounts payable in respect of Goods and Services Tax (GST), Income-Tax, Duty of Customs, Cess and other statutory dues were in arrears, as at 31st March 2022 for a period of more than six months from the date they became payable.
- (b) According to information and explanations furnished to us, there are no disputed dues that were not deposited with the concerned authorities.
- viii. According to the information and explanations furnished to us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. (a) During the year, the company has availed long term loans from the Holding Company and no installment was due for payment. Hence, the reporting on default in repayment of loan under the clause 3 [ix (a)] of the Order does not arise.

During the year, the company has paid the interest due for the long-term loans availed from the Holding Company.

 - (b) The company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
 - (c) The long-term loans availed from the Holding Company were applied for the purpose for which they were availed.
 - (d) On an overall examination of the financial statements, the company has not raised any funds on a short-term basis. Hence, the reporting on whether funds raised on a short-term basis have been utilised for long term purposes does not arise.
 - (e) The company does not have subsidiaries, joint ventures or associate companies. Hence, the provisions of clause 3 [ix (e) & (f)] of the Order are not applicable.
- x. (a) The company has not raised any money by the way of initial public offer or further public offers including debt instruments during the year. Hence, reporting on utilization of such money does not arise.
 - (b) According to the information and explanations furnished to us and on an overall examination of the balance sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3 [x(b)] of the order are not applicable to the Company.
- xi. (a) Based on the audit procedures adopted and information and explanations furnished to us by the management, no fraud on or by the company has been noticed or reported during the year.
 - (b) In view of what is stated in point no. xi (a) above, no report under sub-section 12 of section 143 of Companies Act, 2013 has been filed in Form ADT-4 during the year.
 - (c) The provisions of section 177 (9) of the Companies Act, 2013 relating to establishment of a vigil mechanism are not applicable. Hence, reporting requirements under clause 3 [xi(c)] of the order are not applicable to the Company.

-
- xii. The company is not a Nidhi company. Hence, the provisions of clause 3 [xii (a), (b) and (c)] of the Order are not applicable to the company.
- xiii. The provisions of section 177 of the Companies Act, 2013 relating to the constitution of Audit Committee are not applicable. In our opinion and according to the information and explanations furnished to us, all transactions with the related parties are in compliance with section 188 of Companies Act, 2013.
- The details of transactions during the year have been disclosed in the Financial Statements as required by the applicable accounting standards. Refer Note no.26 to financial statements.
- xiv. The provisions of section 138 of the Companies Act, 2013 relating to the Internal Audit are not applicable. Hence, the provisions of clause 3[xiv(a) & b] of the Order are not applicable to the company.
- xv. According to the information and explanations furnished to us, the company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of the Companies Act, 2013.
- xvi. (a) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934). Hence, the provisions of clause 3[xvi(a), (b) & (c)] are not applicable to the company.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has incurred cash loss of ₹ 9,226.30 thousands during the financial year covered by our audit and has incurred cash loss of ₹ 6,845.25 thousands in the immediately preceding financial period.
- xviii. During the year, there is no resignation of statutory auditors.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- xx. The provisions of section 135 of the Companies Act, 2013 relating to the Corporate Social Responsibility (CSR) are not applicable. Hence, the reporting clause 3[xx(a) & b] of the Order are not applicable.
- xxi. The company does not have subsidiaries, joint ventures or associate companies. Accordingly, the preparation of consolidated financial statements and reporting under the clause 3 (xxi) of the Order are not applicable.

For Sundaram & Srinivasan
Chartered Accountants
Firm Registration No. 004207S

P Viswanathan
Partner

Place : Chennai
Date : 11.04.2022

Membership No: 224941
UDIN: 22224941AGVKHO1563

TVS Engineering Limited

ANNEXURE "B" TO INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TVS ENGINEERING LIMITED, CHENNAI FOR THE YEAR ENDED 31ST MARCH 2022

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

We have audited the internal financial controls with reference to financial statements of TVS Engineering Limited, Chennai ("the Company") as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. 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 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 financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of

financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that;

- I. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- II. 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
- III. provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2022, based on;

- i. existing policies and procedures adopted by the Company for ensuring orderly and efficient conduct of business.
- ii. continuous adherence to Company's policies.
- iii. existing procedures in relation to safeguarding of Company's fixed assets, receivables, loans and advances made and bank balances.
- iv. existing system to prevent and detect fraud and errors.
- v. accuracy and completeness of Company's accounting records; and
- vi. existing capacity to prepare timely and reliable financial information.

For Sundaram & Srinivasan
Chartered Accountants
Firm Registration No. 004207S

P Viswanathan
Partner

Place : Chennai
Date : 11.04.2022

Membership No: 224941
UDIN: 22224941AGVKHO1563

Balance Sheet as at March 31, 2022

Particulars	Note No.	(` in Thousands)	
		As at 31st March 2022	As at 31st March 2021
I. ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	5	17,522.45	-
(b) Tax assets (net)	6	0.69	-
		<u>17,523.14</u>	-
(2) Current assets			
(a) Financial assets			
- Cash and cash equivalents	7	-	1,883.40
- Other financial assets	8	3,450.00	3,450.00
(b) Other current assets	9	5,922.72	1,155.27
		<u>9,372.72</u>	<u>6,488.67</u>
Total Assets		<u>26,895.86</u>	<u>6,488.67</u>
II. EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	10 A	20,000.00	12,550.00
(b) Other equity	10 B	(16,753.45)	(6,845.25)
Total equity		<u>3,246.55</u>	<u>5,704.75</u>
Liabilities			
(1) Non-current liabilities			
(a) Financial liabilities			
- Borrowings	11	19,900.00	-
(b) Deferred Tax Liabilities (Net)	12	129.95	-
		<u>20,029.95</u>	-
(2) Current liabilities			
(a) Financial liabilities			
- Borrowings	13	474.47	-
- Trade payables			
Total outstanding dues of micro and small enterprises	14	-	-
Total outstanding dues of creditors other than micro and small enterprises	14	3,027.96	668.88
- Other financial liabilities	15	29.90	28.80
(b) Other current liabilities	16	87.03	86.24
		<u>3,619.36</u>	<u>783.92</u>
Total equity and liabilities		<u>26,895.86</u>	<u>6,488.67</u>

Notes 1 to 27 form an integral part of these financial statements

This is the balance sheet referred to in our report of even date
For SUNDARAM & SRINIVASAN
Chartered Accountants
Firm Regn No. 004207S
P VISWANATHAN
Partner
Membership Number 224941

For and on behalf of the Board of Directors of
TVS Engineering Limited
[CIN: U29309TN2020PLC134322]
ARATHI KRISHNA S **MEENAKSHISUNDARAM**
Chairperson Director
(DIN: 00517456) (DIN: 00513901)

Place: Chennai
Date: 11.04.2022

Statement of Profit and Loss for the year ended March 31, 2022

Sl. No.	Particulars	Note No.	(` in Thousands)	
			For the year Ended 31-03-2022	For the period Ended 31-03-2021
I	Revenue from operations (Gross)		-	-
II	Other income		-	-
III	Total Revenue		<u>-</u>	<u>-</u>
IV	Expenses			
	Cost of materials consumed		-	-
	Changes in inventories of finished goods, stock-in-trade and work-in-process		-	-
	Finance costs - Interest Expenses		276.17	0.10
	Depreciation and amortization expense	5	551.95	-
	Other expenses	17	8,950.13	6,845.15
	Total expenses (IV)		<u>9,778.25</u>	<u>6,845.25</u>
V	Profit / (Loss) before exceptional items and tax (III-IV)		<u>(9,778.25)</u>	<u>(6,845.25)</u>
VI	Exceptional item		-	-
VII	Profit / (Loss) before tax (V-VI)		<u>(9,778.25)</u>	<u>(6,845.25)</u>
VIII	Tax expense:			
	(1) Current tax		-	-
	(2) Deferred tax		129.95	-
			<u>129.95</u>	-
IX	Profit / (Loss) for the period (VII - VIII)		<u>(9,908.20)</u>	<u>(6,845.25)</u>
X	Other comprehensive income			
	i) Items that will not be reclassified to profit or loss		-	-
	- Income tax relating to items that will not be reclassified to profit or loss		-	-
			<u>-</u>	<u>-</u>
	ii) Items that will be reclassified to profit or loss		-	-
	- Income tax relating to items that will be reclassified to profit or loss		-	-
			<u>-</u>	<u>-</u>
XI	Total comprehensive income for the period (IX + X) <i>(Comprising Profit / (loss) and Other Comprehensive Income for the year)</i>		<u>(9,908.20)</u>	<u>(6,845.25)</u>
XII	Earnings per equity share	18		
	(1) Basic (in ₹)		(5.39)	(10.19)
	(2) Diluted (in ₹)		(5.39)	(10.19)
XIII	Weighted average number of equity shares used in computing earnings per equity share			
	(1) Basic		18,39,561	6,71,911
	(2) Diluted		18,39,561	6,71,911

Notes 1 to 27 form an integral part of these financial statements

This is the statement of profit and loss referred to in our report of even date
For SUNDARAM & SRINIVASAN
Chartered Accountants
Firm Regn No. 004207S
P VISWANATHAN
Partner
Membership Number 224941

For and on behalf of the Board of Directors of
TVS Engineering Limited
[CIN: U29309TN2020PLC134322]
ARATHI KRISHNA S **MEENAKSHISUNDARAM**
Chairperson Director
(DIN: 00517456) (DIN: 00513901)

Place: Chennai
Date: 11.04.2022

TVS Engineering Limited

Statement of changes in Equity for the year ended March 31, 2022

A. Equity Share Capital		(₹ in Thousands)	
Particulars	Notes	Amount	
(1) Current Reporting Period			
Balance as at the 01 st April 2021	10A	12,550.00	
Changes in Equity Share Capital due to prior period errors		-	
Restated balance at the 01 st April 2021		12,550.00	
Changes in equity share capital during current year		7,450.00	
Balance as at the 31st March 2022		20,000.00	
(2) Previous Reporting Period			
Balance as at the 10 th February 2020	10A	-	
Changes in Equity Share Capital due to prior period errors		-	
Restated balance at the 10 th February 2020		-	
Changes in equity share capital during previous year		12,550.00	
Balance as at the 31st March 2021		12,550.00	

B. Other Equity (₹ in Thousands)

Particulars	Notes	Reserves and Surplus	Total
		Retained Earnings - Suplus in Statement of Profit and Loss	
(1) Current Reporting Period			
Balance as at the 1 st April 2021		(6,845.25)	(6,845.25)
Changes in accounting policy / prior period errors		-	-
Restated balance at the 1 st April 2021		(6,845.25)	(6,845.25)
Total Comprehensive Income for the current year		(9,908.20)	(9,908.20)
Balance as at the 31st March 2022	10B	(16,753.45)	(16,753.45)
(2) Previous Reporting Period			
Balance as at the 10 th February 2020		-	-
Changes in accounting policy / prior period errors		-	-
Restated balance at the 10 th February 2020		-	-
Total Comprehensive Income for the previous year		(6,845.25)	(6,845.25)
Balance as at the March 31, 2021	10B	(6,845.25)	(6,845.25)

Notes 1 to 27 form an integral part of these financial statements

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

For SUNDARAM & SRINIVASAN

Chartered Accountants

Firm Regn No. 004207S

P VISWANATHAN

Partner

Membership Number 224941

Place: Chennai

Date: 11.04.2022

For and on behalf of the Board of Directors of

TVS Engineering Limited

[CIN: U29309TN2020PLC134322]

ARATHI KRISHNA **S MEENAKSHISUNDARAM**

Chairperson

(DIN: 00517456)

Director

(DIN: 00513901)

Statement of Cash flows for the year ended March 31, 2022

		(₹ in Thousands)	
Particulars	Notes	For the year ended 31st March 2022	For the period ended 31st March 2021
A. Cash flows from operating activities			
Profit / (Loss) before tax		(9,778.25)	(6,845.25)
Adjustments for			
Depreciation for the year	5	551.95	-
Interest paid		276.17	0.10
Operating profit before working capital changes		(8,950.13)	(6,845.15)
Adjustments for Changes in working capital changes			
(Increase) / Decrease in Other Financial Assets		-	(3,450.00)
(Increase) / Decrease in Other Current assets		(4,767.45)	(1,155.27)
(Increase)/ Decrease in other non-financial assets		(0.69)	-
Increase / (Decrease) in Trade Payable		2,359.08	668.88
Increase / (Decrease) in Other financial liabilities		1.10	28.80
Increase / (Decrease) in Other Current liabilities		0.79	86.24
Cash from / (used) in operating activities		(2,407.17)	(3,821.35)
Less: Direct taxes paid		-	-
Net cash from / (used) in operating activities (a+b+c)		(11,357.30)	(10,666.50)
B. Cash flow from investing activities			
Purchase of Property, plant and equipment	5	(18,074.40)	-
Net cash from / (used) in investing activities		(18,074.40)	-
C. Cash flow from financing activities			
Share Capital issued during the period	10A	7,450.00	12,550.00
Availment of Long Term Borrowings	11	19,900.00	-
Interest paid		(276.17)	(0.10)
Net cash from/ (used) from financing activities		27,073.83	12,549.90
D. Net Increase / (decrease) in cash and Cash Equivalents (A+B+C)		(2,357.87)	1,883.40
E. Cash and cash equivalents at the beginning		1,883.40	-
F. Cash and cash equivalents at the end (D+E)		(474.47)	1,883.40
Cash and cash equivalents comprise of:			
Cash on hand		-	-
Balance with bank / Temporary Overdraft		(474.47)	1,883.40
Balance with Bank		-	-
Cash and cash equivalents	13/7	(474.47)	1,883.40

Note: 1. Cash Flow Statement is prepared under Indirect Method.

2. Disclosure requirements relating to Changes in liabilities arising from non-cash changes are not applicable.

This is the Statement of cash flows referred to in our report of even date

For SUNDARAM & SRINIVASAN

Chartered Accountants

Firm Regn No. 004207S

P VISWANATHAN

Partner

Membership Number 224941

Place: Chennai

Date: 11.04.2022

For and on behalf of the Board of Directors of

TVS Engineering Limited

[CIN: U29309TN2020PLC134322]

ARATHI KRISHNA **S MEENAKSHISUNDARAM**

Chairperson

(DIN: 00517456)

Director

(DIN: 00513901)

Notes to Financial Statements for the year ended March 31, 2022

1 Corporate Information

TVS Engineering Limited (“the Company”) was incorporated in India on 10th February 2020 and is a wholly owned subsidiary of Sundram Fasteners Limited (SFL), Chennai.

The registered office of the Company is situated at No. 98-A, VII Floor, Dr. Radhakrishnan Salai, Mylapore, Chennai - 600 004.

The company’s production facilities were fully set up during the year and trial runs were made. It is expected that the company will start its commercial production in the first quarter of next financial year 2022-23.

2 Basis of Preparation

The financial statements of the Company have been prepared on mercantile basis as a going concern in accordance with Indian Accounting Standards (Ind AS) as prescribed by Ministry of Corporate Affairs under Companies (Indian Accounting Standards) Rules, 2015, provisions of the Companies Act 2013, to the extent notified, and pronouncements of the Institute of Chartered Accountants of India.

The financial statements for the period ended 31st March 2022 are duly adopted by the Board today for consideration and approval by the shareholders.

The financial statements are presented in functional currency i.e Indian Rupees (INR) and all values are rounded to the nearest thousands, except where otherwise indicated.

Information under Ind AS is furnished wherever applicable and only when such information will influence the economic decisions of the users of the financial statements.

Applicability of Amendments to existing standards issued but not effective:

The Ministry of Corporate Affairs (“MCA”) notified amendments to the existing standards - Ind AS - 101, 103, 109, 16, 37 and 41 under Companies (Indian Accounting Standards) Rules, 2022 on March 23, 2022. These amendments are effective for the financial year beginning from April 1, 2022. The Company has evaluated these amendments and there are no impacts on its financial statements.

Applicability of New Indian Accounting Standard issued but not effective - Nil.

3 Summary of accounting policies

3.1 Overall considerations

The financial statements have been prepared applying the significant accounting policies and measurement basis summarized below:

3.2 Property, plant and equipment

(i) Plant and Equipments and other assets

Plant and Equipments and other assets (comprising furniture and fittings, vehicles, office equipment) are initially recognized at acquisition cost, including any costs directly attributable to bringing the assets to the location and condition necessary for them to be of use for company’s business purposes. Plant and equipment and other assets are measured at cost less accumulated depreciation and any impairment losses if any.

Depreciation is recognized on a straight-line basis, over useful life of Plant and Equipments and other assets 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. The property, plant and equipment costing less than Rs. 5,000 /- for which full depreciation provided in the year of acquisition.

Description	Range of Useful lives in years
Plant & Equipment	5 - 13
Furniture & Fittings	3 - 5
Vehicles	3
Office Equipments	3 - 5

Material residual value estimates and estimates of useful life are assessed as required.

(ii) Component Accounting:

The components of assets are capitalized only if the life of the components vary significantly and whose cost is significant in relation to the cost of respective asset, the life of components in assets are determined based on technical assessment.

3.3 Financial instruments

Recognition, initial measurement and derecognition

Financial assets (other than trade receivables) and financial liabilities are recognized when the Company becomes a party to the contractual rights/obligations 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.

A payable is classified as ‘trade payable’ if it is in respect of the amount due on account of goods purchased in the normal course of business. They are recognised at their transaction value as the same do not contain significant financing component.

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 the financial asset and the contractual cash flow characteristics of the financial asset at:

- Amortised cost
- Fair Value Through Other Comprehensive Income (FVTOCI) or
- Fair Value Through Profit or Loss (FVTPL)

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

3.4 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments maturing within 3 months from the date of acquisition and that are readily convertible into known amounts of cash and which are subject to only an insignificant risk of changes in value.

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Notes to Financial Statements for the year ended March 31, 2022

3.5 Equity and reserves

Share capital represents the nominal (par) value of shares that have been issued and fully paid up.

Retained earnings includes current period retained profits.

3.6 Earnings per share

Basic earnings per share is 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.

3.7 Cash flow statement

Cash flows are reported using the indirect method, whereby profit before 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 the cash flow statement, cash and cash

equivalents includes cash in hand, cheques on hand, balances with banks in current accounts and other short-term highly liquid investments with maturities of 3 months or less, as applicable.

3.8 Leases

The Company has taken industrial shed and other assets under lease agreement for a term of 11 months. Ind AS-116 provides exemption from lease accounting for short-term lease (lease term of 12 months or less), hence the company has availed the exemption. Accordingly, the company has not accounted right-of-use assets, lease liability, Interest and depreciation expense. Only rental expense is accounted in the books.

4. Significant management judgment in applying accounting policies

Current and non-current classification

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

5 Property, plant and equipment

₹ in Thousands)

Particulars	Tangible Assets				
	Plant and Equipment	Furniture and Fittings	Vehicles	Office Equipments	Total
Gross Block					
As at 10 th February 2020	-	-	-	-	-
Additions	-	-	-	-	-
Disposal	-	-	-	-	-
As at 31st March 2021	-	-	-	-	-
Additions	16,795.79	646.84	21.25	610.52	18,074.40
Disposal	-	-	-	-	-
As at 31st March 2022	16,795.79	646.84	21.25	610.52	18,074.40
Accumulated depreciation					
As at 10 th February 2020	-	-	-	-	-
For the year	-	-	-	-	-
on sale or discards	-	-	-	-	-
As at 31st March 2021	-	-	-	-	-
For the year	424.46	116.47	0.24	10.78	551.95
on sale or discards	-	-	-	-	-
As at 31st March 2022	424.46	116.47	0.24	10.78	551.95
Net Block					
As at 31 st March 2022	16,371.33	530.37	21.01	599.74	17,522.45
As at 31 st March 2021	-	-	-	-	-

Notes to Financial Statements for the year ended March 31, 2022

		(₹ in Thousands)		(₹ in Thousands)			
				As at 31st March 2022		As at 31st March 2021	
		Long-Term As at 31st March 2022	Long-Term As at 31st March 2021	Number	₹ in Thousands	Number	₹ in Thousands
6 Tax Assets (Net)							
	(a) Tax Deducted at Source (TDS)	0.69	-				
	Total	0.69	-				
7 Cash and cash equivalents							
		Short-term / Current As at 31st March 2022	Short-term / Current As at 31st March 2021				
	(a) Balance with bank in current account	-	1,883.40				
	Total	-	1,883.40				
8 Other financial assets (Unsecured, considered good)							
		Short-term / Current As at 31st March 2022	Short-term / Current As at 31st March 2021				
	(a) Security deposit	3,450.00	3,450.00				
	Total	3,450.00	3,450.00				
9 Other current assets (Unsecured, considered good)							
		Short-term / Current As at 31st March 2022	Short-term / Current As at 31st March 2021				
	(a) Goods and Services Tax (GST) Input Tax Credit Receivable	5,922.72	1,133.82				
	(b) Prepaid expenses	-	21.45				
	Total	5,922.72	1,155.27				
10 A Share capital							
	a) Authorised:						
	Equity shares of ₹ 10 each	2,000,000	20,000.00	2,000,000	20,000.00	2,000,000	20,000.00
	b) Issued, subscribed and fully paid up:						
	Equity shares of ₹ 10 each	2,000,000	20,000.00	1,255,000	12,550.00	1,255,000	12,550.00
	c) Reconciliation of number of shares						
	Balance at the beginning of the year	1,255,000	20,000.00	-	-	-	-
	Add: Shares issued during the year	745,000	7,450.00	1,255,000	12,550.00	1,255,000	12,550.00
	Less: Capital Reduction during the year	-	-	-	-	-	-
	Balance as at the end of the year	2,000,000	27,450.00	1,255,000	12,550.00	1,255,000	12,550.00
	d) Rights, Preferences and Restrictions attached to equity share including restrictions on the distribution of dividend and repayment of capital:						
	Equity shares						
	The Company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity share is entitled to one vote per share. 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.						
	e) Shares held by Holding Company						
	Name of the Company	As at 31st March 2022	As at 31st March 2021				
	Sundram Fasteners Limited, Chennai and its six nominees	Number of shares 2,000,000	Number of shares 1,255,000				
	f) Shareholders holding more than 5% of the aggregate shares in the Company						
	Particulars	As at 31st March 2022	As at 31st March 2021				
		No. of Shares	% holding	No. of Shares	% holding		
	Sundram Fasteners Limited, Chennai and its six nominees	2,000,000	100%	1,255,000	100%		
	g) Bonus Shares/ Buy Back/ Shares for consideration other than cash issued during the period of five years immediately preceding the financial year						
	(i) Aggregate number of equity shares allotted as fully paid up pursuant to contracts without payment being received in cash : Nil						
	(ii) Aggregate number of equity shares allotted as fully paid up by way of Bonus Shares : Nil						
	(iii) Aggregate number of equity shares bought back : Nil						

Notes to Financial Statements for the year ended March 31, 2022

		₹ in Thousands				₹ in Thousands	
	As at 31st March 2022	As at 31st March 2021		For the year ended / As at 31st March 2022	For the period ended / As at 31st March 2021	Variance	
15 Other financial liabilities			19 A. Disclosure of Ratios				
Financial liabilities at amortised cost			Ratios Formula				
Outstanding liabilities	29.90	28.80	Current Ratio Current assets / current liabilities	2.59	8.28	(68.71%)*	
Total	29.90	28.80	Debt-Equity Ratio Total debt / shareholder's equity	7.28	0.14	5201.04%*	
			Debt Service Coverage Ratio Earnings Available for Debt Service / (Interest Payments + Principal Repayments)	Not Applicable	Not Applicable		
16 Other current liabilities			Return on Equity Ratio Net Profit after Tax / Average shareholder's equity	(221.38%)	(119.99%)	(101.39%)*	
Statutory dues (Tax Deducted at Source)	87.03	86.24	Inventory turnover ratio Sales / Average inventory	Not Applicable	Not Applicable		
Total	87.03	86.24	Trade Receivables turnover ratio Net credit sales / Average Trade Receivables	Not Applicable	Not Applicable		
			Trade payables turnover ratio Net credit purchase / Average Trade Payables	Not Applicable	Not Applicable		
17 Other expenses			Net capital turnover ratio Net sales / working capital	Not Applicable	Not Applicable		
Consumption of Spares, Stores & Tools	23.54	-	Net profit ratio Net Profit after Tax / Net sales	Not Applicable	Not Applicable		
Power & fuel	208.96	118.68	Return on Capital employed Earnings Before Interest and Tax / Capital employed	(23.74%)	(54.54%)	30.81%*	
Repairs & Maintenance - Building	566.38	-	Return on investment Net Return / Cost of Investment	Not Applicable	Not Applicable		
Repairs & Maintenance - Others	63.00	-					
Rent	6,564.00	6,299.03					
Rates & taxes [excluding taxes on Income]	121.38	166.47					
Audit fee (Refer Note No.20)	33.47	10.00					
Professional Charges	67.00	35.50					
Security expenses	1,060.44	-					
Preliminary Expenses [Company Registration Fees and Stamp duty - ₹ 208.35 Thousands and Professional Charges - ₹ 7 Thousands]	-	215.35					
Loss on Foreign Exchange Transactions	4.85	-					
Miscellaneous expenses (No expenditure is in excess of one percent of revenue from operation or ₹ 10 Lakhs whichever is higher)	237.11	0.12					
Total	8,950.13	6,845.15					
18 Earnings per equity share			20 Remuneration to Auditors consist of				
Nominal value of equity shares (in ₹)	10.00	10.00	a) As Auditors	20.00	10.00		
Profit / (Loss) attributable to equity shareholders (A) (₹ in Thousands)	(9,908.20)	(6,845.25)	b) Company Law Matters	5.00	-		
Weighted average number of equity shares outstanding during the year (B)	18,39,561	6,71,911	c) Other Services	8.47	-		
Basic earnings per equity share (A/B) (in ₹)	(5.39)	(10.19)	Total	33.47	10.00		
Diluted earnings per share			21 Contingent Liabilities / Commitments				
The Company does not have any potential equity shares. Accordingly, basic and diluted EPS are the same.			22 The directors have waived sitting fees				
			23 The previous year financial statements were prepared for the period from 10.02.2020 (date of incorporation) to 31.03.2021. Hence, the previous year's figures are not comparable.				

Notes to Financial Statements for the year ended March 31, 2022

(III) Transactions with related parties referred in (I) and (II) above, in the ordinary course of business:
₹ in Thousands

Nature of transaction	Transaction with Sundram Fasteners Limited - Parent Company
Subscription of Share Capital	7,450.00 (12,550.00)
Purchase of Property, Plant and Equipment	1,433.18 -
Long Term Loan Availed	19,900.00 -
Interest on Long Term Loan	275.32 -
Services Rendered	34.37 -
Preliminary Expenses incurred on behalf of the company	- (207.75)
Outstanding balances	
Due by the Company	19,900.00
Due to the Company	-

(Previous year figures are in brackets)

27 A. 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

₹ in Thousands

Particulars	Carrying Amount	Fair Value			Total	Carrying Amount	Fair Value			Total
	31-Mar-22	Level 1	Level 2	Level 3		31-Mar-21	Level 1	Level 2	Level 3	
Financial Assets										
(i) Current										
Cash and Cash equivalents	-	-	-	-	-	1,883.40	-	-	-	1,883.40
Other Financial Assets	3,450.00	-	-	-	3,450.00	3,450.00	-	-	-	3,450.00
Total Financial Assets	3,450.00	-	-	-	3,450.00	5,333.40	-	-	-	5,333.40
Financial Liabilities										
Non-Current										
Borrowings	19,900.00	-	-	-	19,900.00	-	-	-	-	-
Current										
Borrowings	474.47	-	-	-	474.47	-	-	-	-	-
Trade payables	3,027.96	-	-	-	3,027.96	668.88				668.88
Other Financial Liabilities	29.90	-	-	-	29.90	28.80	-	-	-	28.80
Total Financial Liabilities	23,432.33	-	-	-	23,432.33	697.68	-	-	-	697.68

The carrying amounts of trade receivables, cash and cash equivalents and current financial liabilities are considered to be the same as their fair values, due to their short-term nature and insignificant change in interest rate.

TVS Engineering Limited

Notes to Financial Statements for the year ended March 31, 2022

27 B. Fair Value Disclosure

₹ in Thousands

Particulars	31-Mar-22			
	FVTPL	FVOCI	Amortised Cost	Total
Financial Assets				
Cash and Cash equivalents	-	-	-	-
Other Financial Assets	-	-	3,450.00	3,450.00
Total Financial Assets	-	-	3,450.00	3,450.00
Financial Liabilities				
Borrowings			20,374.47	20,374.47
Trade payables			3,027.96	3,027.96
Other Financial Liabilities	-	-	29.90	29.90
Total Financial Liabilities	-	-	23,432.33	23,432.33

Particulars	31-Mar-21			
	FVTPL	FVOCI	Amortised Cost	Total
Financial Assets				
Cash and Cash equivalents	-	-	1,883.40	1,883.40
Other Financial Assets	-	-	3,450.00	3,450.00
Total Financial Assets	-	-	5,333.40	5,333.40
Financial Liabilities				
Borrowings	-	-	-	-
Trade payables	-	-	668.88	668.88
Other Financial Liabilities	-	-	28.80	28.80
Total Financial Liabilities	-	-	697.68	697.68

FVTPL - Fair Value Through Profit or Loss

FVTOCI - Fair Value Through Other Comprehensive Income

This is the Statement of cash flows referred to in our report of even date

For SUNDARAM & SRINIVASAN

Chartered Accountants

Firm Regn No. 004207S

P VISWANATHAN

Partner

Membership Number 224941

For and on behalf of the Board of Directors of

TVS Engineering Limited

[CIN: U29309TN2020PLC134322]

ARATHI KRISHNA

Chairperson

(DIN: 00517456)

S MEENAKSHISUNDARAM

Director

(DIN: 00513901)

Place: Chennai
Date: 11.04.2022