



Everything **Logistics**TM

Contents



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Investor information

| | |
|-----------------------|------------------------------|
| CIN: | L70109TG1995PLC019116 |
| ISIN: | INE688A01022 |
| BSE Code: | 532349 |
| NSE Code: | TCI |
| Bloomberg Code: | TRPC:IN |
| Dividend Recommended: | 100% |
| AGM Date: | 2 nd August, 2022 |
| AGM Venue: | Through VC/OAVM |

TCI: Everything Logistics

Leadership. Dependability. End-to-end integrated supply chains solutions. Trusted delivery and fulfillment.

Multimodal delivery capabilities. Technology enabled customized solutions to the most difficult logistics problems.

The very first words which come to mind when we say TCI. Naturally. Since we have traversed the remotest corners of India and the Indian subcontinent (quite literally!) with you over six decades and grown to be synonymous with everything logistics. But.

What if we tell you that despite being front-runners, we are also highly agile? What if we tell you that we are as rooted in technology as we are in legacy? What if we tell you that almost all our processes are digitized and yet our strongest asset is our team? What if we tell you that despite the presence of strong constants that we pride ourselves on, our solutions to your problem are highly differentiated and customized? What if ESG, BRSR, BCP, sustainability, inclusivity are no longer buzz words but a commitment to our stakeholders?

A big company yesterday, a bigger company today.
Come take this journey with us and unlock your business potential

With TCI - **"Everything Logistics"!**

Our Ethos



Business Sustainability



Empowering our People



Environment Stewardship



Community Upliftment



Customer Engagement

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Who we are

At Transport Corporation of India (TCI) we strive to connect people and goods through innovative, sustainable business solutions and integrated approach. Our aim is to keep the supply chains flowing in an ever-changing world and ensure sustainability in every step.

With over six decades of rich experience and expertise, TCI has emerged as the pioneer in providing integrated multimodal logistics and supply chain solutions. We provide an array of end-to-end logistics and supply chain solutions in India and SAARC countries through multiple modes, including road, rail, and sea. Our activities are supported by our extensive experience, reliable network, infrastructure, and professional workforce.

Presence

SAARC is a business offering of TCI Group with a strong presence, especially BBIN countries. It provides logistics services to Nepal, Bangladesh, Sri Lanka, Bhutan, also connecting Myanmar with offices at borders & capital cities.

12,000+

Trucks in operations

8000+

General Purpose (GP) Containers

1,400

IT-enabled own offices

650+

ISO Liquid Tank Containers

06

Coastal cargo ships

150+

Reefer Vehicles

Moving nearly 2.5%

of India's GDP by value

13,000+

Cold pallets positions

13 Million sq.ft.

Warehouse space

5,500+

Employees Strength



Vision

TCI Group aims to be a customer-oriented, multi-technology, multi-specialist transport system in the Indian and international markets, with a proven commitment to excellence in every facet of activity and pursuit of value-based policies to satisfy aspirations of the society, customers, vendors, employees, shareholders and the transport industry.



Values

Our behaviour is governed by a set of values communicated by the acronym CORE.

CORE



Customer focus

We put customers at the center of what we do.



Ownership

We work with the passion of an entrepreneur we are self-motivated and take pride in belonging with the company



Responsive

We respond adequately and timely to the ever-changing business and technological requirements.



Empathy

We incorporate emotional intelligence into our day-to-day operations and create an enabling work environment ruled by respect for one & all.

The stepping stones to our prosperity are our strengths. We are constantly improving our capabilities and competencies across the board, ensuring a solid foundation for long-term value generation.

Technology and automation driven operations

Integrated multimodal network capabilities, wide range of services

Unique positioning of 3PL/4PL supply chain management business

Complex supply chain design capability

Large-scale modern warehousing

ICRA A+ Rating for TCI's commercial paper
CRISIL AA/Stable (Reaffirmed) Bank Credit Facilities

Capability to offer both LTL & FTL at national level

Modern equipment assets

Deep national network
Motivated and expert team



Chairman's Message



We are proud to say that TCI has not only navigated smoothly through the crisis but have also been a driving force in keeping the healthcare, industrial and essential supply chains moving.

Dear Stakeholders,

It's a pleasure to reconnect with you this year. We have demonstrated immense resilience and fortitude by overcoming the turbulent pandemic year and its recurrent phase. I want to express my gratitude to all medical professionals, law enforcers, scientists, frontline workers, and all those who were at the forefront contributing every minute to safeguard humanity and helping us overcome the challenging phase.

We are proud to say that TCI has not only navigated smoothly through the crisis but has also been a driving force in keeping the healthcare, industrial and essential supply chains moving. At the heart of TCI, we immensely value the bond created with our people, customers, vendors, and community. We firmly believe that your Company's success is closely interlinked to the well-being of its stakeholders across the ecosystem. We always ensure a safe, diverse, and an enabling work environment for our people to learn, evolve and emerge.

People are the backbone of your Company and we have ensured the health, safety, and care for our people. During the pandemic, TCI safeguarded the interest of all its employees by no pay-cuts, timely bonuses, no lay-offs, and also helping the extended families of our team members. Your Company always encourages its employees to upgrade their knowledge by providing higher education opportunities to enhance and hone their formal qualifications. During the pandemic the TCI Yodhas our supply chain warriors worked round the clock to ensure timely deliveries of essentials across India and SAARC countries.

Their outstanding commitment and endurance to stand by customers to assist them in meeting their requirements despite operational issues are commendable.

Progressing with purpose

Today, as we stand at this juncture and look back at how far we've come, we can see the incredible speed with which we've progressed, establishing new records each time. During the year your Company has achieved revenue of Rs. 32,766 Million as against Rs. 28,278 Million in FY2020-21, registering a strong growth of 16% year over year.

TCI is all set, addressing the needs of this dynamic sector with modern technology and innovative solutions, providing seamless interaction between systems, people, processes, and customers. Our consistent focus on increasing operational efficiency, cost-effectiveness, capital allocation, utilisation of assets effectively, and investing in our people and culture allows us to weather external headwinds and forge ahead with confidence.

As a responsible citizen, TCI is committed to sustainability. At TCI we have focused on achieving the triple bottom line of people, planet and prosperity. In terms of our TCI Foundation activities, we are particularly focused on the environment, governance, and social aspects as a firm. We have always believed in timely response to the changing external environment. TCI is aware that the future of the organisation is linked to the future of the

environment. Your Company recognised the global climate change catastrophe a decade ago and laid down its strategies to reduce carbon footprint through an integrated multimodal logistics approach, a gradual shift from road to rail, and coastal multimodal solutions. TCI Foundation focuses on five core areas of CSR initiatives Preventive Healthcare, Education, Women Empowerment, Rural Development, and National Sports Development. TCI Foundation carried out vaccination drives and also ensured that marginalized population gets the benefit of the same.

Outlook

Infrastructure forms a crucial role in fuelling India's vision of being a USD 5 trillion economy by 2024-25. Various Government initiatives and key strategies will drive the growth of the logistics sector. The pandemic has changed the consumer behaviour significantly, the rise in e-commerce, growing omni-channels, China+1 strategy will add to the growth of the industry. The

demand will be further driven by huge growth in the end-user industry healthcare & pharma, consumption, and automobile sectors. By combining our unique strengths and capabilities we are all ready to tap in the growth and create a seamless experience for our customers.

The future for the sector looks bright. I take this opportunity to express my gratitude and appreciate the undaunted spirit of our TCI Yodhas. I thank all the stakeholders for their constant support and belief in us and our leadership team for the continuous guidance at every step. We look forward to many more decades of progress and growth.

Stay Safe.

Best Wishes

D. P. Agarwal

Chairman and Managing Director



From the Managing Director's Desk



I am immensely pleased to share that TCI has delivered another year of strong set of results with record-high revenues and margins, resulting from growth across all the divisions.

Dear Readers,

I am immensely pleased to share that TCI has delivered another year of a strong set of results with record-high revenues and margins, resulting from growth across all the divisions. The Company's adherence to core fundamental values and focus on a high degree of customer engagement has helped in achieving this milestone. The multimodal rail and coastal shipping continued to be the thrust areas, while the seaways division recorded exceptional performance owing to higher market container rates. At every step, we have ensured to create supply chains that are efficient and agile and in doing so we are constantly imbibing automated solutions and modern technologies across our operations. This approach has helped us reach where we are today.

As I pen down this letter the global economy is witnessing a turnaround with traction across sectors and industries. However, concerns with respect to the geopolitical instability has resurfaced in the form of the Russia-Ukraine war. Global supply chain disruptions, soaring inflation, rising fuel, and commodity prices have added to the woes. The rising fuel prices have escalated the supply chain concerns and are adding further pressure on the input costs across industries. At TCI we have been able to pass on the rise in fuel prices to the customers for most of our customers. This has helped us maintain healthy growth during the year.

Undercurrents of the industry

The biggest trend in the industry is the radical shift in the consumer behavior that is clearly visible from an Omnichannel experience to a high degree of urbanization, leading to changes to logistics networks and operations. The customers are now moving from 'just in time' to 'just in case', by increasing inventory leading to more warehouse space in order to ensure uninterrupted and flexible supply chains.

The Government has been taking great strides towards increasing the penetration of multimodal logistics and focusing on reducing the overall logistics costs. The initiatives in the form of the PLI schemes and Atma Nirbhar Bharat brings in a lot of opportunities for the Companies like ours.

The year that was ...

For the financial year 2021-22, despite the impact of successive waves of covid, industry-wide supply chain disruptions have registered record growth in terms of top line and most importantly margins. Revenue from operations were recorded at Rs. 32,766 Million growing by 16% on YoY basis. EBITDA Margins were recorded at 14% in FY 2022 compared to 11% clocked in FY 2021. PAT margins stood at 9% in FY 2022 compared to 5% in FY 2021.

- In the freight business we have grown last year with our key account management system coupled with robust demand for freight services across the country. The trends remain buoyant.
- In the supply chain business, we are providing a high end technologically driven in-bound, out-bound, Warehousing & Yard management solutions for many customers including value added services across the supply chain.
- The Seaways business has witnessed strong upward momentum and doubling of our margins.

In terms of the joint ventures, TCI-CONCOR, grew by 7% on a high base of 70% growth last year.

During the year TCI divested 20% stake of its cold chain business to Mitsui & Co for Rs. 16.05 crore. The cold chain is seeing considerable growth with demand for processed foods, QSR, and pharma.

Overall, the strength of the Company, which is diversified offerings of logistics services, has definitely helped to mitigate many of the challenges in the environment. The Company has also been able to manage its liquidity quite well and has reduced its debt level to virtually zero from Rs 400 Crores about two years ago.

Capex plans

We are looking at a Capex of around Rs 250 Crores in the next financial year. Out of this, about Rs 100-125 Crores will be spent on ships and containers and another Rs 30-50 Crores will be utilized for trucks. We will also be spending Rs 75 Crores towards building warehouses.

The Government's thrust on the Gati Shakti initiative is a key programme to reduce logistics costs and enhance multimodal shift. The programme will be critical in coordinating all of the efforts and activities around the construction of this multimodal

infrastructure. The Government's vision of Gati Shakti coupled with customers demand for contract logistics and technology-driven value-added services augur well for the Company in the coming years.

We have aligned our businesses with ESG norms and standards. We have been ensuring that a certain percentage of clients are moving to multimodal networks to reduce greenhouse gas emissions.

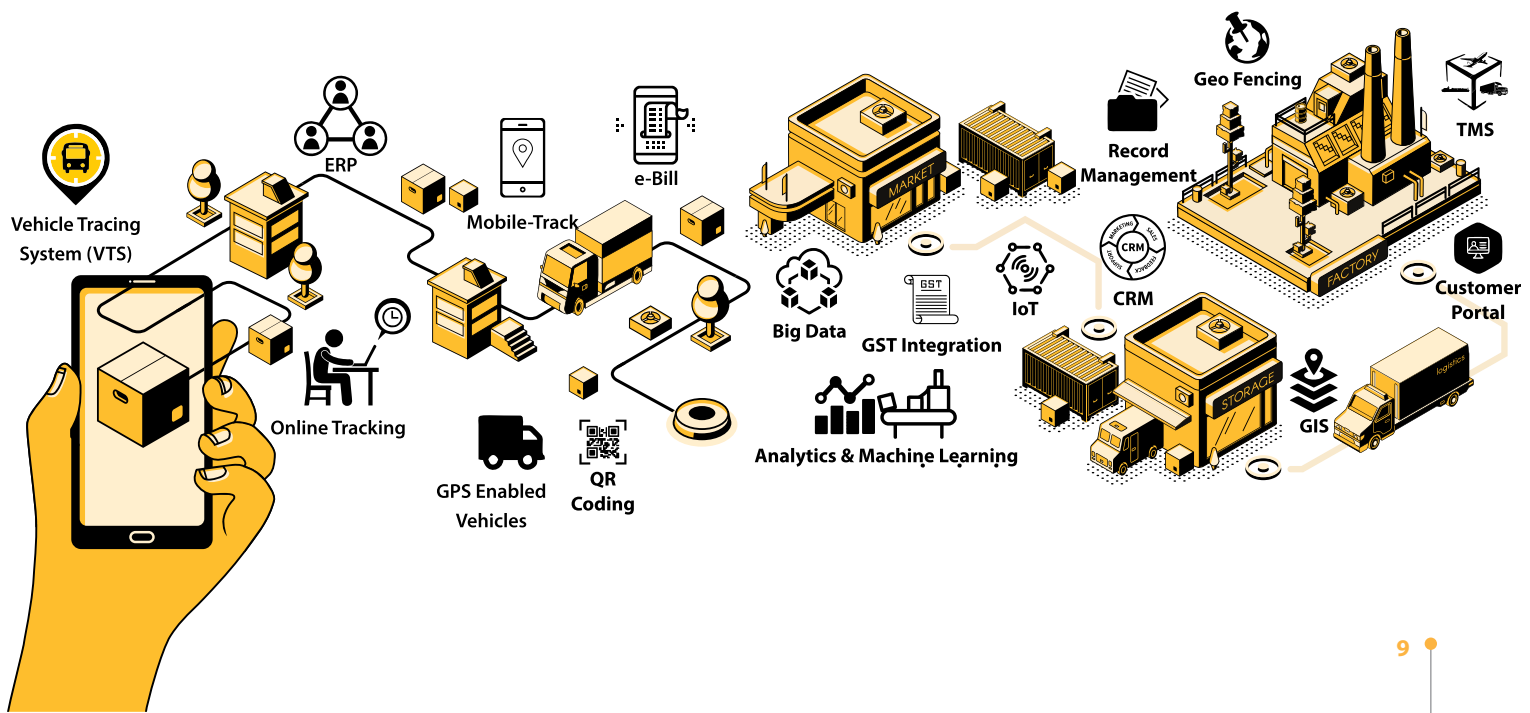
On the technology front, we are going at a rapid pace by building control towers for customers and suppliers. Integrating technology across business operations to ensure better responsiveness, efficiency, accuracy, and effective supply chain management. TCI is focused on exceeding customer expectations with the adoption of technology solutions across the board. To optimize our operations we consistently focus on digital transformation and automation of our business processes, data analytics, robotics, machine learnings, OCR, business intelligence tools, and artificial intelligence among others. We have a strong team developing the modern tools to enhance automation and efficiency.

Going ahead we are confident of robust growth and a brighter future. I would like to express my gratitude to the entire stakeholder community for supporting us through the thick and thin. We would like to thank all our people and the entire family. Their relentless efforts on delivering for our customers even in the most challenging environment have kept the ball rolling. With focus and foresightedness, we look forward to achieving milestones each year.

Best Regards

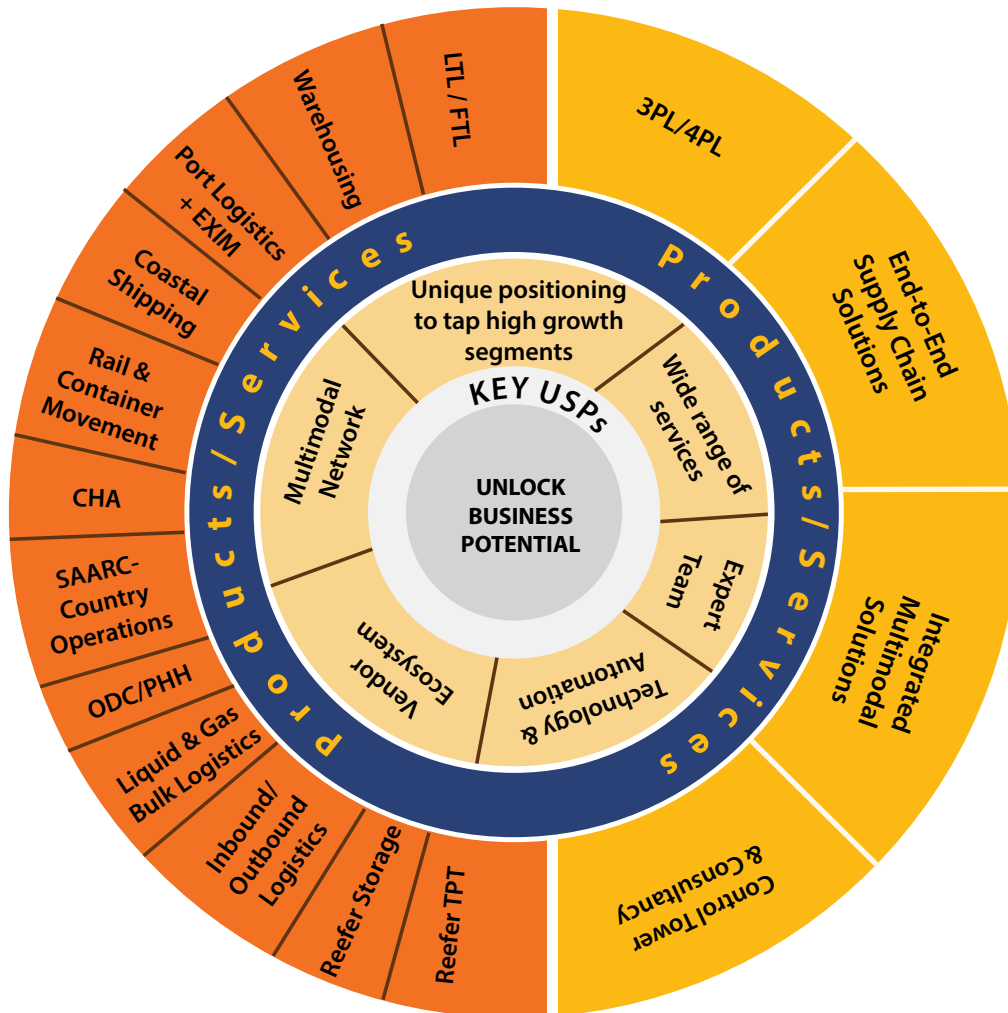
Vineet Agarwal

Managing Director













Unleashing Potential Driving Growth

At TCI we create distinct value proposition for our customers. Our business model is designed to accomplish responsible, sustainable and profitable growth



VERTICALS SERVED/PRODUCTS

- | | |
|---|--|
|  Automobiles |  E-Commerce |
|  Retail and CP |  Chemicals |
|  Hi-tech (ICE) |  Iron and Steel |
|  Healthcare and Lifesciences |  Food Grains/Agri++ |
|  Energy & Renewables |  Aviation & Defence |

BENEFITS FOR CUSTOMERS

-  Single Window Solution
-  Operational Cost Efficiencies
-  Trusted Delivery & Fulfillment
-  Economies of Scale

Well positioned to deliver growth

Segments

Opportunities

TCI's approach



Chemical and Pharma

- Supply chain disruption in China and Europe
- Chemicals flow into Pharma through APIs
- India is preferred manufacturing destinations for chemicals
- Maturing Supply Chain Solutions

- Multimodal solution for movement of Hazardous and Non Hazardous. bulk liquid and dry chemicals
- Own strategic assets- ISO Tanks, Gas Tankers, Dry Bulk Containers.
- Responsible Care, ITCO, PESO and Drugs License
- Chemical & GDP compliant warehouses



Agriculture

- 16% of GDP in farm & food sector
- Consumption linked sector with shorter cycles

- Multimodal solutions comprising last mile deliveries
- 3PL Solutions, Yard management, OBL, WH
- Offers hub-spoke solutions



Renewables

- Global Renewable energy market projected to reach \$1,977.6 billion by 2030
- Boom in "green" energy
- Increased shift from fossil fuels to renewable energy

- End-to-End multimodal through Rail
- Import clearance and Warehousing
- Last Mile and Storage



Cold Chain

- Growth in the organized food delivery and ecommerce segments
- Market maturing to quality vs cost

- Dedicated team in partnership with Mitsui
- Quality operations with cold & dry solutions
- 150 +fleet (90 Own), 13000+ Pallet position



SAARC + CHA

- BBIN & CMLV countries
- Increasing Supply Chain Solutions linkages in neighboring countries
- Look East Policy with Govt investment into projects

- Own Subsidiaries in Nepal and Bangladesh
- Offices at all major borders and capital cities
- End-to-End multimodal through Road and Rail
- AEO, IATA, CHA, Courier Licenses.



Case studies

TCI Cold Chain Solutions

Client

International Chocolate Brand



Challenge

- Increased rate of waste and pilferage generated due to broken cold chain supply management
- Accountability and connectivity
- Storage facilities



Solution

- Single point storage facilities
- Unbroken cold chain solution



Client benefit

- Reduction in warehouse cost
- End to end tracking
- Improving the product quality
- Multi temperature Vehicles



TCI Chemical Logistics Solutions

Client

German Chemical and Consumer Goods Company



Challenge

- To develop, implement and operate a centralized logistics network
- Required forward storage solutions so it could be delivered to end-users
- To provide streamlined processes and visibility throughout their supply chain



Solution

- Facilitated the storage and transfer of chemicals through ISO tanker for final mile delivery
- Managed the transport planning for continuous optimization of procedures modality and loads
- Freight, management services through roads, rail, and sea to the various business units for the transportation of packed goods



Client benefit

- PESO compliance
- Factory License
- Class 3, Class 5.1, Class 6, Class 8, Class 9 Handling
- High degree of safety
- Consolidation

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TCI-CONCOR

Client

India's leading metal and mineral company



Challenge

- The focus was on on-time delivery
- Most economical logistics solution.



Solution

- Single window solutions for entire logistics
- 90 TEUs Container Used
- 1890 MT in each container
- Using own & vendor vehicle
- Hub & Spoke Model



Client benefit

- 30,000 MT. Of Copper Sulphate successfully delivered in 966 TEUs
- 34% Cost saving to customer
- No Adulteration of Cargo
- No vessel cut off missed
- Zero % Shortage / Damage



How we made a difference!

Green Logistics: GHG Emissions Reduced

Through Rail and Costal multimodal we carried over **1,000** trains and over **1,50,000** Containers across various product categories under domestics and EXIM movements.

This high end multimodal logistics enabled our customers to handle large volumes with zero defect across the value chain reducing the cost/ton. Most importantly customers earned much desired GREEN POINTS.

Customers also benefitted by using rail for hinterland movement and then coastal, thus ensuring the development of alternate routes which remain environmentally friendly.



Fulfilling the purpose

The philosophy of sustainability forms the core of TCI, and is part of all our existing policy and strategies that drives the business. Integration of environment stewardship, business continuity, empowering communities and transparency with all stakeholders reflects our efforts and focus on achieving the triple bottom line.



Environment

Focus on renewable energy

Promotes Reduce, Reuse, Recycle

Multimodal solutions: Push towards green logistics

Warehouse equipped with **solar panels**

Successfully completed **8,000 trips** via **CNG Vehicles**

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Social

Ensure conducive workplace

Road safety and health initiatives conducted on a national level

22 healthcare centers across 11 states

Artificial limb center served **2,112 patients**

Urmila Sports Academy to train players for National and International sports events

TCI - DAV Public School to bridge the education gap in the tribal area



Governance

Strengthening Independence & transparency & diversity of the Board of Directors

Development of long-term performance-linked remuneration system

Numerous governance principles & policies

Technology, Digital Transformation and Automation in TCI



DECISION SUPPORT SYSTEMS

Solutions Adopted

- Logistics Control Tower
- Business Intelligence Tools
- Route Planning & Optimization System
- Security Operation Centre

Technology Used

- Advanced Analytics
- Robotics Process Automation
- Machine Learning & Artificial Intelligence Alerts & Notifications

Outcome

- End to -End Visibility & Transparency
- Proactive Event Management
- Reduction in Bottlenecks
- Enable better planning

SECURITY & BUSINESS CONTINUITY

Solutions Adopted

- Endpoint Detection and Response
- Advance Threat Protection
- Network & Web Application Firewalls
- Security Protocols & Policies
- High Availability Disaster Recovery

Technology Used

- Complete Information Security Posture
- Multi Layer Threat Inspection

Outcome

- Authorization & Access Control
- Prevention from Cyber-attacks
- Ransomware, Malware, Cross-site Scripting, Data loss etc.,

IT - INFRASTRUCTURE & DATABASE

Solutions Adopted

- Cloud Computing Services and Servers
- Data Warehouse management System
- Communication Tools
- Version Control and Repository systems

Technology Used

- Relational and Non-relational Database management technologies
- Diversified Operating Systems
- Technical Inventory

Outcome

- Provide better client service
- Increased Productivity
- Flexibility, agility & Scalability
- Instant Deployment & Easy Maintenance
- Strengthen networks



VALUE BASED RELATIONSHIP

Solutions Adopted

- Customer Relationship Management
- Supplier Relationship Management
- Order Management System

Technology Used

- Android Application
- Electronic Data Interchange

Outcome

- Improvements in customer and supplier experience and operational efficiency

CORE BUSINESS OPERATIONAL

Solutions Adopted

- Enterprise Resource Planning
- Workforce Management System
- Fleet Management System
- Tyre Management System
- Procurement Management System
- Freight Exchange Platform
- Ewaybill, GST, E-Invoice

Technology Used

- N-Tier Architecture
- Android Applications
- Version Control System
- Bidirectional Communication Protocols
- Diversified Frameworks and Technology stacks

Outcome

- Operational Excellence
- Streamline and unified Business Processes
- Facilitate real-time collaboration

CONFIGURATION & INTEGRATION

Solutions Adopted

- GPS & GIS Services - Location and Route Geofencing
- APIs
- IOT Devices - RFID, Temperature Sensors
- Barcode Scanners, GPS devices

Technology Used

- Microservices
- Advanced channels for data transmission over secured network
- Intelligent Transport Systems for Live Tracking

Outcome

- Cross Platform
- Fast, encrypted, and secured data movement
- Centralized Repository Services

Engines driving Growth

We aspire to serve the customers with the best. Our tech-enabled services and solutions across our verticals have enabled us to offer superior quality services and enhanced customer experience.



With a legacy of over six decades and being India's foremost surface transport solutions entity, TCI Freight is the largest business segment of the TCI Group. It can manage any size and dimension of cargo or product such as FTL (Full Truck Load), LTL (Less than Truck Load), ODC (Over Dimensional Cargoes), PHH (Project Heavy Haul), and Foldable Large Containers (FLCs).



TCI Supply Chain Solutions (TCI SCS) is a single window enabler of integrated logistics and supply chain solutions catering to diverse and complex business needs. Our offerings include supply chain design and reengineering, logistics support to third party, warehousing management and other similar services. What distinguishes TCI SCS is its unique supply chain network, professionally managed inventory, and modern warehousing management with advanced material handling equipment.



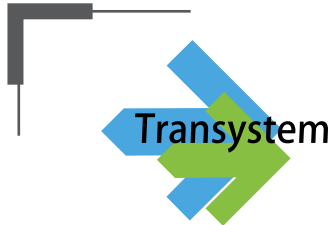
Being the pioneers in multimodal coastal shipping and container cargo movement and transportation services, TCI Seaways connects India with its western, eastern, and southern ports. The division has vast experience and knowledge in providing seamless end-to-end coastal shipping solutions.



An end-to-end multimodal logistics solutions provider, it is a joint venture between TCI and CONCOR. This segment synergises the strengths, infrastructure and capabilities of TCI Group with rail infrastructure of CONCOR. It establishes a cost effective integrated rail-road service.



Integrated cold chain service provider to meet the needs of temperature-controlled warehousing and distribution services. The facility caters to the needs of various industries such as agriculture products, processed foods, life sciences, healthcare, and specialty chemicals, among others.



Complete logistics solution provider from inbound to outbound logistics. Transsystem is a logistics partner for Toyota Kirloskar and other Japanese companies in India. It comprises Completely Built Units (CBUs) and spare parts management, warehousing and distribution.



A subdivision of TCI which provides storage of chemicals – liquid, dry and gases in compliant warehouses and movement in ISO tank containers, gas tankers and flexi tanks by Rail, Road and Coastal.

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CROSS-BORDER PRESENCE



TCI Group has a strong presence in the SAARC, especially BBIN countries. It provides logistics services to Nepal, Bangladesh, Sri Lanka, Bhutan, also connecting Myanmar with offices at borders and capital cities.

Financial performance

Key Financial Ratios (Standalone)

| | (Rs. In Lakhs) | | | | |
|---------------------------------------|----------------|----------|----------|----------|----------|
| Particulars | 2017-18 | 2018-19 | 2019-20 | 2020-21 | 2021-22 |
| Total Income | 2,20,227 | 2,58,514 | 2,54,165 | 2,48,718 | 2,93,570 |
| EBITDA | 23,373 | 27,105 | 26,174 | 28,302 | 42,158 |
| Finance Cost | 3,084 | 3,558 | 3,235 | 2,475 | 1,090 |
| Depreciation & Amortization | 6,733 | 7,519 | 7,765 | 8,810 | 10,759 |
| Profit before Tax & Exceptional Items | 13,556 | 16,028 | 15,174 | 17,017 | 30,309 |
| Exceptional Item | 400 | - | 988 | 1,396 | - |
| Taxes | | | | | |
| -Current | 2,222 | 3,778 | 2,475 | 2,424 | 3,668 |
| -Deferred | 510 | (514) | (930) | (280) | (102) |
| -Taxes for earlier years | 50 | - | - | - | |
| Net profit | 10,374 | 12,764 | 12,641 | 13,477 | 26,743 |
| Cash profit | 17,667 | 19,769 | 19,476 | 22,007 | 37,400 |
| Dividend Per Share* | 1.60 | 1.80 | 2.00 | 2.50 | 6.00 |
| EPS | 13.55 | 16.65 | 16.46 | 17.52 | 34.63 |
| Gross Block | 82,080 | 90,074 | 1,04,302 | 1,17,511 | 1,26,472 |
| Net Block | 67,990 | 70,954 | 77,366 | 78,380 | 78,600 |
| Share capital | 1,532 | 1,533 | 1,537 | 1,542 | 1,547 |
| Avg. Net Worth | 62,892 | 75,695 | 89,346 | 1,01,516 | 1,19,671 |
| Total Debts** | 42,383 | 44,963 | 40,228 | 24,162 | 4,215 |
| Avg. Capital Employed | 1,07,779 | 1,21,356 | 1,31,696 | 1,32,648 | 1,32,103 |
| Operating Profit Margin (EBIT) | 7.56% | 7.58% | 7.24% | 7.84% | 10.70% |
| Return on Avg. Net Worth | 16.57% | 16.86% | 14.15% | 13.28% | 22.35% |
| Return on Capital Employed | 15.44% | 16.14% | 13.98% | 14.69% | 23.77% |
| Debt Equity Ratio (times) | 0.63 | 0.54 | 0.42 | 0.22 | 0.03 |
| Interest Cover (times) | 7.58 | 7.62 | 8.09 | 11.44 | 38.68 |
| Book value per share (in Rs.) | 88.10 | 108.29 | 123.65 | 140.13 | 169.80 |
| Debtors Turnover | 6.05 | 5.91 | 5.40 | 5.38 | 6.36 |
| Current Ratio | 1.29 | 1.39 | 1.47 | 1.81 | 3.03 |

* Included Recommended Dividend

** Total debts does not include lease liabilities

Key Financial Ratios (Consolidated)

(Rs. In Lakhs)

| Particulars | 2017-18 | 2018-19 | 2019-20 | 2020-21 | 2021-22 |
|---------------------------------------|----------|----------|----------|----------|----------|
| Total Income | 236,431 | 277,316 | 273,796 | 282,786 | 3,27,659 |
| EBITDA | 25,334 | 29,412 | 28,580 | 30,682 | 45,632 |
| Finance Cost | 3,221 | 3,738 | 3,432 | 2,670 | 1,283 |
| Depreciation & Amortization | 6,865 | 7,744 | 8,249 | 9,281 | 11,302 |
| Profit before Tax & Exceptional Items | 15,248 | 17,930 | 16,899 | 18,731 | 33,047 |
| Exceptional Item | - | 67 | 988 | 1,306 | - |
| Taxes | - | - | - | - | - |
| -Current | 2,316 | 3,872 | 2,527 | 2,661 | 3,851 |
| -Deferred | 501 | (538) | (936) | (278) | (86) |
| -Taxes for earlier years | 50 | - | 1 | - | - |
| Non-Controlling Interests | 64 | 89 | 83 | 328 | 321 |
| Net profit | 12,381 | 14,529 | 14,319 | 15,042 | 29,282 |
| Cash profit | 19,747 | 21,735 | 21,632 | 24,045 | 40,498 |
| EPS | 16.08 | 18.84 | 18.54 | 19.12 | 37.50 |
| Gross Block | 82,851 | 93,930 | 1,10,746 | 1,22,665 | 1,31,829 |
| Net Block | 68,212 | 73,082 | 79,330 | 80,985 | 80,865 |
| Share capital | 1,532 | 1,533 | 1,537 | 1,542 | 1,547 |
| Avg. Net Worth | 70,417 | 82,687 | 95,792 | 1,09,680 | 1,29,999 |
| Total Debts* | 43,958 | 47,029 | 41,857 | 27,668 | 6,193 |
| Avg. Capital Employed | 1,16,707 | 1,32,831 | 1,44,805 | 1,48,387 | 1,51,474 |
| Operating Profit Margin (EBIT) | 7.81% | 7.81% | 7.43% | 7.57% | 10.48% |
| Return on Avg. Net Worth | 17.58% | 17.57% | 14.95% | 13.71% | 22.52% |
| Return on Avg. capital employed | 15.83% | 16.31% | 14.04% | 14.42% | 22.66% |
| Debt Equity Ratio (times) | 0.62 | 0.57 | 0.44 | 0.25 | 0.05 |
| Interest cover (times) | 7.87 | 7.87 | 8.33 | 11.49 | 35.57 |
| Book value per share (in Rs.) | 99.48 | 116.35 | 133.27 | 151.71 | 184.96 |

*Total debts does not include lease liabilities

Corporate Overview



Statutory Reports



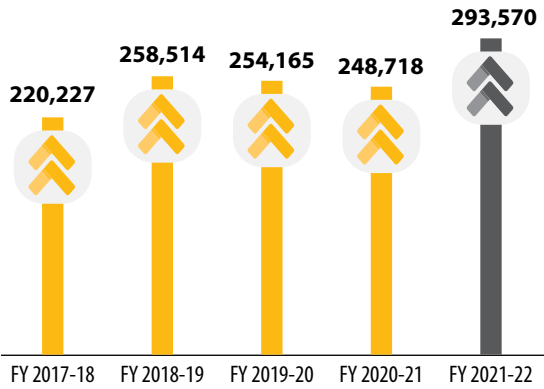
Financial Statements



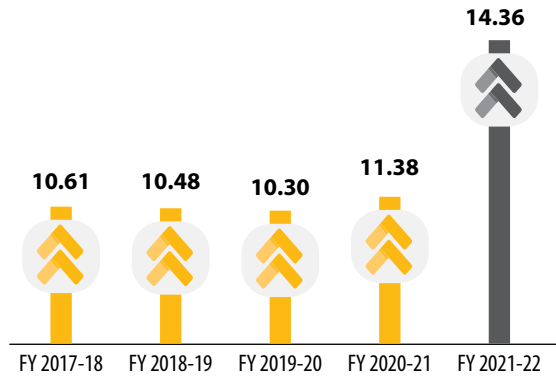
Standalone

Total Income

(₹ in Lakhs)

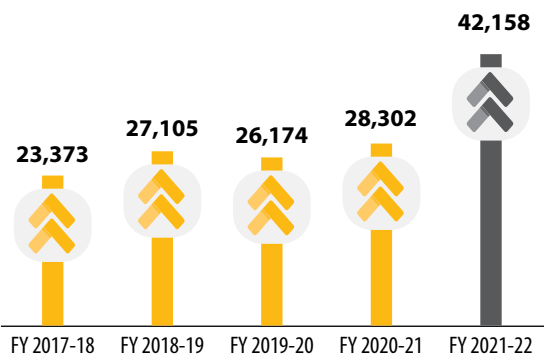


EBITDA Margin (%)

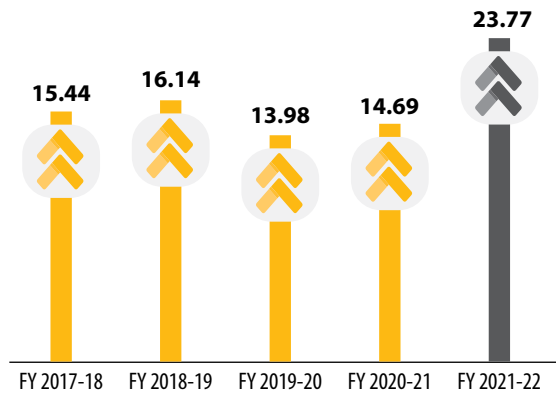


EBITDA

(₹ in Lakhs)

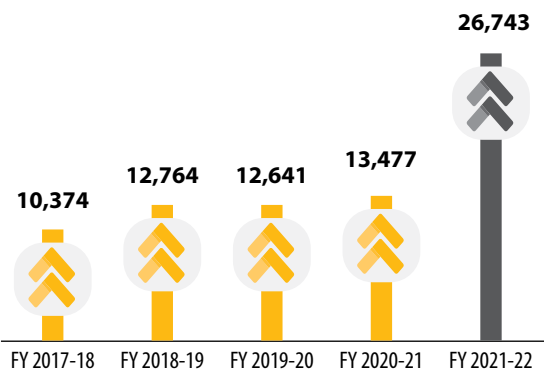


RoCE (%)

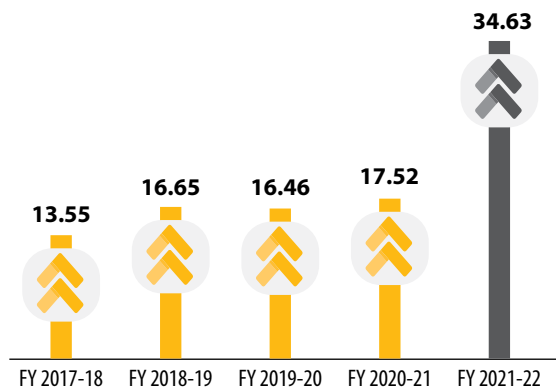


PAT

(₹ in Lakhs)



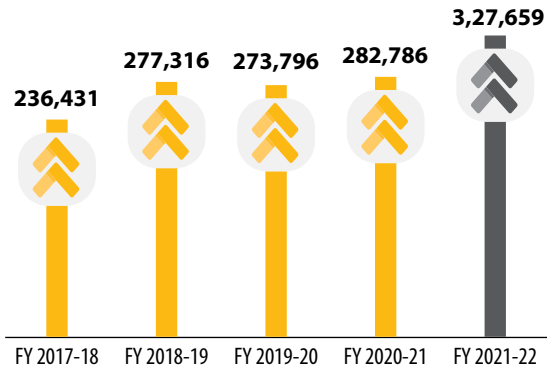
EPS (₹)



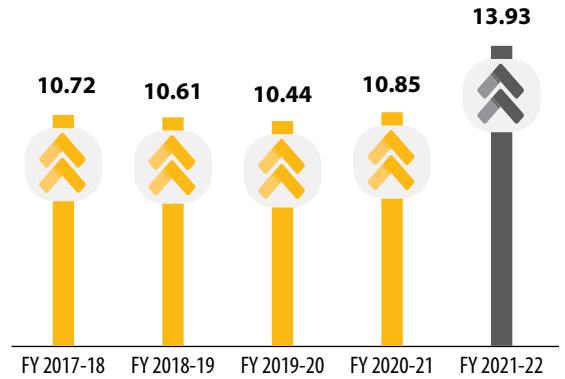
Consolidated

Total Income

(₹ in Lakhs)

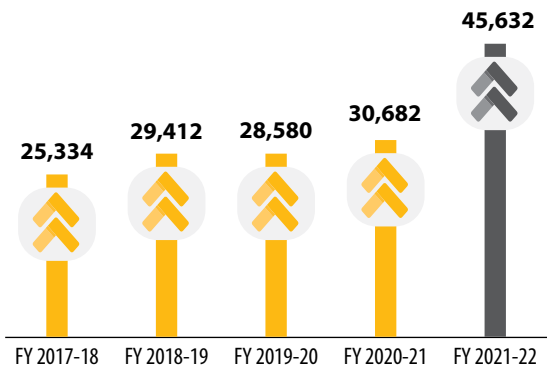


EBITDA Margin (%)

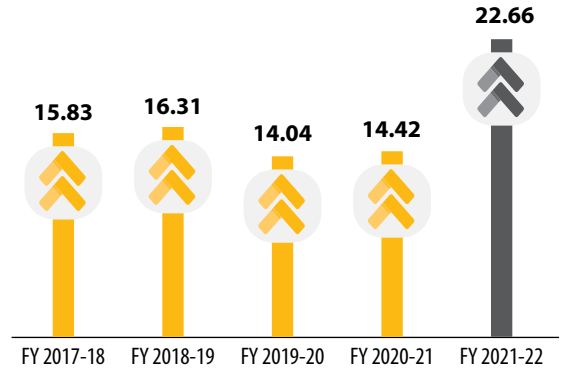


EBITDA

(₹ in Lakhs)

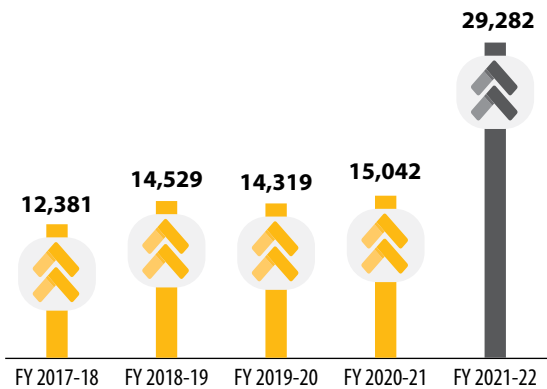


RoCE (%)

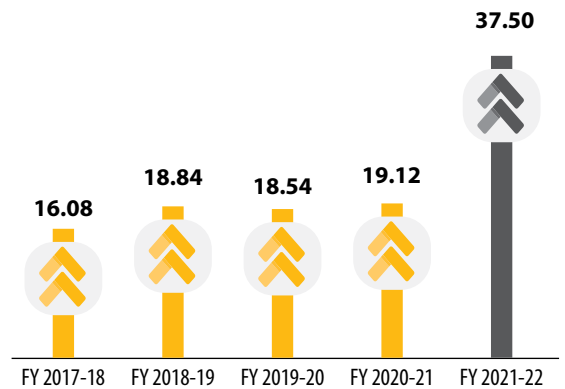


PAT

(₹ in Lakhs)



EPS (₹)



Corporate Overview



Statutory Reports



Financial Statements



Corporate Information

Board of Directors

Mr. D P Agarwal
Chairperson & Managing Director

Mr. Vineet Agarwal
Managing Director

Mr. S N Agarwal
Non-Executive Director

Mr. Vijay Sankar
Independent Director

Mr. S Madhavan
Independent Director

Ms. Gita Nayyar
Independent Director

Mr. Ravi Uppal
Independent Director

Mr. Vikrampati Singhania
Independent Director

Ms. Urmila Agarwal
Non-Executive Director

Mr. Chander Agarwal
Non-Executive Director

Other Information

Group CFO
Mr. Ashish Tiwari

Company Secretary
Ms. Archana Pandey

Statutory Auditors
M/s Brahmayya & Co,
Chartered Accountants

Registrar & Share Transfer Agent

KFin Technologies Ltd.
Selenium Tower B,
Plot number 31 & 32,
Financial District Gachibowli,
Hyderabad 500 032
Tel: +91 040 67161524
E - Mail: einward.ris@kfintech.com
Web: www.kfintech.com

Corporate Office

TCI House, 69, Institutional Area,
Sector 32, Gurugram - 122001
Tel: 0124-238 1603-07
Email: corporate@tcil.com
Website: www.tcil.com

Registered Office

Flat Nos. 306 & 307, 1-8-201 to 203,
3rd Floor, Ashoka Bhopal, Chambers,
SP Road, Secunderabad 500003
Tel: 040-278 40104

Corporate Identification No.
L70109TG1995PLC019116

Bankers

State Bank of India
HDFC Bank Ltd.
ICICI Bank Ltd.
Axis Bank Ltd.
DBS Bank India Ltd.

Ratings & Certifications

ISO 9001 : 2015

ICRA

A1 + for Commercial Papers

CRISIL

AA/Stable (Reaffirmed) Long
Term Rating
A1+ (Reaffirmed) Short Term
Rating

Board of Directors



MR. D P AGARWAL

Chairperson &
Managing Director



MR. S N AGARWAL

Non-executive Director



MR. VIJAY SANKAR

Independent Director



MR. S MADHAVAN

Independent Director



MS. GITA NAYYAR

Independent Director



MR. RAVI UPPAL

Independent Director



MR. VIKRAMPATI SINGHANIA

Independent Director



MS. URMILA AGARWAL

Non-Executive Director



MR. CHANDER AGARWAL

Non-Executive Director



MR. VINEET AGARWAL

Managing Director



Management Discussion and Analysis

'Innovation is the key to unlocking the post crisis growth.'

The year 2021-22 enabled the world to experience exactly the above. It was a year of innovation, recovery and renewal. Businesses of all sizes embraced digitalization and demonstrated full strength to build a culture of resilience and empathy. As a result of which, the global economy pounced back to the pre-pandemic path and most major economies were able to recover the nominal output lost during the pandemic.

"PHYGITAL" emerged as the new normal especially for the logistics industry, combining the physical aspects of delivery with the tech-enabled approach of ordering online. In line with the global trends, Indian consumers also started to adopt to the 'door-step delivery'

way of living. Online grocery shopping increased by 80%, giving rise to 'direct to customer (D2C)' brands and hyper local delivery services for all kinds of products & services started driving the consumer demand.

Another global impact which the Indian industry has to grapple with is committing to carbon emissions reduction. Listed entities are working to inculcate ESG into their day to day working. High Inflation and significant supply-demand skew also led to enterprises scurrying to realign their supply chains; an opportunity to innovate, create paradigm shifts in business offerings and scale up.



Economic Overview

Global

The global economy has been witnessing drastic ebbs and flows since the Covid-19 pandemic. The first half of 2021 saw mass vaccinations, early policy support, ease of restrictions, and the opening up of mobility across nations. Altogether, these factors aided nations in getting back on track. Initiatives to achieve maximum employment and ensure price stability pushed economies towards attaining robust growth and facilitated a robust bounce-back post the Covid-19 outbreak. The global economy registered a growth of 6.1% in 2021 against a contraction of 3.3% in 2020. The advanced and developing economies grew by 5.2% and 6.8%, respectively, in 2021. The US recorded a growth of 5.7% in 2021, the highest ever in the last four decades, while the

UK expanded at the highest since World War II, recording a GDP of 7.5% in 2021. In the later part of the year 2021 and the beginning of 2022, this progress was marred by the second and third waves resulting in cascading effects on the economic output. All nations were faced with new hurdles in the form of soaring commodity prices and imbalances in demand-supply induced by the pandemic resulting in build up of inflationary pressures. The bigger challenge was in the form of the Russia-Ukraine conflict, aggravated the challenges. Amidst this conflict the energy prices touched the roof with crude oil prices exceeding US\$ 100/barrel at one point in time.

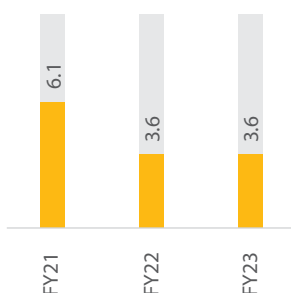


The recovery of the global economy in the near future will largely depend on how the economies come together to contain the threat of the pandemic, ease out supply chains and restore peace treaties between Russia and Ukraine. With this backdrop, the global GDP is likely to reach 3.5% in 2022.

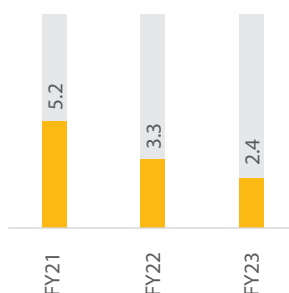
World Economic Outlook April 2022

Growth Projections

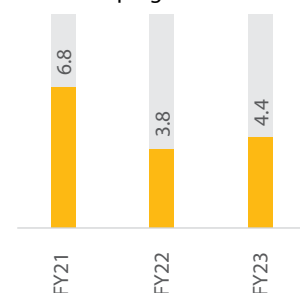
Global Economy



Advanced Economies



Emerging Market & Developing Economies





India

India is the fastest-growing economy among the emerging nations, as testified by the post-Covid-19 outbreak progress. Owing to the re-calibrated opening of the markets along with improved vaccination rates/drives, the economic output is gradually attaining the pre-Covid-19 levels. This growth, coupled with higher than pre-Covid-19 levels of actual spending both by the private and Government sector, and the accommodative stance of RBI during the fiscal year, has augmented growth.

India has registered a GDP of 8.7% in FY 2021-22 against a contraction of 6.6% in FY 2020-21 largely supported by pickup in investments and private consumption. Apart from contact intensive services like Trade, Hotels, Transport, Communication and Broadcasting, all sectors are expected to surpass the pre-pandemic levels in FY 2021-22. To boost the Indian economy,

the Indian Government announced a set of structural reforms in 2021, of which the production-linked incentive (PLI) scheme is the most important and would benefit multiple sectors and boost indigenous production. .

However, the rise in geopolitical conflicts, supply chain disruptions, and pronounced issues of coal, power and semi-conductor posed major growth challenges to the nation. India imports almost 80% of its oil needs through imports. A rise in oil prices would widen the fiscal deficit, thus weakening the rupee and heightening inflation.

India's GDP in FY2022-23 is subject to various risks such as energy access and price constraints, food inflation, reflexes from trade sanctions, tightening policies and financial instability. Consequently, the GDP is projected to be about 7.2% in FY2022-23.

Logistics Industry Overview

Global

The Logistics industry, has undergone a significant transformation in the last two years. The fiscal year 2021-22 became the year of after-effects and side effects of the Covid-19 pandemic and witnessed widespread disruptions across the globe, including:



Port congestions and inefficiencies



Extreme rate hikes across all trades



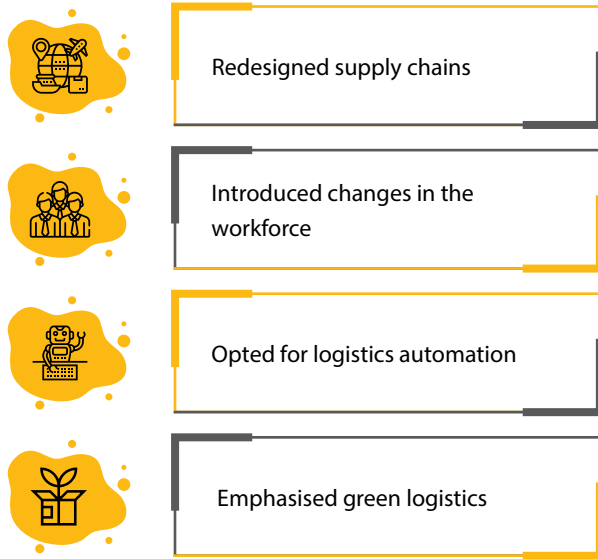
Suez Canal blockage



Shortage of ships and containers

But even despite these disruptions, global trade reached a record level of US\$ 29 Trillion in 2021 – registering a sharp increase of 25% compared to 2020. Exports and imports across major economies reached pre-pandemic levels. Almost all economic sectors marked substantial growth in trade, primarily dominated by commodities, chemicals and metals. High commodity prices and demand-spurring stimulus packages can be ascribed to this rise in trade. After adapting efficiently to the volatile global scenario, the Logistics sector continues to evolve and grow, with multiple trends emerging this year.

To fulfill orders and adapt to the new situation, logistics companies across the world have:



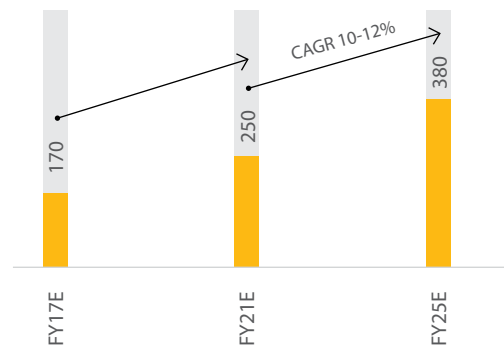
Going forward, constant technological advancements, integration of biometrics, GPS and drone delivery are highly anticipated to become the new normal for the Logistics industry. Further, the amalgamation of supply and demand-side and the rapid proliferation of trade agreements will significantly drive growth in the near future.

However, Russia's invasion of Ukraine has added to the woes of the global supply chain. Consequently, soaring oil prices, high inflation, and rising commodity prices are disturbing the sector's output alongside supply chains and logistics operations. These issues are expected to impede the growth prospects in the near term. With the current scenario into consideration, the industry is expected to reach US\$ 6.6 Trillion by 2027, registering a CAGR of 4.7% over 2021-2027.

India

After a long-drawn slowdown due to the Covid-19 pandemic and its subsequent waves, the Indian Logistics industry is witnessing rapid growth. The new Government policies, enhanced connectivity, dedicated freight corridors, and are fueling the current growth momentum. India's Logistics industry is poised to reach a market size of US\$ 380 Billion by 2025. Significant government initiatives like 'Gati Shakti' Master Plan for multimodal connectivity, a smooth logistics infrastructure development is being looked forward to in the coming years. Having monetization and execution plan in-place, this surely is the right move towards creation of an 'Atmanirbhar Bharat'. Proposed Warehousing Policy and to-be released National Logistics Policy, Production Linked Incentive scheme (PLI) will prove to be instrumental in bringing ease of doing business. Recent examples of tech-based government initiatives include the launch of SDLE (Secured Document Logistics Exchange) and GHG calculator to enhance logistics efficiency. Other initiatives aimed at driving innovation in the industry include Radio-frequency identification (RFID) tags, and process automation applications such as 'Vahan' and 'Sarathi'.

(USD Billion) **Logistics Market size**



Opportunities

Changing Consumer Behavior & Consumption Patterns

The pandemic instrumented a radical shift in consumer behavior and preferences. The penetration of the internet and smartphone has made this possible. E-commerce has significantly impacted the way customers shop. The E-commerce market in India is projected to reach US\$ 75 Billion by 2022, recording a CAGR of 21.5% over 2021-25, reaching a market size of US\$ 120 Billion. Some of key consumption sectors, emerging business models and the required logistics services thereof are listed below:

India

Growth of Agri Tech

- Increased logistic requirements owing to organized practices
- To manage 'Integrated Supply Chains: farm2fork concepts
- Distribution of Agri inputs
- Government induced and Public Sector led investments in 'Near Farm Infra' will emerge as a dominant political narrative.
- State govt. expected to play an important role in mobilizing resources for enablement of cold chains for horticulture, fresh produce and cash crops.

Extended Producer Responsibility

- Management of Reverse logistics, perhaps with more focus on FMCG, Electronics, Durables
- Enablement of B2B2C logistics infra for EPR commitments

Growth of Digital Native Business (Quick Commerce)

- To go hyperlocal
- Manage frequent and prompt deliveries
- Re-localize strategy

Increasing Demand for Fulfilment Fueling Warehousing Growth

GST has resulted in higher hub-and-spoke model adoption in Warehousing, Cold Chain, Container Freight Stations, and Inland Container Depots. With changing customer preferences, companies have shifted their focus towards urban logistics, automated warehousing and last-mile delivery.

Focused last-mile deliveries to improve customer experience

Huge investments are being directed towards route optimization, tracking and network building to focus on and meet the last-mile delivery requirements. Today, a growing number of logistics players are strengthening their efforts to provide customers with hassle-free deliveries.

Increase in Return Management/Reverse Logistics

The E-commerce market is experiencing rapid growth. Along with deliveries, there are also innumerable returns required to be catered efficiently by E-commerce partners. Here, technology plays a crucial role in efficiently integrating the inventory management system with the E-commerce platforms. This area will be very critical for all industries because having a smooth returns/recycle logistics system will be necessary in order to comply with ESG norms.



Government Initiatives

PM Gati Shakti

The PM Gati Shakti - National Master Plan for Multi-modal Connectivity is a digital platform. It aims to bring 16 Ministries, including Railways and Roadways, together for integrated planning and coordinated implementation of infrastructure connectivity projects.

The multi-modal connectivity is expected to provide integrated and seamless connectivity for the movement of people, goods and services from one mode of transport to another.

All other earlier programmes of Bharatmala, Sagarmala, and UDAN will be integrated under one roof and executed. The idea is to achieve an efficient and seamless multi-modal transport network. One which helps improve connectivity while also ensuring competitive business towards building a self-reliant India.

Formulation of the PM Gati Shakti Master Plan for Expressway in FY23 to facilitate faster movement of people and goods. The National Highway network will be expanded by 25,000 kms in 2022-23 with a financing outlay of Rs. 200 Billion.

Development of 100 Gati Shakti cargo terminals over the next three years. Railways will develop efficient logistics for small farmers and enterprises, 'One station, one product' to help supply chain of local products.

Developing a Unified Logistics Interface Platform for efficient movement of goods, reduced logistics costs and time, assisting Just-In-Time inventory management, and eliminating tedious documentation via data exchange among all transport mode operators.

Contractual implementation of multi-modal logistics parks at four locations, to be awarded on a PPP mode in 2022-23.



National Logistics Policy

The National Logistics Policy (NLP) aims to ease supply chain bottlenecks and expedite the development of an integrated logistics ecosystem. The Policy's goal is to reduce time, wastage, and cost while also ensuring sustainability. The NLP shall enhance the seamless country-wide distribution of goods and promote the ease of doing business for many players across the sector. The Policy targets strengthening the warehousing sector by enhancing storage quality and expanding capacity by identifying relevant standardization and optimization areas.

National Infrastructure Pipeline

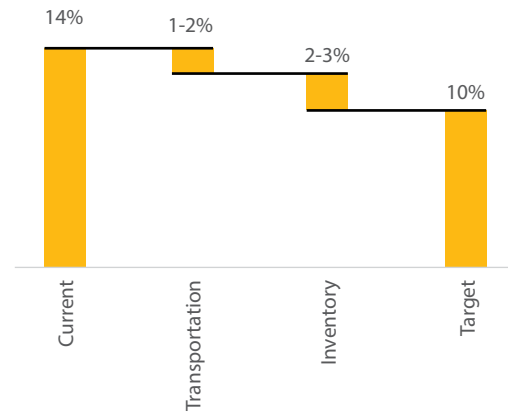
The Government has earmarked an investment of Rs. 102 Lakh Crores for the development of road, railways, civil aviation, telecom, housing, and others over 2020-2025. This will help in building efficient and smooth infrastructure while ensuring network optimization.

The average freight movement speed on the upcoming Dedicated Freight Corridors (DFCs) will be 100 kmph, almost a three-fold increase from the existing speed of Indian Railways. This will reduce transit time and also increase capacity as more trains would run on the double-line tracks. Also, the DFC network is expected to prevent CO2 emissions of around 457 million metric tonnes (MMT) over the next 30 years.

Government's Drive to Reduce Logistics Costs

In developed nations like Germany and the US, logistics costs make up for only 7-9% of the total GDP. This can be attributed to good infrastructure, efficient network and connectivity models. All of these factors, combined with efficient paperwork, result in lower pilferage and wastage.

- The Ministry of Commerce and Industry, India aims to reduce the logistics costs from the current share of 14% to 15% of the GDP to 10%, over the period of next five years.
- The Government has decided to allocate Rs. 11,00,550 Million to the Logistics industry as an aid in lowering logistics costs.



Source: Niti Aayog, Equirus Securities

Production Linked Incentive (PLI): Towards an Atmanirbhar Bharat

When it comes to the PLI Scheme, supply chain management forms an integral part. Implementing various projects under the PLI scheme will require the Central and State Government's approval. To make the Scheme successful and enable the companies to flourish, there will be an increased emphasis on enhancing infrastructure and logistics to ensure smoother connectivity.



Industry Initiatives

Growth in End-user Industry

There was strong growth recorded across several sectors such as Automobile, Textile, Retail, Pharma, Real Estate, Chemicals and Healthcare. This, in turn, pushed up the demand for logistics. The Auto sector, backed by strong Government policies like PLI, and the FAME II scheme, continued growing progressively, despite the challenge of semiconductor scarcity. Post the Covid-19 outbreak, various sanctions on Chinese textiles and setting up of mega parks helped the Textile sector move towards recovery. Rising consumerism and demand for goods and services is driving further demand for logistics.

Emergence of Omnichannel Retail

Customer aspirations, with the boom in the E-commerce business, are changing constantly. This constant change calls for proper inventory distribution across channels and the right mix of transportation modes. It also paves the way for a transition of retail stores to mini distribution centers in the future – basis an adequate warehouse management enabled with technology.

China +1 Strategy

India is a developing country witnessing rapid growth across sectors such as Agriculture, Automobile, Biotechnology, Chemicals, Capital goods, and E-commerce, among others. The China + 1 Strategy, and the subsequent shift in the focus of global players to choose alternative suppliers, especially since the pandemic, has made India an attractive option for investors and businesses as an emerging market. With solid growth in the end-user industry, transportation is further likely to flourish at a rapid pace.

Green Logistics: Multimodal Rail and Coastal Movements

The share of Rail Freight and Coastal Movement in India has been hovering around 30-35% and 5% respectively, of the total freight spent for few years now. Road movement is still the major

contributor with 60-65% share. The advent of ESG has led to the adoption of rail and coastal multimodal as one of the major steps in reducing the carbon footprint for the industry and build in cost-efficiencies. Infrastructure investments in projects such as Gati Shakti, Sagarmala, Multi-Modal Logistics Parks (MMLPs) and Dedicated Freight Corridors (DFC) are telltale signs of things to unfold.

Modern logistics parks are being built with solar rooftops to sell carbon-free electricity rather than directly consuming it. With these developments in mind, E-commerce companies in India have committed to delivering 30% of shipments using Electric Vehicles in the near future. India can become a global leader in advanced freight transport by unleashing a cost-effective, clean, and optimised freight transport system through a bigger percentage of rail and a combination of multimodal logistics and EV operations.

Contract Logistics/ 3PL

Increasing demand for integrated logistics solutions and higher preferences from end-user industries like Manufacturing, FMCG, Pharmaceutical and Ecommerce sectors have boosted the demand for 3PL logistics. The market for 3PL is estimated to grow from Rs. 580 Billion in 2020 to Rs. 1,200 Billion by 2025, with the Indian 3PL logistics market expected to outperform the industry growth.

Cold Chain Logistics

With the growth of QSR, 3PL, Retail, E-commerce, Food Service industry, and consumer demand for a variety of non-seasonal fruits, vegetables and poultry products, the requirement for efficient infrastructure in the cold chain has gained massive traction. Going ahead, the cold chain market is estimated to witness a CAGR of 16% over 2020-24, reaching a market size of US\$ 36 Billion.



Increased Technology Adoption



Internet of Things (IoT)

To manage assets, performance, flow preventive maintenance, among other things



Artificial Intelligence (AI)

Used for Chatbots, agility in operations, dynamic allocation on routes, and more



Augmented Reality (AR) / Virtual Reality (VR)

Robots are assisted by cloud computing across business applications like warehouses, shipment, load, inventory, and more, will assist managers to 'see' the entire operation, helping them coordinate both people and robots.



Radio-frequency identification (RFID)

To track inventory, prevent pilferage, and more.



Data exchange among all transport mode operators

Will be brought on the Unified Logistics Interface Platform – enabling efficient movement of goods, reducing logistics costs and time, assisting Just-In-Time inventory management, and eliminating tedious documentation.



Connected Technologies

It is the core of the smart supply chain and development of a logistic ecosystem. It helps in smartly integrating all functions from supply chain to transit and accessing real-time insights to predictive analysis. The Cold supply chain is one area where connected technology is implemented across the ecosystem.



Blockchain

It has the potential to unlock authentication and transparency at every phase of the supply chain. It helps monitor and enforce key factors such as environmental sustainability, ethical procurement, and inventory wastage/shrinkage.



Cloud & Edge Computing

Enables businesses with 'one source of truth' data structure, virtualized insights capabilities and an always-on reporting and recommendation platform.

Challenges



Fragmented and Unorganized Sector

Though the logistics industry has come a long way in formalizing the overall operations, there still is a long road to cover. Most part of it is still controlled by unorganized players, that comprises of single-truck owners, freight forwarders, last-mile connectivity providers and other workers who have disintegrated work processes.



High International Freight Rates

Logistics, as an industry continues to face major challenges like high (4-5X) international freight rates – making EXIM trade is still a cause of concern, shortage of containers, high prices of ships, driver shortages, fuel price increase and the resultant inflation in general. These challenges have led to an increase in the overall logistics cost, hence impacting demand substantially.



Need to improve the overall infrastructure

The Logistics Ease Across Different States (LEADS) index launched in 2018, suggested to improve the overall infrastructure to highlight and support the growth of the industry. Single window clearance, skilling, robust grievance redressal mechanisms are amongst other suggestions for bringing about an overall improvement.



Low Technology Adoption

There is a very small number of formal logistics companies that have the capability to use efficient technologies. However, almost every logistics process can be digitized from sourcing of trucks, tracking, route optimization, documentation, and sending/receiving proof of deliveries to save time and bring accuracy in the system. Thus the standardization across the board i.e. create uniform platforms and adoption thereof will be the future ask of the industry.



Company Overview

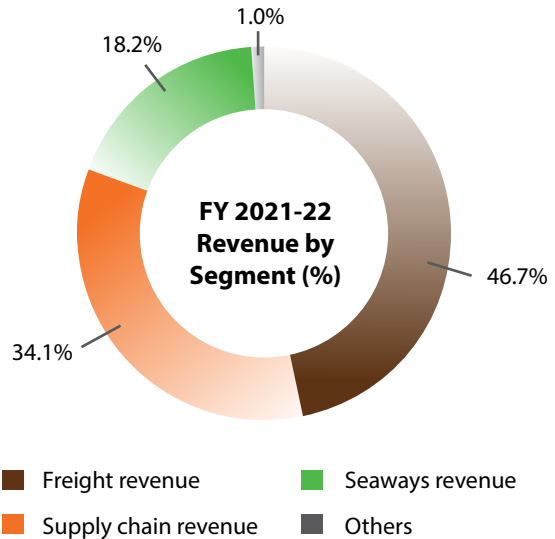
Industry Initiatives

Everything Logistics

Transport Corporation of India Limited (TCI) started as an individual's entrepreneurial dream and efforts in 1958. Six decades later it stands tall with grit, determination and resilience. TCI, today is at the forefront of providing integrated multi-modal logistics network through its business divisions: TCI Freight, TCI Supply Chain Solutions, and TCI Seaways; subsidiary; TCI Cold Chain Solutions; joint ventures, TCI-CONCOR, Transystem; a sub-division, TCI Chemical Logistics Solutions and subsidiaries in SAARC, TCI Bangladesh and TCI Nepal.

With over 6 decades of experience and proven commitment to excellence in every facet of activity, TCI continues to service its customers and all stakeholders with efficiency and quality as its bywords.

During the pandemic, TCI worked with resilience and adaption to the new normal, to minimize supply chain disruptions. The company continued the operations of certain critical warehouses throughout, whilst ensuring the highest standards of safety.



As part of ESG framework, TCI through its multimodal network and renewable energy based modern warehouses, is enabling its customers to reduce GHG emissions and help meet their sustainability goals. TCI has created a centre of excellence for digital transformation & technology adoption. This is enabling it to offer customers value added services using latest tools and technologies.



Core Competencies:

9,000+ trucks

6 ships, 13 million sqft of warehouse space

1,000+ IT

Enabled own offices

3,500+

Dedicated workforce

3 trains

For high-end Automobile Logistics

8,000+

General Purpose Containers
650 ISO Liquid Tank Containers

NPS

To assess customer's loyalty

Centre of Excellence

For Digital Transformation & advanced technology adoption

Employee satisfaction

Index amongst highest in the country

Unique positioning

To incubate high growth segments

24*7

Customer connect



Business Divisions

TCI Freight

Everything Freight, Everything Reliable

TCI Freight is among India's premier organized surface transport service provider, serving remotest of corners of India & SAARC/BBIN nations. With a legacy of over six decades in the Logistics industry, the division is fully-equipped to provide surface transport solutions for the cargo of any dimension or product segment ranging from:

Core Competencies:

Integrated Surface Transport Solution

Hub & Spoke Model

TCI Freight has 25 strategically located hubs catering to its offices across India, thus ensuring a wide distribution network, reliable cargo consolidation and transportation network.

Key Account Management

Key Account Management (KAM) system provides dedicated & customized solutions through control towers for its large customers. This 24*7 solution helps to manage the information flow and keep the customer posted of any new updates/development.

FY 2021-2022



₹1,37,157 Lakhs

Revenue



₹6,197 Lakhs

EBITDA



FTL (Full Truck Load)



LTL (Less than Truck Load)



ODC (Over-dimensional Cargo) & PHH (Project Heavy Haul)

Growth Drivers:

- Investments in Infrastructure projects by the government, Aviation and Defence push, 5G, Renewable Energy, Consumption sectors all will add to TCI Freight's opportunities.
- India's good relationship with SAARC/BBIN countries and the demand for multi-modal rail solutions are also anticipated to raise the demand in the Logistics segment.





Everything Seaways, Everything Seamless

TCI Seaways is India's leading multi-modal coastal player, connecting India's western, eastern and southern ports. The division has extensive knowledge and expertise in coastal shipping, container cargo movement, liner, charter, first and last-mile connectivity via rail and road.

Core Competencies:

Assets

TCI Seaways, now has six coastal ships with a total capacity of 77,957 dead weight tonnage (DWT). The division also owns 8000+ marine containers. These ships are deployed on the following routes:

- Chennai- Port Blair - Chennai
- Kandla - Tuticorin
- Kandla - Mangalore -Kochi & Kochi - Kandla
- Chennai - Myanmar - Chennai

Coastal shipping Synergy

A large part of the containerized cargo consists of a variety of general goods, agriculture products, building materials and movement of vehicles constitute a substantial load.



FY 2021-2022



₹53,321 Lakhs

Revenue



₹23,628 Lakhs

EBITDA

Skilled Workforce

An experienced management team and well trained workforce ensure precision and co-ordination in achieving targets. Skill upgradation of the workforce through training programs and workshops keeps TCI Seaways globally competitive and enables itself to provide quality service.

Growth Drivers:

- Expected upward growth in waterways with increasing adoption of green logistics solutions. Currently, encompasses 5-6% of transportation modal mix with the potential to register upward growth.
- Further impetus to coastal logistics through Jal Marg Vikas Project of Rs. 53,690 Million and The Sagarmala Project by the Government of India worth US\$ 120 Billion which seeks to invest in the development of 6+ Mega Ports, 14+ Coastal Economic Zones and Industrial Zones near Ports.



Everything Supply Chain, Everything Agile

TCI Supply Chain Solutions (TCI SCS) is a single-window Integrated Logistics and Supply Chain solutions provider encompassing all the needs of a value-seeking progressive client right from conceptualization to execution. TCI SCS comprises a rich talent pool enabling it to cater to demands in key industry verticals such as Healthcare, Chemical, Hi-Tech, Retail & CP's Auto, among others.

Core Competencies:

Domain Expertise

What sets TCI SCS apart is its unique and innovative approach in managing the entire supply chain integrated with software for seamless flow of information across Production (Inbound) Logistics; Finished Goods (Outbound) Logistics and Distribution Centers / Aftermarket Warehouses thus creating a "Glass Pipeline" of visibility. The expertise of TCI SCS lies in agility for operating on shorter product life-cycles using a dynamic supply chain network design; scientifically and professionally managed inventory; modern warehousing management using smart material handling equipment and multi-modal transportation along with integrating scores of logistics partners into a cohesive unit for a single-window user experience.

FY 2021-2022



₹1,00,154 Lakhs

Revenue



₹10,686 Lakhs

EBITDA

Asset Base

Being in the value space, TCI SCS owns strategic assets that provide differentiated service to customers and enables efficient execution of the contracts.

- Physical assets include ownership and lease of all modern warehouse storage and handling equipment inside the warehouses aggregating to 13 Million Sq. ft., customized owned fleet of over 1100 trucks and trailers; stainless steel tank containers, etc.
- Technology including proprietary ERP in the cloud enabling digitalization of the entire supply chain using hand held, computers, Android and web Apps



- Team members with exposure to the related verticals/product industries to provide 3PL solutions. International exposure to manufacturing plants, ports, warehousing facilities add to the domain knowledge.
- 3 Automobile Trains under the AFTO Rail scheme for high-end CBU logistics in conjunction with Pan-India network of 55+ yards offer an excellent hub & spoke solution to all Automobile, Farm Equipment, Earth Moving Equipment, Electric Vehicles brands to reach out to their customers most effectively. The value added services includes, Pre Dispatch Inspection (PDI), battery charging, storage of critical parts, enabling customers to get financing.

Serving Complex Requirements

Being in a mission critical service industry, TCI SCS design's systems & processes as per the customers' wish list of outcomes and monitor

operations to the last detail using technology and empowerment at Key Account Management (KAM) level, thus ensuring an agile and lean supply chain for the customers. Operating in the value space with a rich talent pool with global exposure and local knowledge, TCI SCS is able to provide innovative, customized and path-breaking solutions.

Growth Drivers

- Increased outsourcing of logistics services including automation to handle high velocity and high volume.
- Increased use of technologies for improved efficiency and greater control over supply chain operations
- Evolution of logistics, 3PL activities for the Automobile industry in wake of its adoption of Electric Vehicles, Mobility and vehicles emanating out of alternate fuels.



Joint Ventures

TCI CONCOR

Multimodal Logistics Solutions

TCI-CONCOR Multimodal Solutions Private Limited

TCI-CONCOR Multimodal Solutions Pvt. Ltd. is a Joint Venture between Transport Corporation of India Ltd. (51% equity) and Container Corporation of India Ltd. (49% equity). Operating on an asset-light model, this entity offers integrated rail multi-modal logistics solutions for businesses dealing with chemicals, food grains, metals etc. With rail transport being the pivotal mode and road transport supporting the first and last mile deliveries, TCI-CONCOR leverages its strong network to move goods in an environmentally responsible manner.



Transsystem Logistics International (TLI) Private Limited

In this joint venture, TCI holds 49% of the equity against 51% share of Mitsui & Co. This strategic alliance collaborates with Toyota Kirloskar and other Japanese companies in India. It focuses on automotive logistics of Japanese clients such as Inbound Logistics (IBL), Outbound Logistics of Completely Built Units (CBU), spare parts management, and warehousing & distribution.

TCI COLD CHAIN SOLUTIONS

TCI Cold Chain Solutions Limited

TCI caters to the Cold chain services and end-to-end supply chain management requirements of QSR, Retail, Pharma and Chemical sectors. The services include temperature control Warehousing as well as primary & secondary distribution requirements.

The Company holds shares in the proportion of 80:20 with Mitsui & Co. Ltd. in this Company.

Cross-Border Presence

SAARC/BBIN

TCI Group has a strong presence in the SAARC countries. It caters to Nepal, Bangladesh, Bhutan, Sri Lanka with offices at borders & capital cities. It also now connects India to other International ports like Yangon, Jebel Ali, Busan and Shanghai.

Certifications:

- AEO
- Government approved CHA license
- IATA Certified
- Government approved Courier license
- IBA-approved transport Service

Services:



Road and Rail Movement to SAARC Nations (FTL, LTL)



Warehousing and Yard solutions



Express Distribution (Air and Surface)



Customs Clearance-CHA (Both sides of the Border)



SAARC-BBIN

PORT LOGISTICS, CHA & EXPORTS-IMPORTS

Presence through subsidiary companies



TCI Nepal Private Limited

TCI Nepal Private Limited is a wholly-owned subsidiary of TCI. It provides end-to-end movements of goods through main borders of the countries, customs clearance at both side of the borders and as per customer requirements.



TCI Bangladesh Limited

Headquartered in Dhaka, this wholly-owned subsidiary of TCI in Bangladesh provides C&F services and in-country end-to-end logistics solutions for value seeking progressive clients. The Company has three offices based at Petrapole (India), Benapole (Bangladesh) borders and Chittagong port.

Other Group Companies & Entities



TCI Express Limited

TCI Express Limited, is an independent company listed with stock exchanges of India. It is the only express cargo company in India having its own set up, reinforced with a team of over 3500+ professionals and over 40000 pickup and delivery locations. The Company focus mainly on cargo distribution with greater emphasis on burgeoning e-commerce business, offering time-definite solutions.



TCI Developers Limited

TCI Developers Limited is a Real Estate arm of TCI, created to look into the development of the Group's commercial properties. It undertakes the development of office complexes, residential buildings, large modern warehouses and logistics parks.



TCI Foundation

TCI Foundation, as the Group's social arm is committed to serving the nation, with a motto of equality and a better life for all citizens. The Foundation is in the vanguard to support and assist the communities including the underprivileged section in rural areas by facilitating health services (charitable hospitals), education, community and sports development.



TCI Institute of Logistics

TCIL, a group venture of TCI Group, aims at creating a platform for the industry to foster professionalization for different job roles in the Logistics sector. They focus on emerging trends, industry-specific problems of national importance and globally recognized standard practices in logistic & supply chain management.



Details of significant ratio changes

i.e. Change of 25% or more as compared to the immediately previous financial year in key financial ratios, along with detailed explanations therefore:

| | Standalone | | | Consolidated | | | Reason for Change |
|--|------------|--------|----------|--------------|--------|----------|--|
| | FY21 | FY22 | % change | FY21 | FY22 | % change | |
| Current Ratio (in times) | 1.84 | 3.03 | 64.87% | 1.81 | 2.85 | 57.70% | Increase in cash and cash equivalents and Current Investments due to higher cash generated |
| Debt- Equity ratio (in times) | 0.24 | 0.06 | -76.03% | 0.25 | 0.07 | -73.55% | Debt repayments amidst high cash availability |
| Debt service coverage ratio (in times) | 3.39 | 9.92 | 192.40% | 3.46 | 10.17 | 193.87% | Lower Debt balances and higher cash profits |
| Return on equity ratio (in %) | 13.28% | 22.35% | 68.33% | 12.81% | 22.52% | 75.81% | Higher profits |
| Inventory Turnover Ratio* | 58.57 | 72.10 | 23.11% | 58.57 | 72.10 | 23.11% | - |
| Trade receivables turnover ratio (in times) | 5.38 | 6.36 | 18.29% | 5.61 | 6.39 | 13.82% | - |
| Trade payables turnover ratio (in times) | 30.28 | 33.13 | 9.39% | 30.30 | 29.86 | -1.47% | - |
| Net capital turnover ratio (in times) | 8.14 | 6.00 | -26.27% | 8.56 | 6.15 | -28.08% | Increase in working capital amidst revenue growth |

* Inventory Turnover ratio has been calculated for Seaways Division only

| | Standalone | | | Consolidated | | | Reason for Change |
|--|------------|--------|----------|--------------|--------|----------|---|
| | FY21 | FY22 | % change | FY21 | FY22 | % change | |
| Net profit ratio (in %) | 5.42% | 9.11% | 68.12% | 5.32% | 8.94% | 68.01% | Revenue Growth , Lower finance cost , high profitability in Shipping Division |
| Return on capital employed (in %) | 13.22% | 22.20% | 67.98% | 14.32% | 22.09% | 54.26% | Higher Profits |
| Return on investment (in %) | 8.53% | 16.62% | 94.86% | 8.79% | 16.42% | 86.83% | Higher Profits |



Environment, Social and Governance (ESG)

Purpose

At TCI, we understand the need of adapting to the ever-evolving times. Today the world is talking about ESG post the urgent need to take action on the global crisis of climate change. However, we had envisioned the need for sustainable operations almost a decade ago and therefore pushed towards integrated multimodal logistics and promoted shift from road to rail and coastal multimodal solution. Today, TCI has a strong multimodal network that includes 3 AFTO Trains, 6 Coastal Cargo ships, 8000+ Marine Containers, 650+ ISO Tank Containers servicing all of India and SAARC-BBIN nations. By providing reliable, cost-effective services with as little environmental impact as possible, we help our customers unlock their business potential. Our industry-specific solutions for Automotive, Industrial, Retail & Fashion, Healthcare, Technology and Renewable Energy help customers in those sectors succeed.

Thus, the theme for this year is “Everything Logistics with PURPOSE”.

We help our people grow. Our people, who we also call ‘TCI Yodhas’ are the heart of our business and are responsible for the long-term success of our company. TCI employs more than 3,500+ direct employees and 6,000+ outsourced associates. Regardless of the function or position, we respect our employee’s rights and work to provide them with a safe, healthy and nurturing workplace where everyone has the chance to grow and develop their talent. We grow shareholder value. Creating profitable growth means balancing solid, above-market organic growth and an active expansion strategy. Measured by revenue and profit margins, we’re one of the industry’s largest and most profitable players. It gives us a strong market position. It is also a foundation for continuously growing our business over market-level everywhere we operate.

We help societies grow. We do business with integrity, respecting the dignity and rights of individuals in all cultures and countries. We believe in giving back to the communities we operate in, while finding new ways of cutting our operational environmental footprint.

At TCI, we have created and are enhancing an ESG structure that can offer sustainable logistics solutions to our customers.



Few recent initiatives include:

- Push towards end-to-end integrated multimodal logistics along with tech enabled control towers.
- TCI Safe Safar, a health and safety initiative that aims at educating truck drivers and people of transport community to follow health & safety norms to make India’s roads safer.
- A program to train MSMEs in executory norms of ESG/BRSR compliances. We onboard them by giving assistance. Making suppliers part of the entire ESG ecosystem, training, upgrading them and making them to give “green certificates”.
- Recycling of all items which contributes to the reduction in emissions. Managing returns and re-usables in the entire company through a well- networked and centrally controlled process.
- Lighting roads through solar panels along with Solar Roof tops of TCI warehouses
- Usage of green materials for development of modern warehouses
- Adoption of Alternative fuels, CNG for commercial vehicles - we successfully completed 8,000 trips in past 8 months via CNG vehicles for B2B last-mile deliveries

Health, Safety and Environment Policy



TCI is committed to providing a safe, healthy and eco-friendly work environment to all its employees and associates, ensuring that its business processes are carried as per SOPs, as to:



Strive for 'Zero Accident' at the workplace



Safe movement of man and material



Controlled environmental pollution from business activities within permissible limits, and strive to reduce it further



Reuse and recycle wastes wherever possible



Conserve energy and natural resources



Spread awareness about health, safety and the environment persistently through training program



Create a responsible work environment where safety, health and environment are everyone's responsibility



Consistently improve



Health

Activities during COVID-19

- We handled mission critical vaccine and oxygen logistics

Vaccine Logistics

Long Haul

1 Mn. Doses

Last Mile

2 Mn. Doses

Oxygen Logistics

Cryogenic

10,000 tonnes

Oxygen Conc.

1,000

Oxygen Cyl.

10,000

OGP/PSA

56

Delivered to Tier 2 & 3 locations

Hisar, Satna, Patna, Madhubani, Nalanda, Joka, Etawah, Katni, Aligarh, Jalgaon, and Vidisha

- Movement of LMO was done in customized vehicles with an oxygen bullet/capsule on it
- Vehicles were equipped to store liquefied gases at **very low temperatures**
- The vehicles ran round-the-clock during this crisis and some were **airlifted** too
- We continue to add value from the time country started facing the pandemic –

TCI Yodhas have been on the ground supporting the drivers who remain a critical link in the entire supply chain.



Health & Safety Initiative

TCI Safe Safar

TCI Group launched 'Safe Safar' – An (ESG + HSE) Initiative:



To educate & create awareness amongst the logistics community about health & road safety norms, TCI Group launched 'Safe Safar' with the continued aim of spreading an effective message on Health and Road Safety for the entire Logistics and Transportation industry. The highlight of the program is a specially-fabricated, environment-friendly CNG vehicle that highlights the importance of health and road safety by engaging nukkad natak, posters and quizzes. As a part of this program, this truck travels to all parts of India, spreading its core idea and urging everyone to participate and take the safety pledge.

So far, TCI Safe Safar successfully conducted 120+ events across 50+ cities, covering approximately 20,000 drivers, and 2,600 pledges, reaching nearly 10.8 Lakhs people Pan-India. The initiative was officially launched and inaugurated in 2019 by the Honorable Minister for Road Transport & Highways, Micro, Small & Medium Enterprises (MSME), Shri. Nitin Gadkari Ji.

In addition to being an HSE initiative, TCI Safe Safar is also a part of TCI Group's environmental, social, and governance (ESG) practices. We promote the use of alternative fuels and help the on-ground logistics Yodhas to understand the importance of sustainable operations.



Corporate Social Responsibility

Five core areas of CSR initiatives by TCI



Preventive Healthcare



Education



Women Empowerment



Rural Development



National Sports Development

Preventive Healthcare

TCI Foundation carried out a COVID-19 Vaccination drive Pan-India, for the marginalized section of society

TCI Foundation in association with US AID implemented project GUARD with an objective to meet the demand and distribution of COVID-19 vaccination, particularly among the vulnerable and marginalized population. The project was done in direct coordination with the State Government's Health Department and District Health Authorities and District Administration.

Till now, 1.5+ lac beneficiaries have been inoculated across 18 states/union territories of India.

TCI's preventive healthcare initiative 'Kavach'

It aims to make better healthcare facilities available for all irrespective of their gender, age, caste, and social status, on an ongoing basis. It adopts the five key elements identified by the World Health Organization (WHO), to achieve this goal:

Reducing exclusion and social disparities in health

Organising health services around people's needs and expectations

Integrating health into all sectors

Pursuing collaborative models of policy dialogue

Increasing stakeholder participation

In line with the aforementioned strategic belief, TCI Foundation has established TCI Jaipur Foot & Rehabilitation Center in Patna. Other medical interventions for truckers across the country are also being managed by the foundation. Till date, the Company set up 22 healthcare centers across 11 states, and the artificial limb centers, mentioned above, have served 2,112 patients.

Education

The initiative's chief agenda is to bridge the education gap in the tribal area of Jharkhand and elevate the education infrastructure and content to the same standardized levels as that of in the mainstream urban centers in India. The initiative has been effectively implemented through TCI-DAV Public School at village Jamhar, District Khunti in Jharkhand State.

This school has been affiliated with the Central Board of Secondary Education (CBSE) and serves the crucial purpose of making education 'Available', 'Accessible' and 'Affordable' for tribal hinterland in Jharkhand, in technical collaboration with DAV College Management Committee Delhi. The school ensures the all-round development of the children by giving equal importance to academics, sports and cultural activities.

Women Empowerment

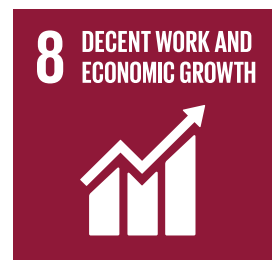
Lack of awareness about personal hygiene is a malady still plaguing many parts of rural India. Sensitive and very important topics surrounding women's health such as menstruation aren't discussed or addressed scientifically owing to the prevailing social taboos. Due to this, many rural women, especially those belonging to the underprivileged sections, continue to suffer in silence.

In order to address this problem, TCI Foundation established a Self-Help Group for rural women, for manufacturing and sell low-cost sanitary napkins to benefit women and adolescent girls from the villages in the Kara Block in and around Jamhar Village, Khunti District of Jharkhand.

The direct benefits of this project are reaped by adolescent school-going girls in the age group of 10-19 years, and women in the age group of 20-50 years, in terms of better menstrual hygiene at

economical rates and opportunities for employment and economic development. The demand for these products and the involvement of the tribal women in the manufacturing process makes this project viable and sustainable for the longer term.

The project addresses four of the United Nations Sustainable Development Goals, as follows:



TCI View

Statutory Reports

Financial Statements

Rural Development

Through its initiative 'Samanta', the Company seeks to further its mission of achieving equitable social development and sustainable development in the rural area of Andaman & Nicobar. This would be achieved through increasing employment opportunities by providing social safety plan and developing growth infrastructure.

National Sports Development

To promote Indian talent in the field of sports, TCI Foundation established the Urmila Sports Academy in village Nyangal Bari, Tehsil Rajgarh, District Churu in Rajasthan under its initiative 'Shourya'. This academy houses modern, centrally air-conditioned international standard training facilities for both budding and elite athletes of the country. It is equipped with trained qualified coaches and provides all amenities in the campus, to both men & women hostels, for athletes and staff housing. Being affiliated with the Rajasthan State Government, Khelo India, Sports Authority of India Ministry of Youth Affairs and Sports to impart training to budding and leading athletes in the sports of wrestling, weightlifting and boxing, the academy holds pride in having produced talented female weightlifters who have represented India and won medals in the Asian Youth Weightlifting Championship 2020 held in Uzbekistan.



Risk Management Policy

Risk management is integral to the Company's strategy and to achieve the long term objectives. The Company has put in place an enterprise wide Risk Management Framework with the objective of timely identification of risks, assessment and evaluation of such risks in line with the overall business objectives. On a half yearly basis, the Risk Management Committee reviews these risks basis in line with the risk management plan to measure effectiveness of mitigation actions defined against risks and its impact on overall risk exposure of the Company.

During the course of year, appropriate changes were made to the risk register, considering internal or external changes. Risks are assessed and managed at various levels with a top-down and bottom-up approach covering the enterprise, the business units, the geographies, the functions, the customer /vendor relationships etc

The Company has a robust system for Internal Audit and Corporate Risk assessment and mitigation. The Company has an independent Internal Audit Department assisted by outsourced audit teams, wherever required. The Internal Audit plan is approved by Audit Committee at the beginning of every year. The conduct of Internal Audit is oriented towards the review of internal controls and risks in the Company's operations and covers all branches, hubs, warehouses, offices and centrally controlled functions. Every quarter, the Audit Committee is presented with a summary of significant audit observations and follow-up actions thereon.

Business Unit heads / Departmental HODs are responsible to ensure compliance with the policies and procedures laid down by the Management. Robust and continuous internal monitoring mechanisms ensure timely identification of risks and issues. The Management, Statutory and Internal Auditors undertake rigorous testing of the control environment of the Company.

Internal Financial Controls

The Company has laid down guidelines, processes and structures, which enable implementation of appropriate internal financial controls across the organisation. Such internal financial controls encompass policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of business, including adherence to its policies, safeguarding of its assets, prevention and detection of frauds and errors, the accuracy and completeness of accounting records and the timely preparation of reliable financial information. These include controls in the nature of manual or automated (IT applications including the ERP applications wherein the transactions are approved and recorded). Appropriate review and control mechanisms are put in place to ensure that such control systems are adequate and are operating effectively on an ongoing basis.

Internal financial controls are reviewed and tested constantly as they may become inadequate because of changes in conditions, or that the compliance with the policies or procedures may deteriorate and accordingly new financial controls are added or obsolete controls are deleted.

Mr. Naveen Gupta is the Internal Auditor of the Company. The Company's internal financial control framework is commensurate with the size and operations of the business and is in line with requirement of the act. These controls were tested regularly and no material discrepancies wrt design or operations were noticed

Business Continuity Framework

TCI has a well-established business continuity and disaster management framework. The framework has been designed taking into consideration:



Various potential threats and risks which may hamper continuity of business



Business impact analysis of all activities across business units and departments identifying critical activities which requires continuous monitoring and are expected to be restored within defined time period in case of any disruption.



ITDR (recovery , safety and access of data in case any disaster)

The function is governed by a trained pool of business continuity champions and subject matter experts at various levels of the organization ensuring upkeep of business continuity plans, planning and executing drills to achieve seamless resumption, in case of any disruption. Continuous training is imparted to all stakeholders.

Cautionary Statement

Statements in this Report describing the Company's objectives, projections, estimates and expectations may constitute forward-looking statements within the meaning of applicable laws and regulations that involve risks and uncertainties. Such statements represent the intention of the management and the efforts being put into place by them to achieve certain goals. Actual results might differ materially from those either expressed or implied in the statement depending on the circumstances. Therefore, the investors are requested to make their independent assessments and judgments by considering all relevant factors before making any investment decision.



BOARD'S REPORT

To,
The Members,
Transport Corporation of India Ltd.

Your Directors have immense pleasure in presenting the Twenty-Seventh Annual Report of Transport Corporation of India Ltd. (the "Company") together with the Audited Financial Statements for the Financial Year (FY) ended 31st March, 2022.

1. FINANCIAL HIGHLIGHTS- STANDALONE & CONSOLIDATED

(₹ in Lakhs)

| Particulars | Standalone | | | Consolidated | | |
|-----------------------------|------------|------------|------------|--------------|------------|------------|
| | FY 2021-22 | FY 2020-21 | (% Growth) | FY 2021-22 | FY 2020-21 | (% Growth) |
| Total Revenues | 293,570 | 248,718 | 18.03 | 327,659 | 282,786 | 15.87 |
| Profit before tax | 30,309 | 15,620 | 94.04 | 33,047 | 17,425 | 89.65 |
| Tax | 3,566 | 2,143 | 66.40 | 3,765 | 2,383 | 57.99 |
| Profit after tax | 26,743 | 13,477 | 98.43 | 29,282 | 15,042 | 94.67 |
| EPS (Basic) (in ₹) | 34.63 | 17.52 | 97.66 | 37.50 | 19.12 | 96.13 |
| EPS (Diluted) (in ₹) | 34.48 | 17.47 | 97.37 | 37.34 | 19.07 | 95.80 |

FINANCIAL PERFORMANCE REVIEW AND ANALYSIS

On a consolidated basis, the revenues were at ₹ 327,659 Lakhs as compared to ₹ 282,786 Lakhs in the previous year with a growth of 15.87% while the profit after tax stood at ₹ 29,282 Lakhs as compared to ₹ 15,042 Lakhs in the previous year resulting in growth of 94.67%.

On a standalone basis, the revenues were at ₹ 293,570 Lakhs as compared to ₹ 248,718 Lakhs in the previous year with a growth of 18.03% while the profit after tax stood at ₹ 26,743 Lakhs as compared to ₹ 13,477 Lakhs in the previous year with an increase of 98.43%.

2. CHANGE IN CAPITAL STRUCTURE

During the year under review, 228,175 Equity Shares were allotted to the eligible employees upon exercise of stock options. Consequently, the paid up share capital stood increased from ₹ 154,199,500 divided into 77,099,750 shares of ₹ 2/- each to ₹ 154,655,850 divided into 77,327,925 shares of ₹ 2/- each.

These shares rank pari passu with the existing Equity Shares of the Company, in all respects. The Company has not issued any Equity Share with differential rights, sweat Equity Shares or bonus shares during the year under review.

3. DIVIDEND

Based on the Company's performance, the Board has recommended a Final dividend @ 100% (₹ 2/- per share) for the FY 2021-22 subject to the approval of Shareholders in the ensuing Annual General Meeting (AGM).

This is in addition to interim dividends declared during the year, as tabulated below:

| Dividend Type | % of Dividend | Dividend per share (in ₹) | Date of Declaration |
|----------------------------------|---------------|---------------------------|--------------------------------|
| 1 st Interim Dividend | 100 | 2.00 | 28 th October, 2021 |
| 2 nd Interim Dividend | 100 | 2.00 | 27 th January, 2022 |

The dividend so recommended/declared, is in line with the Dividend Policy of the Company which is available on the Company's website at the link: <http://cdn.tci.in/website/tcil/policies/Dividend%20Distribution%20Policy.pdf>.

4. TRANSFER TO RESERVES

For FY 2021-22, ₹7,000 Lakhs were transferred to general reserves.

5. MATERIAL CHANGES AFFECTING THE COMPANY

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

6. MATERIAL CHANGES IN NATURE OF BUSINESS

During the year under review, there was no change in the nature of Company's business.

7. TRANSFER OF UNPAID & UNCLAIMED DIVIDENDS & SHARES TO IEPF

The details of unpaid or unclaimed dividend(s) & shares transferred to IEPF during the year, pursuant to the applicable provisions of the Companies Act, 2013 (the Act), read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and the dividend(s) which are due for transfer to IEPF in the forthcoming years, are provided in the Corporate Governance Report forming part of this Annual Report.

8. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company has 11 subsidiaries including step down subsidiaries, 01 Joint Venture and 01 Associate Company.

During the year, TCI-CONCOR Multimodal Solutions Pvt. Ltd. (TCI-CONCOR), one of the subsidiaries of the Company, was material as defined under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations) and the Company's policy on material subsidiary.

Pursuant to the provisions of Section 129(3) of the Act, a statement containing the salient features of financial statements of the Company's subsidiaries in Form AOC-1 forms part to the financial statements of the Company.

The audited financial statement including the consolidated financial statement of the Company and annual accounts of the subsidiaries are available on the website of the Company

BOARD'S REPORT (Contd.)

www.tcil.com. Any shareholder interested in obtaining copy of the same may write to the Company Secretary by email at secretarial@tcil.com.

The Company has formulated a Policy for determining Material Subsidiaries. The Policy is available on the Company's website at the link: <http://cdn.tcil.in/website/tcil/policies/Policy%20on%20Material%20Subsidiary%2004.08.2021.pdf>.

9. DETAILS OF LOANS/GUARANTEES/ INVESTMENTS MADE

The details of loans, guarantees and investments covered under Section 186 of the Act form part of the Notes to the financial statements and are provided in this Annual Report.

10. DEPOSITS

During the year under review, your Company has not accepted any deposit within the meaning of section 73 of the Act.

11. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

During the year, all contracts / arrangements / transactions entered by the Company with related parties were in the ordinary course of business and on arm's length basis.

There were no transactions during the year under review attracting the provisions of section 188(1) of the Act. Hence information in Form AOC-2 is not applicable.

Further, during the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. The Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions as approved by the Audit Committee and the Board of Directors is put up on the Company's website at the link: <http://cdn.tcil.in/website/tcil/policies/Related%20party%20transaction%20policy%202021-22.pdf>

12. MANAGEMENT DISCUSSION AND ANALYSIS

In terms of the provisions of Regulation 34 of the SEBI Listing Regulations, the Management discussion and Analysis is set out & forms part of the Annual Report.

13. CORPORATE GOVERNANCE REPORT (CGR)

The Company is committed to maintain the highest standards of Corporate Governance and adheres to the Corporate Governance requirements set out by SEBI. The Company has also implemented several best governance practices. The report on Corporate Governance as stipulated under the SEBI Listing Regulation forms part of this Annual Report.

14. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR)

As part of our sustainability journey, during the financial year 2021-22, the Company has taken steps to implement the framework on Environmental, Social and Governance (ESG). At TCI, it was a collective decision to adopt the BRSR ahead of schedule for FY 2021-22 itself. We remain committed towards deepening our engagement with our stakeholders as we strive towards serving the needs of the environment, society as well as our customers.

The BRSR indicates the Company's performance against the principles of the 'National Guidelines on Responsible Business Conduct' and its forming part of the Annual Report.

15. ANNUAL RETURN

In accordance with Section 92(3) of the Act, the annual return in Form No. MGT-7, is available on the Company's website at the link: http://cdn.tcil.in/website/tcil/financial-reports/annual-reports/2021-2022/Annual_Return.pdf

16. DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors hereby confirm that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the FY 2021-22 and of the profits of the Company for that period;
- they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- they have prepared the annual accounts on a going concern basis;
- they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively; and
- adequate systems and processes, commensurate with the size of the Company and the nature of its business, have been put in place by the Company, to ensure compliance with the provisions of all applicable laws and that such systems and processes are operating effectively.

17. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMPs)

● Appointment and Reappointments

Mr. Ashish Bharat Ram ceased to be Director of the Company post completion of his two tenures as Independent Director effective from the conclusion of the 26th AGM of the Company. Based upon the recommendations of the Compensation/Nomination and Remuneration Committee, Mr. Vikrampati Sighania was appointed as an Additional Director in the capacity of Non-Executive Independent Director w.e.f. 5th July, 2021 by the Board of Directors, for a period of five years to fill the vacancy arising out of above cessation. The shareholders in AGM held on 3rd August, 2021 had approved the appointment of Mr. Vikrampati Sighania.

The Independent Directors of the Company have confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs ('IICA') in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended. They are exempt from the requirement to undertake the online proficiency self-assessment test conducted by IICA.

Details of Familiarisation Programme for the Independent Directors are provided separately in the CGR.



BOARD'S REPORT (Contd.)

Further, as per the provisions of Section 152 of the Act, Mr. Chander Agarwal and Ms. Urmila Agarwal are retiring by rotation and being eligible, offer themselves for re-appointment. A resolution seeking approval of the members for re-appointment and their brief resume along with other details as stipulated under the SEBI Listing Regulations, form part of the Notice of the AGM.

● Confirmation with respect to KMPs

As on 31st March, 2022, following are the KMPs of the Company:

- Mr. D P Agarwal, Chairman & Managing Director;
- Mr. Vineet Agarwal, Managing Director;
- Mr. Jasjit Singh Sethi, CEO-TCI Supply Chain Solutions, a Division of the Company;
- Mr. Ishwar Singh Sagar, CEO-TCI Freight, a Division of the Company;
- Mr. R U Singh, CEO-TCI Seaways, a Division of the Company;
- Mr. Ashish Tiwari- Group CFO; &
- Ms. Archana Pandey- Company Secretary & Compliance Officer.

18. NUMBER OF MEETINGS OF THE BOARD

Four meetings of the Board were held during the year under review. For details of meetings of the Board, please refer CGR forming part of this Annual Report. The maximum interval between any two meetings did not exceed 120 days, as prescribed in the Act.

19. MEETING OF INDEPENDENT DIRECTORS

One separate meeting of the Independent Directors was held during the year under review. For details of meeting, please refer CGR, forming part of this Annual Report.

20. DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS

Pursuant to the provisions of Section 149 of the Act, the Independent Directors have submitted declarations that each of them meets the criteria of independence as provided in Act and the SEBI Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company. Based on the declaration received from all the Independent Directors and in the opinion of the Board, all Independent Directors possess integrity, expertise, experience & proficiency and are independent of the management.

During the year under review, none of the Non-Executive Directors of the Company has had any pecuniary relationship or transactions with the Company, other than sitting fees or commission.

21. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The policy of the Company on Directors' appointment and remuneration, including the criteria for determining qualifications, positive attributes, independence of a Director and other matters, as mandated under Section 178 of the Act, is available on the Company's website at the link: <http://cdn.tcil.in/website/tcil/policies/Nomination%20and%20Remuneration%20Policy.pdf>. The brief particulars are given in the CGR, forming part of the Annual Report.

The new Independent Directors inducted into the Board attend an orientation and training program. The details with respect to training and familiarization programs can be accessed at: <http://cdn.tcil.in/website/tcil/corporate-governance/familiarisation-programme-of-independent-directors/Familiarisation%20Programme%20for%20Independent%20Directors.pdf>

22. PERFORMANCE EVALUATION

Pursuant to the applicable provisions of the Act and the SEBI Listing Regulations, the Board has carried out an annual evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its Committees. The Compensation/Nomination & Remuneration Committee has defined the evaluation criteria and procedure for the Performance Evaluation process for the Board, its Committees and Directors.

In a separate meeting, the Independent Directors evaluated the performance of Non-Independent Directors, performance of the Board as a whole and the Committees of the Board. They also evaluated the performance of the Chairperson taking into account the views of Executive Directors and Non-Executive Directors. The same was discussed in the Board Meeting that followed the meeting of the Independent Directors, at which the feedback received from the Directors on the performance of the Board and its Committees was also discussed.

23. COMMITTEES OF THE BOARD

As on 31st March, 2022, the Board of Directors has constituted the Audit Committee, the Risk Management Committee, the Stakeholders Relationship Committee, the Compensation/Nomination & Remuneration Committee, the Corporate Social Responsibility Committee, the Share Transfer Committee, the Corporate & Restructuring Committee & the Executive Authorization Committee.

The details on the composition of the Board and its committees are provided in the CGR.

24. AUDITORS AND AUDITORS' REPORT

● Statutory Auditors

Pursuant to Section 139 of the Act, M/s. Brahmayya & Co., Chartered Accountants, (Firm Registration No. 000511S) were appointed as Auditors of the Company for a term of 5 (five) consecutive years, at the 22nd AGM held on 2nd August, 2017 till the conclusion of 27th AGM. The above term of 5 years is expiring upon conclusion of ensuing AGM.

Accordingly, based on the recommendations of the Audit Committee, the Board of Directors has recommended the re-appointment of M/s. Brahmayya & Co., as Statutory Auditors of the Company, for a 2nd term of 5 consecutive years, to hold office from the conclusion of 27th AGM till the conclusion of 32nd AGM to be held in the calendar year 2027.

M/s. Brahmayya & Co., have confirmed their willingness and eligibility to the effect that their re-appointment, if made, would be within the prescribed limits under the Act and that they are not disqualified for re-appointment.

BOARD'S REPORT (Contd.)

The Statutory Auditors' Report for FY 2021-22 does not contain any qualification, reservation or adverse remark.

● Secretarial Audit

The Secretarial Audit of the Company was carried out by M/s. Vinod Kothari & Company, Practicing Company Secretaries, for the FY 2021-22. The Report given by the Secretarial Auditors is annexed as **Annexure I** and forms an integral part of this Report. The Secretarial Audit Report is self-explanatory and does not call for any further comments. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

The Secretarial Audit of TCI-CONCOR, the material subsidiary of the Company, was conducted by M/s. Sanjeev Bhatia & Associates, Practicing Company Secretaries, and their report did not contain any qualification, reservation or adverse remark or disclaimer. The Secretarial Audit Report of TCI-CONCOR forms part of this report as **Annexure I(A)** as per requirements of the SEBI Listing Regulations.

During the year under review, under Section 143 (12) of the Act, neither the statutory auditors nor the secretarial auditors have reported to the Audit Committee, any instances of material fraud committed against the Company by its officers or employees, the details of which need to be mentioned in the Board's Report.

● Internal Audit

Pursuant to Section 138 of the Act & rules made thereunder, Mr. Naveen Gupta, a qualified Chartered Accountant in whole time employment of the Company, acts as Chief Internal Auditor of the Company.

● Cost Audit & Records

The Company is required to maintain cost records of its Energy Division as specified by the Central Government under Section 148(1) of the Act. Accordingly, the Company has been maintaining the requisite records. The Company does not falls under the Statutory limit under Section 148 of the Act for conducting Cost Audit.

25. LISTING INFORMATION

The Equity Shares of the Company are listed on the BSE Ltd. ('BSE') and the National Stock Exchange of India Ltd. ('NSE').

As on 31st March, 2022, there are no Commercial Papers issued by the Company that are listed on any Stock Exchange.

26. SECRETARIAL STANDARDS

The Company has complied with the applicable Secretarial Standards ('SS') issued by the Institute of Company Secretaries of India.

27. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company primarily undertakes social initiatives through its CSR arm "TCI Foundation" in the areas of Healthcare, Education, Sports, Community Development and Disaster Management etc.

As per the Companies (CSR Policy) Amendment Rules, 2021 notified on 22nd January, 2021 by the Ministry of Corporate Affairs, TCI Foundation has duly been registered for undertaking CSR activities with Registration number CSR00000298.

The Company's CSR policy is available at <http://cdn.tcil.in/website/tcil/policies/CSR%20POLICY%2025%20MAY%202021.pdf>. The Annual Report on CSR activities is appended under **Annexure-II** to the Board's Report.

28. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company's internal control systems are commensurate with the nature of its business, the size and complexity of its operations and such internal financial controls with reference to the Financial Statements are adequate. The Company has implemented robust processes to ensure that all internal financial controls are working effectively.

The details in respect of internal financial control and their adequacy are included in the Management Discussion and Analysis, which forms part of this Annual Report.

29. SIGNIFICANT AND MATERIAL ORDERS

During the period under review, there were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

30. HUMAN RESOURCE DEVELOPMENT

With COVID-19, everything seems to have undergone a paradigm shift. We had to alter the way we operated, lived, and even breathed. During this pandemic, the Company ensured daily monitoring of health & safety of all employees as well as outsourced workers.

At a very fast pace, the Company adopted tech-driven solutions to variety of problems faced during this period. This, in turn, has helped in enhanced business productivity & increased workforce effectiveness.

The Company have developed state of the art training studio to impart experiential learning. Mini training centers with touchscreen monitors were built across 34 locations for a better user experience. During the pandemic, the Company continuously focused on providing quality training through virtual platforms as well as in hybrid & offline mode.

To further strengthen the alignment of learning & development processes with the business strategies & individual needs, the Company has started periodic competence assessment for all employees to identify their skill gaps & conducted customized interventions.

31. PARTICULARS OF EMPLOYEES

The information required under Section 197 of the Act, is given under **Annexure III** to this Report.

The statement as required under Section 197(12) of the Act & rules made thereunder, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection and any shareholder interested in obtaining a copy of the same may write to the Company Secretary.

32. EMPLOYEE STOCK OPTION PLAN (ESOP)

During the year under review, pursuant to ESOP-2017, 1st Tranche, ESOP-2017, 2nd Tranche and ESOP-2017, 3rd Tranche, 228,175 Equity Shares were allotted to the eligible employees of the Company.

With regard to the above, the disclosures stipulated under the SEBI Regulations as on 31st March, 2022 are provided in **Annexure-IV** to this report.



BOARD'S REPORT (Contd.)

33. RISK MANAGEMENT

The Risk Management Committee (the Committee) is tasked to identify elements of risk in different areas of operations and to develop policy for actions associated to mitigate the risks.

The Committee reviews the risks applicable on the Company at regular intervals and the steps being taken by the Company to mitigate those risks. In the opinion of the Committee & the Board, there are no such risks, which may threaten the existence of the Company. The Company has a robust Risk Management Policy which is reviewed from time to time.

The details of the Committee are included in the CGR.

34. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition, and Redressal of Sexual Harassment at workplace. This is in line with provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH Act) and the Rules made thereunder. With the objective of providing a safe working environment, all employees are covered under this Policy.

As per the requirement of the POSH Act and Rules made thereunder, the Company has constituted an Internal Committee, to inquire and redress complaints received regarding sexual harassment.

During the year under review, no complaint was filed under the POSH Act.

35. WHISTLE BLOWER MECHANISM

Pursuant to Section 177(9) of the Act, a vigil mechanism has been established for Directors and employees to report to the management, instances of unethical, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy.

The Ethics and Whistle Blower Policy provides for direct access to the Chairperson of the Audit Committee. The policy is available on the Company's website and can be accessed at: <http://cdn.tcil.in/website/tcil/policies/Ethics%20and%20Wistle%20Blower%20Policy.pdf>.

36. CONSERVATION OF ENERGY & RESEARCH AND DEVELOPMENT

The particulars, as prescribed under Section 134(3)(m) of the Act & rules made thereunder are enclosed as **Annexure V** to the Board's Report.

37. APPLICATION UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

During the year under review, no application was made/proceeding pending against the Company under the Insolvency and Bankruptcy Code, 2016.

38. VALUATION AT THE TIME OF ONE TIME SETTLEMENT

During the year under review, the Company has not entered into any one time settlement with any of the Banks/Financial Institutions and therefore, the relevant disclosures are not applicable to the Company.

39. ACKNOWLEDGEMENT

We gratefully acknowledge our stakeholders viz. customers, vendors, investors, bankers and employees for their continued support during the year and to believe and appreciate our "CORE" Value System. We place on record our appreciation of the contribution made by our employees at all levels. Our consistent growth was made possible by their hard work, solidarity, cooperation and support.

The Board of Directors would also like to express their sincere appreciation for the assistance and co-operation received from various departments of Central and State Government, Organizations and Agencies to the Company.

For and on behalf of Board of Directors

Place: Gurugram

Date: 28th May, 2022

D P Agarwal

Chairman and Managing Director

ANNEXURE I

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2022

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

To,
The Members,
Transport Corporation of India Ltd.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Transport Corporation of India Ltd.** (hereinafter called "**the Company**") for the financial year ended 31st March, 2022 [**"period under review"**]. The secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the period under review, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the period under review, according to the provisions of applicable law provided hereunder:

1. The Companies Act, 2013 (**'the Act'**) and the rules made thereunder including any re-enactment thereof;
2. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**), to the extent applicable:
 - a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**);
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (till 12th August, 2021);
 - e. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (w.e.f. 13th August, 2021);
 - f. Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018.
 - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client.
6. RBI Commercial Paper Directions, 2017, effective from 10th August, 2017 (as amended from time to time) [**'CP Directions'**] w.r.t. issue of commercial papers and applicable Operating Guidelines issued by FIMMDA (Fixed Income Money Market and Derivatives Association of India);
7. Specific laws applicable to the industry to which the Company belongs, as identified and compliance whereof as examined

on test-check basis and as confirmed by the management, that is to say:

- a. The Indian Carriage of Goods by Road Act, 2007;
- b. The Indian Carriage of Goods by Sea Act, 1925;
- c. The Motor Vehicles Act, 1988;

We have also examined compliance with the applicable clauses of the Secretarial Standard 1 and 2 issued by the Institute of Company Secretaries of India.

We report that during the period under review, the Company has complied with the provisions of the Act, rules, regulations, guidelines, standards etc. mentioned above.

Recommendations as a matter of best practice:

In the course of our audit, we have made certain recommendations for good corporate practices to the compliance team, for its necessary consideration and implementation by the Company.

We further report that:

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

Adequate notice is given to all directors to hold the Board Meetings and Committee meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions were unanimous and there was no minuted instance of dissent in Board or Committee Meetings.

We further report that there are adequate systems and processes in the Company, which commensurate with its size and operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the period under review, the Company has not undertaken any specific events/ actions that can have a major bearing on the Company's compliance responsibility in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc., except as follows:

1. Issue of Equity Shares under ESOP Scheme:

During the period under review, the Company allotted 2,28,175 (Two Lakhs Twenty Eight Thousand One Hundred and Seventy Five) Equity Shares of ₹ 2 in accordance with Employee Stock Option Plan 2017 (1st, 2nd and 3rd Tranche).

For **M/s Vinod Kothari & Company**

Practicing Company Secretaries

Unique Code: P1996WB042300

Vinita Nair

Senior Partner

Membership No.: F10559

CP No.: 11902

UDIN: F010559D000352549

Peer Review Certificate No.:781/2020

Place: Mumbai

Date: 20th May, 2022

This report is to be read with our letter of even date which is annexed as **Annexure 'I'** and forms an integral part of this report.



ANNEXURE I (Contd.)

ANNEXURE I

ANNEXURE TO SECRETARIAL AUDIT REPORT (NON-QUALIFIED)

To,
The Members,
Transport Corporation of India Ltd.

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit. The list of documents for the purpose, as seen by us, is listed in **Annexure II**;
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion;
3. Our Audit examination is restricted only upto legal compliances of the applicable laws to be done by the Company, we have not checked the practical aspects relating to the same.
4. Wherever our Audit has required our examination of books and records maintained by the Company, we have also relied upon electronic versions of such books and records, as provided to us through online communication. Given the challenges and limitations posed by Covid-19, lockdown restrictions (wherever applicable), as well as considering the effectiveness of information technology tools in the audit processes, we have conducted online verification and examination of records, as facilitated by the Company, for the purpose of issuing this Report. In doing so, we have followed the guidance as issued by the Institute.
5. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company as well as correctness of the values and figures reported in various disclosures and returns as required to be submitted by the Company under the specified laws, though we have relied to a certain extent on the information furnished in such returns.
6. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulation and happening of events etc.
7. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test-check basis.
8. Due to the inherent limitations of an audit including internal, financial, and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with audit practices.
9. The contents of this Report has to be read in conjunction with and not in isolation of the observations, if any, in the report(s) furnished/ to be furnished by any other auditor(s)/agencies/authorities with respect to the Company.
10. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

ANNEXURE II

LIST OF DOCUMENTS

- | | |
|--|--|
| <ol style="list-style-type: none"> 1. Minutes (signed except for the meetings held on 27th January, 2022) for the meetings of the following held during the period under review: <ol style="list-style-type: none"> a. Board of Directors dated 25th May, 2021, 3rd August, 2021, 28th October, 2021, and 27th January, 2022; b. Audit Committee dated 25th May, 2021, 3rd August, 2021, 28th October, 2021, and 27th January, 2022; c. Nomination and Remuneration Committee dated 25th May, 2021, and 27th January, 2022; d. Corporate Social Responsibility Committee dated 25th May, 2021; e. Risk Management Committee dated 3rd August, 2021 and 27th January, 2022; f. Stakeholders Relationship Committee dated 28th October, 2021; g. Annual General Meeting held on 3rd August, 2021. | <ol style="list-style-type: none"> 2. Agenda papers for Board and Committee Meeting along with notice on a sample basis; 3. Proof of circulation of draft and signed minutes of the Board and Committee meetings on a sample basis; 4. Annual Report for FY 2020-21; 5. Directors' disclosures under the Act and rules made thereunder; 6. Forms filed with ROC, intimations made to stock exchanges; 7. Policies/ Codes framed under SEBI regulations; 8. Disclosures under SEBI (Prohibition of Insider Trading) Regulations, 2015; 9. Terms of reference of the Committees. |
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ANNEXURE I(A)

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

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

To,
The Members,
TCI-CONCOR Multimodal Solutions Pvt. Ltd.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TCI-CONCOR Multimodal Solutions Pvt. Ltd.** (hereinafter called "**the Company**") for the financial year ended 31st March, 2022 ["**period under review**"]. Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the period under review, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the for the period under review, according to the provisions of applicable law provided hereunder:

1. The Companies Act, 2013 ("the Act") and the rules made thereunder including any re-enactment thereof;
2. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
3. The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"), to the extent applicable:-
 - a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"); **Not Applicable**
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not Applicable**
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **Not Applicable**
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable**
 - e. Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018; **Not Applicable**

- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client; **Not Applicable**

6. Laws specifically applicable to the industry to which the Company belongs, as identified and compliance whereof as confirmed by the management, that is to say:

- a. The Indian Carriage of Goods by Road Act, 2007;
- b. The Motor Vehicles Act, 1988;

The Multimodal Transportation Of Goods Act, 1993

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

We report that during the period under review, the Company has complied with the provisions of the Act, rules, regulations, guidelines, standards etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted in compliance with the provisions of the Act. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings and Committee meetings, agenda and detailed notes on agenda were sent at least seven days in advance except the meetings for which consent for sending agenda and notes on agenda is sought and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision was carried through, while there were no minuted instances of dissent in Board or Committee meetings.

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

We further report that during the period under review, the Company has not undertaken any specific event/action that can have a major bearing on the Company's compliance responsibility in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc..

For **Sanjeev Bhatia & Associates**
Company Secretaries

(**Sanjeev Bhatia**)

Proprietor

C.P. No. 3870

Place: Gurugram

Date: 12th April, 2022

UDIN: F005214D000077871



ANNEXURE II

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

For the Financial Year ended 31st March, 2022

1. Brief Outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken:

Transport Corporation of India Ltd. (TCI) as a corporate entity, is committed towards sustainability and moving ahead in an organized manner through its Corporate Social Responsibility Policy. The Board of Directors of the Company has constituted the CSR Committee in compliance with prevailing statutory requirements. The CSR Committee formulates and recommends to the Board, an annual action plan in pursuance of company's CSR policy.

The CSR activities are undertaken by the Company through its social arm, TCI Foundation, an entity registered under Indian Trust Act, 1882 and recognized by the Ministry of Corporate Affairs for undertaking CSR activities, vide registration number CSR00000298. TCI Foundation has track record of CSR projects implementation since 1995. The organization is also partner of the Government of India, State Governments, Public Sector Undertakings, and International organizations in the execution of National projects in India.

The Company believes that proper assessment of development, accomplishment and evolution goes beyond balance sheets or conservative fiscal indices. The Company firmly believes that in order to ensure long term sustainability, emphasis needs to be given on Triple Bottom Line (TBL) i.e. adherence to people, planet & profit. We concentrate on the needs of communities, taking sustainable initiatives in the areas approach of preventive health, education, green preservation and community development.

2. Composition of the CSR Committee:

| Sr. No. | Name of Director | Designation / Nature of Directorship | Number of meetings of CSR Committee held during the year | Number of CSR Committee meetings attended during the year |
|---------|---------------------|--------------------------------------|--|---|
| 1. | Ms. Gita Nayyar* | Chairperson/Independent Director | 1 | NA |
| 2. | Mr. D P Agarwal | Member/Executive Director | 1 | 1 |
| 3. | Ms. Urmila Agarwal | Member/Non-Executive Director | 1 | 1 |
| 4. | Mr. Chander Agarwal | Member/Non-Executive Director | 1 | 1 |

*Mr. Ashish Bharat Ram ceased to be Director of the Company w.e.f. 3rd August, 2021 and consequently ceased to be the Member and Chairperson of the CSR Committee. Accordingly, Ms. Gita Nayyar was appointed as Member and Chairperson of the Committee in the Board Meeting held on 3rd August, 2021.

3. Provide the web link where composition of CSR committee, CSR policy and CSR projects approved by the Board are disclosed on the website of the Company:

The weblinks are available on the Company's website at:

Composition of the CSR Committee: <https://www.tcil.com/tcil/board-committee.html>

CSR Policy: <http://cdn.tcil.in/website/tcil/policies/CSR%20POLICY%2025%20MAY%202021.pdf>

CSR Projects: <https://www.tcil.com/tcil/csr.html>

4. Provide the details of impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (CSR policy) rules, 2014, if applicable (attach the report):

Not Applicable

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

Nil

6. Average Net profit of the Company as per Section 135(5): ₹ 15,204.92 Lakhs

7. (a) Prescribed CSR Expenditure (2% of the amount as in Sr. No. 6 above) of the Company as per Section 135(5): ₹ 304.1 Lakhs

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

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

(d) Total CSR obligation for the financial year (7a+7b-7c): ₹ 304.1 Lakhs

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

| Total amount spent for the financial year (in ₹) | Amount Unspent (in ₹) | | | | |
|--|---|------------------|--|--------|------------------|
| | Total Amount transferred to Unspent CSR Account as per Section 135(6) | | Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5). | | |
| | Amount | Date of transfer | Name of Fund | Amount | Date of transfer |
| 332.50 Lakhs | - | - | - | - | - |

ANNEXURE II (Contd.)

(b) Details of CSR amount spent on **Ongoing Project** for the financial year:

| Sl. No. | Name of the Project | Item from the list of activities in schedule VII of the Act | Local Area (Yes/No) | Location of the project | | Project duration | Amount allocated for the project (in ₹) | Amount spent in the current financial Year (in ₹) | Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹) | Mode of Implementation Direct (Yes/No) | Mode of Implementation - Through Implementing Agency | |
|---------|---------------------|---|---------------------|-------------------------|----------|------------------|---|---|--|--|--|-------------------------|
| | | | | State | District | | | | | | Name | CSR Registration Number |
| 1. | - | - | - | - | - | - | - | - | - | - | - | - |

(c) Details of CSR amount spent against **other than ongoing project** for the financial year:

(₹ In Lakhs)

| Sl. No. | Name of the Project | Item from the list of activities in schedule VII of the Act | Local Area (Yes/No) | Location of the project | | Amount allocated for the project (₹ In Lakhs) | Amount spent in the current financial Year (₹ In Lakhs) | Amount transferred to Unspent CSR Account for the project as per Section 135(6) (₹ In Lakhs) | Mode of Implementation Direct (Yes/No) | Mode of Implementation - Through Implementing Agency | |
|--------------|---------------------|--|---------------------|---------------------------|---------------------------|---|---|--|--|---|-------------------------|
| | | | | State | District | | | | | Name | CSR Registration Number |
| 1. | Shiksha | Promoting education [Schedule VII(ii)] | Yes | Jharkhand | Khunti | 100 | 100 | Nil | No | TCI Foundation | CSR00000298 |
| 2. | Kavach | Promoting preventive healthcare [Schedule VII(i)] | Yes | Haryana | Panipat | 51 | 25 | Nil | No | Indraprastha Global Education and Research Foundation | CSR00008796 |
| | | | | Bihar | Patna | | 26 | Nil | No | TCI Foundation | CSR00000298 |
| 3. | Saksham | Promoting special education and employment enhancing vocation skills [Schedule VII(ii) & iii)] | Yes | Jharkhand | Khunti | 4 | 4 | Nil | No | TCI Foundation | CSR00000298 |
| 4. | Shourya | Promoting rural /nationally recognized/ Paralympic and Olympic sports. [Schedule VII(vii)] | Yes | Rajasthan | Churu | 100 | 100 | Nil | No | TCI Foundation | CSR00000298 |
| 5. | Samantha | Rural Development [Schedule VII(x)] | Yes | Jharkhand | Ranchi | 10 | 10 | Nil | No | TCI Foundation | CSR00000298 |
| 6. | Covid-19 Management | Healthcare including Preventive Healthcare [pursuant to MCA circular No. 10/2020-dated 23 th March, 2020] | Yes | Andaman & Nicobar Islands | Andaman & Nicobar Islands | 65 | 67.5 | Nil | Yes | NA | NA |
| Total | | | | | | 330 | 332.5 | | | | |



ANNEXURE II (Contd.)

- (d) Amount spent in Administrative Overheads: Nil
 (e) Amount spent on Impact Assessment, if applicable: NA
 (f) Total amount spent for the financial year (8b+8c+8d+8e): ₹ 332.5 Lakhs
 (g) Excess amount for set off, if any: ₹ 28.4 Lakhs

| Sl. No. | Particulars | Amount (₹ In Lakhs) |
|---------|---|---------------------|
| i. | Two percent of the Average Profit of the Company as per Section 135(5) | 304.1 |
| ii. | Total amount spent for the financial year | 332.5 |
| iii. | Excess amount spent for the financial year [(ii)-(i)] | 28.4 |
| iv. | Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any | - |
| v. | Amount available for set off in succeeding financial years [(iii)-(iv)] | 28.4 |

9. (a) Details of Unspent CSR amount for the preceding three financial years: Nil
 (b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial years: NA
10. **In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (Asset Wise Details):** NA
11. **Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5)-** NA

Date: 28th May, 2022
 Place: Gurugram

D P Agarwal
 Chairman and Managing Director
 DIN: 00084105

Gita Nayyar
 Chairperson- CSR Committee
 DIN: 07128438

ANNEXURE III

STATEMENT UNDER SECTION 197 (12) OF THE COMPANIES ACT, 2013, READ WITH THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

I. Remuneration details of Directors and Key Managerial Personnel (KMPs)

| Name of the Director | Designation | % increase in remuneration over last year | Ratio of Remuneration of Directors with Median Remuneration of employees |
|--|--|---|--|
| Executive Directors | | | |
| Mr. D. P. Agarwal | Chairman & Managing Director | 34.7 | 468.9 |
| Mr. Vineet Agarwal | Managing Director | 39.7 | 430.7 |
| Non-Executive Directors | | | |
| Mr. S. N. Agarwal | Non- Executive Director | 19 | 3.78 |
| Mr. Vikrampati Singhania* | Non- Executive Independent Director | NA | 2.83 |
| Mr. Ashish Bharat Ram* | Non- Executive Independent Director | (70) | 0.95 |
| Mr. Vijay Sankar | Non- Executive Independent Director | 19 | 3.78 |
| Mr. S Madhavan | Non- Executive Independent Director | 19 | 3.78 |
| Ms. Gita Nayyar | Non- Executive Independent Director | 19 | 3.78 |
| Mr. Ravi Uppal | Non- Executive Independent Director | 19 | 3.78 |
| Mrs. Urmila Agarwal | Non- Executive Director | 19 | 3.78 |
| Mr. Chander Agarwal | Non- Executive Director | 19 | 3.78 |
| Key Managerial Personnel (other than Executive Directors) | | | |
| Mr. Ishwar Singh Sagar | CEO-TCI Freight, a Division of the Company | 71.6** | Not applicable |
| Mr. Jasjit Sethi | CEO-TCI SCS, a Division of the Company | 59.6** | |
| Mr. R.U. Singh | CEO-TCI Seaways, a Division of the Company | 10.9 | |
| Mr. Ashish Tiwari | Group CFO | 62.6** | |
| Ms. Archana Pandey | Company Secretary & Compliance Officer | 17.1 | |

*Mr. Ashish Bharat Ram ceased to be director of the Company w.e.f. 3rd August, 2021 and Mr. Vikrampati Singhania was appointed as Non-Executive Independent Director w.e.f. 5th July, 2021. Accordingly commission is paid on pro-rata basis.

** Includes perks value on exercise of stock options

II. Total employees on the payroll of the Company: 3691

III. Percentage increase in the median remuneration of employees during FY 2021-22: 16.52%

IV. Average percentile increase in Remuneration of Managerial Personnel Vis a Vis other employees

The average percentile increase in the salaries of the employees other than Managerial Personnel is 13.93%. The average increase in remuneration of employees other than the Managerial Personnel is in line with the industry practice and is within normal range. The average percentile increase in the salaries of Managerial Personnel is 12.73%.

V. Pursuant to Rule 5(1)(xii) of the companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, it is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.



ANNEXURE IV

DETAILS OF ESOP AS PER THE PROVISIONS OF COMPANIES ACT, 2013 & SEBI (SHARE BASED EMPLOYEE BENEFITS & SWEAT EQUITY) REGULATIONS, 2021:

| Sl. No | Particulars | Employee Stock Option Plan-2017 (ESOP-2017) |
|--------|--|--|
| 1 | Date of Shareholder's approval | 2 nd August, 2017 |
| 2 | Total number of options approved | 5% of the total paid up capital existing as on 31 st March, 2017 aggregating to 3,828,873 option. |
| 3 | Vesting requirements | There shall be a minimum period of one year between the grant of options and vesting of options. The vesting period may extend upto 03 years from the date of grant. The vesting shall happen in one or more tranches as may be decided by the Compensation/ Nomination & Remuneration Committee (CNRC). |
| 4 | Exercise price or pricing formula | Exercise Price will be based upon the Market Price of the Shares one day before the date of the meeting of the CNRC wherein the grants of options of that particular year will be approved. Suitable discount may be provided or premium may be charged on the price as arrived above, as deemed fit by the CNRC for the finalization of the Exercise Price. However, in any case, the Exercise Price shall not go below the par value of Equity Share of the Company. |
| 5 | Maximum term of Options granted | All options will get vested within maximum period of 3 (Three) years from the date of grant. |
| 6 | Sources of shares (Primary, Secondary or Combination) | Primary |
| 7 | Variation in terms of Option | Subject to applicable laws, the CNRC will at its absolute discretion, have the right to modify/ amend the ESOP 2017 in such manner and at such time or times, as it may deem fit, subject however that any such modification/amendment shall not be detrimental to the interest of the Grantees/ Employees and approval, wherever required, for such modification/amendment is obtained from the shareholders of the Company in terms of the SEBI Regulations. |
| 8 | Method used for accounting of ESOS (Intrinsic or fair value) | Fair Value method or any other method as may be prescribed by Ind-AS or SEBI Regulations from time to time. |

OPTIONS MOVEMENT DURING FY 2021-22

| Sl. No | Particulars | ESOP-2017 (1 st Tranche) | ESOP-2017 (2 nd Tranche) | ESOP-2017 (3 rd Tranche) | ESOP-2017 (4 th Tranche) |
|---|---|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| 1 | Number of options outstanding at the beginning of the period i.e. 1 st April, 2021 | 112,500 | 201,600 | 150,000 | - |
| 2 | Number of options granted during FY 2021-22 | - | - | - | 281,000 |
| 3 | Number of options forfeited/ lapsed during FY 2021-22 | 9,800 | 2,850 | 3,075 | - |
| 4 | Number of options vested during FY 2021-22 | 112,500 | 86,400 | 45,000 | - |
| 5 | Number of options exercised during the FY 2021-22 | 102,700 | 83,550 | 41,925 | - |
| 6 | Number of shares arising as a result of exercise of options | 102,700 | 83,550 | 41,925 | - |
| 7 | Money realized by exercise of options if scheme is implemented directly by the Company (In ₹) | 11,777,100 | 12,950,250 | 5,366,400 | - |
| 8 | Loan repaid by the Trust during the year from exercise price received | Not Applicable | Not Applicable | Not Applicable | Not Applicable |
| 9 | Number of options outstanding at the end of the year i.e. 31 st March, 2022 | - | 115,200 | 105,000 | 281,000 |
| 10 | Number of options exercisable at the end of the year i.e. 31 st March, 2022 | - | - | - | - |
| Employee's details who were granted options during the year: | | | | | |
| (a) Key Managerial Personnel/ Senior Managerial Personnel | | | | | |
| 11 | I. Mr. Jasjit Singh Sethi, CEO- TCI Supply Chain Solutions, A Division of the Company | - | - | - | 72,000 |

ANNEXURE IV (Contd.)

| Sl. No | Particulars | ESOP-2017 (1 st Tranche) | ESOP-2017 (2 nd Tranche) | ESOP-2017 (3 rd Tranche) | ESOP-2017 (4 th Tranche) |
|--------|--|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| | II. Mr. Ishwar Singh Sagar, CEO-TCI Freight, A Division of the Company | - | - | - | 30,000 |
| | III. Mr. Ashish Kumar Tiwari, Group CFO | - | - | - | 16,000 |
| | (b) Any other employees who were granted, during any one year, options amounting to 5% or more of the options granted during the year | | | | |
| | I. Mr. Rajkiran Kanagala, Group Head-Business Development & Marketing | - | - | - | 16,000 |
| | II. Mr. Ajit Singh, CEO-TCI-CONCOR Multimodal Solutions Pvt. Ltd., A Subsidiary of the Company | - | - | - | 15,000 |
| | (c) Identified Employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant | - | - | - | |
| 12 | Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of options (In ₹) | 34.48 | | | |
| 13 | Where the Company has calculated employees compensation cost using the intrinsic value of stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if they had used fair value of the options. The impact of this difference on EPS of the Company. | Not Applicable | | | |
| 14 | Weighted average exercise price of Options whose Exercise price is less than market price (In ₹) | 148.00 | 155.00 | 128.00 | 155.00 |
| 15 | Weighted average fair value of options whose Exercise price is less than market price (In ₹) | 146.06 | 159.49 | 133.55 | 173.08 |

16. Method and Assumptions used to estimate the fair value of options granted during the year:

The fair value has been calculated using the Black-Scholes Option Pricing model. The assumptions used in the model are as follows:

| Date of grant | 16 th May, 2018 | | | 24 th May, 2019 | | | 3 rd February, 2021 | | | 25 th May, 2021 | | |
|---|----------------------------|-------------------------|-------------------------|----------------------------|-------------------------|-------------------------|--------------------------------|-------------------------|-------------------------|----------------------------|-------------------------|-------------------------|
| Vesting particulars | 1 st Vesting | 2 nd Vesting | 3 rd Vesting | 1 st Vesting | 2 nd Vesting | 3 rd Vesting | 1 st Vesting | 2 nd Vesting | 3 rd Vesting | 1 st Vesting | 2 nd Vesting | 3 rd Vesting |
| Vesting %age | 30% | 30% | 40% | 30% | 30% | 40% | 30% | 30% | 40% | 30% | 30% | 40% |
| Risk Free Interest Rate | 6.87% | 7.53 | 7.74 | 6.36% | 6.50% | 6.77% | 3.98% | 4.59% | 4.88% | 3.774% | 3.774% | 3.774% |
| Expected Life (In Years) | 1.08 | 2.08 | 3.09 | 1.08 | 2.08 | 3.09 | 1.08 | 2.08 | 3.09 | 1.08 | 1.08 | 1.08 |
| Historical Volatility | 30.91% | 35.75% | 41.04% | 34.26% | 34.53% | 51.21% | 51.17% | 41.39% | 39.60% | 42.07% | 42.07% | 42.07% |
| Dividend Yield | 0.86% | 0.86% | 0.86% | 0.65% | 0.65% | 0.65% | 0.81% | 0.81% | 0.81% | 0.74% | 0.74% | 0.74% |
| Price of the underlying share in market at the time of the option grant (₹) | 272.85 | 272.85 | 272.85 | 290.50 | 290.50 | 290.50 | 248.05 | 248.05 | 248.05 | 312.55 | 312.55 | 312.55 |

ANNEXURE V

CONSERVATION OF ENERGY & RESEARCH AND DEVELOPMENT

CONSERVATION OF ENERGY

In keeping up with the Company's commitment towards conservation of energy, the following optimization and innovation measures were taken by the Company during this fiscal:

A. FLEET MANAGEMENT

- Passage planning or continuous route review for voyage to optimize consumption.
- Regular dry docking of vessels as per standard schedule for maintaining good condition of hull by mean of regular painting to reduce resistance.
- Proper upkeep of machineries as per PMS/ Maker's standard for optimized operations. Maintaining operating parameters within most economical efficient range. Best performance of Fuel pumps, fuel valves, viscotherm, scavenge air pressure, turbocharger and air coolers.
- Maintaining slow steaming of speed of the vessel to cut down the fuel consumption and carbon emissions.
- While sailing, using shaft generator instead of Auxiliary generator for the ship power to reduce the fuel consumption.
- Use of CNG trucks for last mile distribution :
 - Delhi NCR delivery and Pickup by CNG trucks – Approx 3000 trips a year carrying 18,000 MT and 1.26 Mn Ton Kms
 - A new innovation : An Industry first -18 Meter Trailers converted to CNG for NCR for delivering cars
- Upgraded older trucks (BS II and BS III) with new trucks (BS IV and BS VI), which has best-in-class emission standards.
- Improved mileage and Payload for reducing cost per ton by Infra (Better roads) , Machine (efficient vehicles) and Man (Driver training with help of OEM and PCRA)
- Multi-modal :
 - Saved CO2 emission though multi-modal rail operations. Approx 1200 Full Rakes and 80,000+ green points during last financial year.
 - Added 3 own Double decker trains for carrying passenger vehicles.

B. WAREHOUSE MANAGEMENT

- Energy Saving by increase in Solar panels thereby reducing carbon footprint of Gensets.
- All new warehouses have been constructed with insulation to reduce the demand for cooling solutions which brings down the temperature and thereby bringing down the need of powered cooling.

- Smart design of Multi Level shelving/racking using perforated catwalk flooring with the objective to ensure usage of natural lighting & maintaining temperature thus reducing power energy requirement.
- Usage of natural mean like Turbo-Vents to maintain fresh air inflow to reduce the heat index with lower expenditure on cooling solutions.
- Usage of smart methodology–converting warehouse handling on wheels and thus eliminating powered handling equipment.
- Adopting smart technologies such as usage of thin client hardware over SMPS based normal desktop.
- Sewage Water treatment, Rain water harvesting footprint increased.

C. YARD MANAGEMENT

- Environment & energy friendly solar lamps across the Yard periphery, which eliminated the use of Power supply.
- Solar powered utility areas for support services.
- Maximum daylight usage by early morning shifts.
- Implementation of "YMS" improved efficiency and reduced overall working hours.

TECHNOLOGY ABSORPTION, ADOPTION & INNOVATION

- The initiatives for digital transformation accelerated with adoption of E-Way bill and automating with API's and mobile Apps for a seamless customer experience, while ensuring statutory compliance.
- Improved the dwell time of cargo and vehicles by proactive alerts using telematics with API's from all service providers for 99% data availability.
- Implementation of algorithm based refueling system helped in overall reduction of fuel cost. Selection of Pump & Fuel quantity is automated based on Fuel Rate, Route, vehicle type and Tank Capacity.
- Implementation of driver App helped in faster decision making. Team is better informed and connected though this App.

FOREIGN EXCHANGE EARNINGS AND OUTGO

(₹ in Lakhs)

| Particular | 31 st March, 2022 | 31 st March, 2021 |
|---------------------------------|------------------------------|------------------------------|
| Foreign Exchange Earnings | 8,671.44 | 3,058.45 |
| CIF Value of Imports | 2,107.82 | 3,009.00 |
| Expenditure in Foreign Currency | 3,109.36 | 3,171.63 |

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

SECTION A: GENERAL DISCLOSURES

I. Details

| | | |
|-----|--|---|
| 1. | Corporate Identity Number (CIN) of the Company | L70109TG1995PLC019116 |
| 2. | Name of the Company | Transport Corporation of India Limited |
| 3. | Year of Incorporation | 1995 |
| 4. | Registered office address | 306 / 307, 3 rd Floor, 1-8-271-273 & 301, Ashoka Bhoopal Chambers, SP Road Secunderabad, Telangana - 500003 |
| 5. | Corporate office address | TCI House, 69, Institutional Area, Sector-32, Gurugram -122001, Haryana, (India) |
| 6. | E-mail id | secretarial@tcil.com |
| 7. | Telephone | 91-124-2381603 to 07 |
| 8. | Website | www.tcil.com |
| 9. | Financial year for which reporting is being done | 1 st April 2021 to 31 st March 2022 (FY 2021-22) |
| 10. | Name of the Stock Exchange(s) where shares are listed | 1) National Stock Exchange of India Limited (NSE) - TCI (Stock Code) 2) BSE Limited (BSE) - 532349 (Stock Code) |
| 11. | Paid-up capital | ₹ 15,46,55,850 |
| 12. | Name and contact details of the person who may be contacted in case of any queries on the BRSR report | Name: Mr. Vineet Agarwal Email: secretarial@tcil.com Telephone: 01242381603 |
| 13. | Reporting boundary | Disclosures made in this report are on a "Consolidated Basis" |

Note : Consolidated data of Transport Corporation of India Limited (TCI), TCI-CONCOR Multimodal Solutions Private Limited and TCI Cold Chain Solutions Limited

II. Products/services

14. Details of business activities (Accounting for 90% of the turnover)

| Sl. No. | Description of main activity | Description of business activity | % of turnover |
|---------|------------------------------|---|---------------|
| 1. | Freight Transport | The Company is among India's premier organized transport service provider, serving remotest of corners of India & SAARC/ BBIN nations through rail and road. With a legacy of over six decades in the Logistics industry, the Company is fully-equipped to provide transport solutions for the cargo of any dimension or product. | 51% |
| 2. | Supply Chain Solutions | The Company provides Supply Chain Solutions through a single window and encompasses all the needs of a value-seeking progressive client right from 'conceptualization to implementation'. | 30% |
| 3. | Coastal Transportation | The Company is India's leading multimodal coastal player, connecting India's western, eastern and southern ports & having extensive expertise in coastal shipping, container cargo movements and transportation services. | 17% |

Note : For details, please refer Management Discussion and Analysis section forming part of this Annual Report

15. Products/services sold by the entity (Accounting for 90% of the entity's turnover)

| Sl. No. | Product/Service | NIC Code | % of total turnover contributed |
|---------|-------------------------------------|-----------|---------------------------------|
| 1. | Goods Transportation by Road & Rail | 4923,4912 | 51% |
| 2. | Supply Chain Management | 5210 | 30% |
| 3. | Goods Transportation by Sea | 5012 | 17% |

III. Operations

16. Number of locations where plants and/or operations/offices of the entity are situated

| Location | Number of warehouses | Number of offices | Total |
|---------------|----------------------|-------------------|-------|
| National | 100+ | 1000+ | 1100+ |
| International | 1 | 10 | 11 |

17. Markets served by the entity

a. Number of locations

| Locations | Number |
|----------------------------------|-----------|
| National (No. of states) | Pan-India |
| International (No. of countries) | 9 |

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (Contd.)

b. What is the contribution of exports as a percentage of the total turnover of the entity?

2.8%

c. A brief on types of customers

The Company delivers value to its customers through its divisions and verticals. It has built a vibrant ecosystem of holistic service offerings by leveraging its relationships with customers, employees, business partners and other key stakeholders. The Company has been the driving force of the Indian Logistics Industry for over last 60 years.

We serve customers across automobile, chemical, e-commerce, engineering, retail, pharmaceuticals, healthcare, defense, FMCG sectors, etc. For more details, please refer question no. 14.

IV. Employees

18. Details as on 31st March 2022

a. Employees and workers (including differently abled)

| Sl. No. | Particulars | Total (A) | Male | | Female | |
|-----------|--------------------------------|--------------|--------------|---------------|------------|--------------|
| | | | No. (B) | % (B/A) | No. (C) | % (C/A) |
| EMPLOYEES | | | | | | |
| 1. | Permanent (D) | 3,581 | 3,448 | 96.29% | 133 | 3.71% |
| 2. | Other than permanent (E) | 110 | 110 | 100.00% | - | - |
| 3. | Total employees (D + E) | 3,691 | 3,558 | 96.40% | 133 | 3.60% |
| WORKERS | | | | | | |
| 1. | Permanent (F) | Nil | | | | |
| 2. | Other than permanent (G) | 5,713 | 5,423 | 94.92% | 290 | 5.08% |
| 3. | Total Workers (F + G) | 5,713 | 5,423 | 94.92% | 290 | 5.08% |

b. Differently abled employees

Nil

19. Participation/inclusion/representation of women

| | Total (A) | No. and percentage of females | |
|--------------------------|-----------|-------------------------------|---------|
| | | No. (B) | % (B/A) |
| Board of Directors | 10 | 2 | 0.20% |
| Key Management Personnel | 7* | 1 | 0.14% |

*Includes two directors

20. Turnover rate for permanent employees and workers

| | FY 2021-22 | | | FY 2020-21 | | | FY 2019-20 | | |
|---------------------|------------|--------|-------|------------|--------|--------|------------|--------|--------|
| | Male | Female | Total | Male | Female | Total | Male | Female | Total |
| Permanent Employees | 8.12% | 18.88% | 8.52% | 10.71% | 11.65% | 10.75% | 12.42% | 17.45% | 12.62% |

The Company does not have permanent workers

V. Holding, subsidiary and associate companies (including joint ventures)

21. a. Names of Holding / Associates / Joint Ventures / Subsidiary Companies:

TCI-CONCOR Multimodal Solutions Pvt. Ltd. (TCI-CONCOR), a subsidiary and JV of the Company with Container Corporation of India Ltd. (CONCOR) in the ratio of 51:49 and TCI Cold Chain Solutions Ltd., a subsidiary of the Company are participating in the BRSR initiatives of the Company. Details of the rest of the subsidiaries/JVs are given in the financial statements on page no. 221.

VI. CSR Details

22. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes

(ii) Turnover: ₹ 3,29,525 Lakhs

(iii) Net worth: ₹ 1,41,784 Lakhs

VII. Transparency and Disclosures Compliances

23. Complaints/grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct (NGRBC)

The Company's stakeholders include our investors, customers, employees, vendors /suppliers, government, and the community. A strong Ethics and Whistleblower policy is available for all our stakeholders. The policy is available at <http://cdn.tcil.in/website/tcil/policies/Ethics%20and%20Whistle%20Blower%20Policy.pdf>. For details on investor complaints received and resolved, please

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (Contd.)

refer to the 'Investor complaints' available in the Corporate governance report of this Annual Report. For details on employee grievances and resolution, please refer to question 6 of principle 5.

24. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk, as per the following format:

| Sl. No. | Material issue identified | Indicate whether risk or opportunity | Rationale for identifying the risk/opportunity | In case of risk, approach to adapt or mitigate | Positive/ Negative Implications |
|---------|--|--------------------------------------|---|--|---------------------------------|
| 1 | Employee engagement | Risk | Inability to attract and retain talent may limit the company's ability to achieve operational targets and meet customer expectations and service levels. | The Company has undertaken various steps to attract and retain talent through initiatives such as job rotation, up-skilling, reskilling, training, fast track promotion, etc. Our reward mechanism also includes ESOPs and recognizing employees in various employee engagement programs. A grievance redressal system has also been set-up for the employees. We have also tied up with various institutes for tapping multiple sources of talent. | Negative |
| 2 | Occupational Health and Safety | Risk | Heavy vehicles have a higher share of road fatalities worldwide. While many factors contribute to safety on road, driver health is an important consideration. Our company is in the business of long-distance transportation involving handling, loading and unloading various sizes of consignments including gas and chemical & thus, Occupational Health and Safety is of paramount importance. | The Company undertakes all necessary precautions in handling goods including providing safety equipment, helmets, gloves, handling machines, training to drivers, etc. We have implemented a 24-hour GPS tracking mechanism and guidance for our fleet through control towers. The Company has EHS policy in place and ensures strict adherence to the same & has in place various insurance and medical policies to safeguard the employees. The Company introduced TCI Safe Safar, a health and safety initiative that aims at educating truck drivers and the people in transport community to follow health & safety norms to make India's roads safer. Kindly refer to Management Discussion and Analysis section for more details. | Negative |
| 3 | Cybersecurity | Risk | Worldwide businesses have reported newer and emerging threats in cybersecurity like ransomware attacks. The same poses risk to everyday business operations | The Company has adequate cyber & IT related security system including ITDR in place. These have been verified by external consultants. All recommendations by the consultants have been implemented Kindly refer to Management Discussion and Analysis section for more details. | Negative |
| 4 | Corporate Governance- Board oversight, Conflict of Interest, Ethics, Risk and Compliance | opportunity | Strong corporate governance is at the core of achieving our organization's mission and any unaccounted risk can undermine stakeholder trust, damage reputation and disrupt business | Kindly refer our Corporate Governance Report | Positive |



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (Contd.)

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

The National Guidelines for Responsible Business Conduct (NGRBC) as prescribed by the Ministry of Corporate Affairs advocates nine principles referred as P1-P9 as given below:

| | |
|----|--|
| P1 | Businesses should conduct and govern themselves with integrity in a manner that is ethical, transparent and accountable |
| P2 | Businesses should provide goods and services in a manner that is sustainable and safe |
| P3 | Businesses should respect and promote the well-being of all employees, including those in their value chains |
| P4 | Businesses should respect the interests of and be responsive towards all its stakeholders |
| P5 | Businesses should respect and promote human rights |
| P6 | Businesses should respect, protect and make efforts to restore the environment |
| P7 | Businesses when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent |
| P8 | Businesses should promote inclusive growth and equitable development |
| P9 | Businesses should engage with and provide value to their consumers in a responsible manner |

| | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|----|----|----|----|----|----|----|------------------------|
| Policy and management processes | | | | | | | | | |
| 1. a. Whether your entity's policy/ policies cover each principle and its core elements of the NGRBCs. (Yes/No) | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| b. Has the policy been approved by the Board? (Yes/No) | Yes | | | | | | | | |
| c. Web link of the policies, if available | P1: Ethics and Whistle Blower policy ¹ and Code of Conduct for Board & Senior Management Personnel ² P2 & P6: HSE policy ³ P3: HR Policy ⁴ P4: Stakeholder Engagement Policy ⁵ and CSR Policy ⁶ P5: HR Policy ⁴ and Stakeholder Engagement Policy ⁵ P7 & P9: Stakeholder Engagement Policy ⁵ P8: CSR Policy ⁶ | | | | | | | | |
| 2. Whether the entity has translated the policy into procedures. (Yes / No) | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 3. Do the enlisted policies extend to your value chain partners? (Yes/ No) | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 4. Name the national and international codes/ certifications/ labels/ standards | N | N | N | N | N | N | N | N | ISO:9001 certification |
| 5. Specific commitments, goals, targets set by the entity | The Company is determined to follow the path envisioned under the principles laid down in the National Voluntary Guidelines on Social, Environmental & Economic Responsibilities of Business issued by the MCA. The Company also strives to have "Zero accident" at workplace/ accident free operations. | | | | | | | | |
| 6. Performance of the entity against specific commitments, goals and targets | NA | | | | | | | | |

¹ <http://cdn.tcil.in/website/tcil/policies/Ethics%20and%20Whistle%20Blower%20Policy.pdf>

² <http://cdn.tcil.in/website/tcil/policies/code-of-conduct-for-board-senior-management-personnel.pdf>

³ HSE Policy is available to employees on TCI Intranet

⁴ HR policy is available to employees on TCI Intranet

⁵ Stakeholder Engagement policy is available to employees on TCI Intranet

⁶ <http://cdn.tcil.in/website/tcil/policies/CSR%20POLICY%2025%20MAY%202021.pdf>

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (Contd.)

GOVERNANCE, LEADERSHIP AND OVERSIGHT

7. Statement by director responsible for the Business Responsibility & Sustainability Report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)

This Company is focused on achieving the triple bottom line of people, planet and prosperity. We have always believed in timely response to the changing external environment. The Company is aware that the future of the organization is linked to the future of the environment. The Company recognized the global climate change catastrophe a decade ago and laid down its strategies to reduce carbon footprint through integrated multimodal logistics approach, a gradual shift from road to rail and coastal multimodal solutions.

Through our joint venture with Container Corporation of India Limited (CONCOR), TCI-CONCOR Multimodal Solutions Pvt. Ltd. (TCI-CONCOR), we offer reliable, efficient, cost effective and environmental friendly multimodal road-rail services. The services also cover EXIM and domestic operations. During FY 2021-22, the Company moved 11.42 Lakhs Mt of Cargo via multimodal trains reducing carbon footprint of 38,000 trucks.

The Company also strives to have "Zero accident" at workplace/accident free operations.

As part of our sustainability philosophy, the Company has taken steps to implement the framework of Environmental, Social and Governance (ESG). The Company believes in reducing environmental impact by going green and by implementing the practice of 3Rs (Reduce, Reuse and Recycle). Further, it has been collectively decided to adopt the SEBI mandated Business Responsibility and Sustainability Report (BRSR) ahead of schedule for FY 2021-22 itself. For more details, please refer Chairman statement section of Annual Report.

8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility & Sustainability (BRS) Policy

Name: Mr. Vineet Agarwal
Designation: Managing Director
Email: secretarial@tcil.com

9. Does the entity have a specified committee of the Board/Director responsible for decision making on sustainability related issues? (Yes/ No). If yes, provide details.

Yes. Mr. Vineet Agarwal, Managing Director is responsible for decision making on sustainability related issues. The Company has also formed internal ESG committee for decision making on sustainability related issues.

10. Details of Review of the National Guidelines on Responsible Business Conduct (NGRBC)

| Subject for Review | Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee | | | | | | | | | Frequency: Annually (A) / Half yearly (H) / Quarterly (Q) / Any other – please specify | | | | | | | | |
|--|---|----|----|----|----|----|----|----|----|--|----|----|----|----|----|----|----|----|
| | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
| Performance against above policies & follow up action | Y | Y | Y | Y | Y | Y | Y | Y | Y | Q | H | Q | Q | H | H | H | H | H |
| Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances | Statutory Compliance Certificate on applicable laws is provided by the Chief Internal Auditor to the Board of Directors | | | | | | | | | Annual | | | | | | | | |

11.

| | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|--|----|----|----|----|----|----|----|----|
| Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency. | The independent assessment/ evaluation of the working of its policies is carried out by the internal auditor as well as external agency, as applicable. From the best practices perspective as well as from risk perspective, policies are periodically evaluated and updated by the management. | | | | | | | | |



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (Contd.)

SECTION C: PRINCIPLE-WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

Principle 1

BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH INTEGRITY AND IN A MANNER THAT IS ETHICAL, TRANSPARENT AND ACCOUNTABLE

Essential Indicators

1. Percentage coverage by training and awareness programs on any of the principles during the financial year

| Segment | Total number of training and awareness programs held | Topics/ principles covered under the training audits impact | % of persons in respective category covered by the awareness programs |
|---------------------------------|--|---|---|
| Board of Directors (BODs) | 5 | During the year, the Board of Directors of the Company invested their time on various updates pertaining to the business, regulations, environmental, social, governance matters, etc. These topics comprise insights on the said Principles. | 100 |
| Key Managerial Personnel (KMPs) | 32 | 1. Code of Conduct 2. Ethics and Whistle Blower Policy 3. Prevention of Sexual Harassment at the Workplace | 100 |
| Employees other than BoDs/ KMPs | 251 | | 66 |
| Workers | 212 | | 100 |

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings with regulators/ law enforcement agencies/ judicial institutions in FY 2021-22

None

3. Of the instances disclosed in Question 2 above, details of the appeal/revision preferred in cases where monetary or non-monetary action has been appealed.

Not applicable

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes. The Company has an Ethics and Whistle Blower Policy.

The Company is committed to conducting its affairs in a fair and transparent manner by adopting highest standards of professionalism by inculcating honesty, integrity, ethical behavior and zero tolerance for bribery and corruption in its business activities. The anti-corruption or anti-bribery policy comes under the Ethics and Whistle Blower policy.

The policy is placed on the Company's website <https://www.tcil.com/tcil/tci-policies.html>

5. Number of Directors/KMPs/employees against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption

None

6. Details of complaints about conflict of interest

None

7. Provide details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/ law enforcement agencies/judicial institutions, on cases of corruption and conflicts of interest.

Not Applicable

Leadership Indicators

1. Does the entity have processes in place to avoid / manage conflicts of interest involving members of the Board? (Yes / No) If Yes, provide details of the same.

Yes. The Company receives an annual declaration (changes from time to time) from its Board members and KMPs on the entities they are interested in and ensures requisite approvals as required under the statute as well as the Company's policies, are in place, before transacting with such entities / individuals.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (Contd.)

Principle 2

BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE

Essential Indicators

- Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

₹ In Lakhs

| | FY 2021-22 | FY 2020-21 | Details of improvements in environmental & social impacts |
|-------|------------|------------|--|
| R&D | - | - | - |
| Capex | 2,072.6 | 1,084.2 | <ol style="list-style-type: none"> Investment in Rail racks with a bid to move to green transport Progressive shift to CNG vehicles Installation of energy efficient LED lighting Installation of solar panels at warehouses to harness natural sources of energy Installation of Sensor water taps to avoid wastage of water |

The Company has been adapting and innovating to deliver sustainable results for all its stakeholders. Some of these capex investments are tabulated above. Apart from these, the Company is also investing in training programs on improved driving skills, reverse load sharing, reverse logistics, shifting to alternative fuels, Initiating collaborative projects for creating 'accident free zones' in certain sectors; infrastructure design to facilitate natural lighting and ventilation in certain facilities.

More details in this regard are provided under Annexure V of the Board Report.

- Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

Yes.

All the Business Partners are screened based on the Company's Policy on Dealing with suppliers / vendors which covers high quality service standards, compliance with EHS standards / regulations, as well as labor, employee and human rights related regulations. Hence the Company's sourcing of the services is sustainable and responsible.

The Company has also initiated a program to train MSMEs in executory norms of ESG/BRSR compliances. The Company provides assistance while onboarding them as vendors/suppliers. The initiatives of the Company on training and upgrading them ensures that the suppliers are efficiently assimilated in the Company's entire ESG ecosystem. The onboarded vendors/suppliers are also provided "green certificates".

- Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

The Company is logistics and supply chain solutions provider and does not manufacture any products and therefore this question is not applicable to the Company's operations. The Company has defined processes in place for reuse, recycle and safe end-of-life disposal for the products used in its operations.

- Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to the Pollution Control Boards? If not, provide steps taken to address the same.**

Not Applicable

Leadership Indicators

- Details of amount (in metric tons) reused, recycled, and safely disposed, of products and packaging reclaimed at end of life:**
Not Applicable
- Reclaimed products and packaging materials (as percentage of total products sold) for each product category:**
Not Applicable



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (Contd.)

Principle 3

BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS

Essential Indicators

1. a. Details of measures for the well-being of employees

| Category | % of employees covered by | | | | | | | | | | |
|--------------------------------|---------------------------|------------------|---------|--------------------|---------|--------------------|--------|--------------------|--------|---------------------|--------|
| | Total (A) | Health insurance | | Accident insurance | | Maternity benefits | | Paternity benefits | | Day care facilities | |
| | | No.(B) | % (B/A) | No.(C) | % (C/A) | No.(D) | %(D/A) | No.(E) | %(E/A) | No.(F) | %(F/A) |
| PERMANENT EMPLOYEES | | | | | | | | | | | |
| Male | 3,448 | 3,448 | 100% | 3,448 | 100% | - | - | - | - | - | - |
| Female | 133 | 133 | 100% | 133 | 100% | 133 | 3.86% | - | - | - | - |
| Total | 3,581 | 3,581 | 100% | 3,581 | 100% | 133 | 3.86% | - | - | - | - |
| OTHER THAN PERMANENT EMPLOYEES | | | | | | | | | | | |
| Male | 110 | 110 | 100% | 110 | 100% | - | - | - | - | - | - |
| Female | - | - | - | - | - | - | - | - | - | - | - |
| Total | 110 | 110 | 100% | 110 | 100% | - | - | - | - | - | - |

b. Details of measures for the well-being of workers

| Category | % of workers covered by | | | | | | | | | | |
|------------------------------|-------------------------|------------------|---------|--------------------|--------|--------------------|--------|--------------------|--------|---------------------|--------|
| | Total (A) | Health insurance | | Accident insurance | | Maternity benefits | | Paternity benefits | | Day care facilities | |
| | | No.(B) | % (B/A) | No.(C) | %(C/A) | No.(D) | %(D/A) | No.(E) | %(E/A) | No.(F) | %(F/A) |
| OTHER THAN PERMANENT WORKERS | | | | | | | | | | | |
| Male | 5,423 | 5,423 | 100% | 5,423 | 96% | - | - | - | - | - | - |
| Female | 290 | 290 | 100% | 290 | 100% | 290 | 100% | - | - | - | - |
| Total | 5,713 | 5,713 | 100% | 5,713 | 96% | 290 | 5% | - | - | - | - |

Note: The Company has only non-permanent workers.

2. Details of retirement benefits for the current and previous financial year

| Benefits | FY 2021-22 | | | FY 2020-21 | | |
|------------------------|--|--|---|--|--|---|
| | No. of employees covered (as a % of total employees) | No. of workers covered (as a % of total workers) | Deducted & deposited with the authority (Yes/No/N.A.) | No. of employees covered (as a % of total employees) | No. of workers covered (as a % of total workers) | Deducted and deposited with the authority (Yes/No/N.A.) |
| PF | 100% | 100% | Yes | 100% | 100% | Yes |
| Gratuity | 100% | NA | Yes | 100% | NA | Yes |
| ESI | 64.2% | 100% | Yes | 73.3% | 100% | Yes |
| Others- Seaman Welfare | 100% | - | Yes | 100% | - | Yes |

3. Accessibility of workplaces

Are the premises/offices accessible to differently abled employees as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Most of our working locations are accessible to differently abled persons.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes. As per HR policy of the Company, all the employees and those eligible are provided with equal opportunities. The Company is committed to an inclusive work culture, without any discrimination on the grounds of race, caste, religion, color, marital status, gender, sex, age, nationality, ethnic origin, disability and such other grounds as prescribed and protected by the applicable laws.

HR policy is available for the employees on the Company's Intranet.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (Contd.)

5. Return to work and retention rates of permanent employees that took parental leave.

| Permanent employees | | |
|---------------------|---------------------|----------------|
| Gender | Return to work rate | Retention rate |
| Male | NA | NA |
| Female | 66.67% | 100% |
| Total | 66.67% | 100% |

6. Is there a mechanism available to receive and redress grievances for the following categories of employees? If yes, give details of the mechanism in brief.

| | Yes/No (If Yes, then give details of the mechanism in brief) |
|--------------------------------|---|
| Permanent Employees | Yes, the employees can raise their grievances through TCI HRMS portal which is addressed by respective stakeholders within the stipulated timelines |
| Other than Permanent Employees | |
| Permanent Workers | |
| Other than Permanent Workers | |

7. Membership of employees in association(s) or unions

The Company does not have any employee associations.

8. Details of training given to employees & workers

| Category | FY 2021-22 | | | | | FY 2020-21 | | | | |
|-----------|------------|-------------------------------|---------|----------------------|---------|------------|-------------------------------|---------|----------------------|---------|
| | Total (A) | On health and safety measures | | On skill upgradation | | Total (A) | On health and safety wellness | | On skill upgradation | |
| | | No. (B) | % (B/A) | No. (C) | % (C/A) | | No. (B) | % (B/A) | No. C | % (C/A) |
| EMPLOYEES | | | | | | | | | | |
| Male | 3,558 | 1,240 | 35% | 1,540 | 43% | 2,115 | 1,259 | 60% | 1,528 | 72% |
| Female | 133 | 130 | 98% | 68 | 51% | 130 | 116 | 89% | 71 | 61% |
| Total | 3,691 | 1,370 | 37% | 1,608 | 43% | 2,245 | 1,375 | 61% | 1,599 | 71% |
| WORKERS | | | | | | | | | | |
| Male | 5,423 | 5,423 | 100% | 1,245 | 23% | 5,423 | 3,150 | 53% | 950 | 16% |
| Female | 290 | 290 | 100% | 12 | 4% | 290 | 45 | 80% | 12 | 21% |
| Total | 5,713 | 5,713 | 100% | 1,257 | 22% | 5,713 | 3,195 | 53% | 962 | 16% |

9. Details of performance and career development reviews of employees

100% of eligible employees have received performance and career development reviews.

10. Health and Safety Management System:

a. Whether an occupational health and safety management system has been implemented by the entity?(Yes/ No). If yes, the coverage such system?

Yes.

Staff Healthcare

The Company's offices/ warehouses maintain good standards of hygiene, lighting, ventilation and effective control on dust and noise. Executive medical check-ups are organized every two years, free of cost, for identified categories of employees. Healthy lifestyles are encouraged amongst the employees. As part of the Company's culture, Yoga and exercises are part of the agenda of any national meet or conference. The employees also regularly take part in the annual marathons.

Medical & Health

Employees drawing a salary of less than ₹ 15,000/- per month are compulsorily enrolled under Employee's State Insurance (ESI) to help them avail medical & health benefits under the law. The families of employees who are not covered under ESI are provided with extended coverage under Group Medical Policy to meet unforeseen medical exigencies. Besides, all employees are covered under Group Accidental Insurance Policy.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

Employees working as a part of Safety Continuous Improvement Teams identify potential gaps and propose improvements to safety procedures. Accident prevention is the focus of drivers of the Company's vehicles every day. This goal is supported by defensive driving courses that teach drivers the principles of avoiding unsafe situations.



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Alos driver training is an essential element of the Company's well-rounded safety program, complementing the staff responsible for the safe transport of goods.

The Internal Audit team of the Company visit all branches, Warehouses, Transshipments and report on bad conditions of building which can result in work related hazards.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Yes. The Company has a safety incident reporting and management process to ensure that all work-related incidents (which include accidents, near misses, unsafe conditions and unsafe acts) are reported and closed after taking necessary corrective actions.

d. Do the employees have access to non-occupational medical and healthcare services? (Yes/ No)

Yes.

11. Details of safety related incidents

None

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

In the Company, a culture of safety is encouraged across hierarchies by promoting behavior-based safety, process safety and road safety as key focus areas among its workforce. Internal Audit team conducts audits at warehouses, branches and offices to identify and rectify the gaps in workplace safety. The Company recognizes that occupational health & safety (OHS) and overall physical and mental wellbeing of its employees is integral to its success and growth aspirations.

Some of the mitigation measures to prevent or mitigate significant occupational health & safety impacts include:

- Provision and maintenance of fire detection, alarm and suppression Systems and regular mock drills for fire as well as medical emergencies.
- Regular site review, inspections and audits to assess safety preparedness.
- Regular training on occupational health & safety training to sensitize employees on OHS aspects to inculcate a culture of safety.
- Employee engagement campaigns on health & safety topics such as fire safety, road safety, emergency evacuation, ergonomics among others.

13. Number of complaints on working conditions and health and safety made by employees

None

14. Assessments for the year

| | % of your plants and offices that were assessed (by entity or statutory authorities or 3rd parties) |
|-----------------------------|---|
| Health and safety practices | 100% |
| Working Conditions | 100% |

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health and safety practices and working conditions.

The Company is committed to provide a safe, healthy and eco-friendly work environment to all its employees and associates, ensuring that its business processes are carried as per SOPs. The Company follows Safety Incident Reporting system. Incident investigation Procedure describes a structured approach to identify, assess and control various hazards and risks and support the system to achieve the goal of 'Zero Harm' in a systematic and auditable manner.

Leadership Indicators

1. Provision of life insurance/any compensatory package in the event of death of (A) employee (Y / N) (B) worker (Y / N)

Yes

2. Provide the measures undertaken by the Company to ensure that statutory dues have been deducted and deposited by the value chain partners

The Company monitors and tracks the compliances related to statutory dues by contractors supplying third party resources as a part of regular checks while processing the invoices. Periodic audits are also conducted to ensure compliance.

3. Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment

None

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (Contd.)

Principle 4

BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

The Company identifies and engages with various stakeholders with the intention of understanding and addressing their expectations and developing short, medium and long-term strategies of the Company. The internal and external groups of key stakeholders identified on the basis of their immediate impact on the operations and working of the Company include employees, shareholders, customers, communities, suppliers, Government Authorities, business partners and vendors.

The Company also engages with the analysts and news media from time to time.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

| Key Stakeholders | Whether identified as Vulnerable & Marginalized Group (Yes/No) | Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Others | Frequency of engagement (Annually/ Half yearly/ Quarterly/ Others – please specify) | Purpose and scope of engagement including key topics and concerns raised during such engagement |
|-----------------------------|--|--|---|--|
| Customers/Business Partners | No | Email, SMS, Newspaper publications, Pamphlets, Advertisement, Community Meetings, Notice Board, Website | Ongoing | Maximizing Customer delight |
| Investors & Shareholders | No | Notices, announcements, emails, investor/analysts meet/conference calls, Annual General Meeting | Regular | Performance updates, dividends, profitability, financial stability and regular feedbacks |
| Suppliers & Vendors | No | Email/SMS/WhatsApp/ Meetings | Ongoing | Performance review and feedback |
| Media | No | Email, SMS, Newspaper, Pamphlets, Advertisement, Website | Regular | Highlighting the Company's initiatives and journey |
| Communities | No | Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website | Regular | Interaction as per Corporate Social Responsibility (CSR) |
| Government Authorities | No | Project meetings, seminars, conferences | Regular | Policy matters, Updates on changes in permits, if any, apply for new permits, mandatory disclosures. |
| Employees | No | Internal notices/announcements, Emails, Updates, campaigns | Regular | Company updates & changes such as policies, announcements of events, campaigns, etc. |

Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

The Company's management regularly interacts with key stakeholders i.e. investors, customers, suppliers, employees etc. The management updates the progress of actions to the Board and takes inputs on a quarterly basis.

2. Whether stakeholder consultation is used to support the identification and management of environmental and social topics (Yes/ No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

Yes, through materiality assessment, we engage with our stakeholders in terms of identifying and prioritizing the issues pertaining to economic, environmental and social topics.

3. Details of instances of engagement with, and actions taken, to address the concerns of vulnerable/marginalized stakeholder groups

The Company, through its social arm-TCI Foundation, attempts to make a difference and address the complex health, safety and environmental issues in the lives of the disadvantaged, vulnerable and marginalized stakeholders. Through the "TCI Safe Safar" initiative, the Company managed to spread awareness on the importance of health and road safety for drivers, cleaners and the industry as a whole. The healthcare initiatives through Jaipur Foot Rehabilitation Center, now for more than 10 years, Muskan Clinic and Khushi Clinic have supported thousands of beneficiaries. The Company contributes its CSR in nationally recognized Olympic sports promotion in India by investing in TCI Foundation managed Urmila Sports Academy to inculcate sports culture and achieve sporting excellence.



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (Contd.)

Principle 5

BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

Essential Indicators

1. **Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:**

| Category | FY 2021-22 | | | FY 2020-21 | | |
|------------------------|--------------|---------------------------------------|-------------|--------------|---------------------------------------|-------------|
| | Total (A) | No. of employees/ workers covered (B) | % (B/A) | Total (C) | No. of employees/ workers covered (D) | % (D/C) |
| EMPLOYEES | | | | | | |
| Permanent | 3,581 | 3,581 | 100% | 4,069 | 4,019 | 99% |
| Other than permanent | 110 | 110 | 100% | 110 | 110 | 100% |
| Total Employees | 3,691 | 3,691 | 100% | 4,179 | 4,129 | 99% |
| WORKERS | | | | | | |
| Permanent | - | - | - | - | - | - |
| Other than permanent | 5,713 | 5,713 | 100% | 5,800 | 5,800 | 100% |
| Total Workers | 5,713 | 5,713 | 100% | 5,800 | 5,800 | 100% |

2. **Details of minimum wages paid to employees and workers:**

All employees & workers have been paid ≥ minimum wage in compliance with the laws applicable in different states across India.

3. **Details of remuneration/salary/wages, in the following format:**

| | Male | | Female | |
|--------------------------------|--------|---|--------|---|
| | Number | Median remuneration/ salary/ wages of respective category (₹) | Number | Median remuneration/ salary/ wages of respective category (₹) |
| Board of Directors (BOD) | 8 | 950,000 | 2 | 950,000 |
| KMP (other than BOD) | 4 | 14,355,527 | 1 | 2,115,667 |
| Employees other than BOD & KMP | 3,552 | 251,196 | 132 | 275,658 |
| Workers | 5,443 | 180,256 | 290 | 186,300 |

4. **Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)**

Yes.

5. **Describe the internal mechanisms in place to redress grievances related to human rights issues**

Adequate mechanism have been provided for the Company's employees, customers, suppliers and other stakeholders to raise concerns or make disclosures when they become aware of any actual or potential violation of the Company Code, policies or law including human rights violation.

6. **Number of complaints on the following made by employees**

| | FY 2021-22 | | | FY 2020-21 | | |
|-----------------------------------|-----------------------|---|---------|-----------------------|---|---------|
| | Filed during the year | Pending resolution at the end of the year | Remarks | Filed during the year | Pending resolution at the end of the year | Remarks |
| Sexual Harassment | | | | | | |
| Discrimination at workplace | | | | | | |
| Child Labor | | | | | | |
| Forced Labor/ Involuntary Labor | | | | | | |
| Wages | | | | | | |
| Other human rights related issues | | | | | | |

NIL

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (Contd.)

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases

- An independent Internal Committee (IC) drawn from cross functional/location employees, follows the process/guidelines as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- The Whistleblower Policy ensures that no unfair treatment will be meted out to a Whistleblower by virtue of his/her having reported a Protected Disclosure under the policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistleblowers. Complete protection will, therefore, be given to Whistleblowers against any unfair practices like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistleblower's right to continue to perform his/her duties/functions including making further Protected Disclosure. In exceptional cases, it provides direct access to the Chairman of Audit Committee.

8. Do human rights requirements form part of your business agreements and contracts?

Yes

9. Assessments for the year:

| | % of offices that were assessed (by entity or statutory authorities or third parties) |
|-----------------------------|---|
| Child labor | The Company internally monitors compliance for all relevant laws and policies pertaining to these issues. There have been no observations by local statutory/ third parties in FY 2021-22 and FY 2020-21. |
| Forced/ involuntary labor | |
| Sexual harassment | |
| Discrimination at workplace | |
| Wages | |
| Others – please specify | |

10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

Not Applicable.

Leadership Indicators

1. Details of a business process being modified / introduced as a result of addressing human rights grievances / complaints

The Company is committed to providing a safe and positive work environment. In keeping with this philosophy, the organization envisages an open-door policy. Employees also have access to several forums where they can highlight matters or concerns faced at the workplace. This is achieved through a well-established and robust grievance resolution mechanism.

2. Details of the scope and coverage of any Human rights due diligence conducted.

None

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes, most of the locations are accessible to differently abled persons.



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (Contd.)

Principle 6

BUSINESS SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT

Essential Indicators

1. Details of total energy consumption (in Terajoules) and energy intensity in the following format:

| Parameter | FY 2021-22 | FY 2020-21 |
|---|--------------------|--------------------|
| | Terajoules (TJ) | Terajoules (TJ) |
| Total electricity consumption (A) | 24.19 | 9.36 |
| Total fuel consumption (B) | 1,354.06 | 1,421.24 |
| Energy consumption through other sources (C) | - | - |
| Total energy consumption(A+B+C) | 1,378.25 | 1,430.59 |
| Energy intensity per rupee of turnover (Total energy consumption/turnover in rupees) | 0.000000042 | 0.000000051 |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? If yes, name of the external agency.

None

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Not Applicable.

3. Provide details of the following disclosures related to water, in the following format:

| Parameter | FY 2021-22 | FY 2020-21 |
|--|-------------------|-------------------|
| Water withdrawal by source (in kiloliters) | | |
| (i) Surface water | - | - |
| (ii) Ground Water | - | - |
| (iii) Third Party Water | 8,547.78 | 8,922.52 |
| (iv) Seawater/Desalinated Water | 2,686.28 | 4,023.89 |
| (v) Others | - | - |
| Total volume of water consumption (in kiloliters) | 11,234.06 | 12,946.41 |
| Total volume of water consumption (in kiloliters) | 11,234.06 | 12,946.41 |
| Water intensity per rupee of turnover (Water consumed/turnover) | 0.00000034 | 0.00000046 |

4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

The Company is working towards making all its offices, warehouses and branches etc. as zero liquid discharge spaces.

5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

| Parameter | Please specify unit | FY 2021-22 | FY 2020-21 |
|----------------------------------|---------------------|------------|------------|
| NOx | Tons per Year | 62,228.08 | 56,439.61 |
| SOx | Tons per Year | 19,551.25 | 17,728.81 |
| Particulate matter (PM) | Tons per Year | 1,940.95 | 1,760.14 |
| Volatile organic compounds (VOC) | Tons per Year | 1,749.96 | 1,587.12 |
| Hazardous air pollutants (HAP) | Tons per Year | 40.01 | 37.95 |
| Others – CO | Tons per Year | 16,665.97 | 15,149.68 |
| Others - PM 10 | Tons per Year | 1,114.42 | 1,010.80 |
| Others - PM 2.5 | Tons per Year | 1,081.37 | 980.83 |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

None

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (Contd.)

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

| Parameter | Unit | FY 2021-22 | FY 2020-21 |
|--|---|------------------|------------------|
| Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available) | Metric tons of CO ₂ equivalent | 1,09,838.13 | 1,14,472.70 |
| Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available) | Metric tons of CO ₂ equivalent | 5,109.45 | 1,850.73 |
| Total Scope 1 and Scope 2 emissions per rupee of turnover | Metric tons of CO ₂ equivalent | 0.0000034 | 0.0000041 |

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

None

7. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.

Please refer point no. 5 of leadership indicator. Also, the Company is conducting a baseline study to ascertain GHG emission across its various services.

8. Provide details related to waste management by the entity, in the following format:

| Parameter | FY 2021-22 | FY 2020-21 |
|--|---------------|---------------|
| Total waste generated (in metric tons) | | |
| Plastic waste (A) | 31.65 | 39.26 |
| E-Waste (B) | 0.20 | 1.57 |
| Bio-Medical Waste (C) | 0.025 | 0.050 |
| Construction and demolition waste (D) | - | - |
| Battery waste (E) | 0.070 | 12.21 |
| Radioactive waste (F) | - | - |
| Other Hazardous waste. Please specify, if any. (G) – Waste Oil Sludge | 508.49 | 461.46 |
| Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e., by materials relevant to the sector) | 104.65 | 90.14 |
| Paper and other waste | | |
| Total (A+B+C+D+E+F+G+H) | 645.08 | 604.70 |

For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tons)

| | | |
|---------------------------------|--------------|------------|
| Category of waste | | |
| (i) Recycled | 46.91 | 1.5 |
| (ii) Re-used | - | - |
| (iii) Other recovery operations | - | - |
| Total | 46.91 | 1.5 |

For each category of waste generated, total waste disposed by nature of disposal method (in metric tons)

| | | |
|---------------------------------|--------------|--------------|
| Category of waste | | |
| (i) Incineration | - | - |
| (ii) Landfilling | 20.26 | 15.65 |
| (iii) Other disposal operations | - | - |
| Total | 20.26 | 15.65 |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

None

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Trio Bins are being used at workplace to segregate waste into solid, wet and plastic waste. The Company segregates recyclable paper, recyclable waste and Electronic Waste, which is the key to Zero Waste Management. The generated e-waste is handled by certified e-waste handlers for disposal of e-waste. The Company uses local vendors for disposal of paper for recycling.



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (Contd.)

- 10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details.**

The Company's offices and warehouses do not fall within or are adjacent to protected areas or high-biodiversity areas.

- 11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year**

Not Applicable

- 12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act and Rules thereunder (Y/N). If not, provide details of all such non-compliances.**

Yes. The Company is compliant with the applicable environmental law / regulations / guidelines in India.

Leadership Indicators

- 1. Provide break-up of the total energy consumed from renewable and non-renewable sources, in the following format:**

| Parameter | FY 2021-22 | FY 2020-21 |
|---|-----------------|-----------------|
| From renewable sources (in Terajoules/TJ) | | |
| Total electricity consumption (A) | 0.91 | 0.92 |
| Total fuel consumption (B) | - | - |
| Energy consumption through other sources (C) | 0.91 | 0.92 |
| From non-renewable sources (in Terajoules/TJ) | | |
| Total electricity consumption (D) | 24.19 | 9.36 |
| Total fuel consumption (E) | 1,354.06 | 1,421.24 |
| Energy consumption through other sources (F) | - | - |
| Total energy consumed from non-renewable sources (D+E+F) | 1,378.25 | 1,430.59 |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

None

- 2. Provide the following details related to water discharged:**

| Parameter | FY 2021-22 | FY 2020-21 |
|--|------------------|------------------|
| Water discharge by destination and level of treatment (in kiloliters) | | |
| (iii) To Seawater | | |
| - No Treatment | 56,913.90 | 33,393.77 |
| - With treatment (please specify) | - | - |
| Total water discharged (in kiloliters) | 56,913.90 | 33,393.77 |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

None

- 3. Water withdrawal, consumption and discharge in areas of water stress (in kiloliters):**

The Company recognizes that it is working in areas which may fall under water-stressed zones and therefore continues its efforts in water conservation through a combination of technology interventions, rainwater harvesting, recycling and reuse of waste water, communication and employee engagement.

Going forward, the Company will report details of water withdrawal and consumption from water-stressed zones in the format prescribed by the BRSR.

- 4. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities**

Not Applicable

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (Contd.)

5. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

| S. No. | Initiatives undertaken | Details of the initiative (web-link, if any, may be provided along-with summary) | Outcome of the initiative |
|--------|-------------------------------|---|--|
| 1. | Goods Transportation Services | Replacement of old vehicles with new vehicles, reduction of dry runs for vehicles, increase in capacity utilization of vehicle, deployment of alternative fuel vehicles like CNG in a phased manner, and progressive shift to multimodal transportation | Reduction in Scope 1 emissions |
| 2. | Warehouse Management Services | Shifting to LED lighting, infrastructure design to facilitate natural lighting and ventilation in certain facilities. Also, Solar panels have been installed at certain warehouses to make efficient use of a renewable energy source | Reduced energy consumption |
| 3. | Recycling | Trio Bins are being used at workplace, segregating recyclable paper, recyclable waste and Electronic Waste | Waste segregation at source and easy handling of the waste for further processing and disposal |

For details please refer Annexure-V of Board report.

6. Does the entity have a business continuity and disaster management plan? Give details in 100 words / web link

The Company has a well-established business continuity and disaster management framework that is integrated with other quality management systems for consistent deployment across the organization. The function is governed by a trained pool of subject matter experts (BCP Champions) at various levels of the organization ensuring upkeep of business continuity plans, planning and executing drills to achieve seamless resumption, in case of any disruption. The entire process is integrated with other business processes through in-house developed tools that support planning and communication with all stakeholders.

7. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

None



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (Contd.)

Principle 7

BUSINESS, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations.

The Company has membership of 7 trade and industry chambers/ associations.

b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/affiliated to:

| S. No. | Name of the trade and industry chambers / associations | Reach of trade and industry chambers/ associations (State/National) |
|--------|--|---|
| 1. | World Economic Forum (WEF) | International |
| 2. | Associated Chambers of Commerce of India (ASSOCHAM) | National |
| 3. | All India Management Association (AIMA) | National |
| 4. | Confederation of Indian Industry (CII) | National |
| 5. | Indo-German Chamber of Commerce (IGCC) | International |
| 6. | Indian Chemical Council (ICC) | National |
| 7. | Services Export Promotion Council (SEPC) | National |

2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.

Not Applicable

Leadership Indicators

1. Details of public policy positions advocated by the Company

The Company's approach to achieving our government, policy and community objectives focuses on engaging ecosystems at the national, regional and local levels. To this end, the Company focuses on developing and maintaining partnerships with relevant government officials, business organizations, technology industry associations, educational institutions, and community organizations for the purpose of developing mutually beneficial partnerships.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (Contd.)

Principle 8

BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

Essential Indicators

- Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**
Not Applicable
- Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity**
Not Applicable
- Describe the mechanisms to receive and redress grievances of the community.**
The social arm of the Company, TCI Foundation works closely with the community in identified areas and thematic areas of education, healthcare, vocational and skill training, sports rural development and disaster relief etc. Within its areas of work, the Foundation has robust mechanisms to assess the impact of projects on intended beneficiaries. These mechanisms range from one-on-one and group discussions with beneficiaries to independent external assessments, among others, and provide ample opportunity to receive and redress grievances of the intended beneficiaries.
- Percentage of input material (inputs to total inputs by value) sourced from suppliers.**
Not Applicable

Leadership Indicators

- Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential indicators above)**
Not Applicable
- Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies**

| Sl. No. | State | Aspirational district | Amount spent (in ₹) |
|---------|-----------|-----------------------|---------------------|
| 1 | Jharkhand | Khunti | 1,04,00,000 |
- Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized / vulnerable groups? (Yes / No)**
Yes
- Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current fiscal), based on traditional knowledge**
Not Applicable
- Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved**
Not Applicable
- Details of beneficiaries of CSR projects**
Refer to Annexure II to the Board's Report for the Annual Report on CSR activities [Pursuant to Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014], as amended.



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (Contd.)

Principle 9

BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

To ensure that customer complaints are addressed, the Company has inter alia following mechanisms in place to respond to customer queries:

- 1) Centralized Customer care
- 2) Chatbot
- 3) Key Account Management
- 4) Customer Service Host
- 5) Customer Login Portal
- 6) Customer satisfaction surveys

Dedicated customer service and engagement teams are responsible for managing and addressing queries, issues and grievances. The team is available during the business hours to handle and manage various verticals and stays in touch with the management in case of any escalation of customers issues. The issues are addressed and closed within defined timeframes. The team maintains records for further feedback and improvements, which in turn helps in reduction of complaints. A digital complaint management platform is in place and is accessible to customers to raise queries and monitor the query status.

2. Turnover of products and/services as a percentage of turnover from all products/service that carry information about

Not Applicable

3. Number of consumer complaints

None

4. Details of instances of product recalls on accounts of safety issues

Not Applicable

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes. The Company has detailed framework on cyber security and risk related to data privacy. The policy is available to the employees on TCI Intranet.

6. Provide details of any corrective actions taken or underway on issues relating to advertising and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

The cyber security of the Company is managed by a internal IT team. Regular reviews are conducted and corrective actions are taken to improve the cyber security posture.

Leadership Indicators

1. Channels / platforms where information on products and services of the Company can be accessed

Please refer the website of the Company <https://tcil.com/tcil/index.html>.

2. Steps taken to inform and educate consumers, especially vulnerable and marginalized consumers, about safe and responsible usage of products and services.

Not Applicable

3. Mechanisms in place to inform consumers of any risk of disruption / discontinuation of essential services

Refer to principle 6, question 7 of Leadership indicators, in this report.

4. Does the Company display product information on the product over and above what is mandated as per local laws? If yes, provide details in brief

Not Applicable

Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of the entity or the entity as a whole? (Yes / No)

Yes

The Company served its customers in the most difficult times of COVID-19 pandemic and conducted a Net Promoter Score (NPS) Survey, through digital modes to understand if it was successful in meeting their expectations. It was conducted by an in-house team and particular significance was placed on whether the Company was able to reach the remotest of locations and how approachable was the Company's team to cater to customer queries and needs.

The Company achieved a positive NPS score of 81, indicating that most of the customers were satisfied with the Company's efforts and it reinforced its 'Customer Centric' approach through its value system "CORE". NPS is an indication of Customer Engagement and how likely they are ready to recommend the Company to others. It also indicates, if the Company has a good WOM (Word of Mouth) enabling to enhance its business. Capturing the 'Voice of Customers' is thus useful to reiterate on the efforts of the Company towards achieving superior customer satisfaction.

5. Provide the following information relating to data breaches:

a. Number of instances of data breaches along with impact

In FY 2021-22, there were no substantial instances of data breach.

b. Percentage of data breaches involving personally identifiable information of customers

Not Applicable

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY

Effective corporate governance practices establish the strong foundation on which successful commercial enterprises are built to last. The Company's philosophy on corporate governance oversees corporate strategies and ensures financial accountability, ethical corporate conduct and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

The Company has a strong legacy of fair, transparent and ethical governance practices.

The Board of Directors of the Company are responsible for and committed to sound principles of Corporate Governance in the Company. The Board plays a crucial role in overseeing how the management serves the short and long-term interests of shareholders and other stakeholders. This belief is reflected in Company's governance practices, under which the Company strives to maintain an effective, informed and independent Board. The Company keeps its governance practices under continuous review and benchmarks it to best practices across the world.

The Company is in compliance with the requirements stipulated under Regulations 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligation and Disclosure Requirement), 2015 (SEBI Listing Regulations), as applicable, with regard to corporate governance.

BOARD OF DIRECTORS

The composition of the Board of Directors of the Company is in compliance with the Companies Act, 2013 (the Act) and SEBI Listing Regulations and consists of optimum combination of experts, business persons and renowned personalities having significant professional capabilities.

CODE OF CONDUCT

The Company has in place a comprehensive Code of Conduct applicable to all the Board members and Senior Management employees of the Company, available on the website of the Company, www.tcil.com. The Code is circulated to all members of

the Board and Senior Management and affirmations have been taken for compliance with the Code. A declaration signed by the Chairperson & Managing Director to this effect is forming part of this report.

INDEPENDENT DIRECTORS

Independent Directors are non-executive members of the Board. All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under the SEBI Listing Regulations & the Act. During the year, one separate meeting of Independent Directors was held. In the meeting, the directors discussed the performance of the Board as a whole, the Committees of the Board, the Chairperson of the Company and the Directors.

Based on the disclosures received from all the independent Director and in the opinion of the Board, the independent directors fulfill the conditions specified in SEBI Listing regulations and are independent of the management.

FAMILIARIZATION PROGRAM

As required under the SEBI Listing Regulations, the Company conducts familiarization program for the independent directors from time to time. The details of the familiarization program are available on the Company's website at the link : <http://www.tcil.com/tcil/corporate-governance.html>

BOARD COMPOSITION & THEIR MEMBERSHIP IN OTHER BOARDS

None of the Directors on the Board holds directorship in more than 10 public companies. Further, none of them is a member of more than ten committees or Chairperson of more than five committees across all the public companies in which he or she is a Director. Further, none of the Independent Directors on the Board is serving as an Independent Director in more than seven listed entities. Necessary disclosures regarding Committee positions in other public companies as at the year-end have been made by the Directors. The Board periodically reviews the compliance report of all the laws applicable to the Company.

The relevant details of the Board of Directors and their directorships as on 31st March, 2022 are given hereunder:

| Sl. No. | Name & Category of the Director | No. of other Directorships* | | No. of Committee positions held** | | Directorship in other listed entity(ies) (Category of Directorship) |
|---------|---|-----------------------------|---------|-----------------------------------|--------|---|
| | | Public | Private | Chairperson | Member | |
| 1 | Mr. D P Agarwal* (Chairperson & Managing Director) | 6 | - | 1 | 3 | 1. TCI Express Ltd. (NEC) 2. TCI Developers Ltd. (NEC) 3. TCI Industries Ltd. (NED) 4. Jay Bharat Maruti Ltd. (NEID) 5. Indo Rama Synthetics (India) Ltd. (NEID) |
| 2 | Mr. S N Agarwal* (Non-Executive Director) | 5 | 6 | 1 | 3 | 1. Kirloskar Electric Co. Ltd. (NEID) |
| 3 | Mr. Vijay Sankar (Independent Director) | 5 | 9 | 2 | 6 | 1. The KCP Ltd. (NEID) 2. Chemplast Sanmar Ltd. (NED) 3. Oriental Hotels Ltd. (NEID) |
| 4 | Mr. S Madhavan (Independent Director) | 6 | 4 | 4 | 9 | 1. HCL Technologies Ltd. (NEID) 2. UFO Moviez India Ltd. (NEID) 3. ICICI Bank Ltd. (NEID) 4. Sterlite Technologies Ltd. (NEID) 5. Procter & Gamble Health Ltd. (NEID) |
| 5 | Ms. Gita Nayyar (Independent Director) | 4 | - | - | 3 | 1. Oriental Hotels Ltd. (NEID) 2. PNB Housing Finance Ltd. (NEID) 3. Glenmark Life Sciences Ltd. (NEID) |



CORPORATE GOVERNANCE REPORT (Contd.)

| Sl. No. | Name & Category of the Director | No. of other Directorships* | | No. of Committee positions held** | | Directorship in other listed entity(ies) (Category of Directorship) |
|---------|--|-----------------------------|---------|-----------------------------------|--------|--|
| | | Public | Private | Chairperson | Member | |
| 6 | Mr. Ravi Uppal (Independent Director) | 2 | 3 | - | 1 | Nil |
| 7 | Mr. Vikrampati Singhania (Independent Director) | 3 | - | - | 1 | 1. JK Agri Genetics Ltd. (MD) 2. Lumax Industries Ltd. (NEID) |
| 8 | Ms. Urmila Agarwal# (Non-Executive Director) | 3 | - | - | - | Nil |
| 9 | Mr. Chander Agarwal# (Non-Executive Director) | 4 | 2 | - | 2 | 1. TCI Express Ltd. (NED) 2. TCI Developers Ltd. (NED) |
| 10 | Mr. Vineet Agarwal* (Managing Director) | 5 | 3 | - | 5 | 1. TCI Express Ltd. (NED) 2. TCI Developers Ltd. (NED) 3. Somany Ceramics Ltd.(NEID) |

NEID-Non-Executive Independent Director

NED-Non-Executive Director

MD-Managing Director

NEC-Non-Executive Chairperson

*Excluding Section 8 and foreign Companies.

**In accordance with Regulation 26 of the SEBI Listing Regulations, Membership(s) / Chairmanship(s) of only Audit Committees and Stakeholders' Relationship Committees in all public limited companies have been considered.

#Mr. D P Agarwal, Ms. Urmila Agarwal, Mr. Vineet Agarwal and Mr. Chander Agarwal are related to each other. While Mr. S N Agarwal is related to Mr. D P Agarwal. Apart from these, none of the other Directors are related to each other.

KEY BOARD QUALIFICATIONS, EXPERTISE AND ATTRIBUTES

As per SEBI Listing Regulations, the Board has identified the following skills/expertise/ competencies fundamental for the effective functioning of the Company which are currently available with the Board:

| Skills/expertise required | D P Agarwal | S N Agarwal | Vikrampati Singhania | Vijay Sankar | S Madhavan | Gita Nayyar | Ravi Uppal | Urmila Agarwal | Chander Agarwal | Vineet Agarwal |
|---|-------------|-------------|----------------------|--------------|------------|-------------|------------|----------------|-----------------|----------------|
| Experience in Logistics & Transportation sector | √ | √ | - | - | - | - | - | - | √ | √ |
| Management skills | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ |
| Expertise in corporate governance matters | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ |
| Financial knowledge | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ |
| Understanding of regulatory environment | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ |
| Economic knowhow | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ |
| Astute analytical abilities | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ |

BOARD MEETINGS

During the FY 2021-22, all the requisite information as mentioned in Part A of Schedule II of the SEBI Listing Regulations, has been placed before the Board for its consideration. During the year under review, the Board met four times as detailed hereunder:

| Sl. No. | Name of the Director | Presence at AGM | Presence at Board Meeting | | | | Held during tenure | Attended | % of attendance |
|---------|------------------------|-----------------|----------------------------|------------------------------|--------------------------------|--------------------------------|--------------------|----------|-----------------|
| | | | 25 th May, 2021 | 3 rd August, 2021 | 28 th October, 2021 | 27 th January, 2022 | | | |
| 1 | Mr. D P Agarwal | Yes | Yes | Yes | Yes | Yes | 4 | 4 | 100 |
| 2 | Mr. S N Agarwal | Yes | Yes | Yes | Yes | Yes | 4 | 4 | 100 |
| 3 | Mr. Ashish Bharat Ram* | Yes | Yes | NA | NA | NA | 1 | 1 | 100 |
| 4 | Mr. Vijay Sankar | Yes | Yes | Yes | Yes | Yes | 4 | 4 | 100 |
| 5 | Mr. S Madhavan | Yes | Yes | Yes | Yes | Yes | 4 | 4 | 100 |

CORPORATE GOVERNANCE REPORT (Contd.)

| Sl. No. | Name of the Director | Presence at AGM | Presence at Board Meeting | | | | Held during tenure | Attended | % of attendance |
|---------|---------------------------|-----------------|----------------------------|------------------------------|--------------------------------|--------------------------------|--------------------|----------|-----------------|
| | | | 25 th May, 2021 | 3 rd August, 2021 | 28 th October, 2021 | 27 th January, 2022 | | | |
| 6 | Ms. Gita Nayyar | Yes | Yes | Yes | Yes | Yes | 4 | 4 | 100 |
| 7 | Mr. Ravi Uppal | Yes | Yes | Yes | Yes | Yes | 4 | 4 | 100 |
| 8 | Mr. Vikrampati Singhania* | Yes | NA | Yes | Yes | Yes | 3 | 3 | 100 |
| 9 | Ms. Urmila Agarwal | Yes | Yes | Yes | Yes | Yes | 4 | 4 | 100 |
| 10 | Mr. Chander Agarwal | Yes | Yes | Yes | Yes | Yes | 4 | 4 | 100 |
| 11 | Mr. Vineet Agarwal | Yes | Yes | Yes | Yes | Yes | 4 | 4 | 100 |

*Mr. Ashish Bharat Ram retired from the directorship after completion of his second & final tenure as the Independent Director of the Company w.e.f. conclusion of 26th AGM held on 3rd August, 2021 and Mr. Vikrampati Singhania appointed as Non-Executive Independent Director w.e.f. 5th July, 2021.

BOARD COMMITTEES

The details of the committees of the Board are given below. Ms. Archana Pandey, Company Secretary & Compliance Officer, acts as Secretary to all the committees of the Board.

i. Audit Committee

Details of the Committee meetings, Composition, Category and attendance during FY 2021-22

| Sl. No. | Name of the Member | Category | Position | Number of Meetings | |
|---------|--------------------|---------------------------|-------------|--------------------|----------|
| | | | | Held during tenure | Attended |
| 1 | Mr. Vijay Sankar | Non-Executive Independent | Chairperson | 4 | 4 |
| 2 | Mr. S Madhavan | Non-Executive Independent | Member | 4 | 4 |
| 3 | Mr. S. N. Agarwal | Non-Executive | Member | 4 | 4 |
| 4 | Ravi Uppal* | Non-Executive Independent | Member | 2 | 2 |

* Appointed as member of the Audit Committee in the Board Meeting held on 3rd August, 2021

During the year, the meetings of the Committee were held on 25th May, 2021, 3rd August, 2021, 28th October, 2021 and 27th January, 2022. The Chairperson of the Committee, Mr. Vijay Sankar, attended the last AGM held on 3rd August, 2021. All the Committee Members possess financial and/or accounting knowledge.

The Chief Internal Auditor reports directly to the Committee and submits its report to the Committee on a quarterly basis.

The concerned partners of Brahmayya & Co, the Statutory Auditors are invited to the Committee meetings.

Terms of Reference:

The Audit Committee functions in accordance with Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations. The terms of reference of the Audit Committee include:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration & terms of appointment of the Auditors of the Company;
- Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
- Reviewing, with the management, the quarterly/half yearly/annual financial statements and Limited review report/Auditor's report thereon before submission to the Board for approval.
- Reviewing and monitoring the Auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of Statutory and Internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the whistle blower mechanism;

CORPORATE GOVERNANCE REPORT (Contd.)

- Approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate;
- Reviewing the utilization of loans and/ or advances from/investment by the Company in any subsidiary exceeding ₹ 100 Cr or 10% of the asset size of the subsidiary;
- Review of the management discussion and analysis of financial condition and results of operations;
- Such other function as may be entrusted by the Board from time to time.

ii. Risk Management Committee

Details of the Committee meetings, Composition, Category and attendance during FY 2021-2022

| Sl. No. | Name of the Member | Category | Position | Number of Meetings | |
|---------|--------------------|---------------------------|-------------|--------------------|----------|
| | | | | Held during tenure | Attended |
| 1 | Mr. S Madhavan | Non-Executive Independent | Chairperson | 2 | 2 |
| 2 | Mr. Ravi Uppal | Non-Executive Independent | Member | 2 | 2 |
| 3 | Mr. Vineet Agarwal | Executive | Member | 2 | 2 |

During the year, the meetings of the Committee were held on 3rd August, 2021 and 27th January, 2022.

Mr. Naveen Gupta, Chief Internal Auditor, is designated as the Chief Risk Officer of the Company.

Terms of Reference:

- To formulate a detailed risk management policy which includes:
 - A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - Measures for risk mitigation including systems & processes for internal control of identified risks.
 - Business continuity plan.
- To ensure that appropriate methodology, processes & systems are in place to monitor and evaluate risks associated with the business of the Company;
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- To periodically review the risk management policy, at least once in two years;
- To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- The appointment, removal and terms of remuneration of the Chief Risk Officer.

iii. Stakeholders' Relationship Committee

Details of the Committee meetings, Composition, Category and attendance during FY 2021-2022

| Sl. No. | Name of the Member | Category | Position | Number of Meetings | |
|---------|----------------------|---------------------------|-------------|--------------------|----------|
| | | | | Held during tenure | Attended |
| 1 | Mr. S. N. Agarwal | Non-Executive | Chairperson | 01 | 01 |
| 2 | Ms. Gita Nayyar | Non-Executive Independent | Member | 01 | 01 |
| 3 | Mr. Chander Agarwal* | Executive | Member | 01 | 01 |

*Mr. Vineet Agarwal ceased to be member of Stakeholders' Relationship Committee w.e.f. 3rd August, 2021 and Mr. Chander Agarwal was appointed as member of the committee in the Board Meeting held on 3rd August, 2021.

Ms. Archana Pandey, Company Secretary is Compliance Officer of the Company.

During the year, the meeting of Stakeholders' Relationship Committee was held on 28th October, 2021

Details of shareholders complaints received, resolved and pending as on 31st March, 2022

| No. of Investors' Complaints pending at the beginning of the year | No. of Investors' complaints received during the year | No. of Investors' complaints disposed off during the year | No. of Investors' complaints unresolved at the end of the year |
|---|---|---|--|
| Nil | 9 | 9 | Nil |

Terms of Reference:

- Look into various aspects of interests of shareholders, debenture holders & other security holders, if any;
- Review of statutory compliances relating to shareholders, debenture holders & other security holders, if any.
- Consider and resolve the grievances of shareholders of the Company including complaints related to transfer of securities, non-receipt of annual report/ dividends/notices etc.;
- Review transfer of unclaimed dividends and shares to the Investor Education & Protection Fund.
- Review movements in shareholding structure of the Company.

CORPORATE GOVERNANCE REPORT (Contd.)

- Ensuring setting of proper controls and oversight of performance of the Registrar & Share Transfer Agent.
- Recommendation of measures for overall improvement of the quality of investor services.
- Carry out any other function as directed by the Board and/or mandated by any statutory authority through any notification, amendment or modification from time to time.

iv. Compensation/ Nomination & Remuneration Committee

Details of the Committee meetings, Composition, Category and attendance during FY 2021-22

| Sl. No. | Name of the Member | Category | Position | Number of Meetings | |
|---------|---------------------------|---------------------------|--------------|--------------------|----------|
| | | | | Held during tenure | Attended |
| 1 | Mr. Vikrampati Singhania* | Non-Executive Independent | Chairperson* | 01 | 01 |
| 2 | Mr. Ashish Bharat Ram* | Non-Executive Independent | Chairperson* | 01 | 01 |
| 3 | Mr. S Madhavan | Non-Executive Independent | Member | 02 | 02 |
| 4 | Mr. S N Agarwal | Non-Executive | Member | 02 | 02 |

* Mr. Ashish Bharat Ram ceased to be a member of the Committee upon retirement from the directorship after completion of his second & final tenure as the Independent Director of the Company w.e.f. conclusion of 26th AGM held on 3rd August, 2021 and Mr. Vikrampati Singhania, Non-Executive Independent Director of the Company was appointed as Chairperson of the Committee in the Board Meeting held on even date.

During the year, the meetings of the Compensation/Nomination and Remuneration Committee (CNRC) were held on 25th May, 2021 and 27th January, 2022.

Terms of Reference:

- Identification and recommendation to Board, of persons, who are qualified to become Director(s) & KMP(s) in accordance with the criteria laid down.
- Considering recommendations of the KMPs w.r.t. appointment & removal of SMPs in accordance with the criteria laid down and forwarding their recommendations to the Board accordingly.
- Assist the Board in ensuring that plans are in place for orderly succession for appointment to the Board & Senior Management.
- Ensure that the Board is balanced & follows a diversity policy in order to bring in professional experience in different areas of operations, transparency, corporate governance & financial management etc.
- Formulation of the criteria for determining qualifications, positive attributes and independence of a director.
- Formulation of evaluation criteria for Independent/ Non-Independent/Executive Directors, the Board as a whole & KMPs.
- Ensure that directors are inducted through suitable familiarization process & that proper & regular training is given to Independent Directors to update & refresh their skills, knowledge and familiarity with the Company.
- Formulation & supervision of the Remuneration Policy of the Company.
- Oversee the formulation and implementation of ESOP Schemes, its administration, supervision, and formulating detailed terms and conditions in accordance with SEBI rules, regulations and Guidelines.
- Carry out any other function as directed by the Board and/or mandated by any statutory authority through any notification, amendment or modification from time to time.

Nomination & Remuneration Policy

The Nomination and Remuneration Policy is being administered by the CNRC and is applicable on the Directors, KMPs, SMPs and Other employees of the Company.

The policy of the Company is aimed at rewarding the performance, based on assessment of accomplishments on a regular basis and is in consonance with the prevailing industry practices.

The Policy inter-alia includes the following:

- Appointment & removal criteria and process for Directors, KMPs, SMPs and other employees.
- Code of conduct for Directors/KMPs and SMPs.
- Training/familiarization program for Independent Directors.
- Assessment mechanism for Directors, KMPs, SMPs and other employees.
- Remuneration structure and payments.
- Succession planning.
- Board Diversity.

Performance Evaluation Criteria of Independent Directors

The performance evaluation criteria for independent directors is determined by the CNRC and is based upon contribution and involvement of a director, commitment, integrity and maintenance of confidentiality and independence of conduct and judgment.

Remuneration to Non-Executive Directors

The Non-Executive Directors are remunerated by way of sitting fee and profit linked commission, based upon the criteria laid down by the CNRC. The limit of profit linked commission is determined by the shareholders of the Company basis recommendations of the CNRC and the Board of Directors.

CORPORATE GOVERNANCE REPORT (Contd.)

Remuneration to Executive Directors

The Executive Directors are remunerated by way of salary and profit linked commission, based upon the criteria laid down by the CNRC. The Executive Directors are appointed for a period of five year wherein their remuneration limits are also defined within which the Board of Directors/CNRC has the power to decide the remuneration for each year.

Details of Remuneration paid to Directors for the Financial Year ended 31st March, 2022

(₹ In Lakhs)

| Sl. No. | Name of the Director | Salary | Perks & allowances ² | Commission | Sitting Fee [#] | Total | No. of equity shares Held |
|-------------------------------|---------------------------------------|--------|---------------------------------|------------|--------------------------|---------|---------------------------|
| (₹ in Lakhs except as stated) | | | | | | | |
| 1 | Mr. D P Agarwal ^{3&4} | 646.15 | 132.12 | 400 | - | 1178.27 | 828,628 |
| 2 | Mr. S N Agarwal ¹ | - | - | 9.5 | - | 9.5 | 930* |
| 3 | Mr. Ashish Bharat Ram** | - | - | 2.37 | 1.25 | 3.62 | - |
| 4 | Mr. Vijay Sankar | - | - | 9.5 | 4.45 | 13.95 | - |
| 5 | Mr. S Madhavan | - | - | 9.5 | 5.60 | 15.1 | 2,000 |
| 6 | Ms. Gita Nayyar | - | - | 9.5 | 2.85 | 12.35 | - |
| 7 | Mr. Ravi Uppal | - | - | 9.5 | 3.35 | 12.85 | - |
| 8 | Mr. Vikrampati Singhanian | - | - | 7.12 | 2.10 | 9.22 | - |
| 9 | Ms. Urmila Agarwal ¹ | - | - | 9.5 | - | 9.5 | 1,850,591 |
| 10 | Mr. Chander Agarwal ¹ | - | - | 9.5 | - | 9.5 | 18,34,262 |
| 11 | Mr. Vineet Agarwal ^{3&4} | 570.15 | 112.21 | 400 | - | 1082.36 | 20,28,498 |

*Shares held through Relative.

[#]Includes Sitting Fee for Board & Committee Meetings

**Mr. Ashish Bharat Ram ceased to be a member of the Committee upon retirement from the directorship after completion of his second & final tenure as the Independent Director of the Company w.e.f. conclusion of 26th AGM held on 3rd August, 2021

Notes:

- Mr. S N Agarwal, Ms. Urmila Agarwal and Mr. Chander Agarwal did not accept any sitting fees.
- Perquisites include Company's contribution to provident fund, medical, leave travel allowance, special allowance, etc. as well as monetary value of perquisites as per Income Tax Rules in accordance with Executive Director's contracts with the Company.
- Both the executive directors have entered into the service contract with the Company in line with the approval of the shareholders in AGM held on 2nd August, 2018. In case of termination of services, they are required to serve a notice period of 06 months in line with service agreement. There is no separate severance agreement.
- No Executive Director has been granted stock options.
- None of the Non-Executive Directors, Independent and Non-Independent Directors has any financial association or transactions with the Company other than receipt of sitting fees or commission.

v. Corporate Social Responsibility Committee

Details of the Committee meetings, Composition, Category and attendance during FY 2021-22

| Sl. No. | Name of the Member | Category | Position | Number of Meetings | |
|---------|---------------------|---------------------------|-------------|--------------------|----------|
| | | | | Held during tenure | Attended |
| 1 | Ms. Gita Nayyar* | Non-Executive Independent | Chairperson | - | - |
| 2 | Mr. D P Agarwal | Executive | Member | 01 | 01 |
| 3 | Ms. Urmila Agarwal | Non-Executive | Member | 01 | 01 |
| 4 | Mr. Chander Agarwal | Non-Executive | Member | 01 | 01 |

*Mr. Ashish Bharat Ram ceased to be a member of the Committee upon retirement from the directorship after completion of his second & final tenure as the Independent Director of the Company w.e.f. conclusion of 26th AGM held on 3rd August, 2021 and Ms. Gita Nayyar, Non-Executive Independent of the Company was appointed as Chairperson of the Committee in the Board Meeting held on even date.

During the year, the meeting of the Corporate Social Responsibility Committee was held on 25th May, 2021.

CORPORATE GOVERNANCE REPORT (Contd.)

Terms of Reference:

- Formulating and recommending to the Board the CSR Policy and activities to be undertaken by the Company in compliance with provisions of the Act and the rules made there under;
- Recommending the amount of expenditure to be incurred on CSR activities of the Company;
- Approve the list of CSR projects/programs which the Company plans to undertake during the year, specifying modalities of execution in the areas/sectors chosen and implementation schedules for the same.
- Overseeing the implementation of CSR activities and projects;
- Monitoring implementation of CSR Policy of the Company from time to time;
- Carry out any other function as directed by the Board and/or mandated by any statutory authority through any notification, amendment or modification from time to time.

vi. Share Transfer Committee

As on 31st March, 2022, the Committee comprised of Mr. D P Agarwal as the Chairperson and Mr. Vineet Agarwal and Mr. Chander Agarwal as the other two members. The meetings of Share Transfer Committee are held thrice every month in order to dispose off the requests received from the shareholders.

Terms of reference:

- Transfer/ transmission of shares and such other securities as may be issued by the Company.
- Approval and monitoring dematerialization of shares/ other securities,
- Issue of duplicate share certificates and other securities reported lost, defaced or destroyed,
- Issue new certificates against subdivision/ split of shares,
- Allotment of shares pursuant to exercise of options under Employee Stock Option Scheme of the Company.
- Carry out any other function as directed by the Board and/or mandated by any statutory authority through any notification, amendment or modification from time to time.

vii. Corporate & Restructuring Committee

The Corporate & Restructuring Committee comprises of Mr. Vineet Agarwal and Mr. Chander Agarwal as members. The meetings of Corporate & Restructuring Committee are held, as and when required, as per the requirement of the Company.

Terms of reference:

- Evaluation and finalization of different options for restructuring the Company considering divisions of the Company holding diverse business portfolio including restructuring of the overseas structure.
- Evaluation & finalization of equity fund raising options available to the Company.
- Appointment of consultants, lawyers, merchant bankers, valuers as may be necessary from time to time.
- Such other matters as may be necessary or incidental thereof.

viii. Executive Authorization Committee

The Executive Authorization Committee comprises of 04 members, Mr. Vineet Agarwal as the Chairperson and Mr. Chander Agarwal, Mr. Jasjit Singh Sethi & Mr. Ashish Tiwari as the other three members. The meetings of Executive Authorization Committee are held, as and when required, as per the requirement of the Company.

Terms of reference:

- To approve/ review the list of designated compliance officers from time to time.
- To approve/ review the general/ specific authorization given/to be given on legal/other matters from time to time.
- To approve the matters related to banking operations including opening and closure of bank accounts and fixation of mode of operations.
- To approve sale/transfer/mutation of properties of the Company, as may be required, from time to time, not exceeding market value of ₹ 10 Crs.
- Such other matters connected and/ or incidental to the items as mentioned above.

GENERAL BODY MEETINGS

Details of last 03 annual general meetings held

| Financial Year | Day, Date and time | Venue | Whether Special Resolution passed |
|----------------|--|--|-----------------------------------|
| FY 2020-21 | Tuesday, 3 rd August, 2021 11.00 A.M. | Through Video Conferencing / Other Audio-Visual Means | Yes |
| FY 2019-20 | Wednesday, 12 th August, 2020 03.00 P.M. | Through Video Conferencing / Other Audio-Visual Means | Yes |
| FY 2018-19 | Monday, 29 th July, 2019 10.00 A.M. | Meeting Place- 1,2&3, Lobby Level, Hyatt Place, road no. 1, Banjara Hills, Opp. GVK Mall, Hyderabad- 500034, Telangana | Yes |

Postal Ballot

During the year, the Company did not pass any special resolution through postal ballot.

MEANS OF COMMUNICATION

Website

The 'Investors Relation' section on the website of the Company contains all the relevant information pertinent to the shareholders i.e. financial results, annual reports, shareholding patterns, official news releases, financial analysis reports, Notices and other general information about the Company.



CORPORATE GOVERNANCE REPORT (Contd.)

Financial results

The Company's Quarterly/Half-Yearly/Annual Results are intimated to the stock exchanges and published within 48 hours of the conclusion of the meeting of the Board in which they are considered, in a English newspaper circulating in the whole or substantially the whole of India and in a Vernacular newspaper of the State of Telangana where the registered office of the Company is situated. The results are also posted on the website of the Company, www.tcil.com.

News Releases & Investor presentations

The official news releases are sent to the stock exchanges and simultaneously displayed on the Company's website, www.tcil.com. The schedule of analyst/institutional investor meets and presentations made to them are sent to stock exchanges and simultaneously are also displayed on the Company's website, www.tcil.com.

GENERAL SHAREHOLDER INFORMATION

Annual General Meeting

Date/Day : 2nd August, 2022, Tuesday

Time : 03:30 PM

Venue : The Company is conducting meeting through VC/ OAVM pursuant to the MCA Circular dated 5th May, 2020 & 5th May, 2022 and thus venue requirements are not applicable. For details, please refer to the Notice of this AGM.

As required under Regulation 36(3) of the SEBI Listing Regulations, particulars of Directors seeking appointment/ re-appointment at this AGM are given in the Notice of this AGM.

Book Closure Dates

As mentioned in the notice of AGM.

Financial Calendar

Year ending : 31st March

AGM in : August

Dividend Payment : Details of dividend paid during the year disclosed in the Board's Report.

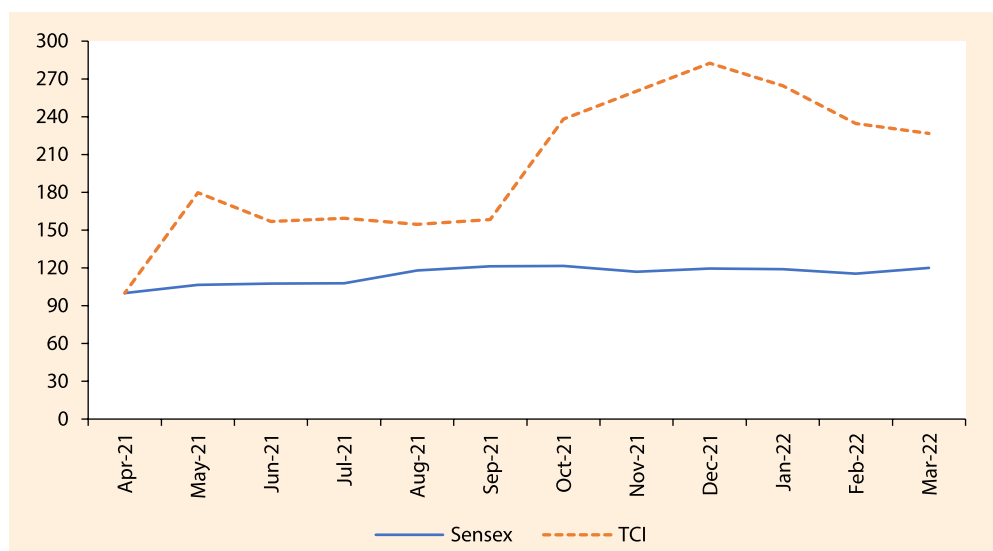
EQUITY LISTING DETAILS

| | | |
|--|---|--------|
| Listed on | National Stock Exchange of India Ltd. (NSE) BSE Ltd. (BSE) | |
| Listing Fee | Annual Listing Fee has been duly paid to both the stock exchanges | |
| Custodian Fee | Annual Custodian Fee has been duly paid to the depositories | |
| Corporate Identification Number | L70109TG1995PLC019116 | |
| Stock Code | NSE | TCI |
| | BSE | 532349 |
| Demat ISIN with NSDL & CDSL | INE688A01022 | |

MARKET PRICE DATA

| Month | NSE | | BSE | |
|-----------------|--------|--------|--------|--------|
| | High | Low | High | Low |
| April, 2021 | 288.50 | 254.10 | 289.00 | 253.85 |
| May, 2021 | 495.00 | 262.85 | 495.00 | 263.00 |
| June, 2021 | 509.95 | 398.00 | 510.00 | 405.20 |
| July, 2021 | 434.00 | 389.00 | 435.00 | 389.00 |
| August, 2021 | 473.60 | 388.35 | 470.00 | 388.00 |
| September, 2021 | 448.00 | 403.10 | 443.90 | 403.05 |
| October, 2021 | 697.00 | 415.70 | 695.80 | 418.30 |
| November, 2021 | 838.45 | 613.65 | 838.00 | 612.60 |
| December, 2021 | 799.80 | 651.95 | 800.00 | 655.00 |
| January, 2022 | 858.60 | 652.00 | 858.00 | 652.05 |
| February, 2022 | 753.85 | 550.00 | 752.35 | 553.10 |
| March, 2022 | 628.50 | 527.00 | 628.25 | 528.60 |

PERFORMANCE IN COMPARISON TO BROAD-BASED INDICES



CORPORATE GOVERNANCE REPORT (Contd.)

DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2022

| Category | No. of Cases | % of Cases | Amount | % of Amount |
|---------------|---------------|---------------|-----------------------|---------------|
| 1-5000 | 38,450 | 98.68 | 9,504,634.00 | 6.15 |
| 5001- 10000 | 223 | 0.57 | 1,588,344.00 | 1.03 |
| 10001- 20000 | 123 | 0.32 | 1,782,344.00 | 1.15 |
| 20001- 30000 | 34 | 0.09 | 857,826.00 | 0.55 |
| 30001- 40000 | 23 | 0.06 | 829,454.00 | 0.54 |
| 40001- 50000 | 16 | 0.04 | 725,578.00 | 0.47 |
| 50001- 100000 | 33 | 0.08 | 2,385,820.00 | 1.54 |
| 100001& Above | 61 | 0.16 | 136,981,850.00 | 88.57 |
| Total | 38,963 | 100.00 | 154,655,850.00 | 100.00 |

SHAREHOLDING PATTERN AS ON 31ST MARCH, 2022

| Sl. No. | Category | 31 st March, 2022 | % age of total shareholding | 31 st March, 2021 | %age of total shareholding | % Change Over Previous year |
|-----------|-----------------------------------|------------------------------|-----------------------------|------------------------------|----------------------------|-----------------------------|
| A. | Promoter's Holding | | | | | |
| 1 | Indian Promoters | 51,479,393 | 66.57 | 51,429,393 | 66.71 | (0.14) |
| 2 | Person acting in Concert | - | - | - | - | - |
| | Sub Total (A) | 51,479,393 | 66.57 | 51,429,393 | 66.71 | (0.14) |
| B. | Non-Promoters Holding | | | | | |
| 1 | Institutional Investors | | | | | |
| a. | Mutual Funds | 8,655,611 | 11.19 | 8,797,053 | 11.41 | (0.22) |
| b. | Banks, Fin Institutions, Ins Cos. | 1,175 | - | 1,170 | - | - |
| c. | FII | 2,845 | - | 2,845 | - | - |
| d. | Alternate Investment Fund | 653,117 | 0.85 | 550,175 | 0.72 | 0.13 |
| e. | Qualified Institutional Buyer | 158,352 | 0.21 | 40,615 | 0.05 | 0.16 |
| f. | FPI | 2,055,343 | 2.66 | 1,308,620 | 1.70 | 0.96 |
| | Sub Total | 11,526,443 | 14.91 | 10,700,478 | 13.88 | 1.03 |
| 2 | Others | | | | | |
| a. | Corporate Bodies | 1,121,042 | 1.45 | 1,403,717 | 1.82 | (0.37) |
| b. | Indian Public | 7,969,776 | 10.31 | 8,427,057 | 10.93 | (0.62) |
| c. | NRIs | 305,237 | 0.39 | 426,410 | 0.56 | (0.17) |
| d. | NRIs- NR | 2,225,839 | 2.88 | 2,195,888 | 2.84 | 0.04 |
| e. | Employees | 626,759 | 0.81 | 508,855 | 0.66 | 0.15 |
| f. | HUF | 1,087,011 | 1.41 | 1,103,954 | 1.43 | (0.02) |
| g. | Clearing Members | 33,179 | 0.04 | 99,545 | 0.13 | (0.09) |
| h. | Trusts | 359 | - | 2 | - | - |
| i. | IEPF | 9,52,887 | 1.23 | 813,563 | 1.06 | 0.17 |
| | Sub Total | 14,322,089 | 18.52 | 14,969,879 | 19.41 | (0.89) |
| | Sub Total (B) | 25,848,532 | 33.43 | 25,670,357 | 33.29 | 0.14 |
| | Grand Total (A+B) | 77,327,925 | 100.00 | 77,099,750 | 100.00 | 0.00 |

Note: the folios have been consolidated basis PAN numbers.

DEMATERIALIZATION AND LIQUIDITY

As on 31st March, 2022, 76,129,635 Equity Shares representing 98.45% of the total Equity Share capital of the Company, were held in dematerialized form with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd.(CDSL).



CORPORATE GOVERNANCE REPORT (Contd.)

Status of Demat as on 31st March, 2022

| Particulars | No. of Shares | % to Share Capital |
|-------------------------------------|-------------------|--------------------|
| Shares in Demat Form held with NSDL | 72,030,720 | 93.15 |
| Shares in Demat Form held with CDSL | 4,098,915 | 5.30 |
| Shares in Physical Form | 1,198,290 | 1.55 |
| Total | 77,327,925 | 100.00 |

OUTSTANDING GDR/WARRANTS AND CONVERTIBLE NOTES, CONVERSION DATE AND LIKELY IMPACT ON THE EQUITY

The Company has not issued any GDRs / ADRs / Warrants or any other convertible instruments apart from stock options, details of which are given in the Board's Report.

SHARE TRANSFER SYSTEM

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, securities can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in dematerialised mode. The requests for effecting transfer/transmission/ transposition of securities shall not be processed unless the securities are held in the dematerialised form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. The Share Transfer Committee of the Board is authorized to approve transfers, which are noted at the subsequent Board meeting.

As per the requirements of Regulation 7 of SEBI Listing Regulations, 2015, the Company has obtained the yearly certificate from Compliance Officer and authorized representative of share transfer agent for due compliance of share transfer formalities.

RECONCILIATION OF SHARE CAPITAL AUDIT

A practicing Company Secretary carries out quarterly audit to reconcile the total admitted equity share capital with NSDL and CDSL and the total issued and listed equity share capital.

UNCLAIMED DIVIDENDS/SHARES DETAILS

Pursuant to the Act and rules made thereunder, dividends, if not claimed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, shares in respect of such dividends which have not been claimed for a period of 7 consecutive years are also liable to be transferred to the demat account of the IEPF Authority.

The Company sends periodical reminders to the shareholders to claim their dividends in order to avoid transfer of dividends/shares to IEPF Authority. Notices in this regard are also published in the newspapers and the details of unclaimed dividends and shareholders whose shares are liable to be transferred to the IEPF Authority, are uploaded on the Company's website in the 'Investor Relations' section.

During the year, the Company has transferred unclaimed dividends and shares to IEPF, as tabulated below. The detailed schedule of unclaimed dividends, due to be transferred to IEPF, are also given here.

a. Details of unclaimed dividend/shares transferred to IEPF during FY 2021-22

| Dividend A/c | Unclaimed Dividend | | Unclaimed Shares | |
|---|--------------------|---------------------------------|------------------|------------------------------|
| | Amount (In ₹) | Date of Transfer | No. of Shares | Date of Transfer |
| TCI Unpaid Dividend A/c 2013-14 Final | 990,264 | 3 rd September, 2021 | 30,380 | 19 th March, 2021 |
| TCI Unpaid Dividend A/c 2014-15 Interim | 887,949 | 17 th March, 2022 | 102,029 | 29 th March, 2022 |

b. Details of dividends due for transfer to IEPF

| Year | Nature of Dividend | Date of Declaration | Due Date for Transfer to IEPF |
|------------|-------------------------|---------------------------------|---------------------------------|
| FY 2014-15 | Final | 1 st August, 2015 | 6 th September, 2022 |
| FY 2015-16 | 1 st Interim | 1 st February, 2016 | 9 th March, 2023 |
| FY 2015-16 | 2 nd Interim | 15 th March, 2016 | 21 st April, 2023 |
| FY 2016-17 | 1 st Interim | 4 th November, 2016 | 11 th December, 2023 |
| FY 2016-17 | 2 nd Interim | 2 nd February, 2017 | 10 th March, 2024 |
| FY 2017-18 | 1 st Interim | 2 nd November, 2017 | 8 th December, 2024 |
| FY 2017-18 | 2 nd Interim | 8 th February, 2018 | 16 th March, 2025 |
| FY 2018-19 | 1 st Interim | 2 nd November, 2018 | 8 th December, 2025 |
| FY 2018-19 | 2 nd Interim | 12 th February, 2019 | 20 th March, 2026 |
| FY 2019-20 | 1 st Interim | 5 th November, 2019 | 11 th December, 2026 |
| FY 2019-20 | 2 nd Interim | 13 th March, 2020 | 19 th April, 2027 |
| FY 2020-21 | 1 st Interim | 3 rd February, 2021 | 12 th March, 2028 |
| FY 2020-21 | Final | 3 rd August, 2021 | 9 th September, 2028 |
| FY 2021-22 | 1 st Interim | 28 th October, 2021 | 4 th December, 2028 |
| FY 2021-22 | 2 nd Interim | 27 th January, 2022 | 5 th March, 2029 |

CORPORATE GOVERNANCE REPORT (Contd.)

COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

The Company does not hedge foreign exchange risk as the exposure is not material.

PLANT LOCATIONS

Since the Company operates in service sector, it do not have any manufacturing facility.

ADDRESS FOR CORRESPONDENCE

Corporate Office

Ms. Archana Pandey,
Company Secretary & Compliance Officer,
Transport Corporation of India Ltd.,
TCI House, 69, Institutional Area, Sector 32,
Gurugram, Haryana-122001, Tel: 0124-2381603-07,
E-Mail: secretarial@tcil.com
Website: www.tcil.com

Registrar & Share Transfer Agent

Unit: Transport Corporation of India Ltd.,
Kfin technologies Ltd., Selenium Tower B
Plot number 31 & 32, Financial District Gachibowli,
Hyderabad 500 032,
Tel: +91 040 67161524, Website : www.kfintech.com
Email : rajeev.kr@kfintech.com

Credit Ratings

CRISIL

Long Term : AA/Stable (Reaffirmed)
Short Term : A1+ (Reaffirmed)

ICRA

A1+ : for Commercial Papers

STATUTORY AUDITORS FEES

The total fees paid by the Company to statutory auditors for all the services during the FY 2021-22 is ₹. 26.71 lakhs.

OTHER DISCLOSURES

Related Party Transactions

There were no materially significant transactions with the related parties, during the year, which were in conflict with the interests of the Company and that require an approval of the Company in terms of the SEBI Listing Regulations. Policy of the Company on Related Party Transactions may be accessed on website of the Company at the link: <http://cdn.tcil.in/website/tcil/policies/Related%20party%20transaction%20policy%202021-22.pdf>

Compliances by the Company

No non-compliance notice has been issued and no penalties or strictures have been imposed on the Company by SEBI, any stock exchange or any statutory authority on any matter related to capital markets, during the last three years.

Whistle Blower Mechanism

The Company has a structured Vigil Mechanism via Ethics and Whistle Blower Policy for reporting of instances of alleged wrongful conduct including instances of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct and ethics. Through this Policy, the Company seeks to provide a procedure for all the employees and Directors of the Company to report concerns about unethical and improper practice taking place in the Company and provide for adequate safeguards against victimization of Director(s)/employee(s) who avail of the mechanism and also provide for direct access to the Chairperson of the Audit Committee, in exceptional cases. No personnel have been denied access to the Audit Committee. The policy can be accessed on the website of the Company at <http://cdn.tcil.in/website/tcil/policies/Ethics%20and%20Whistle%20Blower%20Policy.pdf>

Compliance with Mandatory requirements and adoption of Discretionary Requirements

The Company has complied with all the mandatory requirements. The Company reviews adoption of discretionary requirements from time to time.

SUBSIDIARY COMPANIES

In line with the SEBI Listing Regulations, the Audit Committee reviews the financial statements of the subsidiaries of the Company. The minutes of the Board meetings along with a report on significant developments of the unlisted subsidiary companies are periodically placed before the Board of Directors of the Company.

During the year, TCI-CONCOR Multimodal Solutions Pvt. Ltd. (TCI-CONCOR), one of the subsidiaries of the Company, was material as defined under the SEBI Listing Regulations and Company's policy on material subsidiary. The policy of the Company for determining material subsidiary can be accessed at <http://cdn.tcil.in/website/tcil/policies/Policy%20on%20Material%20Subsidiary%2004.08.2021.pdf>

CODE FOR PREVENTION OF INSIDER TRADING

Code of Conduct for Prevention of Insider Trading of the Company, as approved by the Board of Directors, *inter alia*, forbids dealing in securities of the Company by Directors, Designated Employees and other employees while in possession of unpublished price sensitive information in relation to the Company.



CORPORATE GOVERNANCE REPORT (Contd.)

DISCLOSURE OF ACCOUNTING TREATMENT

In the preparation of financial statements, the treatment prescribed in the Accounting Standards has been followed to represent the facts in the financial statement in a true and fair manner.

DISCLOSURE OF INSTANCES, WHERE THE BOARD HAD NOT ACCEPTED RECOMMENDATION OF COMMITTEES

There was no instance during the FY 2021-22, where the Board of Directors did not accept any recommendation of any Committee of the Board which it was mandatorily required to accept.

RISK MANAGEMENT

The Company has established a well-documented and robust risk management framework. Under this framework, risks are identified across all business processes of the Company on a continuous basis. Once identified, these risks are systematically categorized under various categories. The details of risk management are given in a separate section and forming part of this Annual Report.

COMPLAINTS PERTAINING TO SEXUAL HARASSMENT

The Company has adopted a policy on prevention, prohibition and redressal of Sexual harassment at workplace and has duly constituted an Internal Complaints Committee in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder.

During the year, the Company has not received any of such complaints on sexual harassment and no complaint was pending at the end of financial year.

CEO/CFO CERTIFICATION

As required under the SEBI Listing Regulations, the Chairperson & Managing Director and the Group CFO of the Company have submitted a Compliance Certificate for the financial year ended 31st March, 2022, which is annexed to this Report.

For & on Behalf of the Board of Directors

Place: Gurugram
Date: 28th May, 2022

D P Agarwal
Chairperson & Managing Director

Certificate of Non-disqualification of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members
Transport Corporation of India Ltd.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Transport Corporation of India Ltd. having Corporate Identification Number (CIN) L70109TG1995PLC019116 and Registered Office at Flat No. 306/307, 3rd Floor 1-8-271-273 & 301 Ashoka Bhoopal Chambers, S.P Road Secunderabad- 500 003 Telangana (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Sanjeev Bhatia & Associates**
Company Secretaries

Sanjeev Bhatia
Proprietor

Place: Gurugram
Date: 11th May, 2022

C.P. No. 3870
UDIN: F005214D000301609

CORPORATE GOVERNANCE REPORT (Contd.)

Declaration on Compliance of Code of Conduct

As provided under Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct as adopted by the Company for the year ended 31st March, 2022.

For **Transport Corporation of India Ltd**

Place: Gurugram
Date: 28th May, 2022

D P Agarwal
Chairperson & Managing Director

CEO/CFO Certification

We, the undersigned, in our respective capacities as Chairman & Managing Director and the Group Chief Financial Officer of Transport Corporation of India Ltd. ("the Company"), to the best of our knowledge and belief certify that:

- i. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2022 and that to the best of our knowledge and belief, we state that:
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- ii. We further state that to the best of our knowledge and belief, no transactions have been entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- iii. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- iv. We have indicated to the Auditors and the Audit Committee:
 - a. significant changes, if any, in internal control over financial reporting during the year;
 - b. significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c. Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control systems over financial reporting.

For **Transport Corporation of India Ltd**

Place: Gurugram
Date: 28th May, 2022

D P Agarwal
Chairperson & Managing Director

Ashish Tiwari
Group CFO



CORPORATE GOVERNANCE REPORT (Contd.)

Independent Auditors' Certificate on Corporate Governance

- To
The Members of Transport Corporation of India Ltd.
1. We, Brahmayya & Co., Chartered Accountants, the Statutory Auditors of **Transport Corporation of India Ltd.** ('the Company'), have examined the compliance conditions of Corporate Governance by the Company for the year ended 31st March, 2022 as stipulated in Regulations 17 to 27, clause (b) to (i) of Regulation 46(2) and paragraph C and D of Schedule V of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015, as amended (the 'Listing Regulations').
 2. This certificate is issued in accordance with the terms of our engagement letter dated 3rd August, 2021 with the Company.

Management's Responsibility

3. The compliance of conditions of Corporate Governance is the responsibility of the management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control and procedures to ensure compliance with the conditions of Corporate Governance as stipulated in the Listing Regulations.

Auditor's Responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.
5. We have examined the relevant records of the Company in accordance with applicable Generally Accepted Auditing Standards in India, the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants India (ICAI) and Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI, which requires that we comply with the ethical requirement of the Code of Ethics issued by the ICAI, for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirement of the Company.
6. We have complied with the relevant applicable requirements of Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Review of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. Based on our examination of the relevant records and according to the information and explanations given to us and the representation made by the management, we certify that the Company has complied with the condition of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended 31st March, 2022.
8. We state that such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Brahmayya & Co.,**
Chartered Accountants
Firm Registration No.000511S

Lokesh Vasudevan
Partner
Membership No. 222320
UDIN: 222320AJWBHB7675

Place : Gurugram
Date : 28th May, 2022

INDEPENDENT AUDITOR'S REPORT

To

The Members

Transport Corporation of India Limited

REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Opinion

We have audited the accompanying Standalone Financial Statements of **Transport Corporation of India Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2022, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the Standalone Financial Statements, including a summary of significant accounting policies and other explanatory information which includes the financial statements for the year ended on that date audited by the branch auditor of the Company's branch located at Nepal.

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

Basis for Opinion

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

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgement, were of the most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the following matters as Key Audit Matters to be communicated in our report:

| Key Audit Matter | Auditor's Response |
|--|---|
| Revenue recognition and measurement including related cost of rendering of services involves critical judgments by management including assessment of when the control of goods or services are being transferred, identifying large variety of complex performance obligations and determining if such obligations are satisfied over a period of time. (Refer Note No. 3.2, 4.15 & 4.19 to the Standalone Financial Statements) | Our audit approach includes: <ul style="list-style-type: none"> ● Testing the design and operating effectiveness of the internal controls associated with contracts with customers/vendors ● Testing the information technology systems related to consignment notes, trip data and billing ● Analysing contracts with customers/vendors from selected samples ● Analysing invoices with customers/vendors from selected samples ● Reviewing the logic designed in preparation of consignment notes, bill registers, lorry hire contracts and the time taken for concluding the performance obligation ● Testing of the approval mechanism, access and change controls associated with the tariff/rate masters ● Reviewing the report of Internal Auditors ● Performance of analytical procedures for reasonableness of the estimates |
| Company's policy of adopting a useful life different from the life specified in Part C to Schedule II of the Companies Act, 2013. (Refer Note No. 4.1 & 5 to the Standalone Financial Statements) | Our audit approach include: <ul style="list-style-type: none"> ● Review of the technical valuation report of the independent agency ● Evaluating the competence and objectivity of the expert ● Review of IACS Class certificate and statutory certificates on procurement to evaluate ship's sea worthiness ● Reviewing the periodic dry dock cycles along with the compliance of the accounting policy |

OTHER INFORMATION

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Company's Annual Report, but does not include the Standalone Financial Statements and our auditor's report thereon.

Our opinion on the Standalone 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 Standalone Financial Statements, our responsibility is to read the other information and in doing so, consider whether other information is materially inconsistent with Standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report the fact. We have nothing to report in this regard.



INDEPENDENT AUDITOR'S REPORT (Contd.)

MANAGEMENT'S RESPONSIBILITIES FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

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

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

- (a) Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- (b) 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 system in place and the operating effectiveness of such controls.
- (c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- (d) 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 Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- (e) Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

OTHER MATTER

We did not audit the financial statements of one branch included in the Standalone Financial Statements of the Company whose financial statements reflect total assets of ₹ 387.83 Lakhs as at 31st March 2022 and the total revenue of ₹ 12.42 Lakhs for the year ended on that date, as considered in the financial statements of this branch, has been audited by the branch auditor whose reports has been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of such branch is based solely on the report of such branch auditor.

Our opinion is not modified in respect of this matter.

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 Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

INDEPENDENT AUDITOR'S REPORT (Contd.)

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

- A. (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper financial statements adequate for the purposes of our audit have been received from the branch not visited by us.
- (c) The report on the accounts of one branch office of the Company audited under Section 143(8) of the Act by branch auditor has been sent to us and has been properly dealt with by us in preparing this report.
- (d) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of cash flow, the statement of changes in equity, statement of cash flow and the branch's financial statements dealt with by this report are in agreement with the books of accounts.
- (e) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (f) On the basis of the written representations received from the directors as on 31st March 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.
- (g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us:
- (a) The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements Refer Note No. 44 to the Standalone Financial Statements;
- (b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- (c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- (d) (i) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the Note No. 45(c) to the Standalone Financial Statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall,

directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (ii) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) 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;
- (iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

- (e) The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

The interim dividend declared and paid by the Company during the year and until the date of this audit report is in accordance with Section 123 of the Act.

As stated in Note No. 38(ii) to the Standalone Financial Statements, the Board of Directors of the Company, have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

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

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its director during the year is in accordance with the provision of section 197 of the Act. The remuneration paid to directors is not in excess of the limit laid down under section 197(16) which are required to be commented upon by us.

For **Brahmayya & Co.,**
Chartered Accountants
Firm's Regn No. 0005115

Lokesh Vasudevan

Partner

Membership No. 222320

UDIN: 2222320AJVWKU6454

Place: Gurugram
Date: 28th May 2022



ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

The "Annexure A" referred to in clause 1 of "Report on Other Legal and Regulatory Requirements" Paragraph of the Independent Auditor's Report of even date to the members of **Transport Corporation of India Limited** on the Standalone Financial Statements as on and 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 and relevant details of Right of Use Assets.
- (B) The Company has maintained proper records showing full particulars of intangibles assets.
- b) We are informed that a test of physical verification of Property, Plant and Equipment and Right of Use assets was carried out by the management at reasonable intervals and no material discrepancies were noticed. In our Opinion, the frequency of verification of these assets is reasonable having regards to the size of the Company and nature of its assets.
- c) The title deeds of all the immovable properties (other than properties, where the Company is the lessee and the lease agreements are duly executed in favour of the Company), as disclosed in the Standalone Financial Statements, are held in the name of the Company.
- d) According to the information and explanations given to us and on the basis of our examination of the records of the Company carried out in accordance with the generally accepted auditing practices in India, the Company has not revalued its Property, Plant and Equipment (including right of use assets) and intangible assets during the year ended 31st March 2022.
- e) According to the information and explanations given to us and on the basis of our examination of the records of the Company carried out in accordance with the generally accepted auditing practices in India, there are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transaction Act, 1988 and rules made thereunder.
- ii) (a) The management has conducted physical verification of inventory at reasonable interval during the year and no discrepancies were noticed for any class of inventory.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company as explained in Note 18 to the Standalone Financial Statements.
- iii) (a) Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has provided loans and staff advances during the year to following entities:

| Particulars of Loans | Loan (₹ in Lakhs) |
|--|----------------------|
| Aggregate amount during the year ended 31 st March 2022 | |
| A. Wholly owned subsidiary (Refer Note 40, 45(c) and 48) | 350.00 |
| B. Others (Staff advance) | 202.05 |

| Particulars of Loans | Loan (₹ in Lakhs) |
|--|----------------------|
| Balance outstanding as at balance sheet date 31 st March 2022 | |
| A. Wholly owned subsidiary (Refer Note 40, 45(c) and 48) | 1,325.00 |
| B. Others (Staff advance) | 118.81 |

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made and the terms and conditions of the grant of loans and staff advances during the year are, prima facie, not prejudicial to the interest of the Company.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given during the year, in our opinion the repayment of principal and payment of interest has been stipulated and same has not fallen due till 31st March 2022. Further, the Company has given staff advances to its employees during the year as per the Company's policy and receipts are generally regular.
- (d) According to the information and explanations given to us and based on the audit procedures conducted by us, there is no overdue amount.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or staff advances granted that has fallen due during the year, which has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to same parties.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or staff advances during the year either repayable on demand or without specifying any terms or period of repayment.
- iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company carried out in accordance with the generally accepted auditing practices in India, the Company has complied with the provisions of section 185 and section 186 of the Act to the extent applicable with respect to grant of loans, security, guarantee given and investments made.
- v) According to the information and explanations given to us, and based on our examination of the records of the Company carried out in accordance with the generally accepted auditing practices in India, the Company has not accepted any deposits from the public, therefore the provisions of clause (v) is not applicable on the Company.
- vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under Section 148 of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however made a detailed examination of the same.
- vii) (a) According to the information and explanations given to us and records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues including Provident Fund, Employee's State Insurance, Income Tax, Service Tax, Excise Duty, Value Added Tax, Goods and Service Tax, Duty of Customs, Cess, and Other Statutory Dues with

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

the appropriate authorities. There are no outstanding undisputed statutory dues on the last day of financial year concerned for a period of more than 6 month from the date they become payable.

- (b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of dues of Income Tax or Sales Tax or Service Tax or Excise Duty or Value Added Tax or Goods and Services Tax or Cess or Stamp Duty as at 31st March 2022 which have not been deposited on account of any dispute are as under:

| Name of Statute | Nature of dues | Amount of Claim (₹ in Lakhs) | Periods to which amount relates | Forum where dispute is pending |
|--|-------------------|---------------------------------|------------------------------------|--|
| Entry Tax Act, 2001 | Entry Tax | 58.45 | FY 2017-18 | Deputy Commissioner, Ahmedabad |
| Central Excise Act, 1944 | Excise duty | 5.00 | FY 2016-17 | CESTAT, Hyderabad |
| Central Excise Act, 1944 | Excise duty | 11.82 | FY 2008-09 | Commissioner of Central Excise, Ramnagar, Karnataka |
| Central Excise Act, 1944 | Excise duty | 10.00 | FY 2011-12 | CESTAT, Chandigarh |
| The Sales Tax Act and Value Added Tax Act | Sales Tax and VAT | 112.40 | Various Financial Years | Appellate Tribunal - Various States |
| The Sales Tax Act and Value Added Tax Act | Sales Tax and VAT | 107.01 | Various Financial Years | Assistant Commissioner (Commercial Taxes) - Various States |
| The Sales Tax Act and Value Added Tax Act | Sales Tax and VAT | 5.27 | FY 2004-05 | Deputy Commissioner (Commercial Taxes) - Uttarakhand |
| The Bombay stamp Act, 1958 | Stamp Act | 39.69 | FY 1993-94 | Chief Controlling Revenue Authority [C.C.R.A.], Gandhinagar, Gujarat |

- viii) According to the information and explanations given to us, and on the basis of our examination of the records of the Company carried out in accordance with the generally accepted auditing practices in India, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-Tax Act, 1961 as income during the year.
- ix) (a) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to any lender during the year.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company carried out in accordance with the generally accepted auditing practices in India, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority or other lender.
- (c) According to the information and explanations given to us and based on our examination of the records of the Company, term loans were applied for the purpose for which they were obtained during the year.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, carried out in accordance with the generally accepted auditing practices in India, in our opinion, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, carried out in accordance with the generally accepted auditing practices in India, in our opinion, that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associate or jointly controlled entity.
- (f) According to the information and explanations given to us and on the basis of our examination of records of the Company, carried out in accordance with the generally accepted auditing practices in India, in our opinion, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, associate or jointly controlled entity as defined under the Act. Accordingly, the provisions of clause (ix)(f) of paragraph 3 of the Order is not applicable.
- x) (a) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year.
- (b) 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.
- xi) (a) During the course of our examination of the books and records of the Company and according to the information and explanation given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such cases by the management during the course of our audit.
- (b) According to the information and explanations given to us, no report under Section 143 (12) of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According to the information and explanations given to us provided by the management of the Company, the Company has not received any whistle blower complaints during the year. Accordingly, provision of clause (xi)(c) of paragraph 3 of the Order is not applicable.
- xii) In our opinion and according to the information and explanations given to us and based on our examination of records of the Company, carried out in accordance with the generally accepted auditing practices in India, the Company is not a Nidhi Company. Accordingly, the provision of clause (xii)(a), (xii)(b) and (xii)(c) of the paragraph 3 of the Order is not applicable.



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

- 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, prima facie are in compliance with the provisions of sections 177 and 188 of the Act, where applicable, and details of such transactions have been disclosed in the Standalone Financial Statements as required by the applicable Ind AS.
- xiv) (a) According to the information and explanations given to us and based on our examination of the records of the Company, carried out in accordance with the generally accepted auditing practices in India, the Company has an internal audit system that commensurate with the size and nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company.
- 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 non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause (xv) of the paragraph 3 of the Order is not applicable.
- xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934, therefore, the provision of clause (xvi) (a) of the paragraph 3 of the Order is not applicable to the Company.
- (b) The Company has not conducted non-banking financial/housing finance activities during the year. Accordingly, the reporting under clause (xvi)(b) of the paragraph 3 of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause (xvi)(c) of the paragraph 3 of Order is not applicable to the Company.
- (d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, clause (xvi)(d) of the paragraph 3 of Order is not applicable to the Company.
- xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause (xviii) of the paragraph 3 of Order is not applicable to the Company.
- xix) According to the information and explanations given to us and on the basis of the financial ratios (Refer Note 45(a) to the Standalone Financial Statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) and (6) of Section 135 of the Act pursuant to any project. Accordingly, clause (xx)(a) and (xx)(b) of the paragraph 3 of Order is not applicable to the Company.

For **Brahmayya & Co.,**
Chartered Accountants
Firm's Regn No. 000511S

Lokesh Vasudevan
Partner
Membership No. 222320
UDIN: 22222320AJVWU6454

Place: Gurugram
Date: 28th May 2022

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

The **Annexure B**, referred to in Clause 2.A(g) of "**Report on Other Legal and Regulatory Requirements**" Paragraph of the Independent Auditor's Report of even date to the members of **Transport Corporation of India Limited** on the Standalone Financial Statements as of and 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 over financial reporting of Transport Corporation of India ("the Company") as of 31st March 2022 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('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 Acts.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") 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, 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 over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **Brahmayya & Co.,**
Chartered Accountants
Firm's Regn No. 000511S

Lokesh Vasudevan

Partner

Place: Gurugram
Date: 28th May 2022

Membership No. 222320
UDIN: 2222320AJVWKU6454



STANDALONE BALANCE SHEET

AS AT 31ST MARCH 2022

(₹ in Lakhs)

| Particulars | Note No | As at 31 st March 2022 | As at 31 st March 2021 |
|---|------------|-----------------------------------|-----------------------------------|
| I. ASSETS | | | |
| 1. Non-Current Assets | | | |
| a) Property, Plant and Equipment | 5 | 69,840.82 | 71,169.92 |
| b) Capital Work-in-Progress | 5 | 730.15 | 522.15 |
| c) Right of Use Assets | 6 | 7,727.60 | 6,377.05 |
| d) Other Intangible Assets | 7 | 302.41 | 310.86 |
| e) Financial Assets | | | |
| i) Investments | 8 | 8,503.04 | 8,578.23 |
| ii) Loans | 9 | 1,325.00 | 975.00 |
| iii) Other Financial Assets | 10 | 541.48 | 576.01 |
| f) Other Non-Current Assets | 11 | 1,885.30 | 3,659.93 |
| Total Non Current Assets | | 90,855.80 | 92,169.15 |
| 2. Current Assets | | | |
| a) Inventories | 12 | 846.01 | 701.19 |
| b) Financial Assets | | | |
| i) Investments | 8 | 1,472.47 | - |
| ii) Trade Receivables | 13 | 45,574.19 | 45,706.72 |
| iii) Cash and Cash Equivalents | 14 | 5,150.38 | 2,532.06 |
| iv) Other Bank Balances | 14 | 656.22 | 545.15 |
| v) Loans | 9 | 118.82 | 93.37 |
| vi) Other Financial Assets | 10 | 2,342.52 | 2,275.10 |
| c) Current Tax Assets (Net) | 15 | 2,177.51 | 1,475.46 |
| d) Other Current Assets | 11 | 13,974.03 | 12,883.33 |
| Total Current Assets | | 72,312.15 | 66,212.38 |
| 3. Non-Current Assets Held for Sale | 16 | - | 289.41 |
| Total Assets | | 1,63,167.95 | 1,58,670.94 |
| II. EQUITY AND LIABILITIES | | | |
| 1. Equity | | | |
| a) Equity Share Capital | 17 | 1,546.55 | 1,541.99 |
| b) Other Equity | 17A | 1,29,760.00 | 1,06,494.19 |
| Total Equity | | 1,31,306.55 | 1,08,036.18 |
| 2. Non-Current Liabilities | | | |
| a) Financial Liabilities | | | |
| i) Borrowings | 18 | 2,197.14 | 10,090.69 |
| ii) Lease Liabilities | 19 | 2,647.19 | 1,176.54 |
| b) Deferred Tax Liabilities (Net) | 20 | 2,471.78 | 2,633.54 |
| c) Provisions | 21 | 462.71 | 468.52 |
| d) Government Grant | 22 | 185.59 | 189.09 |
| Total Non Current Liabilities | | 7,964.41 | 14,558.38 |
| 3. Current Liabilities | | | |
| a) Financial Liabilities | | | |
| i) Borrowings | 18 | 2,018.10 | 14,071.29 |
| ii) Lease Liabilities | 19 | 782.32 | 903.73 |
| iii) Trade Payables | 23 | | |
| a) total outstanding dues of micro and small enterprises | | 389.02 | 121.00 |
| b) total outstanding dues of creditors other than micro and small enterprises | | 6,442.45 | 7,237.67 |
| iv) Other Financial Liabilities | 24 | 2,105.97 | 1,979.43 |
| b) Other Current Liabilities | 25 | 10,158.25 | 9,717.09 |
| c) Provisions | 21 | 1,997.38 | 2,042.67 |
| d) Government Grant | 22 | 3.50 | 3.50 |
| Total Current Liabilities | | 23,896.99 | 36,076.38 |
| Total Equity and Liabilities | | 1,63,167.95 | 1,58,670.94 |
| Summary of Significant Accounting Policies | 2-4 | | |

The accompanying notes form an integral part of the Standalone Financial Statements.

In terms of our Report of even date For and on behalf of the Board

For **Brahmayya & Co.**
Chartered Accountants
Firm Regn No 0005115

Vijay Sankar
(Chairman of Audit Committee)
(DIN:00007875)

D. P. Agarwal
(Chairman & Managing Director)
(DIN:00084105)

Vineet Agarwal
(Managing Director)
(DIN:00380300)

Lokesh Vasudevan
(Partner)
Membership No.222320

Archana Pandey
(Company Secretary & Compliance Officer)
(Membership No: A23884)

Ashish Tiwari
(Group CFO)
(Membership No. 502579)

Place: Gurugram
Date: 28th May, 2022

Place: Gurugram
Date: 28th May, 2022

STANDALONE STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31ST MARCH 2022

(₹ in Lakhs)

| Particulars | Note No | For the year ended 31 st March 2022 | For the year Ended 31 st March 2021 |
|---|------------|--|--|
| I REVENUE | | | |
| Revenue from Operations | 26 | 2,90,456.07 | 2,45,201.97 |
| Other Income | 27 | 3,114.27 | 3,516.15 |
| Total Income | | 2,93,570.34 | 2,48,718.12 |
| II Expenses | | | |
| Cost of Rendering of Services | 28 | 2,25,520.82 | 1,97,569.53 |
| Employee Benefits Expense | 29 | 16,376.51 | 14,015.02 |
| Finance Costs | 30 | 1,089.76 | 2,475.37 |
| Depreciation and Amortization Expense | 31 | 10,758.80 | 8,809.51 |
| Other Expenses | 32 | 9,515.49 | 8,832.80 |
| Total Expenses | | 2,63,261.38 | 2,31,702.23 |
| III Profit Before Exceptional Items and Tax (I-II) | | 30,308.96 | 17,015.89 |
| IV Exceptional Items | 33 | - | 1,395.70 |
| V Profit Before Tax (III-IV) | | 30,308.96 | 15,620.19 |
| VI Tax Expense | 34 | | |
| Current Tax | | 3,668.07 | 2,423.56 |
| Deferred Tax | | (102.14) | (280.12) |
| VII Profit for the Year (V-VI) | | 26,743.03 | 13,476.75 |
| VIII Other Comprehensive Income | | | |
| Items that will not be Reclassified to Profit or Loss: | | | |
| Gain/(Loss) on sale of Investment classified at FVTOCI | | - | 29.48 |
| Remeasurements of Post-Employment Benefit obligations | | (236.87) | (157.70) |
| Income tax relating items that will not be reclassified to Profit or Loss Statement | | | |
| Current Tax | | - | - |
| Deferred Tax | | (59.62) | (59.40) |
| Other Comprehensive Income for the Year, Net of Tax | | (177.25) | (68.82) |
| IX Total Comprehensive Income for the Year (VII+VIII) | | 26,565.78 | 13,407.93 |
| Earning Per Equity Share of ₹ 2 Each | 35 | | |
| Basic | | 34.63 | 17.52 |
| Diluted | | 34.48 | 17.47 |
| Summary of Significant Accounting Policies | 2-4 | | |

The accompanying notes form an integral part of the Standalone Financial Statements

In terms of our Report of even date For and on behalf of the Board

For **Brahmayya & Co.**
Chartered Accountants
Firm Regn No 000511S

Vijay Sankar
(Chairman of Audit Committee)
(DIN:00007875)

D. P. Agarwal
(Chairman & Managing Director)
(DIN:00084105)

Vineet Agarwal
(Managing Director)
(DIN:00380300)

Lokesh Vasudevan
(Partner)
Membership No.222320

Archana Pandey
(Company Secretary & Compliance Officer)
(Membership No: A23884)

Ashish Tiwari
(Group CFO)
(Membership No. 502579)

Place: Gurugram
Date: 28th May, 2022

Place: Gurugram
Date: 28th May, 2022



STANDALONE STATEMENT OF CASH FLOW

FOR THE YEAR ENDED 31ST MARCH 2022

(₹ in Lakhs)

| Particulars | For the year ended 31 st March 2022 | For the year Ended 31 st March 2021 |
|--|---|---|
| A. CASH FLOW FROM OPERATING ACTIVITIES: | | |
| Net Profit Before Tax after Exceptional Items | 30,308.96 | 15,620.19 |
| Adjustments for : | | |
| Depreciation | 10,758.80 | 8,809.51 |
| Unclaimed Balances and Excess Provisions Written Back | (194.46) | (24.20) |
| Loss (Profit) on Sale of Property, Plant & Equipment | 106.99 | (124.66) |
| Unrealised Gain On Lease Modification Ind AS 116 | (39.86) | - |
| Loss (Profit) on Sale of Investment | (9.22) | (30.11) |
| Provision for Diminuation of Investment | - | 90.00 |
| Share Based Payments to Employees | 391.53 | 165.71 |
| Impairment Loss for Assets | - | 1,305.70 |
| Fair Valuation of Investments Designated as FVTPL | - | (26.96) |
| Bad Debts and Irrecoverable Balances Written Off | 409.82 | 667.59 |
| Exchange Loss/ (Gain) | 41.45 | (3.36) |
| Finance Costs | 1,089.76 | 2,475.37 |
| Interest Income | (259.42) | (603.87) |
| Dividend Income | (1,034.89) | (1,016.71) |
| Government Grant / Scrip Issued | (18.91) | (3.50) |
| | 11,241.59 | 11,680.51 |
| Operating Profit Before Working Capital Changes | 41,550.55 | 27,300.70 |
| Adjustments For : | | |
| Decrease (Increase) In Inventories | (144.82) | (52.55) |
| Decrease (Increase) In Trade Receivables, Current | (124.28) | (900.24) |
| Decrease (Increase) In Other Financial Assets | (10.27) | 382.09 |
| Decrease (Increase) In Other Bank Balances | (111.07) | (345.67) |
| Decrease (Increase) In Other Assets | (993.91) | (1,503.47) |
| Increase (Decrease) In Trade and Other Payables | (527.20) | 3,006.15 |
| Increase (Decrease) In Other Financial Liabilities | 140.21 | 429.59 |
| Increase (Decrease) In Provisions | (51.10) | (612.61) |
| Increase (Decrease) In Other Current Liabilities | 204.29 | 2,059.44 |
| Cash Flow From Operating Activities | 39,932.40 | 29,763.43 |
| (Direct Taxes Paid)/Refund Received (Net) | (4,370.12) | 671.14 |
| Net Cash From Operating Activities | 35,562.28 | 30,434.57 |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | |
| Purchase of Property, Plant & Equipment (Including Capital Advances) | (7,307.26) | (14,059.38) |
| Loans | (375.45) | (416.90) |
| Proceeds on Sale of Property, Plant & Equipment | 528.93 | 3,120.72 |
| Sale of Investments | 84.41 | 296.63 |
| Investment in Subsidiary | - | (25.00) |
| Investment in Commercial Paper | (1,472.47) | - |
| Interest Received | 236.80 | 473.60 |
| Dividend Received | 1,034.89 | 1,016.71 |
| Net Cash From Investing Activities | (7,270.15) | (9,593.62) |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | |
| Proceeds from Issue of Share Capital (ESOP) | 335.15 | 402.21 |
| Short Term Borrowings (Net) | (10,180.44) | (11,132.82) |
| Proceeds from Term Borrowings | 215.07 | 174.00 |
| Repayment of Term Borrowings | (9,981.37) | (5,106.97) |
| Finance Cost Paid | (847.48) | (2,495.33) |
| Payment of Dividend | (4,096.16) | (923.96) |
| Repayment of Lease Liability | (1,118.58) | (329.00) |
| Net Cash From Financing Activities | (25,673.81) | (19,411.87) |
| Net Increase(Decrease) In Cash & Cash Equivalent(A+B+C) | 2,618.32 | 1,429.08 |
| Opening Cash & Cash Equivalent | 2,532.06 | 1,102.98 |
| Closing Cash & Cash Equivalent | 5,150.38 | 2,532.06 |

The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard - 7 (Ind AS 7) Statement of Cash Flows.

In terms of our Report of even date

For and on behalf of the Board

For **Brahmayya & Co.**
Chartered Accountants
Firm Regn No 0005115

Vijay Sankar
(Chairman of Audit Committee)
(DIN:00007875)

D. P. Agarwal
(Chairman & Managing Director)
(DIN:00084105)

Vineet Agarwal
(Managing Director)
(DIN:00380300)

Lokesh Vasudevan
(Partner)
Membership No.222320

Archana Pandey
(Company Secretary & Compliance Officer)
(Membership No: A23884)

Ashish Tiwari
(Group CFO)
(Membership No. 502579)

Place: Gurugram
Date: 28th May, 2022

Place: Gurugram
Date: 28th May, 2022

STANDALONE STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31ST MARCH 2022

A. Equity Share Capital

| Particulars | No. of Shares | ₹ in Lakhs |
|---|--------------------|-----------------|
| Balance as at 1st April, 2020 | 7,68,26,225 | 1,536.52 |
| Changes in Equity Share Capital During FY 2020-21 | 2,73,525 | 5.47 |
| Balance as at 31st March, 2021 | 7,70,99,750 | 1,541.99 |
| Changes in Equity Share Capital During FY 2021-22 | 2,28,175 | 4.56 |
| Balance as at 31st March, 2022 | 7,73,27,925 | 1,546.55 |

B. Other Equity

(₹ in Lakhs)

| Particulars | Other Equity | | | | | | | | | | Total |
|--|----------------------|--------------------|-----------------|---------------------------|---------------------|--------------------------------|-----------------|----------------------------|----------------------------|----------|-------------|
| | Reserves and Surplus | | | | | | | | Other Comprehensive Income | | |
| | Retained Earnings | Securities Premium | General Reserve | Share Options Outstanding | Tonnage Tax Reserve | Tonnage Tax Reserve (Utilised) | Capital Reserve | Capital Redemption Reserve | FVTOCI Equity Instruments | Others | |
| Balance as at 1 st April, 2020 | 12,619.68 | 1,270.95 | 66,139.54 | 906.11 | 1,400.00 | 6,124.50 | 4,310.02 | 194.00 | 958.78 | (462.24) | 93,461.34 |
| Profit For the Year | 13,476.75 | - | - | - | - | - | - | - | 29.48 | - | 13,506.23 |
| Other Comprehensive Income (Net of tax) | - | - | - | - | - | - | - | - | - | (98.30) | (98.30) |
| Issue of Shares/Grant of Shares Options | - | 396.74 | - | 200.33 | - | - | - | - | - | - | 597.07 |
| Transfer to Securities Premium | - | 399.67 | - | (399.67) | - | - | - | - | - | - | - |
| Transfer In/(Out) with OCI | 988.26 | - | - | - | - | - | - | - | (988.26) | - | - |
| Cancellation of Equity Stock Options | - | - | - | (48.19) | - | - | - | - | - | - | (48.19) |
| Transfer In/(Out) General Reserve | (7,000.00) | - | 7,000.00 | - | - | - | - | - | - | - | - |
| Transfer In/(Out) Tonnage Tax Reserve | (1,200.00) | - | - | - | 1,200.00 | - | - | - | - | - | - |
| Transfer In/(Out) Tonnage Tax Reserve (Utilized) | - | - | - | - | (1,400.00) | 1,400.00 | - | - | - | - | - |
| Transactions With Owners in Their Capacity as Owners : | | | | | | | | | | | |
| Dividends | (923.96) | - | - | - | - | - | - | - | - | - | (923.96) |
| Balance as at 31 st March, 2021 | 17,960.73 | 2,067.36 | 73,139.54 | 658.58 | 1,200.00 | 7,524.50 | 4,310.02 | 194.00 | (0.00) | (560.54) | 1,06,494.19 |
| Profit For the Year | 26,743.03 | | | | | | | | - | | 26,743.03 |
| Other Comprehensive Income (Net of tax) | - | - | - | - | - | - | - | - | - | (177.25) | (177.25) |
| Issue of Shares/Grant of Shares Options | - | 330.59 | - | 486.36 | - | - | - | - | - | - | 816.95 |
| Transfer to Securities Premium | - | 339.25 | - | (339.25) | - | - | - | - | - | - | - |
| Transfer In/(Out) with OCI | - | - | - | - | - | - | - | - | - | - | - |
| Cancellation of Equity Stock Options | - | - | - | (20.76) | - | - | - | - | - | - | (20.76) |
| Transfer In/(Out) General Reserve | (7,000.00) | - | 7,000.00 | - | - | - | - | - | - | - | - |
| Transfer In/(Out) Tonnage Tax Reserve | (3,600.00) | - | - | - | 3,600.00 | - | - | - | - | - | - |
| Transfer In/(Out) Tonnage Tax Reserve (Utilized) | - | - | - | - | (1,200.00) | 1,200.00 | - | - | - | - | - |
| Transactions With Owners in Their Capacity as Owners : | | | | | | | | | | | - |
| Dividends | (4,096.16) | - | - | - | - | - | - | - | - | - | (4,096.16) |
| Balance as at 31 st March, 2022 | 30,007.60 | 2,737.20 | 80,139.54 | 784.93 | 3,600.00 | 8,724.50 | 4,310.02 | 194.00 | (0.00) | (737.79) | 1,29,760.00 |

In terms of our Report of even date

For **Brahmayya & Co.**
Chartered Accountants
Firm Regn No 0005115

Lokesh Vasudevan
(Partner)
Membership No.222320

Place: Gurugram
Date: 28th May, 2022

For and on behalf of the Board

Vijay Sankar
(Chairman of Audit Committee)
(DIN:00007875)

Archana Pandey
(Company Secretary & Compliance Officer)
(Membership No: A23884)

Place: Gurugram
Date: 28th May, 2022

D. P. Agarwal
(Chairman & Managing Director)
(DIN:00084105)

Vineet Agarwal
(Managing Director)
(DIN:00380300)

Ashish Tiwari
(Group CFO)
(Membership No. 502579)

NOTES TO STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2022

1. CORPORATE INFORMATION

Transport Corporation of India Ltd. ("TCIL" or "the Company") is a public Company domiciled in India and incorporated under the provision of the Companies Act, 1956. The Company is India's leading end to end integrated supply chain and logistics solutions provider (LSP) and a pioneer in the sphere of cargo transportation in India. Leveraging on its extensive infrastructure, strong foundation and skilled manpower, TCIL offers seamless multimodal transportation solutions. An ISO9001:2008 certified Company, TCIL is listed with premier stock exchange, namely, NSE and BSE.

2. BASIS OF PREPARATION

These notes provide the list of the significant accounting policies adopted in the preparation of these standalone financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

a) Compliance with Ind AS

The standalone financial statements of the Company have been prepared in accordance with the Indian Accounting Standards ("Ind AS") as notified under section 133 of the Companies Act, 2013 read with prescribed rules therein. The Company has uniformly applied the accounting policies during the periods presented.

The standalone financial statements for the year ended 31st March, 2022 were authorized and approved by the Board of Directors on 28th May 2022.

b) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- Certain financial assets and liabilities (including derivative instruments) and contingent consideration that are measured at fair value or amortized cost;
- Assets held for sale – measured at fair value less cost to sell;
- Defined benefit plans – plan assets measured at fair value; and
- Share-based payments – measured at fair value of options at the grant date.

c) Current / Non – Current Classification

Any asset or liability is satisfied as current if it satisfies any of the following conditions:

- Asset / Liability is expected to be realized / settled in the Company's normal operating cycle
- Asset is intended for sale or consumption
- Asset / Liability is held primarily for the purpose of trading
- Asset is a cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date
- In case of a Liability, the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date

For the purpose of this classification, the Company has ascertained its normal operating cycle as twelve months, which is based on the nature of business and time between acquisition of assets and their realization in cash and cash equivalents.

3. USE OF SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS

Estimates, assumptions concerning the future and judgments are made in the preparation of the financial statements. They affect the application of the Company's accounting policies, reporting amounts of assets, liabilities, income and expense and disclosures made. Although these estimates are based on management's best knowledge of current events and actions, actual result may differ from those estimates.

The critical accounting estimates and assumptions used and areas involving a high degree of judgments are described below:

3.1. Use of estimation and assumption

In the process of applying the Company's accounting policies, management had made the following estimation and assumptions that have the significant effect on the amounts recognized in the financial statements. The estimates and assumptions used in accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as on the date of the financial statements, reviewed on an ongoing basis. Any revision to accounting estimates is recognized prospectively in current and future periods.

A) PROPERTY, PLANT AND EQUIPMENT & INTANGIBLE ASSETS

Key estimates related to long-lived assets (property, plant and equipment and intangible assets) include useful lives, recoverability of carrying values and the existence of any retirement obligations. As a result of future decisions, such estimates could be significantly modified. The useful lives as mentioned in Note 4.1 and Note 4.2 is applied as per Schedule II of Companies Act, 2013 and estimated based upon our historical experience, technical estimation and industry information. These estimates include an assumption regarding periodic maintenance and an appropriate level of annual capital expenditures to maintain the assets.

B) EMPLOYEE BENEFITS - MEASUREMENT OF DEFINED BENEFIT OBLIGATION (DBO)

Management assesses post-employment and other employee benefit obligations using the projected unit credit method based on actuarial assumptions which represent management's best estimates of the variables (such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases) that will determine the ultimate cost of providing post-employment and other employee benefits. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

C) INCOME TAXES

The Company recognizes tax liabilities based upon self-assessment as per the tax laws. When the final tax outcome of these matters is different from the amounts that were initially recognized, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

3.2. Critical judgments made in applying accounting policies

A) REVENUE

The Company recognizes revenue from contracts with customers based on a five-step model as per Ind AS 115 (Refer Note 4.19) which involves judgements such as identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables. The management exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. It considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

Revenue from freight services is recognized over time using percentage-of-completion method. The management uses judgement to estimate the services provided as on reporting date as a proportion of total services provided which is used to determine the degree of the completion of the performance obligation.

B) RECOGNITION OF DEFERRED TAX ASSETS

The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized. In addition, significant judgement is required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions.

C) RECOGNITION OF DEFERRED TAX LIABILITIES ON UNDISTRIBUTED PROFITS

The extent to which the Company can control the timing of reversal of deferred tax liability on undistributed profits of its subsidiaries requires judgement.

D) EVALUATION OF INDICATORS FOR IMPAIRMENT OF ASSETS

The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

E) EXPECTED CREDIT LOSSES

Expected credit losses of the Company are based on an evaluation of the collectability of receivables. A considerable amount of judgment is required in assessing the ultimate realization of these receivables, including their current credit worthiness, past collection history of each customer and ongoing dealings with them. If the financial conditions of the counterparties with which the Company contracted were to deteriorate, resulting in an impairment of their ability to make payments, additional expected credit loss may be required.

F) USEFUL LIFE OF DEPRECIABLE/AMORTIZABLE ASSETS

Management reviews its estimate of the useful lives of depreciable/amortizable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain software, customer relationships, IT equipment and other plant and equipment.

G) FAIR VALUE MEASUREMENTS

Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. 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.

H) PROVISIONS

At each reporting date basis the management judgement, changes in facts and legal aspects, the Company assess the requirement of the provisions. However, the actual future outcome may be different from this judgement.

I) LEASES

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The Company has several lease contracts that include extension and termination options. The Company applies judgement in evaluating whether it is reasonably certain or not to exercise the option to renew or terminate the lease. That considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

J) UNCERTAINTIES RESULTING FROM GLOBAL PANDEMIC COVID-19

The Company has considered internal and external sources of information including credit reports, economics forecasts and industry report up to the date of approval of the financial statements in determining the impacts on various elements of its financial statements. The Company has applied due prudence in applying judgements, estimates and assumptions including performance of sensitivity analysis based on the current estimates in assessing the recoverability of trade receivable including unbilled receivables, investments, right of use assets and other financial assets for the possible impact on the financial statements.



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

3.3. Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 23rd March, 2022, MCA notified the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from 1st April, 2022 as below:

Ind AS 103 - Business Combination

The amendments specifies that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Ind AS (Conceptual Framework), issued by the ICAI at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact on its Standalone Financial Statements.

Ind AS 16 - Property, Plant and Equipment (PPE)

The amendments clarifies that excess of net sale proceeds of items produced over the cost of testing while preparing the asset for its intended use (if any), shall not be recognise in the profit or loss but deducted from the directly attributable cost considered as part of cost of an item PPE. The Company has evaluated the amendment and there is no impact in recognition of its property, plant and equipment on its Standalone Financial Statements.

Ind AS 37 - Provisions, Contingent Liabilities and Contingent Assets

The amendments specify that that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact on its Standalone Financial Statements.

Ind AS 109 - Financial Instruments

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability or to consider as modification of existing financial liability. The Company does not expect the amendment to have any significant impact on its Standalone Financial Statements.

4. SIGNIFICANT ACCOUNTING POLICIES

4.1 Property, Plant and Equipment and Depreciation INITIAL RECOGNITION

All items of property, plant and equipment are initially measured at cost. The cost of an item of plant and equipment is recognized as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Cost includes its purchase price (after deducting trade discounts and rebates), import duties & non-refundable

purchase taxes, any costs directly attributable to bringing the asset to the location & condition necessary for it to be capable of operating in the manner intended by management, borrowing costs on qualifying assets and asset retirement costs.

The activities necessary to prepare an asset for its intended use or sale extend to more than just physical construction of the asset. It may also include technical (DPR, environmental, planning, Land acquisition and geological study) and administrative work such as obtaining approvals before the commencement of physical construction.

The cost of replacing a part of an item of property, plant and equipment is capitalized if it is probable that the future economic benefits of the part will flow to the Company and that its cost can be measured reliably. The carrying amount of the replaced part is derecognized.

Costs of day to day repairs and maintenance costs are recognized into the statement of profit and loss account as incurred.

SUBSEQUENT MEASUREMENT

Subsequent to recognition, property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual values, estimated useful lives and depreciation method are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

DEPRECIATION

Depreciation is provided on Straight Line Method, as per the provisions of Schedule II of the Companies Act, 2013 or based on useful life estimated on the technical assessment. Asset class wise useful lives are as under:

| Type of Assets | Useful Life |
|----------------------------------|-----------------------------|
| Building | 60 Years |
| Building- Leasehold Improvements | Lease Term |
| Ships | As per technical assessment |
| Motor Trucks | 6 Years |
| Vehicles | 8-10 Years |
| Plant and Machinery | 15-22 Years |
| Computer | 3 Years |
| Containers | 15 Years |
| Furniture and Fixtures | 10 Years |
| Office Equipment | 5 Years |
| Railway Wagons | 15 Years |

In respect of additions / deletions to the fixed assets / leasehold improvements, depreciation is charged from the date the asset is ready to use / up to the date of deletion.

DE-RECOGNITION

An item of plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de recognition of the asset is recognized in the profit or loss in the year the asset is derecognized.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

CAPITAL WORK IN PROGRESS AND CAPITAL ADVANCES

Cost of asset not ready for intended use and assets under installation or under construction as at the Balance Sheet date are shown as Capital Work in Progress. Advances given towards acquisition of fixed assets outstanding at each Balance Sheet date are disclosed as Other Non Current Asset in accordance with Schedule III to the Companies Act, 2013.

4.2 Intangible Assets & Amortization

INITIAL RECOGNITION

Intangible assets acquired separately are initially measured at cost. Intangible assets are recognized if, it is probable that the future economic benefits that are attributable to the asset will flow to the Company and the cost of the asset can be measured reliably.

Cost of separately acquired intangible asset includes its purchase price (after deducting trade discounts and rebates), import duties & non-refundable purchase taxes, any costs directly attributable to preparing the asset for its intended use.

Intangible assets acquired in a business combination are recognized at fair value at the acquisition date. Subsequently, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses, if any.

SUBSEQUENT MEASUREMENT AND AMORTIZATION

Intangible assets are stated at cost of acquisition less accumulated amortization and accumulated impairment losses, if any. Subsequent expenditure related to an item of intangible assets are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

The carrying values of intangible assets are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual values, estimated useful lives and amortization method are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortized on a straight-line basis over the period of their estimated useful lives. Estimated useful lives by major class of finite-life intangible assets are as follows

| Intangible Assets | Method of Amortization | Estimated Useful life |
|---------------------------|------------------------|---------------------------------------|
| Computer Software | on straight-line basis | Over a period of 3 to 10 years |
| Railway Operating License | on straight-line basis | 20 Years based on validity of license |

The amortization expense is recognized in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Indefinite-life intangible assets comprises of those assets for which there is no foreseeable limit to the period over which they are expected to generate net cash inflows. These are considered to have an indefinite life, given the strength and durability of the Company and the level of marketing support.

For indefinite life intangible assets, the assessment of indefinite life is reviewed annually to determine whether it continues, if not, it is impaired or changed prospectively based on revised estimates.

DE-RECOGNITION

An item of Intangible Assets is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de recognition of the asset is recognized in the profit or loss in the year the asset is derecognized.

4.3 Inventories

Inventories are valued at lower of cost or net realizable value. Cost of inventory includes cost of purchase and other costs incurred in bringing them to their present location and condition. Net Realizable Value in respect of consumables is the estimated current procurement price in the ordinary course of the business.

4.4 Impairment of Non – Financial Assets

At each reporting date, the Company assesses whether there is any indication that an asset may be impaired. Where an indicator of impairment exists, the Company makes a formal estimate of recoverable amount. Where the carrying amount of an asset exceeds its recoverable amount the asset is considered impaired and is written down to its recoverable amount.

Recoverable amount is the greater of fair value less costs to sell and value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets, in which case, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Impairment losses of continuing operations, including impairment on inventories, are recognized in the statement of Profit and Loss, except for properties previously revalued with the revaluation surplus taken to Other Comprehensive Income ("OCI"). For such properties, the impairment is recognized in OCI up to the amount of any previous revaluation surplus.

After impairment, depreciation or amortization is provided on the revised carrying amount of the asset over its remaining useful life.

The impairment assessment for all assets is made at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit or loss.



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

4.5 Financial Assets

Financial assets comprise of investments in equity and debt securities, mutual funds, loans, trade receivables, cash and cash equivalents and other financial assets.

INITIAL RECOGNITION

All financial assets except investments in subsidiary, associates and jointly controlled entities are recognized initially at fair value. Purchases or sales of financial asset that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the assets.

SUBSEQUENT MEASUREMENT

A) FINANCIAL ASSETS MEASURED AT AMORTIZED COST:

Financial assets held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at amortized cost using effective interest rate (EIR) method. The EIR amortization is recognized as finance income in the Statement of Profit and Loss.

The Company while applying above criteria has classified the following at amortized cost:

- a. Loans
- b. Trade Receivable (other than those which are designated at FVTOCI)
- c. Cash and Cash Equivalents
- d. Other Financial Assets

B) FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (FVTOCI):

Financial assets held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, selling the financial assets and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at FVTOCI. Fair Value movements in financial assets at FVTOCI are recognized in other comprehensive income. Equity instruments held for trading are classified at fair value through profit or loss (FVTPL). For other equity instruments the Company classifies the same either at FVTOCI or FVTPL on instrument to instrument basis. The classification is made on initial recognition and is irrevocable. Fair value changes on equity investments at FVTOCI, excluding dividends are recognized in other comprehensive income (OCI).

C) FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (FVTPL)

Financial asset are measured at fair value through profit or loss if it does not meet the criteria for classification as measured at amortized cost or at fair value through other comprehensive income. All fair value changes are recognized in the statement of profit and loss.

- D) Investment in subsidiaries, joint ventures & associates are carried at cost in the separate financial statements. However, a provision for diminution in value is made to recognize a decline other than temporary in value of the investments.

IMPAIRMENT

Financial assets are tested for impairment based on the expected credit losses in accordance with Ind AS 109 on the following financial assets:

A) TRADE RECEIVABLES

An impairment analysis is performed at each reporting date. The expected credit losses over life time of the asset are estimated by adopting the simplified approach using a provision matrix on its portfolio of trade receivables, which is based on historical loss rates reflecting current condition and forecasts of future economic conditions. In this approach assets are grouped on the basis of similar credit characteristics such as customer segment, past due status and other factors which are relevant to estimate the expected cash loss from these assets.

B) OTHER FINANCIAL ASSETS

Other financial assets are tested for impairment based on significant change in credit risk since initial recognition and impairment is measured based on probability of default over the life time when there is significant increase in credit risk.

DE-RECOGNITION

A financial asset is derecognized only when:

- The Company has transferred the rights to receive cash flows from the financial asset, or
- The contractual right to receive cash flows from financial asset is expired, or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset and transferred substantially all risks and rewards of ownership of the financial asset, in such cases the financial asset is derecognized. Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is also derecognized if the Company has not retained control of the financial asset.

4.6 Cash and Cash Equivalents

Cash and cash equivalents comprises cash at bank (including deposits with banks with original maturity of three months or less) and cash in hand and short-term investments with an original maturity of three months or less. Deposits with banks are subsequently measured at amortized cost and short term investments are measured at fair value through statement of profit & loss.

4.7 Non-current Assets held for sale

Non-current assets or disposal groups comprising of assets and liabilities are classified as 'held for sale' when all the following criteria are met:

- (i) decision has been made to sell,
- (ii) the assets are available for immediate sale in its present condition,
- (iii) the assets are being actively marketed and

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

- (iv) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date.

Subsequently, such non-current assets and disposal groups classified as 'held for sale' are measured at the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are no longer depreciated or amortized.

4.8 Share Capital

Equity Shares are classified as equity.

4.9 Financial Liabilities

INITIAL RECOGNITION

Financial liabilities are recognized when, and only when, the Company becomes a party to the contractual provisions of the financial instrument. The Company determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognized initially at fair value plus any directly attributable transaction costs, such as loan processing fees and issue expenses.

SUBSEQUENT MEASUREMENT - AT AMORTIZED COST

After initial recognition, financial liabilities are subsequently measured at amortized cost using the effective interest rate (EIR) method. Gains and losses are recognized in profit or loss when the liabilities are de-recognized, and through the amortization process.

De-recognition

A financial liability is de-recognized when the obligation under the liability is discharged or cancelled or 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 a de-recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in profit or loss.

OFFSETTING OF FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

4.10 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. Capitalization of borrowing cost is suspended in the period during which the active development is delayed due to other than temporary interruption. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest, exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost and other costs that an entity incurs in connection with the borrowing of funds.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

4.11 Employee benefits

Employee benefits are charged to the Statement of Profit and Loss for the year.

Retirement benefits in the form of Provident Fund are defined contribution scheme and such contributions are recognized, when the contributions to the respective funds are due. There are no other obligation other than the contribution payable to the respective funds.

Gratuity liability is defined benefit obligation and is provided for on the basis of actuarial valuation on projected unit credit method made at the end of each financial year. Re measurement in case of defined benefit plans gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income and they are included in the statement of changes in equity.

Compensated absences are provided for on the basis of actuarial valuation on projected unit credit method made at the end of each financial year. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognized in statement of profit or loss account.

The amount of Non-current and Current portions of employee benefits is classified as per the actuarial valuation at the end of each financial year.

4.12 Share Based Payments - Employee Stock Option Scheme

The Company has formulated an Employees Stock Option Scheme which provides that subject to continued employment with the Company or the Group, employees of the Company and its Subsidiary Company are granted an option to acquire equity shares of the Company that may be exercised within a specified period. The fair value of options granted under Employee Stock Option Plan is recognized as a deferred employee's stock option compensation with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options. The total expense is recognized over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

4.13 Income Taxes

Income tax expense is comprised of current and deferred taxes. Current and deferred tax is recognized in net income except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income. Current income tax relating to items recognized outside profit and loss is recognized outside profit and loss (either in other comprehensive income or in equity). Current income taxes for the current period, including any adjustments to tax payable in respect of previous years, are recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the tax rates that are enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and liabilities are recognized for temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax base using the tax rates that are expected to apply in the period in which the deferred tax asset or liability is expected to settle, based on the laws that have been enacted or substantively enacted by the end of reporting period.



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

Deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable income nor the accounting income. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable income will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and reduced accordingly to the extent that it is no longer probable that they can be utilized.

Deferred tax assets and liabilities are offset when there is legally enforceable right of offset current tax assets and liabilities when the deferred tax balances relate to the same taxation authority. Current tax asset and liabilities are offset where the entity has legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. Deferred Tax relating to items recognized outside profit or loss is recognized outside profit and loss (either in other comprehensive income or in equity).

Dividend Distribution Tax:

Tax on Dividends declared by the Company are recognized as an appropriation of Profit. However, with effect from 1st April, 2020, Dividend Distribution Tax is not applicable.

4.14 Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

COMPANY AS A LESSEE

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

- the contract involves the use of an identified asset
- the Company has substantially all of the economic benefits from use of the asset through the period of the lease, and
- the Company has the right to direct the use of the asset

The Company's lease assets consists of the following:

| Asset Description | Useful life |
|--------------------|--------------------------------------|
| Leasehold Land | As per Lease period |
| Leasehold Building | Lower of Lease period or useful life |

At date of commencement of leases, the Company recognizes a right of use asset (ROU) and a corresponding lease liability for all the lease arrangements, except for those with a term of twelve month or less (short term leases) and leases of low value assets. For these leases, the Company recognizes lease payments as an operating expense on straight line basis over the lease term.

INITIAL MEASUREMENT

ROU assets are initially measured at cost that comprises of the initial amount of lease liability adjusted for any lease payments made at or prior to the date of commencement, initial direct costs and lease incentives (if any).

Lease Liability is initially measured at the present value of future lease payments that are not paid at that date. The lease payments shall be discounted using the interest rate implicit in the lease or, if not readily determinable, incremental borrowing rate.

SUBSEQUENT MEASUREMENT

ROU assets are subsequently measured at cost less accumulated depreciation and impairment loss, if any. ROU is depreciated from the date of commencement on a straight line basis over the shorter of lease term or useful life of the underlying asset.

Lease Liability is subsequently measured by increasing the carrying amount to reflect interest and reducing the carrying amount to reflect the lease payments made.

The carrying amount of lease liability is remeasured to reflect any reassessment or lease modification such as change in lease term.

ROU asset and lease liability are separately presented in the balance sheet and lease payments have been classified as financing cash flows.

COMPANY AS A LESSOR

Leases for which the Company is a lessor is classified as finance or operating lease. Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Lease income from operating leases is recognized in statement of profit and loss on a straight line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

4.15 Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

Provisions are reviewed and adjusted, when required, to reflect the current best estimate at the end of each reporting period.

The Company recognizes decommissioning provisions in the period in which a legal or constructive obligation is incurred. A corresponding decommissioning cost is added to the carrying amount of the associated property, plant and equipment, and it is depreciated over the estimated useful life of the asset.

4.16 Contingent Liabilities

Contingent liability is disclosed in case of:

- A present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- A present obligation arising from past events, when no reliable estimate is possible;

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

- A possible obligation arising from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company where the probability of outflow of resources is not remote.

4.17 Contingent Assets

Contingent assets are not recognized but disclosed in the financial statements when an inflow of economic benefits is probable.

4.18 Fair Value Measurements

Company follows the hierarchy mentioned underneath for determining fair values of its financial instruments:

- 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 (prices) or indirectly (derived from prices); and
- Level 3 – Inputs for the asset or liability that are not based on observable market data.

The fair value of financial instruments traded in active markets is based on quoted market prices at the reporting dates. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The fair value for these instruments is determined using Level 1 inputs

The fair value of financial instruments that are not traded in an active market (for example, over the counter derivatives) is determined by using valuation techniques. These valuation techniques maximize the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is fair valued using level 2 inputs

If one or more of the significant inputs is not based on observable market data, the instrument is fair valued using Level 3 inputs. Specific valuation techniques used to value financial instruments include:

- Quoted market prices or dealer quotes for similar instruments
- The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves
- The fair value of forward foreign exchange contracts is determined using forward exchange rates at the reporting dates, with the resulting value discounted back to present value
- Other techniques, such as discounted cash flow analysis, are used to determine fair value for the remaining financial instruments.

4.19 Revenue Recognition

The Company derives revenues primarily from business of freight, logistic services (comprising of supply chain management warehousing and allied services) and sale of power.

The Company recognizes revenue from contracts with customers based on a five-step model, such as to, identifying the contracts with a customer, identifying the performance obligations in the contract, determine the transaction price, allocate the transaction price to the performance obligations in the contract and recognize revenue when (or as) the entity satisfies a performance obligation at a point in time or over time.

The Company satisfies a performance obligation and recognizes revenue over time, if one of the following criteria is met:

- The customer simultaneously receives and consumes the benefits provided by the Company performance as the Company performs; or
- The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- The Company's performance does not create an asset with an alternative use to the Company and the entity has an enforceable right to payment for performance completed to date.

For performance obligations where one of the above conditions are not met, revenue is recognized at the point in time at which the performance obligation is satisfied.

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

- Freight Services - Freight income and associated expenses are recognized over time using the percentage of completion method (POCM). The stage of completion is assessed with reference to completion of the specific transaction assessed on the basis of the actual service provided as a proportion of the total services to be provided. Generally, the contracts are fixed price, thus the associated cost can be reliably measured.
- Logistics Services - Under Logistics Services, the principal service is related to the customer contracts for warehousing activities. Based on the customer contracts logistic income is recognized at the point in time when the services are rendered, the amount of revenue can be reliably measured and in all probability, the economic benefit from the transaction will flow to the Company.
- Sale of Power - Income from the sale of power is recognized at the point in time and measured based on the rates in accordance with the provision of the Power Purchase Agreement (PPAs) entered into by the Company and procurer(s) of power.

4.20 Other Income

INTEREST INCOME

For all debt instruments measured either at amortized cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss.

Interest income on fixed deposits is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

DIVIDEND INCOME

Dividend income is recognized at the time when right to receive the payment is established, which is generally when the shareholders approve the dividend.

4.21 Foreign currency transactions

FUNCTIONAL AND PRESENTATION CURRENCY

The Financial statements are presented in Indian Rupee (₹) which is also the functional and presentation currency of the Company.

Transaction and Balances

Transactions in foreign currencies are translated to the functional currency of the Company, at exchange rates in effect at the transaction date. At each reporting date monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate in effect at the date of the financial statement. The translation for other non-monetary assets and liabilities are not updated from historical exchange rates unless they are carried at fair value.

4.22 Government Grants

Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the

related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized as income in equal amounts over the expected useful life of the related asset.

4.23 Earnings per share

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

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

4.24 Segment Reporting

Operating segments are identified and reported in a manner consistent with the internal financial reporting provided to the chief operating decision makers, responsible for allocating resources and assessing performance of the operating segments.

4.25 Events after reporting date:

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the Financial Statements. Non Adjusting events after the Balance Sheet date which are material size or nature are disclosed separately in the Financial Statements.

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

5 PROPERTY, PLANT AND EQUIPMENT CONSISTS OF THE FOLLOWING

| Particulars | Owned Assets | | | | | | | | | | | | Assets under Operating Lease: | | Total |
|--|---------------|-----------|-----------------------|-----------|---------------|--------------|----------|---------------------|-----------|------------|----------------------|-------------------|-------------------------------|-----------------------------------|-------------|
| | Freehold Land | Buildings | Leasehold Improvement | Ships | Ship Dry Dock | Motor Trucks | Vehicles | Plant and Equipment | Computers | Containers | Furniture & Fixtures | Office Equipments | Railway Wagons | Plant & Equipment - Wind Machines | |
| Cost as at 1 st April, 2021 | 8,613.59 | 15,405.17 | 765.78 | 21,412.83 | 7,596.54 | 20,836.81 | 1,340.31 | 8,800.59 | 1,035.53 | 15,133.95 | 3,171.01 | 1,106.96 | 2,530.00 | 2,581.46 | 1,10,330.53 |
| Additions | 929.34 | 427.12 | 234.22 | - | 2,780.45 | 131.95 | 500.51 | 521.83 | 185.97 | 1,309.68 | 78.60 | 117.81 | 1,499.87 | - | 8,717.35 |
| Assets under disposal classified as held for sale | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Disposals | - | - | - | - | - | 1,298.08 | 424.52 | - | - | 121.03 | - | - | - | - | 1,843.63 |
| Cost as at 31 st March, 2022 | 9,542.93 | 15,832.29 | 1,000.00 | 21,412.83 | 10,376.99 | 19,670.68 | 1,416.30 | 9,322.42 | 1,221.50 | 16,322.60 | 3,249.61 | 1,224.77 | 4,029.87 | 2,581.46 | 1,17,204.25 |
| Accumulated depreciation & Impairment as at 1 st April, 2021 | - | 1,436.97 | 223.71 | 6,009.82 | 5,118.69 | 14,229.41 | 507.31 | 3,049.94 | 868.94 | 2,984.40 | 1,567.33 | 851.23 | 91.79 | 2,221.07 | 39,160.61 |
| Depreciation | - | 262.34 | 91.53 | 3,270.34 | 1,598.96 | 2,093.18 | 166.77 | 615.32 | 107.73 | 1,023.48 | 275.23 | 95.99 | 160.23 | 27.22 | 9,788.32 |
| Disposals | - | - | - | - | - | 1,223.50 | 260.85 | - | - | 101.15 | - | - | - | - | 1,585.50 |
| Impairment during the year | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Accumulated depreciation & Impairment as at 31 st March, 2022 | - | 1,699.31 | 315.24 | 9,280.16 | 6,717.65 | 15,099.09 | 413.23 | 3,665.26 | 976.67 | 3,906.73 | 1,842.56 | 947.22 | 252.02 | 2,248.29 | 47,363.43 |
| Net Carrying amount as at 31 st March, 2022 | 9,542.93 | 14,132.98 | 684.76 | 12,132.67 | 3,659.34 | 4,571.59 | 1,003.07 | 5,657.16 | 244.83 | 12,415.87 | 1,407.05 | 277.55 | 3,777.85 | 333.17 | 69,840.82 |
| Capital Work in progress (CWIP) | | | | | | | | | | | | | | | 730.15 |
| Total | | | | | | | | | | | | | | | 70,570.97 |

| CWIP Ageing Schedule | Amount on CWIP for the period of | | | Total |
|----------------------|----------------------------------|-----------|-------------------|---------------|
| | Less than 1 Year | 1-2 Years | More than 3 Years | |
| Project in Progress | 420.14 | 200.26 | 60.44 | 730.15 |

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

(₹ in Lakhs)

| Particulars | Owned Assets | | | | | | | | | | | | Assets under Operating Lease: | | Total |
|--|---------------|-----------|-----------------------|-----------|---------------|--------------|----------|---------------------|-----------|------------|----------------------|-------------------|-------------------------------|------------------------------------|-------------|
| | Freehold Land | Buildings | Leasehold Improvement | Ships | Ship Dry Dock | Motor Trucks | Vehicles | Plant and Equipment | Computers | Containers | Furniture & Fixtures | Office Equipments | Railway Wagons | Plant & Equipments - Wind Machines | |
| Cost as at 1 st April, 2020 | 8,673.30 | 13,348.86 | 765.78 | 25,652.48 | 5,916.65 | 22,048.27 | 1,353.80 | 8,164.08 | 1,155.20 | 12,385.17 | 3,081.50 | 1,053.49 | - | 2,581.46 | 1,06,180.04 |
| Additions | 563.03 | 2,059.16 | - | - | 2,122.30 | 492.85 | 193.91 | 648.05 | 32.82 | 2,918.61 | 133.57 | 55.66 | 2,530.00 | - | 11,749.96 |
| Assets under disposal classified as held for sale | 289.41 | - | - | - | - | - | - | - | - | - | - | - | - | - | 289.41 |
| Disposals | 333.33 | 2.85 | - | 4,239.65 | 442.41 | 1,704.31 | 207.40 | 11.54 | 152.49 | 169.83 | 44.06 | 2.19 | - | - | 7,310.06 |
| Cost as at 31 st March, 2021 | 8,613.59 | 15,405.17 | 765.78 | 21,412.83 | 7,596.54 | 20,836.81 | 1,340.31 | 8,800.59 | 1,035.53 | 15,133.95 | 3,171.01 | 1,106.96 | 2,530.00 | 2,581.46 | 1,10,330.53 |
| Accumulated depreciation & Impairment as at 1 st April, 2020 | - | 1,197.55 | 162.98 | 4,474.20 | 4,377.88 | 13,114.23 | 462.01 | 2,471.91 | 855.84 | 2,262.12 | 1,326.81 | 752.30 | - | 1,900.17 | 33,358.00 |
| Depreciation | - | 240.09 | 60.73 | 2,330.84 | 1,138.43 | 2,418.46 | 152.17 | 579.51 | 157.92 | 871.28 | 278.38 | 100.21 | 91.79 | 58.30 | 8,478.11 |
| Disposals | - | 0.67 | - | 795.22 | 397.62 | 1,303.28 | 106.87 | 1.48 | 144.82 | 149.00 | 37.86 | 1.28 | - | - | 2,938.10 |
| Impairment during the year | - | - | - | - | - | - | - | - | - | - | - | - | - | 262.60 | 262.60 |
| Accumulated depreciation & Impairment as at 31 st March, 2021 | - | 1,436.97 | 223.71 | 6,009.82 | 5,118.69 | 14,229.41 | 507.31 | 3,049.94 | 868.94 | 2,984.40 | 1,567.33 | 851.23 | 91.79 | 2,221.07 | 39,160.61 |
| Net Carrying amount as at 31 st March, 2021 | 8,613.59 | 13,968.20 | 542.07 | 15,403.01 | 2,477.85 | 6,607.40 | 833.00 | 5,750.65 | 166.59 | 12,149.55 | 1,603.68 | 255.73 | 2,438.21 | 360.39 | 71,169.92 |
| Capital Work in progress | | | | | | | | | | | | | | | 522.15 |
| Total | | | | | | | | | | | | | | | 71,692.07 |

| CWIP Ageing Schedule | Amount on CWIP for the period of | | | Total |
|----------------------|----------------------------------|-----------|-------------------|---------------|
| | Less than 1 Year | 1-2 Years | More than 3 Years | |
| Project in Progress | 367.75 | 48.50 | 79.48 | 522.15 |

- (i) Refer Note 18 & 47 for information on property, plant and equipment pledged as security by the Company.
(ii) The borrowing costs capitalized during the year ended 31st March, 2022 was ₹ 54.93 Lakhs (31st March, 2021: ₹ 106.20 Lakhs).
(iii) In financial year 2020-21, Wind Power assets had been impaired on the basis of internal assessment as process described in Ind AS 36 (Refer Note 33 (a))

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

6. Right of Use Assets

(₹ in Lakhs)

| Particulars | Leasehold Building | Leasehold Land | Total |
|---|--------------------|-----------------|-----------------|
| Cost as at 1 st April, 2021 | 2,307.87 | 4,460.61 | 6,768.48 |
| Additions | 2,372.33 | 116.67 | 2,489.00 |
| Disposals | 413.77 | 0.03 | 413.80 |
| Cost as at 31st March, 2022 | 4,266.43 | 4,577.25 | 8,843.68 |
| Accumulated depreciation as at 1 st April, 2021 | 323.84 | 67.59 | 391.43 |
| Depreciation | 895.67 | 54.00 | 949.67 |
| Disposals | 225.02 | - | 225.02 |
| Accumulated depreciation as at 31st March, 2022 | 994.49 | 121.59 | 1,116.08 |
| Net Carrying amount as at 31st March, 2022 | 3,271.94 | 4,455.66 | 7,727.60 |

(₹ in Lakhs)

| Particulars | Leasehold Building | Leasehold Land | Total |
|---|--------------------|-----------------|-----------------|
| Cost as at 1 st April, 2020 | 373.28 | 2,043.54 | 2,416.82 |
| Additions | 1,934.59 | 2,417.07 | 4,351.66 |
| Disposals | - | - | - |
| Cost as at 31st March, 2021 | 2,307.87 | 4,460.61 | 6,768.48 |
| Accumulated depreciation as at 1 st April, 2020 | 47.45 | 28.22 | 75.67 |
| Depreciation | 276.39 | 39.37 | 315.76 |
| Disposals | - | - | - |
| Accumulated depreciation as at 31st March, 2021 | 323.84 | 67.59 | 391.43 |
| Net Carrying amount as at 31st March, 2021 | 1,984.03 | 4,393.02 | 6,377.05 |

7. OTHER INTANGIBLE ASSETS

(₹ in Lakhs)

| Particulars | Softwares | Railway Operating License | Total |
|---|---------------|---------------------------|---------------|
| Cost as at 1 st April, 2021 | 111.87 | 300.00 | 411.87 |
| Additions | 12.37 | - | 12.37 |
| Disposals | - | - | - |
| Cost as at 31st March, 2022 | 124.24 | 300.00 | 424.24 |
| Accumulated amortization as at 1 st April, 2021 | 91.80 | 9.21 | 101.01 |
| Amortization | 5.79 | 15.03 | 20.82 |
| Disposals | - | - | - |
| Accumulated amortization as at 31st March, 2022 | 97.59 | 24.24 | 121.83 |
| Net Carrying amount as at 31st March, 2022 | 26.65 | 275.76 | 302.41 |

(₹ in Lakhs)

| Particulars | Softwares | Railway Operating License | Total |
|---|---------------|---------------------------|---------------|
| Cost as at 1 st April, 2020 | 291.84 | - | 291.84 |
| Additions | - | 300.00 | 300.00 |
| Disposals | 179.97 | - | 179.97 |
| Cost as at 31st March, 2021 | 111.87 | 300.00 | 411.87 |
| Accumulated amortization as at 1 st April, 2020 | 246.93 | - | 246.93 |
| Amortization | 6.42 | 9.21 | 15.63 |
| Disposals | 161.55 | - | 161.55 |
| Accumulated amortization as at 31st March, 2021 | 91.80 | 9.21 | 101.01 |
| Net Carrying amount as at 31st March, 2021 | 20.07 | 290.79 | 310.86 |

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

8. INVESTMENTS

(₹ in Lakhs)

| Particulars | Number of Shares/Units | | Amount | |
|---|--------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| | As at 31 st March 2022 | As at 31 st March 2021 | As at 31 st March 2022 | As at 31 st March 2021 |
| Non Current Investment | | | | |
| In Equity Instruments | | | | |
| In Other Companies (Unquoted) (At FVTOCI) | | | | |
| Fully Paid up Shares of ₹ 10/- Each of TCI Distribution Centers Limited | 1,43,700 | 1,43,700 | 14.37 | 14.37 |
| Sub total (a) | 1,43,700 | 1,43,700 | 14.37 | 14.37 |
| In Jointly controlled Entity (Unquoted) (At Cost) | | | | |
| Fully Paid up Shares of ₹ 10/- Each of Transystem Logistics International Private Limited | 39,20,000 | 39,20,000 | 392.00 | 392.00 |
| Sub total (b) | 39,20,000 | 39,20,000 | 392.00 | 392.00 |
| In Subsidiaries (Unquoted) (At Cost) | | | | |
| Fully Paid up Shares of BDT 10/- Each of TCI Bangladesh Limited | 3,89,500 | 3,89,500 | 34.09 | 34.09 |
| Fully Paid up Shares of ₹ 100/- Each of TCI Cold Chain Solutions Limited | 1,00,990 | 1,00,990 | 6,356.99 | 6,356.99 |
| Fully Paid up Shares of NPR 100/- Each of TCI Nepal Private Limited | 50,000 | 50,000 | 31.25 | 31.25 |
| Fully Paid up Shares of ₹ 10/- Each of TCI Ventures Limited | 86,55,092 | 86,55,092 | 865.51 | 865.51 |
| Fully Paid up Shares of ₹ 10/- Each of TCI-CONCOR Multimodal Solutions Private Limited | 35,70,000 | 35,70,000 | 357.00 | 357.00 |
| Fully Paid up Shares of TCI Holding SA & E Pte. Limited | 4,65,577 | 4,65,577 | - | - |
| Fully Paid up Shares of TCI Holdings Asia Pacific Pte. Limited | 67,25,663 | 67,25,663 | 941.83 | 941.83 |
| Less: Impairment Loss for Investment in TCI Holdings Asia Pacific Pte. Limited (Refer Note 33(c)) | | | (490.00) | (490.00) |
| Sub total (c) | 1,99,56,822 | 1,99,56,822 | 8,096.67 | 8,096.67 |
| In Mutual Funds | | | | |
| (Quoted) (At FVTPL) | | | | |
| JM Basic Fund | - | 1,49,753 | - | 62.83 |
| Sub total (d) | - | 1,49,753 | - | 62.83 |
| In Debt Securities | | | | |
| (Quoted) (At Amortized Cost) | | | | |
| National Highway Authority of India - Bonds of ₹ 1,000 Each | - | 1,236 | - | 12.36 |
| Sub total (e) | - | 1,236 | - | 12.36 |
| Total Non Current Investment (a+b+c+d+e) | | | 8,503.04 | 8,578.23 |
| Current Investment | | | | |
| Investment in Commercial Paper of Adani Enterprise Limited | 300.00 | | 1,472.47 | - |
| Total Current Investment | | | 1,472.47 | - |
| Total Non-Current Investments | | | 8,993.04 | 9,068.23 |
| Total Current Investments | | | 1,472.47 | - |
| Aggregate Amount of Quoted Investments and their Market Value | | | 1,472.47 | 75.19 |
| Aggregate Amount of Unquoted Investments | | | 8,993.04 | 8,993.04 |
| Aggregate Amount of Impairment in Value of Investments | | | (490.00) | (490.00) |

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

9. LOANS

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | | As at 31 st March 2021 | |
|---|-----------------------------------|---------------|-----------------------------------|--------------|
| | Non-Current | Current | Non-Current | Current |
| (Unsecured, Considered Good unless Otherwise Stated) | | | | |
| Loans to Related Parties | 1,325.00 | - | 975.00 | - |
| Loans to Employees | - | 118.82 | - | 93.37 |
| Total | 1,325.00 | 118.82 | 975.00 | 93.37 |

10. OTHER FINANCIAL ASSETS

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | | As at 31 st March 2021 | |
|--|-----------------------------------|-----------------|-----------------------------------|-----------------|
| | Non-Current | Current | Non-Current | Current |
| Security Deposits with Related Parties | 3.73 | 957.49 | 3.73 | 957.49 |
| Security Deposits with Landlords and Others | 360.15 | 576.68 | 336.57 | 581.66 |
| Security Deposits with Customers | 148.59 | 655.00 | 168.54 | 621.18 |
| Income Accrued But not Received | - | 245.58 | - | 222.96 |
| Bank Deposits with Maturity of more than 12 Months | 90.57 | - | 128.73 | - |
| Total | 603.04 | 2,434.75 | 637.57 | 2,383.29 |
| Provision for Doubtful Deposits | (61.56) | (92.23) | (61.56) | (108.19) |
| Total | 541.48 | 2,342.52 | 576.01 | 2,275.10 |

11. OTHER ASSETS

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | | As at 31 st March 2021 | |
|---|-----------------------------------|------------------|-----------------------------------|------------------|
| | Non-Current | Current | Non-Current | Current |
| Deferred Employee Stock Option Compensation | 108.37 | 204.42 | 82.20 | 181.30 |
| Capital Advances | 1,776.93 | - | 3,544.25 | - |
| Prepaid Expenses | - | 223.72 | 33.48 | 202.19 |
| GST Credit Receivable | - | 2,828.51 | - | 2,585.39 |
| Operational Advances | 122.97 | 782.58 | 122.97 | 748.12 |
| Contract Assets | - | 9,929.91 | - | 9,157.49 |
| Other Advances | - | 4.89 | - | 24.25 |
| Total | 2,008.27 | 13,974.03 | 3,782.90 | 12,898.74 |
| Provision for Doubtful Advances | (122.97) | - | (122.97) | (15.41) |
| Total (Net of Provision) | 1,885.30 | 13,974.03 | 3,659.93 | 12,883.33 |

12. INVENTORIES

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | As at 31 st March 2021 |
|--|-----------------------------------|-----------------------------------|
| (Valued at Cost, unless Otherwise Stated) | | |
| Ship Fuels & Consumables | 846.01 | 701.19 |
| Total | 846.01 | 701.19 |



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

13. TRADE RECEIVABLES

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | As at 31 st March 2021 |
|---|--------------------------------------|--------------------------------------|
| Unsecured | | |
| Considered Good | 46,403.86 | 46,473.04 |
| Significant Increase in Credit Risk | 306.76 | 370.37 |
| Credit Impaired | 0.26 | - |
| Total | 46,710.88 | 46,843.41 |
| Provision for Expected Credit Losses in Receivables | (1,136.69) | (1,136.69) |
| Total (Net of Provision) | 45,574.19 | 45,706.72 |

Ageing for Trade receivables as at 31st March, 2022 is as follows

(₹ in Lakhs)

| Particulars | Outstanding for following periods from Due date of Payment | | | | | |
|--|--|----------------------|---------------|---------------|----------------------|------------------|
| | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) Undisputed Trade receivables – considered good | 44,708.51 | 917.78 | 534.34 | 243.23 | - | 46,403.86 |
| (ii) Undisputed Trade Receivables – which have significant increase in credit risk | 0.04 | 0.74 | 17.61 | 9.28 | - | 27.67 |
| (iii) Undisputed Trade Receivables – credit impaired | - | - | - | - | 0.26 | 0.26 |
| (iv) Disputed Trade Receivables – considered good | - | - | - | - | - | - |
| (v) Disputed Trade Receivables – which have significant increase in credit risk | - | 61.07 | 143.92 | 74.10 | - | 279.09 |
| (vi) Disputed Trade Receivables – credit impaired | - | - | - | - | - | - |
| | 44,708.55 | 979.59 | 695.87 | 326.61 | 0.26 | 46,710.88 |
| Provision for Expected Credit Losses in Receivables | | | | | | (1,136.69) |
| Total | | | | | | 45,574.19 |

Ageing for Trade receivables as at 31st March, 2021 is as follows

(₹ in Lakhs)

| Particulars | Outstanding for following periods from Due date of Payment | | | | | |
|--|--|----------------------|-----------------|---------------|----------------------|------------------|
| | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) Undisputed Trade receivables – considered good | 44,052.05 | 1,269.74 | 959.71 | 191.54 | - | 46,473.04 |
| (ii) Undisputed Trade Receivables – which have significant increase in credit risk | - | 17.17 | 64.26 | - | - | 81.43 |
| (iii) Undisputed Trade Receivables – credit impaired | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables – considered good | - | - | - | - | - | - |
| (v) Disputed Trade Receivables – which have significant increase in credit risk | - | 62.32 | 216.07 | 10.55 | - | 288.94 |
| (vi) Disputed Trade Receivables – credit impaired | - | - | - | - | - | - |
| | 44,052.05 | 1,349.23 | 1,240.04 | 202.09 | - | 46,843.41 |
| Provision for Expected Credit Losses in Receivables | | | | | | (1,136.69) |
| Total | | | | | | 45,706.72 |

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

14. CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | As at 31 st March 2021 |
|----------------------------|--------------------------------------|--------------------------------------|
| Cash in Hand | 87.01 | 102.06 |
| Balances with Banks | | |
| Current Accounts | 1,509.07 | 568.11 |
| EEFC Accounts | 222.75 | 1,861.47 |
| Deposit Accounts | 3,331.55 | 0.42 |
| Sub-Total | 5,150.38 | 2,532.06 |
| Other Bank Balances | | |
| Earmarked Bank Balances | | |
| Other Bank Deposits | 439.38 | 349.88 |
| Unpaid Dividend Accounts | 216.84 | 195.27 |
| Sub-Total | 656.22 | 545.15 |
| Total | 5,806.60 | 3,077.21 |

- (i) The Bank Balances include the Margin Money amounting to ₹ 545.11 Lakhs (31st March 2021 of ₹ 349.88 Lakhs) against the Bank Guarantee.
(ii) There are no Repatriation Restrictions with Respect to Cash and Bank Balances available with the Company.

15. CURRENT TAX ASSET (NET)

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | As at 31 st March 2021 |
|---------------------------------------|--------------------------------------|--------------------------------------|
| Advance Income Tax (Net of Provision) | 2,177.51 | 1,475.46 |
| Total | 2,177.51 | 1,475.46 |

16. NON CURRENT ASSETS CLASSIFIED AS HELD FOR SALE

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | As at 31 st March 2021 |
|--|--------------------------------------|--------------------------------------|
| Land Held for Sale | - | 289.41 |
| Total | - | 289.41 |
| Liabilities associated with assets held for sale | - | - |

In previous year, a land situated at village Marambedu, near Chennai amounting to ₹ 289.41 lakhs was classified as Non Current Asset held for sale.

17. EQUITY SHARE CAPITAL

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | As at 31 st March 2021 |
|--|--------------------------------------|--------------------------------------|
| Authorized Capital | | |
| 10,00,00,000 (31 st March 2021: 10,00,00,000) Equity Shares of ₹ 2 Each | 2,000.00 | 2,000.00 |
| 5,00,000 (31 st March 2021: 5,00,000) Preference Shares of ₹ 100 Each | 500.00 | 500.00 |
| | 2,500.00 | 2,500.00 |
| Issued, Subscribed and Paid-up Capital | | |
| 7,73,27,925 (31 st March 2021: 7,70,99,750) Equity Shares of ₹ 2 Each | 1,546.55 | 1,541.99 |
| Total | 1,546.55 | 1,541.99 |



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

a) Reconciliation of Equity Shares Outstanding at the Beginning and At the End of the Year

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | | As at 31 st March 2021 | |
|--|-----------------------------------|-----------------|-----------------------------------|-----------------|
| | No of Shares | In ₹ | No of Shares | In ₹ |
| Equity Shares at the Beginning of the Year | 7,70,99,750 | 1,541.99 | 7,68,26,225 | 1,536.52 |
| Add: Allotted under Employee Stock Option Scheme | 2,28,175 | 4.56 | 2,73,525 | 5.47 |
| Equity Shares At the End of the Year | 7,73,27,925 | 1,546.55 | 7,70,99,750 | 1,541.99 |

b) Rights/Preferences/Restrictions Attached to Equity Shares

The Company has only one class of equity shares having a par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except interim dividend.

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, if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Details of Shareholders Holding More Than 5% Shares in the Company

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | | As at 31 st March 2021 | |
|--|-----------------------------------|-----------|-----------------------------------|-----------|
| | No of Shares | % Holding | No of Shares | % Holding |
| Equity Shares of ₹ 2 Each Fully Paid up | | | | |
| Bhoruka Supply Chain Solutions Holdings Limited | 3,43,41,588 | 44.41% | 3,42,91,588 | 44.48% |
| HDFC Trustee Co Ltd./A/C HDFC Retirement Savings Fund-Hybrid-Debt Plan | 58,73,665 | 7.60% | 56,74,030 | 7.36% |
| Dharmpal Agarwal- TCI Trading | 49,74,995 | 6.43% | 49,74,995 | 6.45% |

Disclosure of Shareholding of Promoters

| Shares held by promoters at the end of the year | No. of shares | % of total shares | % Change during the year |
|---|--------------------|-------------------|--------------------------|
| Equity Shares of ₹ 2 Each Fully Paid up | | | |
| Bhoruka Supply Chain Solutions Holdings Limited | 3,43,41,588 | 44.41% | 0.15% |
| Dharmpal Agarwal- TCI Trading | 49,74,995 | 6.43% | 0.00% |
| Dharmpal Agarwal - HUF | 20,39,756 | 2.64% | 0.00% |
| Vineet Agarwal | 20,28,498 | 2.62% | 0.00% |
| Priyanka Agarwal | 19,45,208 | 2.52% | 0.00% |
| Urmila Agarwal | 18,50,591 | 2.39% | 0.00% |
| Chander Agarwal | 18,34,262 | 2.37% | 0.00% |
| Dharmpal Agarwal | 8,28,628 | 1.07% | 0.00% |
| Chandrima Agarwal | 5,91,057 | 0.76% | 0.00% |
| Vihaan Agarwal | 3,44,332 | 0.45% | 0.00% |
| Nav Agarwal | 3,38,168 | 0.44% | 0.00% |
| TCI Exim Private Limited | 3,13,145 | 0.40% | 0.00% |
| Vineet And Sons HUF | 49,165 | 0.06% | 0.00% |
| Total | 5,14,79,393 | 66.57% | 0.10% |

NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

17A. OTHER EQUITY

| Particulars | Other Equity | | | | | | | | | | Total |
|--|----------------------|--------------------|-----------------|---------------------------|---------------------|--------------------------------|-----------------|----------------------------|---------------------------|----------|-------------|
| | Reserves and Surplus | | | | | | | Other Comprehensive Income | | | |
| | Retained Earnings | Securities Premium | General Reserve | Share Options Outstanding | Tonnage Tax Reserve | Tonnage Tax Reserve (Utilized) | Capital Reserve | Capital Redemption Reserve | FVTOCI Equity Instruments | Others | |
| Balance as at 1 st April 2020 | 12,619.68 | 1,270.95 | 66,139.54 | 906.11 | 1,400.00 | 6,124.50 | 4,310.02 | 194.00 | 958.78 | (462.24) | 93,461.34 |
| Profit For the Year | 13,476.75 | - | - | - | - | - | - | - | 29.48 | - | 13,506.23 |
| Other Comprehensive Income (Net of tax) | - | - | - | - | - | - | - | - | - | (98.30) | (98.30) |
| Issue of Equity Shares/Grant of Equity Stock Options | - | 396.74 | - | 200.33 | - | - | - | - | - | - | 597.07 |
| Transfer to Securities Premium | - | 399.67 | - | (399.67) | - | - | - | - | - | - | - |
| Transfer In/(Out) with OCI | 988.26 | - | - | - | - | - | - | - | (988.26) | - | - |
| Cancellation of Equity Stock Options | - | - | - | (48.19) | - | - | - | - | - | - | (48.19) |
| Transfer In/(Out) General Reserve | (7,000.00) | - | 7,000.00 | - | - | - | - | - | - | - | - |
| Transfer In/(Out) Tonnage Tax Reserve | (1,200.00) | - | - | - | 1,200.00 | - | - | - | - | - | - |
| Transfer In/(Out) Tonnage Tax Reserve (Utilized) | - | - | - | - | (1,400.00) | 1,400.00 | - | - | - | - | - |
| Transactions With Owners in Their Capacity as Owners : | | | | | | | | | | | |
| Dividends | (923.96) | - | - | - | - | - | - | - | - | - | (923.96) |
| Balance as at 31 st March, 2021 | 17,960.73 | 2,067.36 | 73,139.54 | 658.58 | 1,200.00 | 7,524.50 | 4,310.02 | 194.00 | -0.00 | (560.54) | 1,06,494.19 |
| Profit For the Year | 26,743.03 | - | - | - | - | - | - | - | - | - | 26,743.03 |
| Other Comprehensive Income (Net of tax) | - | - | - | - | - | - | - | - | - | (177.25) | (177.25) |
| Issue of Equity Shares/Grant of Equity Stock Options | - | 330.59 | - | 486.36 | - | - | - | - | - | - | 816.95 |
| Transfer to Securities Premium | - | 339.25 | - | (339.25) | - | - | - | - | - | - | - |
| Transfer In/(Out) with OCI | - | - | - | - | - | - | - | - | - | - | - |
| Cancellation of Equity Stock Options | - | - | - | (20.76) | - | - | - | - | - | - | (20.76) |
| Transfer In/(Out) General Reserve | (7,000.00) | - | 7,000.00 | - | - | - | - | - | - | - | - |
| Transfer In/(Out) Tonnage Tax Reserve | (3,600.00) | - | - | - | 3,600.00 | - | - | - | - | - | - |
| Transfer In/(Out) Tonnage Tax Reserve (Utilized) | - | - | - | - | (1,200.00) | 1,200.00 | - | - | - | - | - |
| Transactions With Owners in Their Capacity as Owners : | | | | | | | | | | | |
| Dividends | (4,096.16) | - | - | - | - | - | - | - | - | - | (4,096.16) |
| Balance as at 31 st March, 2022 | 30,007.60 | 2,737.20 | 80,139.54 | 784.93 | 3,600.00 | 8,724.50 | 4,310.02 | 194.00 | - | (737.79) | 1,29,760.00 |

₹ in Lakhs

(₹ in Lakhs)

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

18. BORROWINGS

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | As at 31 st March 2021 |
|----------------------------------|--------------------------------------|--------------------------------------|
| Non Current | | |
| Secured | | |
| Term Loans from Banks | 4,215.24 | 13,981.54 |
| Current Maturities of Term Loans | (2,018.10) | (3,890.85) |
| Total | 2,197.14 | 10,090.69 |
| Current | | |
| Secured | | |
| Working Capital Loans from Banks | - | 2,680.44 |
| Current Maturities of Term Loans | 2,018.10 | 3,890.85 |
| Unsecured | | |
| Commercial Paper | | |
| From Banks | - | 4,500.00 |
| From Others | - | 3,000.00 |
| Total | 2,018.10 | 14,071.29 |

Repayment Terms and Security Disclosure For the Outstanding Long-Term Borrowings:

(₹ in Lakhs)

| Particulars of Nature of Security | Terms of Repayment | As at 31 st March 2022 | As at 31 st March 2021 |
|--|--|--------------------------------------|--------------------------------------|
| Term Loans from Bank: | | | |
| (1) Apartment No . 801, 8th Floor Block No. A-2, "World Spa East" Building, Sector 30 & 40, Revenue State Of Village- Silokhera, Tahsil And District – Gurgaon (Haryana) | Repayable in 24 Quarterly Instalments starting from November 2016. Last Instalment due in November 2022. Loan was prepaid during the year. | - | 115.47 |
| (2) Dag No. 53 Khatian No. 47, N.H. 06, Mauja Sadatpur J.L. No. 89, Revenue Survey No.5650, Tauji No. 704, Pargana Dharinda, P.S. Kharagpur, Distt. Midnapur (West Bengal) | | | |
| Secured by first charge on the mortgage of M.V. TCI Express | Repayable in 28 Quarterly Instalments starting from June 2019. Last Instalment due in March 2026. Loan was prepaid during the year. | - | 2,871.42 |
| Secured by first charge on the mortgage of M.V. TCI Anand | Repayable in 28 Quarterly Instalments starting from December 2020. Last Instalment due in December 2027. Loan was prepaid during the year. | - | 1,928.57 |
| Secured by first charge on the mortgage of 350 Containers & 30 Containers | Repayable in 16 Quarterly Instalments starting from December 2015. Last Instalment due in April 2021. Loan was prepaid during the year. | - | 17.72 |
| Secured by first charge on the mortgage of 500 Containers | Repayable in 59 monthly Instalments starting from December 2016. Last Instalment due in October 2021. Loan was prepaid during the year. | - | 67.79 |
| | Repayable in 60 monthly Instalments starting from December 2017. Last Instalment due in November 2022. Loan was prepaid during the year. | - | 212.02 |
| Secured by first charge on the mortgage of 500 Containers | Repayable in 49 monthly Instalments starting from January 2018 Last Instalment due in January 2022. Loan was prepaid during the year. | - | 191.02 |

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

(₹ in Lakhs)

| Particulars of Nature of Security | Terms of Repayment | As at 31 st March 2022 | As at 31 st March 2021 |
|--|--|--------------------------------------|--------------------------------------|
| Secured by first charge on the mortgage of 1500 Containers-MV. TCI Express | Repayable in 24 Quarterly Instalments starting from July 2019. Last Instalment due in April 2025. Loan was prepaid during the year. | - | 2,192.63 |
| Secured by First charge on the mortgage of Rail Rake | Repayable in 32 Quarterly Instalments starting from December 2020. Last Instalment due in December 2028. | 731.25 | 843.75 |
| Secured by first charge on the mortgage of 100 Tank Trainers | Repayable in 24 Quarterly Instalments starting from July 2019. Last Instalments due in April 2025. Loan was prepaid during the year. | - | 356.00 |
| Trucks and Cars acquired against individual loans | Repayable in monthly Instalments. | 3,483.99 | 5,185.15 |
| Total | | 4,215.24 | 13,981.54 |

Note:

- The Company has incurred interest cost during the year in the range of 6.75% to 9.00% p.a on long term borrowings (31st March 2021 range were 7.15% to 9.55% p.a).
- Working capital loans are secured by hypothecation of book debts as primary security along with land properties Situated at "Khasra No. 4-21 Min, 22 Min, 8-1, 2, 3 Min, 5 Min, 8 Min, 9-1 Min, 10-1, 12-2, 13-1, 9-5, 6-1-1, in the revenue estate of Village Jhundsarai Viran, Tehsil Farokh Nagar, Pataudi, Gurugram (Haryana)." as collateral.
- The Company has incurred interest cost on weighted average of Effective interest rate during the year 4.56% on short term borrowings (31st March 2021 6.87 %).
- There is no default as on the balance sheet date in the repayment of borrowings and interest thereon.
- No loans have been guaranteed by the directors and others.
- The company submits monthly statements of current assets with banks and there are no material discrepancies.
- The company is generally regular in registering and filling of satisfaction of charges with ROC within the statutory period during the year ended 31st March 2022.

19. LEASE LIABILITIES

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | | As at 31 st March 2021 | |
|-------------------|-----------------------------------|---------------|-----------------------------------|---------------|
| | Non-Current | Current | Non-Current | Current |
| Lease Liabilities | 2,647.19 | 782.32 | 1,176.54 | 903.73 |
| Total | 2,647.19 | 782.32 | 1,176.54 | 903.73 |

20. DEFERRED TAX LIABILITY/(ASSET) (NET)

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | As at 31 st March 2021 |
|--------------------------------|--------------------------------------|--------------------------------------|
| Deferred Tax Liability/(Asset) | 2,471.78 | 2,633.54 |
| Total | 2,471.78 | 2,633.54 |

Movement in Deferred Tax Assets and Liabilities During the Year Ended 31st March, 2022

| Particulars | As at 31 st March 2021 | Recognized in Statement of Profit and Loss | As at 31 st March 2022 |
|--------------|--------------------------------------|--|--------------------------------------|
| Depreciation | 2,957.23 | (107.28) | 2,849.95 |
| Others Items | (323.69) | (54.48) | (378.17) |
| Total | 2,633.54 | (161.76) | 2,471.78 |

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

21. PROVISIONS

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | | As at 31 st March 2021 | |
|---------------------------------|-----------------------------------|-----------------|-----------------------------------|-----------------|
| | Non-Current | Current | Non-Current | Current |
| Provision For Employee Benefits | 462.71 | 409.80 | 468.52 | 382.33 |
| Provision For Expenses | - | 1,587.58 | - | 1,660.34 |
| Total | 462.71 | 1,997.38 | 468.52 | 2,042.67 |

22. GOVERNMENT GRANT

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | | As at 31 st March 2021 | |
|---|-----------------------------------|-------------|-----------------------------------|-------------|
| | Non-Current | Current | Non-Current | Current |
| Opening Balance | 189.09 | 3.50 | 192.59 | 3.50 |
| Transferred from Non Current to Current | (3.50) | 3.50 | (3.50) | 3.50 |
| Amount Recognized as Income | - | (3.50) | - | (3.50) |
| Total | 185.59 | 3.50 | 189.09 | 3.50 |

23. TRADE PAYABLES

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | As at 31 st March 2021 |
|--|-----------------------------------|-----------------------------------|
| Dues of Micro, small and medium enterprises | 389.02 | 121.00 |
| Dues of creditors other than Micro, small and medium enterprises | 6,442.45 | 7,237.67 |
| Total | 6,831.47 | 7,358.67 |

Ageing for Trade payables as at 31st March, 2022 is as follows:-

| Particulars | Outstanding for following periods from due date of payment | | | | |
|-----------------------------|--|---------------|---------------|-------------------|-----------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) MSME | 389.02 | - | - | - | 389.02 |
| (ii) Others | 5,480.67 | 736.13 | 169.79 | 55.86 | 6,442.45 |
| (iii) Disputed dues – MSME | - | - | - | - | - |
| (iv) Disputed dues – Others | - | - | - | - | - |
| | 5,869.69 | 736.13 | 169.79 | 55.86 | 6,831.47 |

Ageing for Trade payables as at 31st March, 2021 is as follows:-

| Particulars | Outstanding for following periods from due date of payment | | | | |
|-----------------------------|--|---------------|--------------|-------------------|-----------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) MSME | 121.00 | - | - | - | 121.00 |
| (ii) Others | 6,642.58 | 440.02 | 67.11 | 87.96 | 7,237.67 |
| (iii) Disputed dues – MSME | - | - | - | - | - |
| (iv) Disputed dues – Others | - | - | - | - | - |
| | 6,763.58 | 440.02 | 67.11 | 87.96 | 7,358.67 |

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

24. OTHER FINANCIAL LIABILITIES

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | | As at 31 st March 2021 | |
|--|-----------------------------------|-----------------|-----------------------------------|-----------------|
| | Non-Current | Current | Non-Current | Current |
| Interest Accrued but not due on Borrowings | - | 13.88 | - | 27.55 |
| Unpaid /Unclaimed Dividends* | - | 216.84 | - | 195.27 |
| Payable on Purchase of Fixed Assets | - | 334.70 | - | 80.79 |
| Trade / Security Deposits | - | 727.47 | - | 754.09 |
| Claims Payable | - | 312.43 | - | 287.43 |
| Others Payables | - | 495.24 | - | 623.49 |
| Deferred Finance Cost | - | 5.41 | - | 10.81 |
| Total | - | 2,105.97 | - | 1,979.43 |

* ₹18.78 Lakhs (31st March 2021: ₹14.95 Lakhs) has been transferred to investor education and protection fund during the year.

25. OTHER LIABILITIES

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | | As at 31 st March 2021 | |
|---------------------------|-----------------------------------|------------------|-----------------------------------|-----------------|
| | Non-Current | Current | Non-Current | Current |
| Due to Gratuity Fund | - | 485.23 | - | 351.78 |
| Statutory Remittances | - | 2,454.14 | - | 1,957.42 |
| Employee Benefits Payable | - | 138.15 | - | 565.80 |
| Accrued Expenses | - | 7,080.73 | - | 6,842.09 |
| Total | - | 10,158.25 | - | 9,717.09 |

26. REVENUE FROM OPERATIONS

(₹ in Lakhs)

| Particulars | For the year ended 31 st March 2022 | For the year Ended 31 st March 2021 |
|---|---|---|
| Freight, Demurrage, Logistics and Other Allied Services | 2,90,100.87 | 2,45,096.04 |
| Other Operating Revenue (i) | 355.20 | 105.93 |
| Total | 2,90,456.07 | 2,45,201.97 |



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

27. OTHER INCOME

(₹ in Lakhs)

| Particulars | For the year ended 31 st March 2022 | For the year Ended 31 st March 2021 |
|--|---|---|
| Income From Investments | | |
| Dividend Income* | 1,034.89 | 1,016.71 |
| Sub-total | 1,034.89 | 1,016.71 |
| Interest From | | |
| Financial Asset Carried at Amortized Cost | - | 43.96 |
| Others | 259.42 | 603.87 |
| Sub-total | 259.42 | 647.83 |
| Other income | | |
| Business Support Services | 1,051.54 | 921.25 |
| Rent (i) | 101.80 | 260.16 |
| Unclaimed Balances and Excess Provisions Written Back | 194.46 | 24.20 |
| Bad Debts and Irrecoverable Balances Written off Earlier, Realized | 79.09 | 53.50 |
| Fair Valuation of Mutual Funds | - | 26.96 |
| Profit on Sale of Investment | 9.22 | 0.63 |
| Profit on Sale of Assets | 46.23 | 305.00 |
| Unrealized Gain On Lease Modification Ind AS 116 | 39.86 | - |
| Gain on Exchange Difference | - | 3.36 |
| Government Grant / Scrip Issued (ii) | 18.91 | 3.50 |
| Miscellaneous Income | 278.85 | 253.05 |
| Sub-total | 1,819.96 | 1,851.61 |
| Total | 3,114.27 | 3,516.15 |

*The Company did not receive any dividend from equity instruments designated as FVTOCI.

Note:

| | | |
|---|---------------|---------------|
| (i) Break-up of Sale of Power | | |
| Sale of Power | 355.20 | 105.93 |
| Rental Income due to Embedded Leases (included in Rent) | 101.80 | 260.16 |
| Gross Sale of Power | 457.00 | 366.09 |

- (ii) (a) Government grants are received from the Ministry of Food Processing Industries ('MoFPI'). There are no unfulfilled conditions or other contingencies attached to these grants.
- (b) During the Year, the Company has received Scrips under the scheme of SEIS from DGFT amounting to ₹15.41 Lakhs

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

28. COST OF RENDERING OF SERVICES

(₹ in Lakhs)

| Particulars | For the year ended 31 st March 2022 | For the year Ended 31 st March 2021 |
|---|---|---|
| Freight | 1,65,978.40 | 1,44,683.52 |
| Voyage Expenses | 26,506.71 | 22,872.33 |
| Vehicles' Trip Expenses | 16,868.70 | 13,906.52 |
| Tyres & Tubes | 505.37 | 298.33 |
| Warehouse Rent | 2,367.32 | 3,296.00 |
| Warehouse Expenses | 9,344.63 | 8,750.96 |
| Other Transportation Expenses (Net of claims) | 2,200.10 | 1,872.88 |
| Commission | 12.71 | 12.18 |
| Vehicles' Taxes | 377.13 | 418.13 |
| Vehicles' and Ship Insurance | 635.46 | 659.86 |
| Clearing and Forwarding Expenses | 724.29 | 798.82 |
| Total | 2,25,520.82 | 1,97,569.53 |

29. EMPLOYEE BENEFITS EXPENSE

(₹ in Lakhs)

| Particulars | For the year ended 31 st March 2022 | For the year Ended 31 st March 2021 |
|--|---|---|
| Salaries, Wages and Bonus | 13,985.39 | 12,027.13 |
| Contribution to Gratuity, Provident Fund and Other Funds | 1,368.13 | 1,257.21 |
| Share Based Payments to Employees | 391.53 | 165.71 |
| Staff Welfare & Development Expenses | 631.46 | 564.97 |
| Total | 16,376.51 | 14,015.02 |

30. FINANCE COSTS

(₹ in Lakhs)

| Particulars | For the year ended 31 st March 2022 | For the year Ended 31 st March 2021 |
|-------------------------------------|---|---|
| Interest on Borrowings | 708.48 | 2,208.07 |
| Interest on Lease Liabilities | 255.95 | 127.85 |
| Guarantee, Finance and Bank Charges | 125.33 | 139.45 |
| Total | 1,089.76 | 2,475.37 |

31. DEPRECIATION AND AMORTIZATION

(₹ in Lakhs)

| Particulars | For the year ended 31 st March 2022 | For the year Ended 31 st March 2021 |
|-------------------------------|---|---|
| Depreciation on | | |
| Property, Plant and Equipment | 9,788.32 | 8,478.11 |
| Right of Use Assets | 949.66 | 315.77 |
| Amortization on | | |
| Intangible Assets | 20.82 | 15.63 |
| Total | 10,758.80 | 8,809.51 |



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

32. OTHER EXPENSES

(₹ in Lakhs)

| Particulars | For the year ended 31 st March 2022 | For the year Ended 31 st March 2021 |
|---|---|---|
| (A) Administrative Expenses | | |
| Rent (i) | 1,363.99 | 1,359.28 |
| Rates and Taxes | 118.93 | 114.44 |
| Insurance | 498.08 | 465.15 |
| Telephone Expenses | 74.32 | 79.95 |
| Printing and Stationery | 297.00 | 291.93 |
| Travelling Expenses | 966.60 | 709.12 |
| Legal Expenses | 84.74 | 72.43 |
| Postage and Courier | 104.20 | 67.30 |
| Electricity Expenses | 793.75 | 744.64 |
| Advertisement Expenses | 16.15 | 23.21 |
| Office Maintenance & Security Expenses | 540.69 | 511.75 |
| E mail/Internet/Telex Expenses | 92.75 | 109.97 |
| Consultancy & Internal Audit fees | 192.13 | 189.11 |
| Conference & Seminar Expenses | 76.19 | 10.21 |
| Commission & Fees to Directors | 95.60 | 80.70 |
| Remuneration to Auditors | | |
| Audit Fees | 20.49 | 20.71 |
| Tax Audit Fees | 6.22 | 6.06 |
| Bad Debts and Irrecoverable Balances Written Off (ii) | 409.82 | 667.59 |
| Charity & Donations (Including CSR Expenses) | 358.43 | 300.68 |
| Assets Derecognized | 55.44 | 25.14 |
| Loss on Sale of Assets | 97.78 | 180.34 |
| Miscellaneous Expenses | 489.19 | 529.91 |
| Sub-total (A) | 6,752.49 | 6,559.62 |

(i) Includes impact of Ind AS 116- Leases, refer note 4.14 for accounting policy on leases.

 (ii) Includes Provision of ₹ Nil (31st March, 2021: ₹ 83.57 Lakhs).

(₹ in Lakhs)

| Particulars | For the year ended 31 st March 2022 | For the year Ended 31 st March 2021 |
|---|---|---|
| (B) Repairs and Maintenance Expenses | | |
| Motor Trucks | 767.71 | 556.18 |
| Other Vehicles | 278.20 | 236.30 |
| Ships | 799.87 | 481.61 |
| Plant & Equipment | 448.05 | 359.80 |
| Computers | 184.75 | 160.69 |
| Buildings | 284.42 | 478.60 |
| Sub-total (B) | 2,763.00 | 2,273.18 |
| Total (A+B) | 9,515.49 | 8,832.80 |

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

33. EXCEPTIONAL ITEMS

For the year ended 31st March 2021

- The Company had conducted an impairment test of Wind Power Plants located in Maharashtra and Rajasthan, which are treated as cash generating units, being components of Energy Division disclosed in the Note 41 Segment Reporting, in accordance with Ind AS 36 "Impairment of Assets". Based on the terms of Power Purchase Agreement entered with the power procurers and further operational indicators, the management envisaged that economic performance of the asset would be lower than the expectations and estimated the recoverable amount being ₹ 393.51 Lakhs, as 'the value in use', and accordingly recognised a further impairment loss of ₹ 262.60 Lakhs (earlier years ₹ 987.68 Lakhs), being the excess of carrying amount of the asset over its recoverable amount. Accordingly, the impairment loss of ₹ 262.60 Lakhs had been treated as an exceptional item in the Statement of Profit and Loss.
- The Company had disposed off of its ship "TCI-Vijay", which resulted in a loss on sale of ₹1,043 lakhs. The loss on disposal has been treated as an exceptional item in the Statement of Profit and Loss.
- The Company has made investments in TCI Holding Asia Pacific Pte. Ltd ("the entity"), wholly owned subsidiary, amounting to ₹ 941.83 Lakhs. Owing to certain indicators for diminution in value of investment, the management of the Company has assessed an additional diminution of ₹ 90 lakhs, (earlier years ₹ 400 lakhs) in the recoverable amount of investments held in the entity. The management of the Company envisages that the aggregate amount of impairment recognised in the books is adequate and no further adjustment is required. The Company had treated the impairment loss recognised as an exceptional item in the Statement of Profit and Loss.

34. TAX EXPENSE

1. Provision for tax recognized in profit and loss

(₹ in Lakhs)

| Particulars | 31 st March 2022 | 31 st March 2021 |
|--------------|-----------------------------|-----------------------------|
| Current Tax | 3,668.07 | 2,423.56 |
| Deferred Tax | (102.14) | (280.12) |
| Total | 3,565.93 | 2,143.44 |

The Major Components of Income Tax Expense and the Reconciliation of Expense Based on the Domestic Effective Tax Rate of at 25.17% and the Reported Tax Expense in Profit or Loss are as follows:

(₹ in Lakhs)

| Particulars | 31 st March 2022 | 31 st March 2021 |
|---|-----------------------------|-----------------------------|
| Country's Statutory Income Tax Rates* | 25.17% | 25.17% |
| Accounting Profit Before Income Tax | 30,308.96 | 15,620.19 |
| Profit subject to Tonnage Tax Regime/Presumptive Taxation** | (17,687.64) | (5,667.45) |
| Charity and Donation | 358.43 | 300.68 |
| Effect of Non- Deductible expense and Exempt non-operating income | 1,187.63 | (1,737.57) |
| Taxable Income | 14,167.38 | 8,515.85 |
| Tax Expense Provided in Statement of Profit and Loss | 3,565.93 | 2,143.44 |
| | 3,565.93 | 2,143.44 |
| Effective Tax Rate | 11.77% | 13.72% |

* The Company has opted for the reduced corporate tax rates u/s 115BAA inserted by the Taxation Laws (Amendment) Ordinance, 2019.

** The income of Seaways Division is assessed as per Chapter XII-G "Tonnage Tax" of Income Tax Act, 1961 except for the income not qualifying to be assessed under Tonnage Taxation Regime and hence, assessed as per normal provisions of Income Tax Act, 1961.

2. Income Tax Recognized in Other Comprehensive income

(₹ in Lakhs)

| Particulars | 31 st March 2022 | 31 st March 2021 |
|--|-----------------------------|-----------------------------|
| Deferred Tax/Current Tax | | |
| Arising on Income and expenses recognized in other comprehensive income | | |
| -Gain/(Loss) on sale of Investment classified at FVTOCI | - | (57.38) |
| -Remeasurements of defined benefit obligation. | (59.62) | (2.02) |
| Total income-tax expense recognized in Other Comprehensive Income | (59.62) | (59.40) |

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

35. EARNINGS PER EQUITY SHARE

The Company's Earnings Per Share ('EPS') is determined based on the net profit attributable to the shareholders of the Company. Basic earnings per share is computed using the weighted average number of shares outstanding during the year. Diluted earnings per share is computed using the weighted average number of common and dilutive common equivalent shares outstanding during the year including share options, except where the result would be anti-dilutive.

| Particulars | 31 st March 2022 | 31 st March 2021 |
|---|-----------------------------|-----------------------------|
| Net Profit Attributable to Equity Shareholders for calculation of Basic Earnings Per Share. (A) (₹ in Lakhs) | 26,743.03 | 13,476.75 |
| Effects of Dilution: | | |
| Add: potential instrument that effect earning per share | - | - |
| Net Profit Attributable to Equity Shareholders for calculation of Diluted Earnings Per Share. (B) (₹ in Lakhs) | 26,743.03 | 13,476.75 |
| Weighted-Average Number of Equity Shares for Computing Basic Earnings Per Share. (C) | 7,72,33,353 | 7,69,40,721 |
| Effects of Dilution: | | |
| Stock Option under Scheme of Employee's Stock Option | 3,29,255 | 1,94,388 |
| Weighted-Average Number of Equity Shares Adjusted for the Effect of Dilution for Computing Diluted Earnings Per Share. (D) | 7,75,62,608 | 7,71,35,109 |
| Basic Earnings Per Share (A/C) | 34.63 | 17.52 |
| Diluted Earnings Per Share (B/D) | 34.48 | 17.47 |

Diluted Earnings Per Share when anti dilutive, is restricted to Basic Earnings Per Share.

36. FINANCIAL INSTRUMENTS

i) Fair Values Hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three Levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

ii) Financial Assets and Liabilities Measured at Fair Value - Recurring Fair Value Measurements at:

(₹ in Lakhs)

| As at 31 st March, 2022 | Note No. | Level 1 | Level 2 | Level 3 | Total |
|------------------------------------|----------|---------|---------|--------------|--------------|
| Financial Assets | | | | | |
| Investments at FVTPL | | | | | |
| Mutual Fund Investments | 8 | - | - | - | - |
| Investments at FVTOCI | | | | | |
| Equity Investments | 8 | - | - | 14.37 | 14.37 |
| Total Financial Assets | | - | - | 14.37 | 14.37 |
| Financial Liabilities | | - | - | - | - |
| Total Financial Liabilities | | - | - | - | - |

(₹ in Lakhs)

| As at 31 st March, 2021 | Note No. | Level 1 | Level 2 | Level 3 | Total |
|------------------------------------|----------|--------------|---------|--------------|--------------|
| Financial Assets | | | | | |
| Investments at FVTPL | | | | | |
| Mutual Fund Investments | 8 | 62.83 | - | - | 62.83 |
| Investments at FVTOCI | | | | | |
| Equity Investments | 8 | - | - | 14.37 | 14.37 |
| Total Financial Assets | | 62.83 | - | 14.37 | 77.20 |
| Financial Liabilities | | - | - | - | - |
| Total Financial Liabilities | | - | - | - | - |

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

iii) Assets and Liabilities which are Measured at Amortized Cost for which Fair Values are Disclosed:

(₹ in Lakhs)

| As at 31 st March, 2022 | Note No. | Level 1 | Level 2 | Level 3 | Total |
|--|----------|-----------------|----------|------------------|------------------|
| Financial Assets | | | | | |
| Investments in Preference Shares, Debt Securities and Money Market Instruments | 8 | 1,472.47 | - | - | 1,472.47 |
| Loans to Employees | 9 | - | - | 118.82 | 118.82 |
| Loans to Related Party | 9 | - | - | 1,325.00 | 1,325.00 |
| Security Deposits with Related Parties | 10 | - | - | 961.22 | 961.22 |
| Security Deposits with Landlords and Others | 10 | - | - | 783.04 | 783.04 |
| Security Deposits with Customers | 10 | - | - | 803.59 | 803.59 |
| Others | 10 | - | - | 336.15 | 336.15 |
| Trade Receivables | 13 | - | - | 45,574.19 | 45,574.19 |
| Cash and Cash Equivalents | 14 | - | - | 5,150.38 | 5,150.38 |
| Other Bank Balances | 14 | - | - | 656.22 | 656.22 |
| Total Financial Assets | | 1,472.47 | - | 55,708.61 | 57,181.08 |
| Financial Liabilities | | | | | |
| Borrowings | 18 | | | 4,215.24 | 4,215.24 |
| Lease Liability | 19 | | | 3,429.51 | 3,429.51 |
| Trade Payables | 23 | | | 6,831.47 | 6,831.47 |
| Others | 24 | | | 2,105.97 | 2,105.97 |
| Total Financial Liabilities | | - | - | 16,582.19 | 16,582.19 |

Assets and Liabilities which are Measured at Amortized Cost for which Fair Values are Disclosed:

(₹ in Lakhs)

| As at 31 st March, 2021 | Note No. | Level 1 | Level 2 | Level 3 | Total |
|--|----------|----------|----------|------------------|------------------|
| Financial Assets | | | | | |
| Investments in Preference Shares, Debt Securities and Money Market Instruments | 8 | - | - | 12.36 | 12.36 |
| Loans to Employees | 9 | - | - | 93.37 | 93.37 |
| Loans to Related Party | 9 | - | - | 975.00 | 975.00 |
| Security Deposits with Related Parties | 10 | - | - | 961.22 | 961.22 |
| Security Deposits with Landlords and Others | 10 | - | - | 748.48 | 748.48 |
| Security Deposits with Customers | 10 | - | - | 789.72 | 789.72 |
| Others | 10 | - | - | 351.69 | 351.69 |
| Trade Receivables | 13 | - | - | 45,706.72 | 45,706.72 |
| Cash and Cash Equivalents | 14 | - | - | 2,532.06 | 2,532.06 |
| Other Bank Balances | 14 | - | - | 545.15 | 545.15 |
| Total Financial Assets | | - | - | 52,715.77 | 52,715.77 |
| Financial Liabilities | | | | | |
| Borrowings | 18 | | | 24,161.98 | 24,161.98 |
| Lease Liability | 19 | | | 2,080.27 | 2,080.27 |
| Trade Payables | 23 | | | 7,358.67 | 7,358.67 |
| Others | 24 | | | 1,979.43 | 1,979.43 |
| Total Financial Liabilities | | - | - | 35,580.35 | 35,580.35 |



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

iv) Valuation Process and Technique Used to Determine Fair Value

Specific valuation techniques used to value financial instruments include:

- The use of quoted market prices or dealer quotes for similar instruments
- The fair value of the remaining financial instruments is determined based on the following methods:
 - Net assets value method
 - Valuation of investment in unquoted equity shares has been made using the Discounted cash-flow method and Net assets value method, as deemed fit by the Company's management.

Risk adjustments specific to the counterparties (including assumptions about credit default rates) are derived from credit risk grading determined by the Company's internal credit risk management group.

v) The following table summarizes the quantitative information about the significant unobservable inputs used in level 3 fair value measurements. See above (iv)b(ii) for the valuation techniques adopted.

(₹ in Lakhs)

| Particulars | Fair Value as at | | Significant Unobservable Inputs | Fair Value as at | | Sensitivity |
|------------------------|------------------------------|------------------------------|---------------------------------|------------------------------|------------------------------|--|
| | 31 st March, 2022 | 31 st March, 2021 | | 31 st March, 2022 | 31 st March, 2021 | |
| Unquoted Equity Shares | 14.37 | 14.37 | Earnings Growth Rate | 5% | 5% | An increase/(decrease) in earnings growth rate of 500 basis points would increase/(decrease) fair value: 31 st March, 2022 : 0.72 lakh/(0.72 lakh) 31 st March, 2021 : 0.72 lakh/(0.72 lakh) |

vi) The Following Table Presents the Changes in Level 3 Items for the Periods Ended 31 March 2022:

(₹ in Lakhs)

| Particulars | Unlisted Equity Securities | Mutual Funds | Unlisted Debentures |
|---|----------------------------|--------------|---------------------|
| As at 31st March, 2021 | 14.37 | - | - |
| Acquisitions | - | - | - |
| Gain Recognized in Statement of Profit and Loss | - | - | - |
| Disposal | - | - | - |
| Gain Recognized in Other Comprehensive Income | - | - | - |
| As at 31st March, 2022 | 14.37 | - | - |

37. FINANCIAL RISK MANAGEMENT

i) Financial Instruments by Category

For Amortised Cost Instruments, Carrying value Represents the Best Estimate of Fair Value.

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | | | As at 31 st March 2021 | | |
|---|-----------------------------------|--------------|------------------|-----------------------------------|--------------|------------------|
| | FVTPL | FVTOCI | Amortized Cost | FVTPL | FVTOCI | Amortized Cost |
| Financial Assets | | | | | | |
| Investments | - | 14.37 | 1,472.47 | 62.83 | 14.37 | 12.36 |
| Trade Receivables | - | - | 45,574.19 | - | - | 45,706.72 |
| Loans | - | - | 1,443.82 | - | - | 1,068.37 |
| Cash and Cash Equivalents (including Other Bank Balances) | - | - | 5,806.60 | - | - | 3,077.21 |
| Other Financial Assets | - | - | 2,884.00 | - | - | 2,851.11 |
| Total | - | 14.37 | 57,181.08 | 62.83 | 14.37 | 52,715.77 |
| Financial Liabilities | | | | | | |
| Borrowings | - | - | 4,215.24 | - | - | 24,161.98 |
| Lease Liabilities | - | - | 3,429.51 | - | - | 2,080.27 |
| Trade Payables | - | - | 6,831.47 | - | - | 7,358.67 |
| Other Financial Liabilities | - | - | 2,105.97 | - | - | 1,979.43 |
| Total | - | - | 16,582.19 | - | - | 35,580.35 |

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

ii) Risk Management

The Company's activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

| Risk | Exposure Arising from | Measurement | Management |
|--------------------------------|---|-----------------------------|---|
| Credit Risk | Cash And Cash Equivalents, Trade Receivables, Derivative Financial Instruments, Financial Assets Measured at Amortized Cost | Ageing Analysis | Bank Deposits, Diversification of Asset Base, Credit Limits and Collateral. |
| Liquidity Risk | Borrowings and Other Liabilities | Rolling Cash Flow Forecasts | Availability of Committed Credit Lines and Borrowing Facilities |
| Market Risk - Foreign Exchange | Recognized Financial Assets and Liabilities Not Denominated In Inr | Cash Flow Forecasting | Forward Contract/Hedging |
| Market Risk - Security Price | Investments in Equity Securities | Sensitivity Analysis | Portfolio Diversification |

The Company's risk management is carried out by a central treasury department (of the Company) under policies approved by the board of directors. The board of directors provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk and investment of excess liquidity.

A. Credit Risk

Credit risk arises from cash and cash equivalents, trade receivables, investments carried at amortized cost and deposits with banks and financial institutions.

a. Credit Risk Management

The finance function of the Company assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

A: No Risk

B: Low Risk

C: Medium Risk

D: High Risk

Assets Under Credit Risk –

| (₹ in Lakhs) | | | |
|---------------|---|--------------------------------------|--------------------------------------|
| Credit rating | Particulars | As at 31 st March 2022 | As at 31 st March 2021 |
| No Risk | Investments | 9,975.51 | 8,578.23 |
| Low Risk | Trade Receivables | 45,574.19 | 45,706.72 |
| No Risk | Loans | 1,443.82 | 1,068.37 |
| No Risk | Cash and Cash Equivalents (including Other Bank Balances) | 5,806.60 | 3,077.21 |
| No Risk | Other Financial Assets | 2,884.00 | 2,851.11 |
| | Total | 65,684.12 | 61,281.64 |

The risk parameters are same for all financial assets for all period presented. The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an on-going basis throughout each reporting period. In general, it is presumed that credit risk has significantly increased since initial recognition if the payments are more than 180 days past due. A default on a financial asset is when the counterparty fails to make contractual payments when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

b. Credit Risk Exposure

Provision for Expected Credit Losses

The Company Provides for Expected Credit Loss Based on Lifetime Expected Credit Loss Mechanism for Trade Receivables–

| Particular | Years | Estimated Gross Carrying Amount at Default | Expected Probability of Default | Expected Credit Losses | Carrying Amount Net of Impairment Provision |
|-------------------|------------------|--|---------------------------------|------------------------|---|
| Trade receivables | 31st March, 2022 | 46,710.88 | 2.43% | 1,136.69 | 45,574.19 |
| | 31st March, 2021 | 46,843.41 | 2.43% | 1,136.69 | 45,706.72 |

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

B. Liquidity Risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Company maintains flexibility in funding by maintaining availability under committed facilities.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management policy involves considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to the same as and when fall due.

Maturities of Financial Liabilities

The table below provides the details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments. (Balances due within 12 months are equal to their carrying balances as the impact of discounting is not significant)

(₹ in Lakhs)

| As at 31 st March, 2022 | Less than 1 year | 1-2 year | 2-3 year | More than 3 years | Total |
|------------------------------------|---------------------|-----------------|---------------|----------------------|------------------|
| Financial Liabilities | | | | | |
| Borrowings | 2,018.10 | 990.58 | 579.75 | 626.81 | 4,215.24 |
| Trade Payable | 6,831.47 | - | - | - | 6,831.47 |
| Lease Liabilities | 782.32 | 549.60 | 313.43 | 1,784.16 | 3,429.51 |
| Other Financial Liabilities | 2,105.97 | - | - | - | 2,105.97 |
| Total | 11,737.86 | 1,540.18 | 893.18 | 2,410.97 | 16,582.19 |

(₹ in Lakhs)

| As at 31 st March, 2021 | Less than 1 year | 1-2 year | 2-3 year | More than 3 years | Total |
|------------------------------------|---------------------|-----------------|-----------------|----------------------|------------------|
| Financial Liabilities | | | | | |
| Borrowings | 14,071.29 | 3,566.50 | 2,517.13 | 4,007.06 | 24,161.98 |
| Trade Payable | 7,358.67 | - | - | - | 7,358.67 |
| Lease Liabilities | 903.73 | 627.04 | 193.88 | 355.62 | 2,080.27 |
| Other Financial Liabilities | 1,979.43 | - | - | - | 1,979.43 |
| Total | 24,313.12 | 4,193.54 | 2,711.01 | 4,362.68 | 35,580.35 |

C. Price Risk Exposure

The Company's exposure price risk arises from investments held and classified in the balance sheet either as fair value through other comprehensive income or at fair value through profit or loss. To manage the price risk arising from investments in equity securities, the Company diversifies its portfolio of assets.

Sensitivity

Below is the sensitivity of profit or loss and equity changes in fair value of investments in equity. The analysis is based on the assumption that price has increased/decreased by 5% with all other variables held constant, and that all the companies equities instruments moved in line with the price.

(₹ in Lakhs)

| Particulars | 31 st March, 2022 | 31 st March, 2021 |
|--|------------------------------|------------------------------|
| Price Sensitivity (Investment at FVTOCI & FVTPL)* | | |
| Price Increase by (5%)* | 0.72 | 3.86 |
| Price Decrease by (5%)* | (0.72) | (3.86) |

* Holding all other variables constant

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

38. CAPITAL MANAGEMENT

The Company's capital management objectives are

- to ensure the Company's ability to continue as a going concern
- to provide an adequate return to shareholders

The Company monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of balance sheet.

Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Company's various classes of debt. 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.

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|---|---------------------------------------|---------------------------------------|
| Net debts (Net of Cash and Cash Equivalent) (A) | 2,068.87 | 23,387.86 |
| Total equity (B) | 1,31,306.55 | 1,08,036.18 |
| Net Debt to Equity Ratio (Times) (C)=(A)/(B) | 0.02 | 0.22 |

(i) Loan Covenants

Under the terms of the major borrowing facilities, the Company is required to comply with the following financial covenants:

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|--|---------------------------------------|---------------------------------------|
| - DSCR not to fall below 1.50 Times [(Net Profit after taxes + Non-cash operating expenses (Dep and Amortization) + Interest + Other non-cash adjustments (loss on sale of Fixed Assets)/Interest and lease payments + Principal repayments] | 9.92 | 3.39 |
| - Term Debt (TD) to Net Cash Accruals (NCA) not to exceed 1.25 Times (NCA = (PAT+Depreciation-Dividend)) | 0.12 | 0.66 |

The Company has complied with these covenants throughout the reporting period.

(ii) Dividends on Equity Shares

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|--|---------------------------------------|---------------------------------------|
| Interim Dividend for the Year Ended (In CY 2021-22 ₹ 4.00 Per Share and PY 2020-21 ₹ 2.00 Per Share) | 3,093.86 | 923.96 |
| Recommended Final Dividend (In CY 2021-22 ₹ 2.00 Per Share and PY 2020-21 ₹ 1.30 Per Share) | 1,546.56 | 1,002.30 |



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

39. NET DEBT RECONCILIATION

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|---|---------------------------------------|---------------------------------------|
| Cash and Cash Equivalents (including Other Bank Balances excluding Unpaid Dividend account balance) | 5,589.76 | 2,881.94 |
| Borrowings - Current and Non Current | (4,215.24) | (24,161.98) |
| Lease Liability - Current and Non Current | (3,429.51) | (2,080.27) |
| Interest Payable | (13.88) | (27.55) |
| Net Debt | (2,068.87) | (23,387.86) |

(₹ in Lakhs)

| Particulars | Cash and Cash Equivalents and Bank Overdrafts | Borrowings - Current and Non Current | Lease Liability - Current and Non Current | Interest Payable | Total |
|---|---|--|--|---------------------|--------------------|
| Net Debt as at 1st April, 2021 | 2,881.94 | (24,161.98) | (2,080.27) | (27.55) | (23,387.86) |
| Cash Flows | 2,707.82 | 19,946.74 | (1,349.24) | - | 21,305.32 |
| Finance Costs | - | - | - | 1,089.76 | 1,089.76 |
| Interest Paid | - | - | - | (1,076.09) | (1,103.43) |
| Net Debt as at 31st March, 2022 | 5,589.76 | (4,215.24) | (3,429.51) | (13.88) | (2,068.87) |

40. RELATED PARTY INFORMATION

(a) Name of Key Managerial Personnel and Relatives

| Name of Key Managerial Personnel | Designation | Close Family Member |
|----------------------------------|------------------------------------|-----------------------|
| Mr. D.P. Agarwal | Chairman and Managing Director | |
| Mr. Vineet Agarwal | Managing Director | Mrs. Priyanka Agarwal |
| Mr. S. N. Agarwal | Non-Executive Director | |
| Mrs. Urmila Agarwal | Non-Executive Director | |
| Mr. Chander Agarwal | Non-Executive Director | |
| Mr. Ashish Bharat Ram* | Non-Executive Independent Director | |
| Mr. Vijay Sankar | Non-Executive Independent Director | |
| Mr. S Madhavan | Non-Executive Independent Director | |
| Ms. Gita Nayyar | Non-Executive Independent Director | |
| Mr. Ravi Uppal | Non-Executive Independent Director | |
| Mr. Vikrampati Singhania** | Non-Executive Independent Director | |
| Mr. Ashish Tiwari | Group CFO | |
| Ms. Archana Pandey | Company Secretary | |
| Mr. Jasjit Singh Sethi | CEO-TCI Supply Chain Division | |
| Mr. Ram Ujagar Singh | CEO-TCI Seaways Division | |
| Mr. Ishwar Singh Sigar | CEO-TCI Freight Division | |

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

(b) Subsidiary/ Step Down Subsidiary Companies:

| | | |
|---|------------------------------------|---|
| TCI Global Pte Limited Singapore | TCI Bangladesh Limited | TCI Holdings Netherlands B.V., Netherlands |
| TCI Holdings Asia Pacific Pte. Limited, Singapore | TCI Nepal Private Limited | TCI Cold Chain Solutions Limited |
| TCI Holding SA & E Pte. Limited, Singapore | TCI Ventures Limited | TCI-CONCOR Multimodal Solutions Private Limited |
| TCI Global Brazil Logistica Limited, Brazil | Stratsol Logistics Private Limited | |

(c) Joint Venture/Associate Entities

| |
|--|
| Transystem Logistics International Private Limited (Joint Venture) |
| Cargo Exchange India Private Limited (Associate) |

(d) Other Related Companies/Firms/Trust

| | | |
|--|--|---|
| Bhoruka Supply Chain Solutions Holdings Limited | TCI Exim Private Limited | TCI Warehousing (MH) – Partnership firm |
| Bhoruka Finance Corporation of India Limited | TCI India Limited | TCI Properties (South) – Partnership firm |
| TCI Industries Limited | TCI Foundation (Trust) | TCI Properties (NCR) – Partnership firm |
| Bhoruka International Private Limited | TCI Institute of Logistics | TCI Properties (Guj) – Partnership firm |
| TCI Developers Limited | TCI Express Limited | TCI Properties (Delhi) – Partnership firm |
| TCI Properties (West) Limited | TCI Infrastructure Limited | SRF Limited* |
| XPS Cargo Services Limited | Gloxinia Farms Private Limited | JK Agri Genetics Limited** |
| TCI Distribution Centres Limited | Surin Automotive Private Limited | TCI Trading (Firm) |
| Log Labs Ventures Private Limited | Bhoruka Express Consolidated Limited | JK Files (India) Limited |
| TDL Real Estate Holdings Limited | Steel Infra Solutions Private Limited | JK Fenner Limited** |
| Bhoruka Power Corporation of India Limited | TCI Apex Pal Hospitality India Private Limited | |
| Transport Corporation Of India Limited Gratuity Fund | TCI Group Employees Benevolent Fund Trust | |

* Upto 3rd August, 2021

** from 5th July, 2021

(e) Key Managerial Personnel Compensation

| Description | (₹ in Lakhs) | |
|--------------------------------|--|--|
| | For the Year Ended 31 st March, 2022 | For the Year Ended 31 st March, 2021 |
| Short Term Employee Benefits | 2,743.73 | 2,016.91 |
| Post-Employment Benefits | 168.93 | 149.14 |
| Employee Stock Option benefits | 292.64 | 68.97 |
| Total Compensation | 3,205.30 | 2,235.02 |



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

(f) Transactions During the Year with Related Parties

(₹ in Lakhs)

| Description | Nature of Relation | For the year ended 31 st March 2022 | For the year Ended 31 st March 2021 |
|---------------------------|---------------------|---|---|
| Income | | | |
| Freight Income | Joint Ventures | 4,829.63 | 3,575.92 |
| | Subsidiaries | 1,221.35 | 667.87 |
| | Other Related Party | 479.98 | 576.47 |
| Logistic Services | Joint Venture | 159.83 | 174.59 |
| | Subsidiary | 437.91 | 227.59 |
| Business Support Services | Joint Venture | 641.56 | 560.82 |
| | Subsidiary | 22.29 | 14.56 |
| | Other Related Party | 387.70 | 345.87 |
| Miscellaneous Income | Other Related Party | 47.17 | 20.05 |
| Dividend Income | Joint Venture | 980.00 | 980.00 |
| | Subsidiary | 53.55 | 35.70 |
| Rent Received | Subsidiary | 103.74 | 74.96 |
| | Other Related Party | 316.66 | 295.73 |

| Description | Nature of Relation | For the year ended 31 st March 2022 | For the year Ended 31 st March 2021 |
|--|---------------------------------|---|---|
| Expenditure | | | |
| Freight Expenses | Joint Venture | 436.52 | 276.46 |
| | Subsidiary | 862.02 | 559.12 |
| | Other Related Party | 220.17 | 137.08 |
| Fuel Purchase | Other Related Party | 1,182.39 | 894.95 |
| Charity and Donation (Including CSR Expenditure) | Other Related Party | 265.00 | 300.00 |
| Other Expenses | Associates | 34.23 | 23.26 |
| | Subsidiary | - | 40.76 |
| | Other Related Party | 3.27 | 45.34 |
| Vehicle Maintenance | Joint Venture | 30.11 | 19.18 |
| | Joint Venture | 29.18 | 22.31 |
| Rent paid | Subsidiary | 0.37 | - |
| | Other Related Party | 1,048.91 | 996.66 |
| Directors & KMP Remuneration & Commission | Directors Non-Executive | 95.61 | 80.70 |
| | Directors Executive & Other KMP | 3,109.69 | 2,235.02 |

Finance and Investments

| | | | |
|----------------------------------|--------------------------|--------|--------|
| Investments Made | Subsidiary | - | 25.00 |
| Investments Redeemed | Directors Executive | - | 0.01 |
| Loans To Subsidiaries | Subsidiary | 350.00 | 470.00 |
| Property Management Services | Other Related Party | 44.73 | 47.28 |
| Payment to Gratuity Trust | Other Related Party | 400.00 | 410.52 |
| Sale of Immovable Property | Other Related Party | 290.00 | - |
| Payment to Benevolent Fund Trust | Other Related Party | 35.02 | 24.87 |
| | Other Related Party | 16.72 | 118.49 |
| Advances/Deposits Given | Associates | 30.00 | - |
| | Key Managerial Personnel | 19.50 | - |
| | Key Managerial Personnel | 15.71 | - |
| Advances Given Recovered | Key Managerial Personnel | 15.71 | - |
| | Associates | 23.05 | - |

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

(g) Balances at the End of the Year

(₹ in Lakhs)

| Description | Nature of Relation | For the year ended 31 st March 2022 | For the year Ended 31 st March 2021 |
|----------------------------|--------------------------------------|---|---|
| Advances /Deposit Given | Other Related Party | 961.22 | 961.22 |
| Trade Receivables & Others | Joint Venture | 483.68 | 941.20 |
| | Subsidiary | 530.98 | 433.49 |
| | Other Related Party | 231.14 | 172.61 |
| Advances Recoverable | Associates | 6.41 | - |
| | Other Related Party | 16.72 | - |
| | Directors & Key Managerial Personnel | 3.79 | - |
| Guarantees/SBLC Given | Subsidiary | 138.14 | 137.09 |
| Trade Payables & Others | Joint Venture | 47.88 | 75.00 |
| | Subsidiary | 181.45 | 145.84 |
| | Other Related Party | 88.62 | 15.00 |
| | Directors & Key Managerial Personnel | 876.00 | 664.00 |
| Loan Given | Subsidiary | 1,325.00 | 975.00 |

41. SEGMENT INFORMATION

Operating Segments:

- a) Freight Division b) Supply Chain Solutions Division
c) Seaways Division d) Energy Division

Identification of Segments:

The chief operating decision maker monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. Operating segments have been identified on the basis of the nature of products/ services and have been identified as per the quantitative criteria specified in the Ind AS 108.

Segment Revenue and Results:

The expenses and incomes which are not attributable to any business segment are shown as unallocated expenditure (net of unallocated income).

Segment Assets and Liabilities:

Segment assets include all operating assets used by the operating segment and mainly consist of property plant and equipment, trade receivables, cash and cash equivalents etc. Segment liabilities primarily includes Current liabilities except for borrowings. Common assets and liabilities which cannot be allocated to any of the segments are shown as a part of unallocated Corporate assets/liabilities.

Inter Segment Transfer:

Profit or loss on inter segment transfers are eliminated at company level.

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|-----------------------------------|---------------------------------------|---------------------------------------|
| Revenue | | |
| Freight Division | 1,37,157.52 | 1,15,081.87 |
| Supply Chain Solutions Division | 1,00,519.04 | 93,763.90 |
| Seaways Division | 55,778.12 | 39,528.12 |
| Energy Division | 528.58 | 383.24 |
| Unallocated Income | 2,409.06 | 2,906.01 |
| Segment Revenue | 2,96,392.32 | 2,51,663.14 |
| Less: Inter Segment Revenue | 2,821.98 | 2,945.02 |
| Net Income from Operations | 2,93,570.34 | 2,48,718.12 |

NOTES TO STANDALONE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

| Particulars | | As at 31 st March, 2022 | As at 31 st March, 2021 |
|--|-----------------------------------|---------------------------------------|---------------------------------------|
| Segment Results | Freight Division | 5,767.10 | 4,156.49 |
| | Supply Chain Solutions Division | 6,141.39 | 5,959.90 |
| | Seaways Division | 17,896.20 | 7,354.51 |
| | Energy Division | 299.87 | 144.82 |
| | Unallocated Income | 2,409.06 | 2,906.01 |
| | Unallocated Expenditure | (1,114.90) | (1,030.47) |
| | Less: Interest Expenses | 1,089.76 | 2,475.37 |
| Profit Before Tax | | 30,308.96 | 17,015.89 |
| Exceptional items (Refer Note 33) | | - | 1,395.70 |
| Less: Provision for Taxes | | | |
| | Current Tax | 3,668.07 | 2,423.56 |
| | Deferred Tax | (102.14) | (280.12) |
| | Taxes for Earlier Years | - | - |
| Net Profit for the Year | | 26,743.03 | 13,476.75 |
| Other Information | | | |
| Segment Assets | Freight Division | 28,417.77 | 29,090.77 |
| | Supply Chain Solutions Division | 44,835.99 | 47,224.22 |
| | Seaways Division | 41,232.26 | 40,778.55 |
| | Energy Division | 542.37 | 688.31 |
| | Unallocated Corporate Assets | 43,829.54 | 36,579.07 |
| Total Assets | | 1,58,857.93 | 1,54,360.92 |
| Segment Liabilities | Freight Division | 6,167.24 | 6,102.90 |
| | Supply Chain Solutions Division | 12,465.61 | 12,917.86 |
| | Seaways Division | 3,427.71 | 1,685.62 |
| | Energy Division | 19.02 | 101.33 |
| | Unallocated Corporate Liabilities | 3,094.80 | 3,031.53 |
| Total Liabilities | | 25,174.38 | 23,839.24 |
| Capital Expenditure | Freight Division | 400.04 | 52.79 |
| | Supply Chain Solutions Division | 3,977.80 | 6,529.43 |
| | Seaways Division | 591.52 | 4,746.33 |
| | Unallocated Capital Expenditure | 2,337.90 | 2,730.83 |
| Total Capital Expenditure | | 7,307.26 | 14,059.38 |
| Depreciation | Freight Division | 429.77 | 567.26 |
| | Supply Chain Solutions Division | 4,544.95 | 4,020.81 |
| | Seaways Division | 5,731.55 | 4,144.89 |
| | Energy Division | 27.22 | 58.29 |
| | Unallocated Corporate Expenditure | 25.31 | 18.26 |
| Total Depreciation | | 10,758.80 | 8,809.51 |

* The Company operates mainly in India and therefore there are no separate geographical segments.

** There are no customers having revenue exceeding 10% of total revenues

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

Reconciliation of Segment Assets & Liabilities

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|--|---------------------------------------|---------------------------------------|
| Segment Operating Assets | 1,58,857.93 | 1,54,360.92 |
| Slump sale* | 4,310.02 | 4,310.02 |
| Entity's Total Assets | 1,63,167.95 | 1,58,670.94 |
| Segment Operating Liabilities | 25,174.38 | 23,839.24 |
| Deferred Tax Liabilities & Others | 2,471.78 | 2,633.54 |
| Borrowing (including Current Maturities of Long-Term Borrowings) | 4,215.24 | 24,161.98 |
| Entity's Total Liabilities | 31,861.40 | 50,634.76 |

*The Company has transferred the Cold Chain Business to its wholly owned subsidiary i.e TCI Cold Chain Solutions Ltd., on a slump sale basis with effect from 1st January, 2019

42. A) Employee Benefit Obligations (On the basis of Actuarial Valuation)

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | | As at 31 st March 2021 | |
|-------------------|-----------------------------------|---------------|-----------------------------------|---------------|
| | Current | Non-Current | Current | Non-Current |
| Gratuity (Funded) | 3,338.36 | - | 2,941.41 | - |
| Leave Obligations | 68.51 | 468.19 | 68.18 | 463.04 |
| Total | 3,406.87 | 468.19 | 3,009.59 | 463.04 |

Leave Obligations

The leave obligations cover the Company liability for earned leaves. The amount of provision of ₹ 536.70 Lakhs (31st March, 2021 ₹ 531.22 Lakhs) is presented as current, since the Company does not have an unconditional right to defer settlement for any of these obligations.

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|--|---------------------------------------|---------------------------------------|
| Current Liability Expected to be Settled Within the Next 12 Months | 68.51 | 68.18 |
| Non-Current Liability Expected to be Settled beyond Next 12 Months | 468.19 | 463.04 |
| Total Liability | 536.70 | 531.22 |

Service Cost

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|--|---------------------------------------|---------------------------------------|
| Current Service Cost | 98.44 | 99.59 |
| Past Service Cost (including curtailment Gains/Losses) | - | - |
| Gains or Losses on Non Routine Settlements | - | - |
| Total Service Cost (Income) | 98.44 | 99.59 |

Interest Cost

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|---|---------------------------------------|---------------------------------------|
| Interest Cost on Defined Benefit Obligation | 34.16 | 32.11 |
| Interest Income on Plan Assets | - | - |
| Total Interest Cost (Income) | 34.16 | 32.11 |

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

Movement in the Liability Recognized in the Balance Sheet is as Under:

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|---|---------------------------------------|---------------------------------------|
| Present Value of Defined Benefit Obligation as at the Start of the Year | 531.22 | 484.35 |
| Current Service Cost | 98.44 | 99.59 |
| Interest Cost | 34.16 | 32.11 |
| Actuarial Loss/(Gain) Recognized During the Year | 113.66 | 42.32 |
| Benefits Paid | (240.78) | (127.15) |
| Present Value of Defined Benefit Obligation as at the End of the Year | 536.70 | 531.22 |

Amount Recognized in the Statement of Profit And Loss is as Under:

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|---|---------------------------------------|---------------------------------------|
| Current Service Cost | 98.44 | 99.59 |
| Interest Cost | 34.16 | 32.11 |
| Net Actuarial (Gain)/Loss | 113.66 | 42.32 |
| Amount Recognized in the Statement of Profit and Loss | 246.26 | 174.02 |

Actuarial Assumptions

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|-----------------------------------|---------------------------------------|---------------------------------------|
| Discount Rate | 6.98% | 6.43% |
| Future Salary Increase | 6.50% | 5.50% |
| Average Future Service (in Years) | 27.36 Years | 28.36 Years |

These assumptions were developed by management with the assistance of independent actuarial appraisers. Discount factors are determined close to each year-end by reference to government bonds of relevant economic markets and that have terms to maturity approximating to the terms of the related obligation. Other assumptions are based on management's historical experience.

Gratuity

The Company has a defined benefit gratuity plan, which is regulated as per the provisions of Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The scheme is funded by the Company and is managed by a separate Approved Trust. The liability for the same is recognized on the basis of actuarial valuation.

The weighted average duration of the defined benefit obligation as at 31st March, 2022 is 9 years (31st March, 2021: 9 years).

The amounts recognized in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

Changes in Defined Benefit Obligation

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|---|---------------------------------------|---------------------------------------|
| Present Value Obligation as at the Start of the Year | 2,941.41 | 2,501.75 |
| Interest Cost | 189.13 | 165.87 |
| Service Cost | 264.02 | 250.45 |
| Benefits Paid | (265.20) | (185.28) |
| Actuarial Loss/(Gain) on Obligations | 209.00 | 208.62 |
| Present Value Obligation as at the End of the Year | 3,338.36 | 2,941.41 |

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

Service Cost

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|--|---------------------------------------|---------------------------------------|
| Current Service Cost | 264.02 | 250.45 |
| Past Service Cost (including curtailment Gains/Losses) | - | - |
| Gain or Losses on Non routine settlements | - | - |
| Net Service Cost (Income) | 264.02 | 250.45 |

Net Interest Cost

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|--|---------------------------------------|---------------------------------------|
| Interest Income on Defined Benefit Obligations | 189.13 | 165.87 |
| Interest Income on Plan Assets | (166.51) | (143.85) |
| Net Interest Cost (Income) | 22.62 | 22.02 |

Change in Fair Value of Plan Assets

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|--|---------------------------------------|---------------------------------------|
| Fair Value of Plan Assets as at the Start of the Year | 2,589.63 | 2,169.63 |
| Return on Plan Assets | 138.64 | 194.76 |
| Contribution | 400.00 | 410.52 |
| Benefits Paid | (265.20) | (185.28) |
| Fair Value of Plan Assets as at the End of the Year | 2,863.07 | 2,589.63 |

Breakup of Actuarial Gain/Loss:

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|---|---------------------------------------|---------------------------------------|
| Actuarial (Gain)/Loss for the year on Present Benefits Obligation | 209.00 | 208.62 |
| Actuarial (Gain)/Loss for the year on Plan Assets | 27.87 | (50.91) |
| Total Amount Recognized in Other Comprehensive Income | 236.87 | 157.71 |

Reconciliation of Present Value of Defined Benefit Obligation and the Fair Value of Plan Assets

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|---|---------------------------------------|---------------------------------------|
| Present Value Obligation as at the End of the Year | 3,338.36 | 2,941.41 |
| Fair Value of Plan Assets as at the End of the Year | 2,863.07 | 2,589.63 |
| Net Asset Recognized in Balance Sheet | (475.29) | (351.78) |

Amount Recognized in the Statement of Profit and Loss

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|---|---------------------------------------|---------------------------------------|
| Current Service Cost | 264.02 | 250.45 |
| Net Interest Cost / (Income) on the Net Defined Benefit Liability / (Asset) | 22.62 | 22.02 |
| Amount Recognized in the Statement of Profit and Loss | 286.64 | 272.47 |



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

Amount Recognized in the Statement of Other Comprehensive Income

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|--|---------------------------------------|---------------------------------------|
| Net Cumulative Unrecognized Actuarial Gain/(Loss) Opening | | |
| Actuarial (Gain)/Loss for the Year on PBO | 209.00 | 208.62 |
| Actuarial (Gain)/Loss for the Year on Asset | 27.87 | (50.91) |
| Unrecognized Actuarial (Gain)/Loss at the End of the Year | 236.87 | 157.71 |

Assumptions

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|-----------------------------------|---------------------------------------|---------------------------------------|
| Discount Rate | 6.98% | 6.43% |
| Future Salary Increase | 6.50% | 5.50% |
| Rate of Return on Plan Assets | 6.43% | 6.63% |
| Average Future Service (in Years) | 27.36 Years | 28.36 Years |

These assumptions were developed by management with the assistance of independent actuarial appraisers. Discount factors are determined close to each year-end by reference to government bonds of relevant economic markets and that have terms to maturity approximating to the terms of the related obligation. Other assumptions are based on management's historical experience.

Sensitivity Analysis for Gratuity Liability

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|--|---------------------------------------|---------------------------------------|
| Impact of the Change in Discount Rate | | |
| Present Value of Obligation at the End of the Year | 3,338.36 | 2,941.41 |
| a) Impact Due to Increase of 0.50 % | (127.09) | (214.35) |
| b) Impact Due to Decrease of 0.50 % | 137.11 | 249.42 |
| Impact of the Change in Salary Increase | | |
| Present Value of Obligation at the End of the Year | 3,338.36 | 2,941.41 |
| a) Impact Due to Increase of 1 % | 268.68 | 237.05 |
| b) Impact Due to Decrease of 1 % | (235.70) | (208.17) |
| Impact of the Change in Withdrawal Rate | | |
| Present Value of Obligation at the End of the Year | 3,338.36 | 2,941.41 |
| a) Impact Due to Increase of 5 % | 41.32 | 16.69 |
| b) Impact Due to Decrease of 5 % | (86.20) | (19.39) |

The Major Categories of Plan Assets are as Follows:

(₹ in Lakhs)

| Particulars | 31 st March, 2022 | | | |
|---|------------------------------|----------|----------|-----|
| | Quoted | Unquoted | Total | In% |
| Equity Instruments | 48.13 | - | 48.13 | 2% |
| Debt Instruments | 2,155.74 | - | 2,155.74 | 75% |
| Cash and Cash Equivalents (Including Other bank Balances) | - | 659.20 | 659.20 | 23% |

(₹ in Lakhs)

| Particulars | 31 st March, 2021 | | | |
|---|------------------------------|----------|----------|-----|
| | Quoted | Unquoted | Total | In% |
| Equity Instruments | 44.92 | - | 44.92 | 2% |
| Debt Instruments | 2,079.00 | - | 2,079.00 | 80% |
| Cash and Cash Equivalents (Including Other bank Balances) | - | 465.70 | 465.70 | 18% |

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

B) Employee Stock Option Plan

The Company during the year has granted 2,81,000 Stock Options to its eligible employees. The Company in accordance with the Employee Stock Option Plan-2017 (4th Tranche), vesting period being 1, 2, and 3 years from the date of grant and the exercise period being one year from the date on which the options are eligible for exercise. Holder of each option is eligible for one fully paid equity share of the Company of the face value of ₹ 2 each on payment of ₹ 155 per share, the exercise price. The Compensation cost of option determined on the date of grant is ₹ 173.08 based on black scholes methodology. The impact of above for the years is ₹ 486.35 Lakhs, accordingly provision and disclosure have been considered in the financial statements.

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|---|---------------------------------------|---------------------------------------|
| Outstanding options at the beginning of year | 4,45,650 | 6,02,375 |
| Face value of share (₹) | 2 | 2 |
| No. of Options granted during the year | 2,81,000 | 1,50,000 |
| Vesting Period of Option granted during the year (graded) | 1,2 & 3 Years | 1,2 & 3 Years |
| Exercise Price of option granted during the year (₹) | 155.00 | 128.00 |
| Compensation cost of the Option (₹) | 173.08 | 133.55 |
| No. of Options exercised during the year | 2,28,175 | 2,73,525 |
| No. of Options cancelled during the year (included Forfeited option due to Resignation) | 14,100 | 33,200 |
| Outstanding options at the end of year | 4,84,375 | 4,45,650 |
| Recovered from Subsidiary (₹ in Lakhs) | 24.83 | 12.83 |

43. LEASES

a) Company as Lessor:

The Company has given its Wind-power plants on lease under non-cancellable operating leases expiring in future. The leases have varying terms, escalation clauses and renewal rights. On renewal, the terms of the leases are renegotiated.

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|---|---------------------------------------|---------------------------------------|
| Future Minimum Lease Rental Receivable in relation to Non-Cancellable Operating Leases: | | |
| Within One Year | 101.80 | 101.80 |
| Later Than One Year but not Later than Five Years | 92.19 | 193.99 |
| Later than Five Years | - | - |
| Total | 193.99 | 295.79 |

b) Company as Lessee:

The Company's lease asset primarily consist of leases for land and buildings for branch offices and warehouses having the various lease terms. The Company also has certain leases of with lease terms of 12 months or less. The Company applies the 'short-term lease' recognition exemptions for these leases.

Following are the changes in the carrying value of right of use assets for the year ended 31st March, 2022:

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | | | As at 31 st March 2021 | | |
|--------------|-----------------------------------|-------------------|----------|-----------------------------------|-------------------|----------|
| | Leasehold Building | Leasehold land | Total | Leasehold Building | Leasehold land | Total |
| Opening | 1,984.03 | 4,393.02 | 6,377.05 | 325.83 | 2,015.32 | 2,341.15 |
| Addition | 2,372.33 | 116.67 | 2,489.00 | 1,934.59 | 2,417.07 | 4,351.66 |
| Deletion | 188.75 | 0.03 | 188.78 | - | - | - |
| Depreciation | 895.67 | 54.00 | 949.67 | 276.39 | 39.37 | 315.76 |
| Closing | 3,271.94 | 4,455.66 | 7,727.60 | 1,984.03 | 4,393.02 | 6,377.05 |

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

Movement in Lease liabilities

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|-------------------------------|---------------------------------------|---------------------------------------|
| At Beginning of the Year | 2,080.27 | 346.84 |
| Addition | 2,372.33 | 1,934.59 |
| Deletions | 160.46 | - |
| Finance Cost accrued | 255.95 | 127.84 |
| Payment of lease liabilities | 1,118.58 | 329.00 |
| At the end of the Year | 3,429.51 | 2,080.27 |

Break-up of current and non current lease liabilities

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|-------------------------------|---------------------------------------|---------------------------------------|
| Current Lease Liabilities | 782.32 | 903.73 |
| Non Current Lease Liabilities | 2,647.19 | 1,176.54 |

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

Contractual maturities (undiscounted)

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|----------------------|---------------------------------------|---------------------------------------|
| Less than one year | 945.96 | 874.45 |
| One to five years | 1,958.72 | 1,108.20 |
| More than five years | 2,453.11 | 829.68 |
| Total | 5,357.79 | 2,812.33 |

The incremental borrowing rate applied to lease liabilities is 9%.

Rent expense recorded for Short term and Low Value Leases was ₹3,731.31 Lakhs (31st March, 2021 ₹ 4,655.28 Lakhs)

44. CONTINGENT LIABILITIES AND COMMITMENTS

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|--|---------------------------------------|---------------------------------------|
| (i) Contingent Liabilities | | |
| (a) Claims Against the Company not Acknowledged as Debt | | |
| Sales Tax/Excise/Entry Tax/ESI/Trade Tax/Octroi/Stamp Duty | 286.25 | 339.90 |
| Other demands under Dispute not acknowledged as debt | 246.73 | 210.10 |
| (b) Guarantees excluding Financial Guarantees; and Counter Guarantees Outstanding | 1,906.97 | 2,166.59 |
| (ii) Commitments | | |
| Estimated Amount of Contracts Remaining to be Executed on Capital Account and Not Provided for (Net of Advance on Tangible Assets) | 1,547.68 | 1,284.51 |

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

| 45. ADDITIONAL REGULATORY INFORMATION | | | | | | |
|---|---|--|------------------------------|------------------------------|------------|--|
| a. Analytical Ratios | | | | | | |
| Ratio | Numerator | Denominator | 31 st March, 2022 | 31 st March, 2021 | % Variance | Reasons for variance |
| Current Ratio (in times) | Total current assets | Total current liabilities | 3.03 | 1.84 | 64.87% | Increase in cash and cash equivalents and Current Investments due to higher cash generated |
| Debt- Equity ratio (in times) | Debt consists of borrowings and lease liabilities | Total equity | 0.06 | 0.24 | -76.03% | Debt repayments amidst high cash availability |
| Debt service coverage ratio (in times) | Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses (Dep and Amortization) + Interest + Other non-cash adjustments (loss on sale of Fixed Assets) | Debt service = Interest and lease payments + Principal repayments | 9.92 | 3.39 | 192.40% | Lower Debt balances and higher cash profits |
| Return on equity ratio (in %) | Profit for the year less Preference dividend (if any) | Average total equity | 22.35% | 13.28% | 68.33% | Higher profits. |
| Inventory Turnover Ratio | Sales | Average Inventory | 72.10 | 58.57 | 23.11% | - |
| Trade receivables turnover ratio (in times) | Revenue from operations | Average trade receivables | 6.36 | 5.38 | 18.29% | - |
| Trade payables turnover ratio (in times) | Cost of equipment and software licenses + Other expenses | Average trade payables | 33.13 | 30.28 | 9.39% | - |
| Net capital turnover ratio (in times) | Revenue from operations | Working capital (i.e. Total current assets less Total current liabilities) | 6.00 | 8.14 | -26.27% | Increase in workings capital amidst revenue growth |
| Net profit ratio (in %) | Profit for the year | Revenue from operations | 9.11% | 5.42% | 68.12% | Revenue Growth, Lower finance cost, high profitability in Shipping Division |
| Return on capital employed (in %) | Profit before tax and finance costs | Capital employed = Net worth + Lease liabilities + Deferred tax liabilities | 22.20% | 13.22% | 67.98% | Higher Profits |
| Return on investment (in %) | Net Profit after taxes | Average Total Assets = Average of Opening Total Assets and Closing Total Assets excluding revaluation impact | 16.62% | 8.53% | 94.86% | Higher Profits |

* Inventory turnover ratio has been calculated for Seaways Division only.
In respect of aforementioned ratios explanation has been provided for changes in the ratio by more than 25%

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

b. Relationship with struck off companies

| Name of Struck off Company | Nature of transactions with struck off company | Balance outstanding as at 31 st March 2021 | Transaction | Balance outstanding as at 31 st March 2022 | Relationship with the struck off company |
|---|--|---|-------------|---|--|
| Pushkar Financial Services Limited | Shares held by struck off company | ₹* | - | ₹* | Shareholder |
| Fairtrade Securities Limited | Shares held by struck off company | ₹* | - | ₹* | Shareholder |
| Vaishak Shares Limited | Shares held by struck off company | ₹* | - | ₹* | Shareholder |
| Sharmila Manpower Solutions Private Limited | Manpower Supply | 7.70 | 33.50 | 1.52 | Vendor |
| Lemison Laundry Equipment Private Limited | Freight Income | - | 0.17 | - | Customer |
| Vaishali Aromatics India Private Limited | Freight Income | - | 0.07 | - | Customer |
| B K Infrastructure Private Limited | Freight Income | - | 0.13 | - | Customer |
| Took Took Electric Vehicles (OPC) Private Limited | Freight Income | - | 0.01 | - | Customer |
| Ritajya Industry Private Limited | Freight Income | - | 0.08 | - | Customer |
| Indiprime International Private Limited | Freight Income | - | 0.02 | - | Customer |
| Nano Aqua Private Limited | Freight Income | - | ₹* | - | Customer |
| Afflon Creations Private Limited | Freight Income | - | 0.02 | - | Customer |
| Swaransh Engineers Private Limited | Freight Income | - | 0.18 | - | Customer |
| JY Block Bearing Company Private Limited | Freight Income | - | 0.05 | - | Customer |
| Uni-Chem Seeds Private Limited | Freight Income | - | 0.02 | - | Customer |
| Unitech Packaging Private Limited | Freight Income | - | 0.12 | - | Customer |
| Deccan Articulations Private Limited | Freight Income | - | 0.04 | - | Customer |
| Greenessence Marketing Limited | Freight Income | - | 0.06 | - | Customer |
| Ranisati Marketing Co Private Limited | Freight Income | - | 0.01 | - | Customer |
| Parshvadrishi Copper Private Limited | Freight Income | - | 1.01 | - | Customer |
| Godwin Resorts & Hotels Private Limited | Freight Income | - | 0.01 | - | Customer |
| Deo Moonga Medical Devices Private Limited | Freight Income | - | 0.10 | - | Customer |
| Unique Energies Private Limited | Freight Income | - | 0.09 | - | Customer |
| Profutra Pharmaceutical Private Limited (OPC) | Freight Income | - | 0.08 | - | Customer |
| Rajureshwar Seeds Private Limited | Freight Income | - | 0.02 | - | Customer |
| Benito Pharmaceuticals Private Limited | Freight Income | - | 0.04 | - | Customer |
| Fannar Exim Private Limited | Freight Income | - | 0.09 | - | Customer |
| Interclean Solutions Private Limited | Freight Income | - | 0.04 | - | Customer |

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

| Name of Struck off Company | Nature of transactions with struck off company | Balance outstanding as at 31 st March 2021 | Transaction | Balance outstanding as at 31 st March 2022 | Relationship with the struck off company |
|---|--|---|-------------|---|--|
| Aphs Power Solutions Private Limited | Freight Income | - | 0.35 | - | Customer |
| Dr Sabharwals Manufactur Ing Labs Limited | Freight Income | - | 0.35 | - | Customer |
| R & D Mechtech Private Limited | Freight Income | - | 0.03 | - | Customer |
| Airborne Aero Services Private Limited | Freight Income | - | 0.02 | - | Customer |
| Jahannagar Textile Mill Private Limited | Freight Income | - | 0.02 | - | Customer |
| Bcc Fuba India Limited | Freight Income | - | 0.01 | - | Customer |
| Zafcon Engineering Private Limited | Freight Income | - | 0.04 | - | Customer |
| Jessica Shopping Paradise Private Limited | Freight Income | - | 0.02 | - | Customer |
| Yoursforever Organics Private Limited | Freight Income | - | 0.07 | - | Customer |
| Dinora International India Private Limited | Freight Income | - | _* | - | Customer |
| Seastar Watersport Products Private Limited | Freight Income | - | 0.03 | - | Customer |

*Less than ₹ 1,000

c. Details of transactions of advances or loans or investments of funds (either from the borrowed funds or share premium or any other sources or kind of funds), as prescribed to any other person(s) or entity (ies), including foreign entities (intermediaries)

The Company makes strategic investment in various entities through its wholly owned subsidiary TCI Ventures Limited. In compliance with Rule 11(e) of the Companies (Audit and Auditors) Rules, 2014, as amended, the investment made by the Company through equity shares or loans into TCI Ventures Limited and subsequent investment by TCI Ventures Limited in other entities is disclosed below:-

Date and amount of investments by the Company in TCI Ventures Limited

| Year | Investment | Loan | Total | Intermediary Party |
|---------|------------|--------|--------|---|
| 2016-17 | 162.01 | - | 162.01 | TCI Ventures Limited (Wholly owned subsidiary) CIN U65999DL2016PLC303211 Registered Address : DPT 625/626 DLF Prime Tower Okhla Phase 1 New Delhi 110020 |
| 2017-18 | 187.50 | - | 187.50 | |
| 2018-19 | 491.00 | - | 491.00 | |
| 2019-20 | - | 505.00 | 505.00 | |
| 2020-21 | 25.00 | 470.00 | 495.00 | |
| 2021-22 | - | 350.00 | 350.00 | |

Date and amount of fund further advanced or loaned or invested by TCI Ventures Limited

| Year | Investment | Loans | Total | Details of Further Investment |
|---------|------------|--------|--------|--|
| 2016-17 | 155.01 | - | 155.01 | TCI Ventures Limited has further invested in various strategic ventures in the form of Equity and Preference Shares, Ventures Capital Funds and Loans. |
| 2017-18 | 150.83 | - | 150.83 | |
| 2018-19 | 409.03 | 115.00 | 524.03 | |
| 2019-20 | 290.83 | 225.00 | 515.83 | |
| 2020-21 | 378.36 | 50.00 | 428.36 | |
| 2021-22 | 392.50 | - | 392.50 | |

The Company has complied with all the provisions of the Companies Act for such transactions and the transactions are not violative of the Prevention of Money-Laundering Act, 2002.

d. The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

- e. The Company is in compliance with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017 (as amended).
- f. The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- g. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

46. Corporate Social Responsibility (CSR)

- (a) As per Section 135 of the Companies Act, 2013, a CSR committee has been formed by the Company. The areas for CSR activities are Promoting education, preventive healthcare, special education and employment enhancing vocation skills, rural /nationally recognized/ Paralympic and Olympic sports, and Rural Development. The funds were primarily allocated to a corpus and utilized throughout the year on those activities which are specified in Schedule VII of the Companies Act, 2013.

(b) Details of Corporate Social Responsibility (CSR) Expenditure:

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|---|---------------------------------------|---------------------------------------|
| Amount Required to be Spent as per Section 135 of the Act | 304.10 | 294.00 |
| Amount Spent During the Year on: | | |
| (i) Construction / Acquisition of an Asset | | |
| (ii) On Purpose other than (i) Above | 332.50 | 300.00 |
| Total | 332.50 | 300.00 |

47. Details of Loans given, Investments made and Guarantees given covered u/s 186(4) of the Companies Act 2013

Investments made are given under the respective heads (Refer Note 8)

Corporate Guarantees given by the Company in respect of loans as at 31st March, 2022

(₹ in Lakhs)

| Sl No. | Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|--------|----------------|---------------------------------------|---------------------------------------|
| 1 | ABC India Ltd* | 742.06 | 742.06 |

* the Company has created a charge on its property situated at "P-10, New C.I.T. Road, Kolkata-700073" for abovementioned corporate guarantee

48. Disclosure in respect of Loans and advances in the nature of Loans as required under regulation 34 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

(₹ in Lakhs)

| Name of the Company | Amount Outstanding As at 31 st March, 2022 | Maximum Amount Outstanding during the year |
|---------------------|---|--|
| TCI Ventures Ltd. | 1,325.00 | 1,325.00 |

49. (a) ₹ 389.02 Lakhs outstanding as at 31st March, 2022 due to Micro and Small Enterprises registered under Micro, Small and Medium Enterprises development Act, 2006, (MSME) (31st March 2021 ₹ 127.92 Lakhs).
- (b) Interest paid/payable to the enterprises register under MSME ₹ 0.14 Lacs (31st March 2021 ₹ NIL).

50. Previous year figure's have been regrouped /rearranged wherever considered necessary

In terms of our Report of even date

For and on behalf of the Board

For **Brahmayya & Co.**
Chartered Accountants
Firm Regn No 000511S

Vijay Sankar
(Chairman of Audit Committee)
(DIN:00007875)

D. P. Agarwal
(Chairman & Managing Director)
(DIN:00084105)

Vineet Agarwal
(Managing Director)
(DIN:00380300)

Lokesh Vasudevan
(Partner)
Membership No.222320

Archana Pandey
(Company Secretary & Compliance Officer)
(Membership No: A23884)

Ashish Tiwari
(Group CFO)
(Membership No. 502579)

Place: Gurugram
Date: 28th May, 2022

Place: Gurugram
Date: 28th May, 2022

INDEPENDENT AUDITOR'S REPORT

To
The Members
Transport Corporation of India Limited

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Opinion

We have audited the accompanying Consolidated Financial Statements of **Transport Corporation of India Limited** (hereinafter referred to as "the Holding Company"), its subsidiary companies (the Holding Company and its subsidiary companies together referred to as "the Group"), its associate and jointly controlled entity, which comprise the Consolidated Balance Sheet as at 31st March 2022, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and Notes to the Consolidated Financial Statements, including a Summary of the Significant Accounting Policies and Other Explanatory Information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India including the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS"), of their

consolidated state of affairs of the Group, its associate and jointly controlled entity as at 31st March 2022, of its consolidated profit (including other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, its associate and jointly controlled entity in accordance with the Code of Ethics issued by Institute of Chartered Accountants of India ("ICAI"), and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Act and rules made thereunder. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Consolidated Financial Statements.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgement, were of the most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined following matters as Key Audit Matters to be communicated in our report:

| Key Audit Matter | Auditor's Response |
|--|---|
| Revenue recognition and measurement including related cost of rendering of services involves critical judgments by management including assessment of when the control of goods or services are being transferred, identifying large variety of complex performance obligations and determining if such obligations are satisfied over a period of time. (Refer Note No. 3.2, 4.16 & 4.20 to the Consolidated Financial Statements) | Our audit approach includes: <ul style="list-style-type: none"> ● Testing the design and operating effectiveness of the internal controls associated with contracts with customers/vendors ● Testing the information technology systems related to consignment notes, trip data and billing ● Analyzing contracts with customers/vendors from selected samples ● Analyzing invoices with customers/vendors from selected samples ● Reviewing the logic designed in preparation of consignment notes, bill registers, lorry hire contracts and the time taken for concluding the performance obligation ● Testing of the approval mechanism, access and change controls associated with the tariff/rate masters ● Reviewing the report of Internal Auditors ● Performance of analytical procedures for reasonableness of the estimates |
| Group's policy of adopting a useful life different from the life specified in Part C to Schedule II of the Act. (Refer Note No. 4.2 & 5 to the Consolidated Financial Statements) | Our audit approach include: <ul style="list-style-type: none"> ● Review of the technical valuation report of the Independent agency ● Evaluating the competence and objectivity of the expert ● Review of IACS Class certificate and statutory certificates on procurement to evaluate ship's sea worthiness ● Reviewing the periodic dry dock cycles along with the compliance of the accounting policy |

OTHER INFORMATION

The Holding Company's Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Holding Company's Annual Report, but does not include the Consolidated Financial Statements and our auditors' report thereon.

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



INDEPENDENT AUDITOR'S REPORT (Contd.)

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, 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.

MANAGEMENT'S RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, Consolidated Changes in Equity and Consolidated Cash Flows of the Group, its associate and jointly controlled entity in accordance with the accounting principles generally accepted in India including Ind AS specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associate and jointly controlled entity are responsible for maintenance of adequate accounting records in accordance with provisions of the Act for safeguarding of the assets of the Group, its associate and jointly controlled entity and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements 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 Consolidated Financial Statements give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group and of its associate and jointly controlled entity are responsible for assessing the ability of the Group and of its associate and jointly controlled entity to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group, its associate and jointly controlled entity or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associate and jointly controlled entity are also responsible for overseeing the financial reporting process of the Group and of its associate and jointly controlled entity.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

- (a) Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- (b) 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 Group and its associate and jointly controlled entity has adequate internal financial controls system in place and the operating effectiveness of such controls.
- (c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- (d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate and jointly controlled entity to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate and jointly controlled entity to cease to continue as a going concern.
- (e) Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- (f) Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate and jointly controlled entity to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of Holding Company of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding

INDEPENDENT AUDITOR'S REPORT (Contd.)

independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

OTHER MATTERS

1. We did not audit the financial statements of one branch included in the Consolidated Financial Statements whose financial statements reflect total assets of ₹ 387.83 Lakhs as at 31st March 2022, total revenue of ₹ 12.42 Lakhs and total net profit including comprehensive income of ₹ (4.03) Lakhs for the year ended on that date, as considered in the Consolidated Financial Statements. The financial statements of this branch has been audited by the branch auditor whose report has been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of this branch, is based solely on the report of such branch auditor.
2. We did not audit financial statements of six subsidiary companies and one jointly controlled entity; included in the Consolidated Financial Statements, whose Financial Statements reflect total assets of ₹ 16,022.31 Lakhs as at 31st March 2022, Group's share of total revenues of ₹ 37,675.03 Lakhs and Group's share of total net profit after tax of ₹ 3,574.26 Lakhs, and Group's share of total comprehensive income of ₹ 4,138.90 Lakhs for the year ended on that date, as considered in the Consolidated Financial Statements. These Financial Statements have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary companies, is based solely on the reports of the other auditors.
3. We did not audit financial statements of five subsidiary companies and one associate, included in Consolidated Financial Statements, whose financial statements reflect total assets of ₹ 1,206.47 Lakhs as at 31st March 2022, Group's share of total revenue of ₹ 6.28 Lakhs and Group's share of net profit after tax and total comprehensive profit of ₹ (20.10) Lakhs for the year ended on that date, as considered in the Consolidated Financial Statements. These Financial Statements are unaudited and have been furnished to us by the Management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary companies and associate, and our report in terms of sub sections (3) and (11) of section 143 of the Act in so far as it relates to the aforesaid subsidiary companies and associate, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the Consolidated Financial Statements is not modified in respect of the above matter with respect to our reliance on the work done and the reports of other auditors and the financial statements certified by the Management.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020, ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies, associate and jointly controlled entity, incorporated in India, as noted in the Other Matter paragraph, we give in the "Annexure A" a statement on the matters specified in paragraph 3(xxi) and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report to the extent applicable that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
 - (b) in our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - (c) The report on the accounts of branch office of the Holding Company audited under Section 143(8) of the Act by branch auditor have been sent to us and have been properly dealt with in preparing this report.
 - (d) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
 - (e) in our opinion, the aforesaid Consolidated Financial Statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (f) On the basis of the written representations received from the directors of the Holding Company as on 31st March 2022, taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, associate and jointly controlled entity incorporated in India, none of the directors of the Group, its associate and its jointly controlled entity incorporated in India are disqualified as on 31st March 2022 from being appointed as a director in terms of Section 164(2) of the Act.
 - (g) With respect to the adequacy of the internal financial controls over financial reporting of the Group, its associate and jointly controlled entity and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
3. 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, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of other statutory auditors on separate financial statements as also the other financial information of the subsidiary companies, associates and joint ventures, as noted in the "Other matter" paragraph:



INDEPENDENT AUDITOR'S REPORT (Contd.)

- (a) The Consolidated Financial Statements has disclosed the impact of pending litigations on the consolidated financial position of the Group, its associate and jointly controlled entity– Refer Note 45 to the Consolidated Financial Statements;
- (b) The Group, its associate and jointly controlled entity did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- (c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.
- (d) i) The respective managements of the Holding Company and its subsidiary companies, associate and jointly controlled entity which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary companies, associate and jointly controlled entity respectively that, to the best of its knowledge and belief, other than as disclosed in the Note 46(c) to the Consolidated Financial Statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company and its subsidiary companies, associate and jointly controlled entity to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company and its subsidiary companies, associate and jointly controlled entity ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (ii) The respective managements of the Holding Company and its subsidiary companies, associate and jointly controlled entity which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary companies, associate and jointly controlled entity respectively that, to the best of its knowledge and belief, other than as disclosed in the Note 46(c) to the Consolidated Financial Statements, no funds have been received by the Holding Company and its subsidiary companies, associate and jointly controlled entity from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company and its subsidiary companies, associate and jointly controlled entity 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;
- (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that

performed by the auditors of the subsidiary companies, associate and jointly controlled entity which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) contain any material misstatement;

- (e) The final dividend paid by the Holding Company and on the basis of reports of other statutory auditors of its subsidiary companies, associate and jointly controlled entity, incorporated in India during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

The respective Board of Directors of the Holding Company, a subsidiary, and a jointly controlled entity, incorporated in India have proposed final dividend for the year which is subject to the approval of the members of the respective companies at the respective ensuing Annual General Meeting.

The interim dividend declared and paid by Holding Company, its subsidiary company, associate and jointly controlled entity during the year and until the date of this audit report is in accordance with section 123 of the Act.

The Board of Directors of the Holding Company and its subsidiary companies have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

4. With respect to the matters to be included in the Auditor's Report under Section 197(16):

In our opinion and according to the information and explanation given to us, the remuneration paid by the Holding Company, its subsidiary companies, associate and jointly controlled entity, which are incorporated in India, to its director, to the extent applicable, during the year is in accordance with the provision of section 197 of the Act. The remuneration paid to directors by the Holding Company, its subsidiary companies, associate and jointly controlled entity, which are incorporated in India, to the extent applicable, is not in excess of the limit laid down under section 197 of the Act.

For **Brahmayya & Co.,**
Chartered Accountants
Firm's Regn No. 000511S

Lokesh Vasudevan

Partner

Place: Gurugram
Date: 28th May 2022

Membership No. 222320
UDIN: 2222320AJVXPP2517

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

The **"Annexure A"** referred to in clause 1 of **"Report on Other Legal and Regulatory Requirements"** Paragraph of the Independent Auditor's Report of even date to the members of **Transport Corporation of India Limited** on the Consolidated Financial Statements as on and for the year ended 31st March 2022.

In terms of the information and explanations sought by us and given by the Group and its associate and jointly controlled entity and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (xxi) On the basis of, reports of the statutory auditors of its subsidiary companies and jointly controlled entity incorporated in India, taken on record, no qualification or adverse remarks has been provided by respective auditors in the CARO 2020 of respective companies for the year ended 31st March 2022.

The report of the following components included in the consolidated financial statements has not been issued by its auditor till the date of our auditor's report:

| S.No. | Name | CIN | Holding Company/ Subsidiary/ Joint Venture/ Associates |
|-------|--------------------------------------|-----------------------|--|
| 1. | Cargo Exchange India Private Limited | U63090TG2015PTC097453 | Associate |

For **Brahmayya & Co.,**
Chartered Accountants
Firm's Regn No. 000511S

Lokesh Vasudevan
Partner
Membership No. 222320
UDIN: 22222320AJVXPP2517

Place: Gurugram
Date: 28th May, 2022



ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

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

In conjunction with our audit of the Consolidated Financial Statements of Transport Corporation of India Limited as of and for the year ended 31st March 2022, we have audited the internal financial controls over financial reporting of Transport Corporation of India Limited ("the Holding Company"), its subsidiary companies (the holding company and its subsidiary companies together referred as "the Group"), its associate and jointly controlled company, which are incorporated in India, as on that date (together referred to as the "Covered Entities" in this report). Refer Annexure C for the list of Covered Entities.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, its subsidiary companies, its associate and jointly controlled entity which are incorporated in India are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies 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"). 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 respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility for Internal Financial Controls

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the company, its subsidiary companies, associate and jointly controlled company incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the SAs, 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 over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 internal financial control over financial reporting of the Holding Company, its subsidiary companies, associate and jointly controlled entity, incorporated in India.

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion and to the best of our information and according to the explanation given to us, the Holding Company, its subsidiary companies, its associate and jointly controlled company, which are incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2022, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matter

Our report under Section 143 (3) (i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to the covered entities as listed in Annexure B is based on the corresponding reports of the auditors of such companies.

For **Brahmayya & Co.,**
Chartered Accountants
Firm's Regn No. 000511S

Lokesh Vasudevan
Partner

Place: Gurugram
Date: 28th May 2022

Membership No. 222320
UDIN: 2222320AJVXPP2517

ANNEXURE C TO THE INDEPENDENT AUDITOR'S REPORT

COVERED ENTITIES

| Sl.No. | Name of the Company | Relationship |
|--------|---|---------------------------|
| 1. | Stratsol Logistics Private Limited | Subsidiary |
| 2. | TCI Ventures Limited | Subsidiary |
| 3. | TCI Cold Chain Solutions Limited | Subsidiary |
| 4. | TCI-CONCOR Multimodal Solutions Private Limited. | Subsidiary |
| 5. | Transsystem Logistics International Private Limited | Jointly Controlled Entity |
| 6. | Cargo Exchange India Private Limited | Associate |



CONSOLIDATED BALANCE SHEET

AS AT 31ST MARCH 2022

(₹ in Lakhs)

| Particulars | Note No. | As at 31 st March 2022 | As at 31 st March 2021 |
|---|------------|-----------------------------------|-----------------------------------|
| I. ASSETS | | | |
| 1. Non-Current Assets | | | |
| a) Property, Plant and Equipment | 5 | 72,105.03 | 73,774.88 |
| b) Capital Work-in-Progress | 5 | 730.15 | 522.15 |
| c) Right of Use Assets | 6 | 7,727.60 | 6,377.05 |
| d) Other Intangible Assets | 7 | 302.41 | 310.86 |
| e) Financial Assets | | | |
| i) Investments | 8 | 17,798.08 | 14,997.94 |
| ii) Other Financial Assets | 9 | 572.59 | 607.11 |
| f) Other Non-Current Assets | 10 | 1,937.08 | 3,674.02 |
| Total Non Current Assets | | 1,01,172.94 | 1,00,264.01 |
| 2. Current Assets | | | |
| a) Inventories | 11 | 846.01 | 711.72 |
| b) Financial Assets | | | |
| i) Investments | 8 | 1,472.47 | - |
| ii) Trade Receivables | 12 | 50,824.92 | 51,104.30 |
| iii) Cash and Cash Equivalents | 13 | 6,789.15 | 3,405.48 |
| iv) Other Bank Balances | 13 | 656.22 | 545.15 |
| v) Loans | 14 | 124.53 | 99.53 |
| vi) Other Financial Assets | 9 | 2,259.65 | 2,252.63 |
| c) Current Tax Assets (Net) | 15 | 3,059.18 | 1,965.80 |
| d) Other Current Assets | 10 | 15,497.88 | 13,242.26 |
| Total Current Assets | | 81,530.01 | 73,326.87 |
| 3. Non-Current Assets Held for Sale | 16 | - | 289.41 |
| Total Assets | | 1,82,702.95 | 1,73,880.29 |
| II. EQUITY AND LIABILITIES | | | |
| 1. Equity | | | |
| a) Equity Share Capital | 17 | 1,546.54 | 1,541.99 |
| b) Other Equity | 17A | 1,41,481.03 | 1,15,428.88 |
| Total Equity | | 1,43,027.57 | 1,16,970.87 |
| 2. Non-Controlling Interest | 17A | 2,737.72 | 862.81 |
| 3. Non-Current Liabilities | | | |
| a) Financial Liabilities | | | |
| i) Borrowings | 18 | 2,280.14 | 10,908.73 |
| ii) Lease Liabilities | 19 | 2,647.19 | 1,176.54 |
| b) Deferred Tax Liabilities (Net) | 20 | 2,756.08 | 2,731.61 |
| c) Provisions | 21 | 462.71 | 468.52 |
| d) Government Grant | 22 | 185.59 | 189.09 |
| Total Non Current Liabilities | | 8,331.71 | 15,474.49 |
| 4. Current Liabilities | | | |
| a) Financial Liabilities | | | |
| i) Borrowings | 18 | 3,913.02 | 16,759.37 |
| ii) Lease Liabilities | 19 | 782.32 | 903.73 |
| iii) Trade Payables | 23 | | |
| a) total outstanding dues of micro and small enterprises | | 389.02 | 127.92 |
| b) total outstanding dues of creditors other than micro and small enterprises | | 8,123.91 | 9,297.28 |
| iv) Other Financial Liabilities | 24 | 2,808.74 | 2,159.38 |
| b) Other Current Liabilities | 25 | 10,534.58 | 9,396.17 |
| c) Provisions | 21 | 2,050.86 | 1,924.77 |
| d) Government Grant | 22 | 3.50 | 3.50 |
| Total Current Liabilities | | 28,605.95 | 40,572.12 |
| Total Equity and Liabilities | | 1,82,702.95 | 1,73,880.29 |
| Summary of Significant Accounting Policies | 2-4 | | |

The accompanying notes form an integral part of the Consolidated Financial Statements.

In terms of our Report of even date For and on behalf of the Board

For **Brahmayya & Co.**
Chartered Accountants
Firm Regn No 0005115

Lokesh Vasudevan
(Partner)
Membership No.222320

Place: Gurugram
Date: 28th May, 2022

Vijay Sankar
(Chairman of Audit Committee)
(DIN:00007875)

Archana Pandey
(Company Secretary & Compliance Officer)
(Membership No: A23884)

Place: Gurugram
Date: 28th May, 2022

D. P. Agarwal
(Chairman & Managing Director)
(DIN:00084105)

Vineet Agarwal
(Managing Director)
(DIN:00380300)

Ashish Tiwari
(Group CFO)
(Membership No. 502579)

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31ST MARCH 2022

(₹ in Lakhs)

| Particulars | Note No. | For the year ended 31 st March 2022 | For the year Ended 31 st March 2021 |
|---|------------|--|--|
| I Revenue | | | |
| Revenue from Operations | 26 | 3,25,668.19 | 2,80,238.86 |
| Other Income | 27 | 1,991.12 | 2,547.36 |
| Total Income | | 3,27,659.31 | 2,82,786.22 |
| II Expenses | | | |
| Cost of Rendering of Services | 28 | 2,57,663.78 | 2,29,910.66 |
| Employee Benefits Expense | 29 | 16,998.40 | 14,549.36 |
| Finance Costs | 30 | 1,282.68 | 2,669.68 |
| Depreciation and Amortization Expense | 31 | 11,302.11 | 9,280.55 |
| Other Expenses | 32 | 10,132.18 | 9,657.21 |
| Total Expenses | | 2,97,379.15 | 2,66,067.46 |
| III Profit Before Exceptional Items and Tax (I-II) | | 30,280.16 | 16,718.76 |
| IV Share of Profit from Joint Venture/Associates | | 2,766.84 | 2,012.56 |
| V Profit Before Tax (III+IV) | | 33,047.00 | 18,731.32 |
| VI Exceptional Items | 33 | - | 1,305.70 |
| VII Profit Before Tax after Exceptional Items (V-VI) | | 33,047.00 | 17,425.62 |
| VIII Tax Expenses: | 34 | | |
| Current Tax | | 3,901.00 | 2,661.48 |
| MAT Credit | | (50.21) | - |
| Deferred Tax | | (86.10) | (277.50) |
| Taxes for Earlier Years | | - | (0.06) |
| IX Profit for the Year (VII-VIII) | | 29,282.31 | 15,041.70 |
| X Other Comprehensive Income | | | |
| Items that will not be Reclassified to Profit or Loss: | | | |
| Change in fair value of Equity Instruments designated as fair value through OCI | | 732.16 | 210.73 |
| Gain/(Loss) on sale of Investment classified at FVTOCI | | - | 29.48 |
| Remeasurements of Post-Employment Benefit obligations | | (235.15) | (164.95) |
| Income tax relating items that will not be reclassified to Profit or Loss Statement | | - | - |
| Current Tax | | - | 48.04 |
| Deferred Tax | | 107.90 | (59.40) |
| Other Comprehensive Income for the Year, Net of Tax | | 389.11 | 86.62 |
| XI Total Comprehensive Income for the Year (IX+X) | | 29,671.42 | 15,128.32 |
| Profit Attributable to: | | | |
| Owner of Transport Corporation of India Ltd. | | 28,960.84 | 14,713.21 |
| Non-Controlling Interests | | 321.47 | 328.49 |
| Total | | 29,282.31 | 15,041.70 |
| Other Comprehensive Income Attributable to: | | | |
| Owner of Transport Corporation of India Ltd. | | 389.11 | 86.62 |
| Non-Controlling Interests | | - | - |
| Total | | 389.11 | 86.62 |
| Total Comprehensive Income Attributable to: | | | |
| Owner of Transport Corporation of India Ltd. | | 29,349.95 | 14,799.83 |
| Non-Controlling Interests | | 321.47 | 328.49 |
| Total | | 29,671.42 | 15,128.32 |
| Earning Per Equity Share of ₹ 2 Each | 35 | | |
| Basic | | 37.50 | 19.12 |
| Diluted | | 37.34 | 19.07 |
| Summary of Significant Accounting Policies | 2-4 | | |

The accompanying notes form an integral part of the Consolidated Financial Statements

In terms of our Report of even date For and on behalf of the Board

For **Brahmayya & Co.**
Chartered Accountants
Firm Regn No 0005115

Lokesh Vasudevan
(Partner)
Membership No.222320

Place: Gurugram
Date: 28th May, 2022

Vijay Sankar
(Chairman of Audit Committee)
(DIN:00007875)

Archana Pandey
(Company Secretary & Compliance Officer)
(Membership No: A23884)

Place: Gurugram
Date: 28th May, 2022

D. P. Agarwal
(Chairman & Managing Director)
(DIN:00084105)

Vineet Agarwal
(Managing Director)
(DIN:00380300)

Ashish Tiwari
(Group CFO)
(Membership No. 502579)

CONSOLIDATED STATEMENT OF CASH FLOW

FOR THE YEAR ENDED 31ST MARCH 2022

(₹ in Lakhs)

| Particulars | For the year ended 31 st March 2022 | For the year Ended 31 st March 2021 |
|--|---|---|
| A. CASH FLOW FROM OPERATING ACTIVITIES: | | |
| Net Profit Before Tax after Exceptional Items | 33,047.00 | 17,425.62 |
| Adjustments for : | | |
| Depreciation | 11,302.11 | 9,280.55 |
| Unclaimed Balances and Excess Provisions Written Back | (194.46) | (100.57) |
| Loss (Profit) on Sale of Property, Plant & Equipment | 106.99 | (124.60) |
| Unrealized Gain On Lease Modification Ind AS 116 | (39.86) | - |
| Loss (Profit) on Sale of Investment | (9.22) | (0.63) |
| Loss (Profit) of the Joint Venture/Associate | (2,766.84) | (2,012.56) |
| Share Based Payments to Employees | 416.32 | 178.54 |
| Impairment Loss for Assets | - | 1,305.70 |
| Fair Valuation of Investments Designated as FVTPL | - | (26.96) |
| Bad Debts and Irrecoverable Balances Written Off | 431.41 | 841.94 |
| Exchange Loss/ (Gain) | - | 32.78 |
| Finance Costs | 1,282.68 | 2,669.68 |
| Interest Income | (185.71) | (578.49) |
| Dividend Income | (1.78) | (1.72) |
| Government Grant / Scrip Issued | (18.91) | (3.50) |
| Operating Profit Before Working Capital Changes | 10,322.73 | 11,460.16 |
| Adjustments For : | 43,369.73 | 28,885.78 |
| Decrease (Increase) In Inventories | (134.29) | (53.57) |
| Decrease (Increase) In Trade Receivables, Current | 42.43 | (3,148.16) |
| Decrease (Increase) In Other Financial Assets | (34.21) | 241.39 |
| Decrease (Increase) In Other Bank Balances | (111.07) | 730.22 |
| Decrease (Increase) In Other Assets | (2,167.37) | (2,037.97) |
| Increase (Decrease) In Trade and Other Payables | (912.27) | 4,067.24 |
| Increase (Decrease) In Other Financial Liabilities | 668.24 | (73.95) |
| Increase (Decrease) In Provisions | 120.28 | (99.96) |
| Increase (Decrease) In Other Current Liabilities | 903.26 | 1,441.98 |
| Cash Flow From Operating Activities | 41,744.73 | 29,953.00 |
| (Direct Taxes Paid)/Refund Received (Net) | (4,944.17) | 518.67 |
| Net Cash From Operating Activities | 36,800.56 | 30,471.67 |
| B. CASH FLOW FROM INVESTING ACTIVITIES: | | |
| Purchase of Property, Plant & Equipment (Including Capital Advances) | (7,601.16) | (15,301.04) |
| Loans | (25.00) | 33.11 |
| Proceeds on Sale of Property, Plant & Equipment | 528.93 | 3,120.72 |
| Sale of Investments | 84.41 | 296.63 |
| Investment in Commercial Paper | (1,472.47) | - |
| Interest Received | 247.42 | 587.50 |
| Dividend Received | 981.78 | 981.72 |
| Purchase of Investments | (365.55) | (466.60) |
| Net Cash From Investing Activities | (7,621.64) | (10,747.96) |
| C. CASH FLOW FROM FINANCING ACTIVITIES: | | |
| Proceeds from Minority Interest | 1,604.89 | - |
| Proceeds from Issue of Share Capital (ESOP) | 335.15 | 402.20 |
| Short Term Borrowings (Net) | (10,700.02) | (9,497.46) |
| Proceeds from Term Borrowings | 215.07 | 174.00 |
| Repayment of Term Borrowings | (10,989.99) | (4,866.69) |
| Finance Cost Paid | (1,045.61) | (2,559.88) |
| Payment of Dividend | (4,096.16) | (958.25) |
| Repayment of Lease Liability | (1,118.58) | (329.00) |
| Net Cash From Financing Activities | (25,795.25) | (17,635.08) |
| Net Increase/(Decrease) In Cash & Cash Equivalent(A+B+C) | 3,383.67 | 2,088.63 |
| Opening Cash & Cash Equivalent | 3,405.48 | 1,316.85 |
| Closing Cash & Cash Equivalent | 6,789.15 | 3,405.48 |

The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard - 7 (Ind AS 7) Statement of Cash Flows.

In terms of our Report of even date For and on behalf of the Board

For **Brahmayya & Co.**
Chartered Accountants
Firm Regn No 0005115

Vijay Sankar
(Chairman of Audit Committee)
(DIN:00007875)

D. P. Agarwal
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Lokesh Vasudevan
(Partner)
Membership No.222320

Archana Pandey
(Company Secretary & Compliance Officer)
(Membership No: A23884)

Ashish Tiwari
(Group CFO)
(Membership No. 502579)

Place: Gurugram
Date: 28th May, 2022

Place: Gurugram
Date: 28th May, 2022

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31ST MARCH 2022

A. Equity Share Capital

| Particulars | No. of Shares | ₹ in Lakhs |
|---|--------------------|-----------------|
| Balance as at 1st April, 2020 | 7,68,26,225 | 1,536.52 |
| Changes in Equity Share Capital During FY 2020-21 | 2,73,525 | 5.47 |
| Balance as at 31st March, 2021 | 7,70,99,750 | 1,541.99 |
| Changes in Equity Share Capital During FY 2021-22 | 2,28,175 | 4.56 |
| Balance as at 31st March, 2022 | 7,73,27,925 | 1,546.55 |

B. Other Equity

(₹ in Lakhs)

| Particulars | Other Equity | | | | | | | | | | | | Non-Controlling Interests | Total |
|--|----------------------|--------------------|-----------------|----------------------------|---------------------|--------------------------------|---------------------------|-----------------------------|----------|----------------------------|----------|-------------|---------------------------|-------------|
| | Reserves and Surplus | | | | | | | | FCTR | Other Comprehensive Income | | Total | | |
| | Retained Earnings | Securities Premium | General Reserve | Share Options Out-standing | Tonnage Tax Reserve | Tonnage Tax Reserve (Utilized) | Reserve on Consol-idation | Capital Redemp-tion Reserve | | FVTOCI Equity Instru-ments | Others | | | |
| Balance as at 1 st April, 2020 | 23,221.49 | 1,270.95 | 66,139.54 | 906.11 | 1,400.00 | 6,124.50 | 1,239.42 | 194.00 | (320.36) | 1,245.36 | (569.37) | 1,00,851.64 | 568.61 | 1,01,420.25 |
| Profit For the Year | 14,713.21 | - | - | - | - | - | - | - | - | - | - | 14,713.21 | 328.49 | 15,041.70 |
| Other Comprehensive Income (Net of tax) | - | - | - | - | - | - | - | - | - | 192.17 | (105.55) | 86.62 | - | 86.62 |
| Addition/Deletion During the Year | - | - | - | - | - | - | - | - | 152.49 | - | - | 152.49 | - | 152.49 |
| Issue of Shares/Grant of Shares Options | - | 396.74 | - | 200.33 | - | - | - | - | - | - | - | 597.07 | - | 597.07 |
| Transfer to Securities Premium | - | 399.67 | - | (399.67) | - | - | - | - | - | - | - | - | - | - |
| Transfer In/(Out) with OCI | 988.26 | - | - | - | - | - | - | - | - | (988.26) | - | - | - | - |
| Cancellation of Equity Stock Options | - | - | - | (48.19) | - | - | - | - | - | - | - | (48.19) | - | (48.19) |
| Transfer In/(Out) General Reserve | (7,000.00) | - | 7,000.00 | - | - | - | - | - | - | - | - | - | - | - |
| Transfer In/(Out) Tonnage Tax Reserve | (1,200.00) | - | - | - | 1,200.00 | - | - | - | - | - | - | - | - | - |
| Transfer In/(Out) Tonnage Tax Reserve (Utilized) | - | - | - | - | (1,400.00) | 1,400.00 | - | - | - | - | - | - | - | - |
| Transactions With Owners in Their Capacity as Owners : | | | | | | | | | | | | | | |
| Dividends | (923.96) | - | - | - | - | - | - | - | - | - | - | (923.96) | (34.29) | (958.25) |
| Balance as at 31 st March, 2021 | 29,799.00 | 2,067.36 | 73,139.54 | 658.58 | 1,200.00 | 7,524.50 | 1,239.42 | 194.00 | (167.87) | 449.27 | (674.92) | 1,15,428.88 | 862.81 | 1,16,291.69 |
| Profit For the Year | 28,960.84 | - | - | - | - | - | - | - | - | - | - | 28,960.84 | 321.47 | 29,282.31 |
| Other Comprehensive Income (Net of tax) | - | - | - | - | - | - | - | - | - | 732.16 | (235.15) | 497.01 | - | 497.01 |
| Addition/Deletion During the Year | - | - | - | - | - | - | - | - | (105.73) | - | - | (105.73) | 1,604.89 | 1,499.16 |
| Issue of Shares/Grant of Shares Options | - | 330.59 | - | 486.36 | - | - | - | - | - | - | - | 816.95 | - | 816.95 |
| Transfer to Securities Premium | - | 339.25 | - | (339.25) | - | - | - | - | - | - | - | - | - | - |
| Transfer In/(Out) with OCI | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Cancellation of Equity Stock Options | - | - | - | (20.76) | - | - | - | - | - | - | - | (20.76) | - | (20.76) |
| Transfer In/(Out) General Reserve | (7,000.00) | - | 7,000.00 | - | - | - | - | - | - | - | - | - | - | - |
| Transfer In/(Out) Tonnage Tax Reserve | (3,600.00) | - | - | - | 3,600.00 | - | - | - | - | - | - | - | - | - |
| Transfer In/(Out) Tonnage Tax Reserve (Utilized) | - | - | - | - | (1,200.00) | 1,200.00 | - | - | - | - | - | - | - | - |
| Transactions With Owners in Their Capacity as Owners : | | | | | | | | | | | | | | |
| Dividends | (4,096.16) | - | - | - | - | - | - | - | - | - | - | (4,096.16) | (51.45) | (4,147.61) |
| Balance as at 31 st March, 2022 | 44,063.68 | 2,737.20 | 80,139.54 | 784.93 | 3,600.00 | 8,724.50 | 1,239.42 | 194.00 | (273.60) | 1,181.43 | (910.07) | 1,41,481.03 | 2,737.72 | 1,44,218.75 |

In terms of our Report of even date For and on behalf of the Board

For **Brahmayya & Co.**
Chartered Accountants
Firm Regn No 0005115

Lokesh Vasudevan
(Partner)
Membership No.222320

Place: Gurugram
Date: 28th May, 2022

Vijay Sankar
(Chairman of Audit Committee)
(DIN:00007875)

Archana Pandey
(Company Secretary & Compliance Officer)
(Membership No: A23884)

Place: Gurugram
Date: 28th May, 2022

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Vineet Agarwal
(Managing Director)
(DIN:00380300)

Ashish Tiwari
(Group CFO)
(Membership No. 502579)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2022

1. CORPORATE INFORMATION

Transport Corporation of India Limited. ('TCIL' or 'the Company'), its subsidiary companies, its associate and jointly controlled entity (hereinafter collectively referred to as 'the Group'), is a public Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Transport Corporation of India is India's leading end to end integrated supply chain and logistics solutions provider (LSP) and a pioneer in the sphere of cargo transportation in India. Leveraging on its extensive infrastructure, strong foundation and skilled manpower, TCIL offers seamless multimodal transportation solutions. An ISO 9001:2008 certified group, TCIL is listed with premier stock exchanges, namely, NSE and BSE.

2. BASIS OF PREPARATION

These notes provide the list of the significant accounting policies adopted in the preparation of these Consolidated Ind AS Financial Statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

a) Compliance with Ind AS

The Consolidated Financial Statements of the Group have been prepared in accordance with the India Accounting Standard as notified under section 133 of the Companies Act, 2013 read with prescribed rules therein. The Group has uniformly applied the accounting policies during the periods presented.

The Consolidated Financial Statements for the year ended 31st March, 2022 were authorized and approved by the Board of Directors on 28th May, 2022.

b) Historical Cost Convention

The Consolidated Financial Statements have been prepared on a historical cost basis, except for the following:

- Certain financial assets and liabilities (including derivative instruments) and contingent consideration that is measured at fair value or amortized cost;
- Assets held for sale – measured at fair value less cost to sell;
- Defined benefit plans – plan assets measured at fair value; and
- Share-based payments — measured at fair value options at the grant date

c) Current / Non-Current Classification

Any asset or liability is satisfied as current if it satisfies any of the following conditions:

- Asset / Liability is expected to be realized / settled in the Group's normal operating cycle
- Asset is intended for sale or consumption
- Asset / Liability is held primarily for the purpose of trading
- Asset is a cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date
- In case of a Liability, the Group does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date

For the purpose of this classification, the Group has ascertained its normal operating cycle as twelve

months, which is based on the nature of business and time between acquisition of assets and inventories for processing and their realisation in cash and cash equivalents.

3. USE OF SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS

Estimates, assumptions concerning the future and judgments are made in the preparation of the Consolidated Financial Statements. They affect the application of the Group's accounting policies, reporting amounts of assets, liabilities, income and expense and disclosures made. Although these estimates are based on management's best knowledge of current events and actions, actual result may differ from those estimates.

The critical accounting estimates and assumptions used and areas involving a high degree of judgments are described below:

3.1. Use of estimation and assumption

In the process of applying the entity's accounting policies, management had made the following estimation and assumptions that have the significant effect on the amounts recognized in the Consolidated Financial Statements. The estimates and assumptions used in accompanying Consolidated Financial Statements are based upon management's evaluation of the relevant facts and circumstances as on the date of the Consolidated Financial Statements, reviewed on an ongoing basis. Any revision to accounting estimates is recognized prospectively in current and future periods.

A) PROPERTY, PLANT AND EQUIPMENT & INTANGIBLE ASSETS

Key estimates related to long-lived assets (property, plant and equipment and intangible assets) include useful lives, recoverability of carrying values and the existence of any retirement obligations. As a result of future decisions, such estimates could be significantly modified. The useful lives as mentioned in Note 4.2 and Note 4.3 is applied as per Schedule II of Companies Act, 2013 and estimated based upon our historical experience, technical estimates and industry information. These estimates include an assumption regarding periodic maintenance and an appropriate level of annual capital expenditures to maintain the assets.

B) EMPLOYEE BENEFITS - MEASUREMENT OF DEFINED BENEFIT OBLIGATION (DBO)

Management assesses post-employment and other employee benefit obligations using the projected unit credit method based on actuarial assumptions which represent management's best estimates of the variables (such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases) that will determine the ultimate cost of providing post-employment and other employee benefits. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

C) INCOME TAXES

The Group recognizes tax liabilities based upon self-assessment as per the tax laws. When the final tax outcome of these matters is different from the amounts that were initially recognized,

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

3.2. Critical judgments made in applying accounting policies

A) REVENUE

The Group recognizes revenue from contracts with customers based on a five-step model as per Ind AS 115 (Refer Note 4.20) which involves judgements such as identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables. The management exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. It considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

Revenue from freight services is recognized over time using percentage-of-completion method. The management uses judgement to estimate the services provided as on reporting date as a proportion of total services provided which is used to determine the degree of the completion of the performance obligation.

B) RECOGNITION OF DEFERRED TAX ASSETS

The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized. In addition, significant judgement is required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions.

C) RECOGNITION OF DEFERRED TAX LIABILITIES ON UNDISTRIBUTED PROFITS

The extent to which the Group can control the timing of reversal of deferred tax liability on undistributed profits of its subsidiary companies requires judgement.

D) EVALUATION OF INDICATORS FOR IMPAIRMENT OF ASSETS

The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

E) EXPECTED CREDIT LOSSES

Expected credit losses of the Group are based on an evaluation of the collectability of receivables. A considerable amount of judgment is required in assessing the ultimate realization of these receivables, including their current credit worthiness, past collection history of each customer and ongoing dealings with them. If the financial conditions of the counterparties with which the Group contracted were to deteriorate, resulting in an impairment of their ability to make

payments, additional expected credit loss may be required.

F) USEFUL LIFE OF DEPRECIABLE/AMORTISABLE ASSETS

Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain software, customer relationships, IT equipment and other plant and equipment.

G) FAIR VALUE MEASUREMENTS

Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. 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.

H) PROVISIONS

At each balance sheet date basis the management judgement, changes in facts and legal aspects, the Group assess the requirement of the provisions. However, the actual future outcome may be different from this judgement.

I) LEASES

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain or not to exercise the option to renew or terminate the lease. That considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

J) UNCERTAINTIES RESULTING FROM GLOBAL PANDEMIC COVID-19

The Group has considered internal and external sources of information including credit reports, economics forecasts and industry report up to the date of approval of the Consolidated Financial Statements in determining the impacts on various elements of its Consolidated Financial Statements. The Group has applied due prudence in applying judgements, estimates and assumptions including performance of sensitivity analysis based on the current estimates in assessing the recoverability of trade receivable including unbilled receivables, investments, right of use assets and other financial assets for the possible impact on the Consolidated Financial Statements.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

3.3. Recent pronouncements

Ministry of Corporate Affairs ("MCA") notified new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 23rd March, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from 1st April, 2022 as below:

IND AS 103 - BUSINESS COMBINATION

The amendments specifies that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Ind AS (Conceptual Framework), issued by the ICAI at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Group does not expect the amendment to have any significant impact in its Consolidated Financial Statements.

IND AS 16 - PROPERTY, PLANT AND EQUIPMENT (PPE)

The amendments clarifies that excess of net sale proceeds of items produced over the cost of testing while preparing the asset for its intended use (if any), shall not be recognize in the profit or loss but deducted from the directly attributable cost considered as part of cost of an item PPE. The Group has evaluated the amendment and there is no impact in recognition of its property, plant and equipment on its Consolidated Financial Statements.

IND AS 37 - PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

The amendments specify that that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The amendment is essentially a clarification and the Group does not expect the amendment to have any significant impact in its Consolidated Financial Statements.

IND AS 109 - FINANCIAL INSTRUMENTS

The amendment clarifies which fees an entity includes when it applies the '10%' test of Ind AS 109 in assessing whether to derecognize a financial liability or to consider as modification of existing financial liability. The Group does not expect the amendment to have any significant impact in its Consolidated Financial Statements.

4. SIGNIFICANT ACCOUNTING POLICIES

4.1. Basis of Consolidation

SUBSIDIARY COMPANIES

Subsidiary Companies are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiary Companies are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that

control ceases. Profit or loss and other comprehensive income ('OCI') of subsidiary companies acquired or disposed of during the period are recognized from the effective date of acquisition, or up to the effective date of disposal, as applicable. All the consolidated subsidiary companies have a consistent reporting date of 31st March, 2022.

The Group combines the financial statements of the Holding and its subsidiary companies line by line adding together like items of assets, liabilities, equity, income and expenses. Intergroup transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests, presented as part of equity, represent the portion of a subsidiary company's profit or loss and net assets that is not held by the Group. Profit or loss and each component of OCI are attributed to the equity holders of the Holding Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. The Group attributes total comprehensive income or loss of subsidiary companies between the owners of the parent and the non-controlling interests based on their respective ownership interests.

The group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary companies. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognized within equity.

ASSOCIATES AND JOINT VENTURES

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies. Investments in associates are accounted for using the equity method, after initially being recognized at cost.

Investments in joint arrangement are classified as either Joint operations or Joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the Joint arrangement.

- Joint ventures – Interest in joint venture are accounted for using the equity method, after initially being recognized at cost
- Joint operations – The Group recognizes its direct right to the assets, liabilities, revenue and expenses of Joint operations and its share of any jointly held or incurred assets, liabilities, revenue and expenses. These have been incorporated in the financial statement under the appropriate heading

Under the equity method of accounting, the investments are initially recognized at cost and adjusted thereafter to recognize the Group's share of the post-

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

acquisition profits or losses of the investee in profit and loss, and the Group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognized as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealized gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in these entities. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group. The carrying amount of equity accounted investments is tested for impairment in accordance impairment of non-financial asset policy.

BUSINESS COMBINATIONS

The Group applies the acquisition method in accounting for business combinations. The consideration transferred by the Group to obtain control of a subsidiary company is calculated as the sum of the acquisition-date fair values of assets transferred, liabilities incurred and the equity interests issued by the Group, which includes the fair value of any asset or liability arising from a contingent consideration arrangement. Acquisition costs are expensed as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their acquisition date fair values.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for noncontrolling and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the difference is recognized in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognizes the gain directly in equity as capital reserve, without routing the same through OCI.

Where settlement of any part of cash consideration is deferred, the amount payable in the future is discounted to their present value as at the date of exchange. The discount rate used is the Group's incremental borrowing rate, being the rate at which the similar borrowing could be obtained from an independent financier under comparable terms and condition.

Contingent consideration is classified either as equity or financial liability. Amount classified as financial liability are subsequently re-measured to fair value with changes in fair value recognized in profit or loss.

Business combinations involving entities or businesses under common control have been accounted for using the pooling of interest's method. The assets and liabilities of the combining entities are reflected at their carrying amounts. No adjustments have been made to reflect fair values, or to recognize any new assets or liabilities except changes made to harmonize the accounting policies.

4.2. Property, Plant and Equipment and Depreciation

INITIAL RECOGNITION

All items of property, plant and equipment are initially measured at cost. The cost of an item of plant and equipment is recognized as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

Cost includes its purchase price (after deducting trade discounts and rebates), import duties & non-refundable purchase taxes, any costs directly attributable to bringing the asset to the location & condition necessary for it to be capable of operating in the manner intended by management, borrowing costs on qualifying assets and asset retirement costs.

The activities necessary to prepare an asset for its intended use or sale extend to more than just physical construction of the asset. It may also include technical (DPR, environmental, planning, Land acquisition and geological study) and administrative work such as obtaining approvals before the commencement of physical construction.

The cost of replacing a part of an item of property, plant and equipment is capitalized if it is probable that the future economic benefits of the part will flow to the Group and that its cost can be measured reliably. The carrying amount of the replaced part is derecognized.

Costs of day to day repairs and maintenance costs are recognized into the statement of profit and loss account as incurred.

SUBSEQUENT MEASUREMENT

Subsequent to recognition, property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual values, estimated useful lives and depreciation method are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

DEPRECIATION

Depreciation is provided on Straight Line Method, as per the provisions of Schedule II of the Companies Act, 2013 or based on useful life estimated on the technical assessment. Asset class wise useful lives are as under:

| Type of Assets | Useful Life |
|-----------------------------------|-----------------------------|
| Building | 60 Years |
| Building - Leasehold Improvements | Lease Term |
| Ships | As per technical assessment |
| Motor Trucks | 6 Years |
| Vehicles | 8-10 Years |
| Plant and Machinery | 15-22 Years |
| Computer | 3 Years |
| Containers | 15 Years |
| Furniture and Fixtures | 10 Years |
| Office Equipment | 5 Years |
| Railway Wagons | 15 Years |



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

In respect of additions / deletions to the fixed assets / leasehold improvements, depreciation is charged from the date the asset is ready to use / up to the date of deletion

DE-RECOGNITION

An item of plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de recognition of the asset is recognized in the profit or loss in the year the asset is derecognized.

CAPITAL WORK IN PROGRESS AND CAPITAL ADVANCES

Cost of asset not ready for intended use and assets under installation or under construction as at the Balance Sheet date are shown as Capital Work in Progress. Advances given towards acquisition of fixed assets outstanding at each Balance Sheet date are disclosed as Other Non Current Asset in accordance with Schedule III to the Companies Act, 2013.

4.3. Intangible Assets & Amortization

INITIAL RECOGNITION

Intangible assets acquired separately are initially measured at cost. Intangible assets are recognized if and only if, it is probable that the future economic benefits that are attributable to the asset will flow to the Company and the cost of the asset can be measured reliably.

Cost of separately acquired intangible assets includes its purchase price (after deducting trade discounts and rebates), import duties & non-refundable purchase taxes, any costs directly attributable to preparing the asset for its intended use.

SUBSEQUENT MEASUREMENT AND AMORTIZATION

Intangible assets are stated at cost of acquisition less accumulated amortization and accumulated impairment losses, if any. Subsequent expenditure related to an item of intangible assets are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

The carrying values of intangible assets are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual values, estimated useful lives and amortization method are reviewed at each financial year-end, and adjusted prospectively, if appropriate

The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortized on a straight-line basis over the period of their estimated useful lives. Estimated useful lives by major class of finite-life intangible assets are as follows

| Intangible Assets | Method of Amortization | Estimated Useful life |
|---------------------------|------------------------|---------------------------------------|
| Computer Software | on straight-line basis | Over a period of 3 to 10 years |
| Railway Operating License | on straight-line basis | 20 Years based on validity of license |

The amortization period and the amortization method for Other Intangible Assets with a finite useful life are reviewed at each reporting date.

DE-RECOGNITION

An item of Intangible assets is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de recognition of the asset is recognized in the profit or loss in the year the asset is derecognized.

4.4. Inventories

Inventories are valued at lower of cost or net realizable value. Cost of inventory includes cost of purchase and other costs incurred in bringing them to their present location and condition. Net Realizable Value in respect of consumables is the estimated current procurement price in the ordinary course of the business.

4.5. Impairment of Non – Financial Assets

At each reporting date, the Group assesses whether there is any indication that an asset may be impaired. Where an indicator of impairment exists, the Group makes a formal estimate of recoverable amount. Where the carrying amount of an asset exceeds its recoverable amount the asset is considered impaired and is written down to its recoverable amount.

Recoverable amount is the greater of fair value less costs to sell and value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Impairment losses of continuing operations, including impairment on inventories, are recognized in the statement of Profit and Loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognized in OCI up to the amount of any previous revaluation surplus.

After impairment, depreciation or amortization is provided on the revised carrying amount of the asset over its remaining useful life.

The impairment assessment for all assets is made at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit or loss.

4.6. Financial Assets

Financial assets comprise of investments in equity and debt securities, mutual funds, loans, trade receivables, cash and cash equivalents and other financial assets.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

INITIAL RECOGNITION

All financial assets except investments in subsidiary companies, associates and jointly controlled entities are recognized initially at fair value. Purchases or sales of financial asset that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Group commits to purchase or sell the assets.

SUBSEQUENT MEASUREMENT

a) Financial assets measured at amortized cost:

Financial assets held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at amortized cost using effective interest rate (EIR) method. The EIR amortization is recognized as finance income in the Statement of Profit and Loss.

The Group while applying above criteria has classified the following at amortized cost:

- a. Loans
- b. Trade Receivable
- c. Cash and Cash Equivalents
- d. Other Financial Assets

b) Financial assets at fair value through other comprehensive income (FVTOCI):

Financial assets held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, selling the financial assets and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at FVTOCI. Fair Value movements in financial assets at FVTOCI are recognized in other comprehensive income. Equity instruments held for trading are classified at fair value through profit or loss (FVTPL). For other equity instruments the Group classifies the same at FVTOCI. The classification is made on initial recognition and is irrevocable. Fair value changes on equity investments at FVTOCI, excluding dividends are recognized in other comprehensive income (OCI).

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

Financial asset are measured at fair value through profit or loss if it does not meet the criteria for classification as measured at amortized cost or at fair value through other comprehensive income. All fair value changes are recognized in the statement of profit and loss.

d) Investment in subsidiary companies, joint ventures & associates are carried at cost in the separate financial statements.

Impairment

Financial assets are tested for impairment based on the expected credit losses in accordance with Ind AS 109 on the following financial assets:

a) Trade Receivables

An impairment analysis is performed at each reporting date. The expected credit losses over life time of the asset are estimated by adopting the simplified approach using a provision matrix on its portfolio of trade receivables, which is based on historical loss rates reflecting current condition and forecasts of future economic conditions. In this approach assets are grouped on the basis of similar credit characteristics such as customer segment, past due status and other factors which are relevant to estimate the expected cash loss from these assets.

b) Other financial assets

Other financial assets are tested for impairment based on significant change in credit risk since initial recognition and impairment is measured based on probability of default over the life time when there is significant increase in credit risk.

De-recognition

A financial asset is derecognized only when:

- The Group has transferred the rights to receive cash flows from the financial asset or
- The contractual right to receive cash flows from financial asset is expired or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients

Where the entity has transferred an asset and transferred substantially all risks and rewards of ownership of the financial asset, in such cases the financial asset is derecognized. Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is also derecognized if the Group has not retained control of the financial asset.

4.7. Cash and Cash Equivalents

Cash and cash equivalents comprises cash at bank (including deposits with banks with original maturity of three months or less) and cash in hand and short-term investments with an original maturity of three months or less. Deposits with banks are subsequently measured at amortized cost and short term investments are measured at fair value through statement of profit & loss.

4.8. Non-current Assets held for sale

Non-current assets or disposal groups comprising of assets and liabilities are classified as 'held for sale' when all the following criteria are met:

- (i) decision has been made to sell,
- (ii) the assets are available for immediate sale in its present condition,
- (iii) the assets are being actively marketed and
- (iv) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date.

Subsequently, such non-current assets and disposal groups classified as 'held for sale' are measured at the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are no longer depreciated or amortized.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

4.9. Share Capital

Equity Shares are classified as equity

4.10. Financial Liabilities

INITIAL RECOGNITION

Financial liabilities are recognized when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. The Group determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognized initially at fair value plus any directly attributable transaction costs, such as loan processing fees and issue expenses.

SUBSEQUENT MEASUREMENT - AT AMORTIZED COST

After initial recognition, financial liabilities are subsequently measured at amortized cost using the effective interest rate (EIR) method. Gains and losses are recognized in profit or loss when the liabilities are de recognized, and through the amortization process.

DE-RECOGNITION

A financial liability is de recognized when the obligation under the liability is discharged or cancelled or 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 a de recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in profit or loss.

4.11. Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. Capitalisation of borrowing cost is suspended in the period during which the active development is delayed due to other than temporary interruption. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest, exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost and other costs that an entity incurs in connection with the borrowing of funds.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

4.12. Employee benefits

Employee benefits are charged to the Statement of Profit and Loss for the year.

Retirement benefits in the form of Provident Fund are defined contribution scheme and such contributions are recognized, when the contributions to the respective funds are due. There are no other obligation other than the contribution payable to the respective funds

Gratuity liability is defined benefit obligation and is provided for on the basis of actuarial valuation on projected unit credit method made at the end of each financial year. Re measurement in case of defined benefit plans gains and losses arising from experience adjustments and changes in actuarial assumptions are

recognized in the period in which they occur, directly in other comprehensive income and they are included in the statement of changes in equity.

Compensated absences are provided for on the basis of actuarial valuation on projected unit credit method made at the end of each financial year. Re measurements as a result of experience adjustments and changes in actuarial assumptions are recognized in statement of profit or loss account.

The amount of Non-current and Current portions of employee benefits is classified as per the actuarial valuation at the end of each financial year.

4.13. Share Based Payments - Employee Stock Option Scheme

The Group has formulated an Employees Stock Option Scheme which provides that subject to continued employment with the Company or the group, employees of the Company and its subsidiary companies are granted an option to acquire equity shares of the Company that may be exercised within a specified period. The fair value of options granted under Employee Stock Option Plan is recognized as an Deferred employees stock option compensation with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options. The total expense is recognized over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

4.14. Income Taxes

Income tax expense is comprised of current and deferred taxes. Current and deferred tax is recognized in net income except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income. Current income tax relating to items recognized outside profit and loss is recognized outside profit and loss (either in other comprehensive income or in equity). Current income taxes for the current period, including any adjustments to tax payable in respect of previous years, are recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the tax rates that are enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and liabilities are recognized for temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax base using the tax rates that are expected to apply in the period in which the deferred tax asset or liability is expected to settle, based on the laws that have been enacted or substantively enacted by the end of reporting period.

Deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable income nor the accounting income. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable income will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and reduced accordingly to the extent that it is no longer probable that they can be utilized.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

Deferred tax assets and liabilities are offset when there is legally enforceable right of offset current tax assets and liabilities when the deferred tax balances relate to the same taxation authority. Current tax asset and liabilities are offset where the entity has legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. Deferred Tax relating to items recognized outside profit or loss is recognized outside profit and loss (either in other comprehensive income or in equity).

4.15. Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether

- (i) the contract involves the use of an identified asset
- (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease, and
- (iii) the Group has the right to direct the use of the asset

The Group's lease assets consist of the following:

| Asset Description | Useful life |
|--------------------|--------------------------------------|
| Leasehold Land | As per Lease period |
| Leasehold Building | Lower of Lease period or useful life |

At date of commencement of leases, the Group recognized a right of use asset (ROU) and a corresponding lease liability for all the lease arrangements, except for those with a term of twelve month or less (short term leases) and leases of low value assets. For these leases, the Group recognizes lease payments as an operating expense on straight line basis over the lease term.

INITIAL MEASUREMENT

ROU assets are initially measured at cost that comprises of the initial amount of lease liability adjusted for any lease payments made at or prior to the date of commencement, initial direct costs and lease incentives (if any).

Lease Liability is initially measured at the present value of future lease payments that are not paid at that date. The lease payments shall be discounted using the interest rate implicit in the lease or, if not readily determinable, incremental borrowing rate.

SUBSEQUENT MEASUREMENT

ROU assets are subsequently measured at cost less accumulated depreciation and impairment loss, if any. ROU is depreciated from the date of commencement on a straight-line basis over the shorter of lease term or useful life of the underlying asset.

Lease Liability is subsequently measured by increasing the carrying amount to reflect interest and reducing the carrying amount to reflect the lease payments made.

The carrying amount of lease liability is remeasured to reflect any reassessment or lease modification such as change in lease term.

ROU asset and lease liability are separately presented in the balance sheet and lease payments have been classified as financing cash flows.

Group as a lessor

Leases for which the Group is a lessor is classified as finance or operating lease. Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Lease income from operating leases is recognized in the statement of profit and loss income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

4.16. Provisions

A provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

The Group recognizes decommissioning provisions in the period in which a legal or constructive obligation is incurred. A corresponding decommissioning cost is added to the carrying amount of the associated property, plant and equipment, and it is depreciated over the estimated useful life of the asset.

4.17. Contingent Liabilities

Contingent liability is disclosed in case of:

- A present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- A present obligation arising from past events, when no reliable estimate is possible;
- A possible obligation arising from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group where the probability of outflow of resources is not remote.

4.18. Contingent Assets

Contingent assets are not recognized but disclosed in the Consolidated Financial Statements when an inflow of economic benefits is probable.

4.19. Fair Value Measurements

Group follows the following mentioned underneath hierarchy for determining fair values of its financial instruments:

- 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 (prices) or indirectly (derived from prices); and
- Level 3 – Inputs for the asset or liability that are not based on observable market data.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

The fair value of financial instruments traded in active markets is based on quoted market prices at the reporting dates. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The fair value for these instruments is determined using Level 1 inputs.

The fair value of financial instruments that are not traded in an active market (for example, over the counter derivatives) is determined by using valuation techniques. These valuation techniques maximize the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is fair valued using level 2 inputs.

If one or more of the significant inputs is not based on observable market data, the instrument is fair valued using Level 3 inputs. Specific valuation techniques used to value financial instruments include:

- Quoted market prices or dealer quotes for similar instruments
- The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves
- The fair value of forward foreign exchange contracts is determined using forward exchange rates at the reporting dates, with the resulting value discounted back to present value
- Other techniques, such as discounted cash flow analysis, are used to determine fair value for the remaining financial instruments.

4.20. Revenue Recognition

The Group derives revenues primarily from business of freight, logistic services (comprising of supply chain management, warehousing and allied services) and sale of power.

The Group recognizes revenue from contracts with customers based on a five-step model, such as to, identifying the contracts with a customer, identifying the performance obligations in the contract, determine the transaction price, allocate the transaction price to the performance obligations in the contract and recognize revenue when (or as) the entity satisfies a performance obligation at a point in time or over time.

The Group satisfies a performance obligation and recognizes revenue over time, if one of the following criteria is met:

- The customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs; or
- The Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- The Group's performance does not create an asset with an alternative use to the Group and the entity has an enforceable right to payment for performance completed to date

For performance obligations where one of the above conditions are not met, revenue is recognized at the point in time at which the performance obligation is satisfied.

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

- Freight Services - Freight income and associated expenses are recognized over time using the percentage of completion method (POC method). The stage of completion is assessed with reference to completion of the specific transaction assessed on the basis of the actual service provided as a proportion of the total services to be provided. Generally, the contracts are fixed price, thus the associated cost can be reliably measured
- Logistics Services - Under Logistics Services, the principal service is related to the customer contracts for warehousing activities. Based on the customer contracts logistic income is recognized at the point in time when the services are rendered, the amount of revenue can be reliably measured and, in all probability, the economic benefit from the transaction will flow to the Group
- Sale of Power - Income from the sale of power is recognized at the point in time on transfer of significant risks and rewards of ownership to the buyer, and measured based on the rates in accordance with the provision of the Power Purchase Agreement (PPAs) entered into by the Group and procurer(s) of power

4.21. Other Income

INTEREST INCOME

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

Interest income on fixed deposits is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

DIVIDEND INCOME

Dividend income is recognized at the time when right to receive the payment is established, which is generally when the shareholders approve the dividend and it is probable that the economic benefit associate with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

4.22. Foreign currency transactions

FUNCTIONAL AND PRESENTATION CURRENCY

The Consolidated Financial Statements are presented in Indian Rupee (₹) which is also the functional and presentation currency of the Group.

TRANSACTION AND BALANCES

Transactions in foreign currencies are translated to the functional currency of the Group, at exchange rates in effect at the transaction date. At each reporting date

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate in effect at the date of the financial statement. The translation for other non-monetary assets and liabilities are not updated from historical exchange rates unless they are carried at fair value.

4.23. Government Grants

Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized as income in equal amounts over the expected useful life of the related asset.

4.24. Earnings per share

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

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

4.25. Segment Reporting

Operating segments are identified and reported in a manner consistent with the internal financial reporting provided to the chief operating decision makers responsible for allocating resources and assessing performance of the operating segments.

4.26. Events after reporting date:

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the Consolidated Financial Statements. Non Adjusting events after the Balance Sheet date which are material in size or nature are disclosed separately in the Consolidated Financial Statements.



5 PROPERTY, PLANT AND EQUIPMENT CONSISTS OF THE FOLLOWING

| Particulars | Owned Assets | | | | | | | | | | | | | Assets under Operating Lease: | | Total |
|--|---------------|-----------|-----------------------|-----------|---------------|--------------|----------|---------------------|-----------|------------|----------------------|-------------------|----------------|------------------------------------|-------------|-------|
| | Freehold Land | Buildings | Leasehold Improvement | Ships | Ship Dry Dock | Motor Trucks | Vehicles | Plant and Equipment | Computers | Containers | Furniture & Fixtures | Office Equipments | Railway Wagons | Plant & Equipments - Wind Machines | | |
| Cost as at 1st April, 2021 | 8,613.59 | 15,405.17 | 765.78 | 21,412.83 | 7,596.54 | 24,340.57 | 1,340.32 | 10,363.83 | 1,072.10 | 15,133.95 | 3,187.56 | 1,140.88 | 2,530.00 | 2,581.46 | 1,15,484.58 | |
| Additions | 929.34 | 427.12 | 234.22 | - | 2,780.45 | 147.92 | 500.51 | 684.71 | 206.13 | 1,309.68 | 79.29 | 120.67 | 1,499.87 | - | 8,919.91 | |
| Assets under disposal classified as held for sale | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | |
| Disposals | - | - | - | - | - | 1,298.08 | 424.53 | - | - | 121.03 | - | - | - | - | 1,843.64 | |
| Cost as at 31st March, 2022 | 9,542.93 | 15,832.29 | 1,000.00 | 21,412.83 | 10,376.99 | 23,190.41 | 1,416.30 | 11,048.54 | 1,278.23 | 16,322.60 | 3,266.85 | 1,261.55 | 4,029.87 | 2,581.46 | 1,22,560.85 | |
| Accumulated depreciation & Impairment as at 1st April, 2021 | - | 1,436.97 | 223.71 | 6,009.82 | 5,118.69 | 16,466.55 | 507.31 | 3,319.65 | 891.63 | 2,984.40 | 1,571.42 | 866.69 | 91.79 | 2,221.07 | 41,709.70 | |
| Depreciation | - | 262.34 | 91.53 | 3,270.34 | 1,598.96 | 2,520.71 | 166.98 | 726.73 | 108.22 | 1,023.48 | 274.62 | 100.27 | 160.23 | 27.22 | 10,331.63 | |
| Disposals | - | - | - | - | - | 1,223.50 | 260.85 | - | - | 101.16 | - | - | - | - | 1,585.51 | |
| Impairment during the year | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | |
| Accumulated depreciation & Impairment as at 31st March, 2022 | - | 1,699.31 | 315.24 | 9,280.16 | 6,717.65 | 17,763.76 | 413.44 | 4,046.38 | 999.85 | 3,906.72 | 1,846.04 | 966.96 | 252.02 | 2,248.29 | 50,455.82 | |
| Net Carrying amount as at 31st March, 2022 | 9,542.93 | 14,132.98 | 684.76 | 12,132.67 | 3,659.34 | 5,426.65 | 1,002.86 | 7,002.16 | 278.38 | 12,415.88 | 1,420.81 | 294.59 | 3,777.85 | 333.17 | 72,105.03 | |
| Capital Work in progress (CWIP) | | | | | | | | | | | | | | | 730.15 | |
| Total | | | | | | | | | | | | | | | 72,835.18 | |

₹ in Lakhs

| CWIP Ageing Schedule | Amount on CWIP for the period of | | | Total |
|----------------------|----------------------------------|-----------|-------------------|---------------|
| | Less than 1 Year | 1-2 Years | More than 3 Years | |
| Project in Progress | 420.14 | 200.26 | 60.44 | 730.15 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

(₹ in Lakhs)

| Particulars | Owned Assets | | | | | | | | | | | | Assets under Operating Lease: | | Total |
|--|---------------|-----------|-----------------------|-----------|---------------|--------------|----------|---------------------|-----------|------------|----------------------|-------------------|-------------------------------|------------------------------------|-------------|
| | Freehold Land | Buildings | Leasehold Improvement | Ships | Ship Dry Dock | Motor Trucks | Vehicles | Plant and Equipment | Computers | Containers | Furniture & Fixtures | Office Equipments | Railway Wagons | Plant & Equipments - Wind Machines | |
| Cost as at 1st April, 2020 | 8,673.30 | 13,348.86 | 765.78 | 25,652.48 | 5,916.65 | 25,201.04 | 1,353.80 | 9,023.66 | 1,178.37 | 12,385.17 | 3,094.00 | 1,072.85 | - | 2,581.46 | 1,10,247.42 |
| Additions | 563.03 | 2,059.16 | - | - | 2,122.30 | 870.20 | 193.92 | 1,351.71 | 46.22 | 2,918.61 | 137.62 | 70.22 | 2,530.00 | - | 12,862.99 |
| Assets under disposal classified as held for sale | 289.41 | - | - | - | - | - | - | - | - | - | - | - | - | - | 289.41 |
| Disposals | 333.33 | 2.85 | - | 4,239.65 | 442.41 | 1,730.67 | 207.40 | 11.54 | 152.49 | 169.83 | 44.06 | 2.19 | - | - | 7,336.42 |
| Cost as at 31st March, 2021 | 8,613.59 | 15,405.17 | 765.78 | 21,412.83 | 7,596.54 | 24,340.57 | 1,340.32 | 10,363.83 | 1,072.10 | 15,133.95 | 3,187.56 | 1,140.88 | 2,530.00 | 2,581.46 | 1,15,484.58 |
| Accumulated depreciation & Impairment as at 1st April, 2020 | - | 1,197.55 | 162.98 | 4,474.20 | 4,377.88 | 15,007.00 | 462.01 | 2,650.48 | 873.07 | 2,262.12 | 1,330.15 | 763.49 | - | 1,900.17 | 35,461.10 |
| Depreciation | - | 240.09 | 60.73 | 2,330.84 | 1,138.43 | 2,787.88 | 152.17 | 670.65 | 163.38 | 871.28 | 279.13 | 104.48 | 91.79 | 58.30 | 8,949.15 |
| Disposals | - | 0.67 | - | 795.22 | 397.62 | 1,328.33 | 106.87 | 1.48 | 144.82 | 149.00 | 37.86 | 1.28 | - | - | 2,963.15 |
| Impairment during the year | - | - | - | - | - | - | - | - | - | - | - | - | - | 262.60 | 262.60 |
| Accumulated depreciation & Impairment as at 31st March, 2021 | - | 1,436.97 | 223.71 | 6,009.82 | 5,118.69 | 16,466.55 | 507.31 | 3,319.65 | 891.63 | 2,984.40 | 1,571.42 | 866.69 | 91.79 | 2,221.07 | 41,709.70 |
| Net Carrying amount as at 31st March, 2021 | 8,613.59 | 13,968.20 | 542.07 | 15,403.01 | 2,477.85 | 7,874.02 | 833.01 | 7,044.18 | 180.47 | 12,149.55 | 1,616.14 | 274.19 | 2,438.21 | 360.39 | 73,774.88 |
| Capital Work in progress | | | | | | | | | | | | | | | 522.15 |
| Total | | | | | | | | | | | | | | | 74,297.03 |

| CWIP Ageing Schedule | Amount on CWIP for the period of | | | Total |
|----------------------|----------------------------------|-----------|-------------------|--------|
| | Less than 1 Year | 1-2 Years | More than 3 Years | |
| Project in Progress | 367.75 | 48.50 | 79.48 | 522.15 |

- (i) Refer Note 18 & 49 for information on property, plant and equipment pledged as security by the Company.
(ii) The borrowing costs capitalised during the year ended 31st March 2022 was ₹ 54.93 Lakhs (31st March 2021: ₹ 106.20 Lakhs).
(iii) In financial year 2020-21, Wind Power assets had been impaired on the basis of internal assessment as process described in Ind AS 36 (Refer Note 33 (a)).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

6. RIGHT OF USE ASSETS

(₹ in Lakhs)

| Particulars | Leasehold Building | Leasehold Land | Total |
|---|--------------------|-----------------|-----------------|
| Cost as at 1 st April, 2021 | 2,307.87 | 4,460.61 | 6,768.48 |
| Additions | 2,372.33 | 116.67 | 2,489.00 |
| Disposals | 413.77 | 0.03 | 413.80 |
| Cost as at 31st March, 2022 | 4,266.43 | 4,577.25 | 8,843.68 |
| Accumulated depreciation as at 1 st April, 2021 | 323.84 | 67.59 | 391.43 |
| Depreciation | 895.67 | 54.00 | 949.67 |
| Disposals | 225.02 | - | 225.02 |
| Accumulated depreciation as at 31st March, 2022 | 994.49 | 121.59 | 1,116.08 |
| Net Carrying amount as at 31st March, 2022 | 3,271.94 | 4,455.66 | 7,727.60 |

(₹ in Lakhs)

| Particulars | Leasehold Building | Leasehold Land | Total |
|---|--------------------|-----------------|-----------------|
| Cost as at 1 st April, 2020 | 373.28 | 2,043.54 | 2,416.82 |
| Additions | 1,934.59 | 2,417.07 | 4,351.66 |
| Disposals | - | - | - |
| Cost as at 31st March, 2021 | 2,307.87 | 4,460.61 | 6,768.48 |
| Accumulated depreciation as at 1 st April, 2020 | 47.45 | 28.22 | 75.67 |
| Depreciation | 276.39 | 39.37 | 315.76 |
| Disposals | - | - | - |
| Accumulated depreciation as at 31st March, 2021 | 323.84 | 67.59 | 391.43 |
| Net Carrying amount as at 31st March, 2021 | 1,984.03 | 4,393.02 | 6,377.05 |

7. OTHER INTANGIBLE ASSETS

(₹ in Lakhs)

| Particulars | Softwares | Railway Operating License | Total |
|---|---------------|---------------------------|---------------|
| Cost as at 1 st April, 2021 | 111.87 | 300.00 | 411.87 |
| Additions | 12.37 | - | 12.37 |
| Disposals | - | - | - |
| Cost as at 31st March, 2022 | 124.24 | 300.00 | 424.24 |
| Accumulated Amortization as at 1 st April, 2021 | 91.80 | 9.21 | 101.01 |
| Amortization | 5.79 | 15.03 | 20.82 |
| Disposals | - | - | - |
| Accumulated Amortization as at 31st March, 2022 | 97.59 | 24.24 | 121.83 |
| Net Carrying amount as at 31st March, 2022 | 26.65 | 275.76 | 302.41 |

(₹ in Lakhs)

| Particulars | Softwares | Railway Operating License | Total |
|---|---------------|---------------------------|---------------|
| Cost as at 1 st April, 2020 | 291.84 | - | 291.84 |
| Additions | - | 300.00 | 300.00 |
| Disposals | 179.97 | - | 179.97 |
| Cost as at 31st March, 2021 | 111.87 | 300.00 | 411.87 |
| Accumulated Amortization as at 1 st April, 2020 | 246.93 | - | 246.93 |
| Amortization | 6.42 | 9.21 | 15.63 |
| Disposals | 161.55 | - | 161.55 |
| Accumulated Amortization as at 31st March, 2021 | 91.80 | 9.21 | 101.01 |
| Net Carrying amount as at 31st March, 2021 | 20.07 | 290.79 | 310.86 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

8. INVESTMENTS

(₹ in Lakhs)

| Particulars | Number of Shares/Units | | Amount | |
|---|--------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| | As at 31 st March 2022 | As at 31 st March 2021 | As at 31 st March 2022 | As at 31 st March 2021 |
| Non Current Investment | | | | |
| In Equity Instruments | | | | |
| In Other Companies (Unquoted) (At FVTOCI) | | | | |
| Fully Paid up Shares of ₹ 10/- Each of TCI Distribution Centers Limited | 1,43,700 | 1,43,700 | 14.37 | 14.37 |
| Fully Paid up Shares of ₹ 20/- Each of AIOT Foundry Private Limited | 40 | 40 | 54.91 | 50.76 |
| Sub total (a) | 1,43,700 | 1,43,700 | 69.28 | 65.13 |
| In Jointly controlled Entity (Unquoted) (At Cost) | | | | |
| Fully Paid up Shares of ₹ 10/- Each of Transystem Logistics International Private Limited | 39,20,000 | 39,20,000 | 12,706.02 | 11,659.19 |
| Profits for the Year | | | 2,764.35 | 2,033.90 |
| Share of Other Comprehensive Income | | | 1.72 | (7.07) |
| Dividend Received | | | (980.00) | (980.00) |
| Sub total (b) | 39,20,000 | 39,20,000 | 14,492.09 | 12,706.02 |
| In Associate (Unquoted) (at Cost) | | | | |
| Fully Paid up Shares of ₹ 10/- Each of Cargo Exchange India Private Limited | 30,844 | 633 | 620.44 | 591.78 |
| Add: Investment made during the Year | - | 30,211 | - | 50.00 |
| Add: Share of Profit/(Loss) during the Year | | | 2.49 | (21.34) |
| Sub total (c) | 30,844 | 30,844 | 622.93 | 620.44 |
| In Preference shares | | | | |
| In Other Company (Unquoted) (at FVTOCI) | | | | |
| Preference Share Fully Paid up Shares of ₹ 1000/- Each of Leap India Limited | 2,770 | 2,770 | 426.66 | 550.69 |
| Preference Share Fully Paid up Shares of ₹ 55/- Each of Dunzo Digital Private Limited | 378 | 378 | 804.71 | 400.69 |
| Sub total (d) | 3,148 | 3,148 | 1,231.37 | 951.38 |
| In Mutual Funds | | | | |
| (Quoted) (At FVTPL) | | | | |
| JM Basic Fund | - | 1,49,753 | - | 62.83 |
| In Venture Capital Funds | | | | |
| (Unquoted) (at FVTOCI) | | | | |
| PI Ventures Fund I | 1,77,333 | 1,77,333 | 376.80 | 203.54 |
| Welspun one Logistics Parks Fund I (A Category II AIF Scheme - A2 Unit) | 262.50 | 200.00 | 262.50 | 200.00 |
| Fund Invested with LV Angel Fund | - | - | 413.11 | 176.24 |
| Fund Invested with Lumis Labs Fund | - | - | 330.00 | - |
| Sub total (e) | 1,77,596 | 3,27,286 | 1,382.41 | 642.61 |
| In Debt Securities | | | | |
| (Quoted) (At Amortized Cost) | | | | |
| National Highway Authority of India - Bonds of ₹ 1,000 Each | - | 1,236 | - | 12.36 |
| Sub total (f) | - | 1,236 | - | 12.36 |
| Total Non Current Investments (a+b+c+d+e+f) | | | 17,798.08 | 14,997.94 |
| Current Investment | | | | |
| Investment in Commercial Paper of Adani Enterprise Limited | 300.00 | | 1,472.47 | - |
| Total Current Investments | | | 1,472.47 | - |
| Total Non-Current Investments | | | 17,798.08 | 14,997.94 |
| Total Current Investments | | | 1,472.47 | - |
| Aggregate Amount of Quoted Investments and their Market Value | | | 1,472.47 | 75.19 |
| Aggregate Amount of Unquoted Investments | | | 17,798.08 | 14,922.75 |

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

9. OTHER FINANCIAL ASSETS

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | | As at 31 st March 2021 | |
|--|-----------------------------------|-----------------|-----------------------------------|-----------------|
| | Non-Current | Current | Non-Current | Current |
| Security Deposits with Related Parties | 3.73 | 957.49 | 3.73 | 957.49 |
| Security Deposits with Landlords and Others | 360.15 | 633.93 | 336.57 | 598.68 |
| Security Deposits with Customers | 148.59 | 667.01 | 168.54 | 649.49 |
| Income Accrued But not Received | - | 93.45 | - | 155.16 |
| Bank Deposits with Maturity of more than 12 Months | 121.68 | - | 159.83 | - |
| Total | 634.15 | 2,351.88 | 668.67 | 2,360.82 |
| Provision for Doubtful Deposits | (61.56) | (92.23) | (61.56) | (108.19) |
| Total | 572.59 | 2,259.65 | 607.11 | 2,252.63 |

10. OTHER ASSETS

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | | As at 31 st March 2021 | |
|---|-----------------------------------|------------------|-----------------------------------|------------------|
| | Non-Current | Current | Non-Current | Current |
| Deferred Employee Stock Option Compensation | 108.37 | 204.42 | 82.20 | 181.30 |
| Capital Advances | 1,828.71 | - | 3,544.55 | - |
| Prepaid Expenses | - | 267.33 | 33.48 | 250.12 |
| GST Credit Receivable | - | 3,161.53 | - | 2,832.11 |
| Operational Advances | 122.97 | 1,718.64 | 136.76 | 1,322.11 |
| Contract Assets | - | 10,141.07 | - | 8,647.68 |
| Other Advances | - | 4.89 | - | 24.35 |
| Total | 2,060.05 | 15,497.88 | 3,796.99 | 13,257.67 |
| Provision for Doubtful Advances | (122.97) | - | (122.97) | (15.41) |
| Total (Net of Provision) | 1,937.08 | 15,497.88 | 3,674.02 | 13,242.26 |

11. INVENTORIES

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | As at 31 st March 2021 |
|--|--------------------------------------|--------------------------------------|
| (Valued at Cost, unless Otherwise Stated) | | |
| Ship Fuels & Consumables | 846.01 | 711.72 |
| Total | 846.01 | 711.72 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

12. TRADE RECEIVABLES

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | As at 31 st March 2021 |
|---|--------------------------------------|--------------------------------------|
| Unsecured | | |
| Considered Good | 51,689.81 | 51,905.84 |
| Significant Increase in Credit Risk | 306.76 | 370.37 |
| Credit Impaired | 0.26 | - |
| Total | 51,996.83 | 52,276.21 |
| Provision for Expected Credit Losses in Receivables | (1,171.91) | (1,171.91) |
| Total (Net of Provision) | 50,824.92 | 51,104.30 |

Ageing for Trade receivables as at 31st March, 2022 is as follows

(₹ in Lakhs)

| Particulars | Outstanding for following periods from | | | | | Total |
|--|--|----------------------|---------------|---------------|----------------------|------------------|
| | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Undisputed Trade receivables – considered good | 49,754.45 | 1,136.97 | 548.04 | 249.01 | 1.34 | 51,689.81 |
| (ii) Undisputed Trade Receivables – which have significant increase in credit risk | 0.04 | 0.74 | 17.61 | 9.28 | - | 27.67 |
| (iii) Undisputed Trade Receivables – credit impaired | - | - | - | - | 0.26 | 0.26 |
| (iv) Disputed Trade Receivables – considered good | - | - | - | - | - | - |
| (v) Disputed Trade Receivables – which have significant increase in credit risk | - | 61.07 | 143.92 | 74.10 | - | 279.09 |
| (vi) Disputed Trade Receivables – credit impaired | - | - | - | - | - | - |
| | 49,754.49 | 1,198.78 | 709.57 | 332.39 | 1.60 | 51,996.83 |
| Provision for Expected Credit Losses in Receivables | | | | | | (1,171.91) |
| Total | | | | | | 50,824.92 |

Ageing for Trade receivables as at 31st March, 2021 is as follows

(₹ in Lakhs)

| Particulars | Outstanding for following periods from | | | | | Total |
|--|--|----------------------|-----------------|---------------|----------------------|------------------|
| | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Undisputed Trade receivables – considered good | 49,390.60 | 1,314.60 | 980.38 | 220.26 | - | 51,905.84 |
| (ii) Undisputed Trade Receivables – which have significant increase in credit risk | - | 17.17 | 64.26 | - | - | 81.43 |
| (iii) Undisputed Trade Receivables – credit impaired | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables – considered good | - | - | - | - | - | - |
| (v) Disputed Trade Receivables – which have significant increase in credit risk | - | 62.32 | 216.07 | 10.55 | - | 288.94 |
| (vi) Disputed Trade Receivables – credit impaired | - | - | - | - | - | - |
| | 49,390.60 | 1,394.09 | 1,260.71 | 230.81 | - | 52,276.21 |
| Provision for Expected Credit Losses in Receivables | | | | | | (1,171.91) |
| Total | | | | | | 51,104.30 |



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

13. CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | As at 31 st March 2021 |
|----------------------------|--------------------------------------|--------------------------------------|
| Cash in Hand | 105.73 | 121.28 |
| Balances with Banks | | |
| Current Accounts | 2,299.12 | 1,422.31 |
| EEFC Accounts | 222.75 | 1,861.47 |
| Deposit Accounts | 4,161.55 | 0.42 |
| Sub-Total | 6,789.15 | 3,405.48 |
| Other Bank Balances | | |
| Earmarked Bank Balances | | |
| Other Bank Deposits | 439.38 | 349.88 |
| Unpaid Dividend Accounts | 216.84 | 195.27 |
| Sub-Total | 656.22 | 545.15 |
| Total | 7,445.37 | 3,950.63 |

 (i) The Bank Balances include the Margin Money amounting to ₹ 545.11 Lakhs (31st March, 2021 of ₹ 349.88 Lakhs) against the Bank Guarantee.

(ii) There are no Repatriation Restrictions with Respect to Cash and Bank Balances available with the Company.

14. LOANS

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | | As at 31 st March 2021 | |
|---|-----------------------------------|---------------|-----------------------------------|--------------|
| | Non-Current | Current | Non-Current | Current |
| (Unsecured, Considered Good unless Otherwise Stated) | | | | |
| Loans to Employees | - | 124.53 | - | 99.53 |
| Total | - | 124.53 | - | 99.53 |

15. CURRENT TAX ASSET (NET)

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | As at 31 st March 2021 |
|---------------------------------------|--------------------------------------|--------------------------------------|
| Advance Income Tax (Net of Provision) | 3,059.18 | 1,965.80 |
| Total | 3,059.18 | 1,965.80 |

16. NON CURRENT ASSETS CLASSIFIED AS HELD FOR SALE

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | As at 31 st March 2021 |
|--|--------------------------------------|--------------------------------------|
| Land Held for Sale | - | 289.41 |
| Total | - | 289.41 |
| Liabilities associated with assets held for sale | - | - |

In previous year, a land situated at village Marambedu, near Chennai amounting to ₹ 289.41 Lakhs was classified as Non Current Asset held for sale.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

17. EQUITY SHARE CAPITAL

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | As at 31 st March 2021 |
|---|--------------------------------------|--------------------------------------|
| Authorized Capital | | |
| 10,00,00,000 (31 st March, 2021: 10,00,00,000) Equity Shares of ₹ 2 Each | 2,000.00 | 2,000.00 |
| 5,00,000 (31 st March, 2021: 5,00,000) Preference Shares of ₹ 100 Each | 500.00 | 500.00 |
| | 2,500.00 | 2,500.00 |
| Issued, Subscribed and Paid-up Capital | | |
| 7,73,27,925 (31 st March, 2021: 7,70,99,750) Equity Shares of ₹ 2 Each | 1,546.54 | 1,541.99 |
| Total | 1,546.54 | 1,541.99 |

a) Reconciliation of Equity Shares Outstanding at the Beginning and At the End of the Year.

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | | As at 31 st March 2021 | |
|--|-----------------------------------|-----------------|-----------------------------------|-----------------|
| | No of Shares | In ₹ | No of Shares | In ₹ |
| Equity Shares at the Beginning of the Year | 7,70,99,750 | 1,541.99 | 7,68,26,225 | 1,536.52 |
| Add: Allotted under Employee Stock Option Scheme | 2,28,175 | 4.56 | 2,73,525 | 5.47 |
| Equity Shares At the End of the Year | 7,73,27,925 | 1,546.55 | 7,70,99,750 | 1,541.99 |

b) Rights/Preferences/Restrictions Attached to Equity Shares

The Holding Company has only one class of equity shares having a par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except interim dividend.

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

c) Details of Shareholders Holding More Than 5% Shares in the Company

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | | As at 31 st March 2021 | |
|---|-----------------------------------|-----------|-----------------------------------|-----------|
| | No of Shares | % Holding | No of Shares | % Holding |
| Equity Shares of ₹ 2 Each Fully Paid up | | | | |
| Bhoruka Supply Chain Solutions Holdings Limited | 3,43,41,588 | 44.41% | 3,42,91,588 | 44.48% |
| HDFC Trustee Co Ltd A/C HDFC Retirement Savings Fund-Hybrid-Debt Plan | 58,73,665 | 7.60% | 56,74,030 | 7.36% |
| Dharmal Agarwal- TCI Trading | 49,74,995 | 6.43% | 49,74,995 | 6.45% |

Disclosure of Shareholding of Promoters

| Shares held by promoters at the end of the year | No. of shares | % of total shares | % Change during the year |
|---|--------------------|-------------------|--------------------------|
| Equity Shares of ₹ 2 Each Fully Paid up | | | |
| Bhoruka Supply Chain Solutions Holdings Limited | 3,43,41,588 | 44.41% | 0.15% |
| Dharmal Agarwal- TCI Trading | 49,74,995 | 6.43% | 0.00% |
| Dharmal Agarwal - HUF | 20,39,756 | 2.64% | 0.00% |
| Vineet Agarwal | 20,28,498 | 2.62% | 0.00% |
| Priyanka Agarwal | 19,45,208 | 2.52% | 0.00% |
| Urmila Agarwal | 18,50,591 | 2.39% | 0.00% |
| Chander Agarwal | 18,34,262 | 2.37% | 0.00% |
| Dharmal Agarwal | 8,28,628 | 1.07% | 0.00% |
| Chandrima Agarwal | 5,91,057 | 0.76% | 0.00% |
| Vihaan Agarwal | 3,44,332 | 0.45% | 0.00% |
| Nav Agarwal | 3,38,168 | 0.44% | 0.00% |
| TCI Exim Private Limited | 3,13,145 | 0.40% | 0.00% |
| Vineet And Sons HUF | 49,165 | 0.06% | 0.00% |
| Total | 5,14,79,393 | 66.57% | 0.10% |

17A. OTHER EQUITY

| Particulars | Other Equity | | | | | | | | | | | | Non-Controlling Interests | Total |
|--|----------------------|--------------------|-----------------|---------------------------|---------------------|--------------------------------|--------------------------|--------|----------------------------|---------------------------|----------|-------------|---------------------------|-------------|
| | Reserves and Surplus | | | | | | | FCTR | Other Comprehensive Income | | Total | | | |
| | Retained Earnings | Securities Premium | General Reserve | Share Options Outstanding | Tonnage Tax Reserve | Tonnage Tax Reserve (Utilized) | Reserve on Consolidation | | Capital Redemption Reserve | FVTOCI Equity Instruments | | Others | | |
| | | | | | | | | | | | | | | |
| Balance as at 1 st April, 2020 | 23,221.49 | 1,270.95 | 66,139.54 | 906.11 | 1,400.00 | 6,124.50 | 1,239.42 | 194.00 | (320.36) | 1,245.36 | (569.37) | 1,00,851.64 | 568.61 | 1,01,420.25 |
| Profit For the Year | 14,713.21 | - | - | - | - | - | - | - | - | - | - | 14,713.21 | 328.49 | 15,041.70 |
| Other Comprehensive Income (Net of tax) | - | - | - | - | - | - | - | - | - | 192.17 | (105.55) | 86.62 | - | 86.62 |
| Addition/Deletion During the Year | - | - | - | - | - | - | - | - | 152.49 | - | - | 152.49 | - | 152.49 |
| Issue of Equity Shares/Grant of Equity Stock Options | - | 396.74 | - | 200.33 | - | - | - | - | - | - | - | 597.07 | - | 597.07 |
| Transfer to Securities Premium | - | 399.67 | - | (399.67) | - | - | - | - | - | - | - | - | - | - |
| Transfer In/(Out) with OCI | 988.26 | - | - | - | - | - | - | - | - | (988.26) | - | - | - | - |
| Cancellation of Equity Stock Options | - | - | - | (48.19) | - | - | - | - | - | - | - | (48.19) | - | (48.19) |
| Transfer In/(Out) General Reserve | (7,000.00) | - | 7,000.00 | - | - | - | - | - | - | - | - | - | - | - |
| Transfer In/(Out) Tonnage Tax Reserve | (1,200.00) | - | - | - | 1,200.00 | - | - | - | - | - | - | - | - | - |
| Transfer In/(Out) Tonnage Tax Reserve (Utilized) | - | - | - | - | (1,400.00) | 1,400.00 | - | - | - | - | - | - | - | - |
| Transactions With Owners in Their Capacity as Owners : | | | | | | | | | | | | | | |
| Dividends | (923.96) | - | - | - | - | - | - | - | - | - | - | (923.96) | (34.29) | (958.25) |
| Balance as at 31 st March, 2021 | 29,799.00 | 2,067.36 | 73,139.54 | 658.58 | 1,200.00 | 7,524.50 | 1,239.42 | 194.00 | (167.87) | 449.27 | (674.92) | 1,15,428.88 | 862.81 | 1,16,291.69 |
| Profit For the Year | 28,960.84 | - | - | - | - | - | - | - | - | - | - | 28,960.84 | 321.47 | 29,282.31 |
| Other Comprehensive Income (Net of tax) | - | - | - | - | - | - | - | - | - | 732.16 | (235.15) | 497.01 | - | 497.01 |
| Addition/Deletion During the Year | - | - | - | - | - | - | - | - | (105.73) | - | - | (105.73) | 1,604.89 | 1,499.16 |
| Issue of Equity Shares/Grant of Equity Stock Options | - | 330.59 | - | 486.36 | - | - | - | - | - | - | - | 816.95 | - | 816.95 |
| Transfer to Securities Premium | - | 339.25 | - | (339.25) | - | - | - | - | - | - | - | - | - | - |
| Transfer In/(Out) with OCI | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Cancellation of Equity Stock Options | - | - | - | (20.76) | - | - | - | - | - | - | - | (20.76) | - | (20.76) |
| Transfer In/(Out) General Reserve | (7,000.00) | - | 7,000.00 | - | - | - | - | - | - | - | - | - | - | - |
| Transfer In/(Out) Tonnage Tax Reserve | (3,600.00) | - | - | - | 3,600.00 | - | - | - | - | - | - | - | - | - |
| Transfer In/(Out) Tonnage Tax Reserve (Utilized) | - | - | - | - | (1,200.00) | 1,200.00 | - | - | - | - | - | - | - | - |
| Transactions With Owners in Their Capacity as Owners : | | | | | | | | | | | | | | |
| Dividends | (4,096.16) | - | - | - | - | - | - | - | - | - | - | (4,096.16) | (51.45) | (4,147.61) |
| Balance as at 31 st March, 2022 | 44,063.68 | 2,737.20 | 80,139.54 | 784.93 | 3,600.00 | 8,724.50 | 1,239.42 | 194.00 | (273.60) | 1,181.00 | (910.07) | 1,41,481.03 | 2,737.72 | 1,44,218.75 |

₹ in Lakhs

(₹ in Lakhs)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

18. BORROWINGS

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | As at 31 st March 2021 |
|----------------------------------|--------------------------------------|--------------------------------------|
| Non Current | | |
| Secured | | |
| Term Loans from Banks | 4,334.24 | 15,109.16 |
| Current Maturities of Term Loans | (2,054.10) | (4,200.43) |
| Total | 2,280.14 | 10,908.73 |
| Current | | |
| Secured | | |
| Working Capital Loans from Banks | 1,858.92 | 5,058.94 |
| Current Maturities of Term Loans | 2,054.10 | 4,200.43 |
| Unsecured | | |
| Commercial Paper | | |
| From Banks | - | 4,500.00 |
| From Others | - | 3,000.00 |
| Total | 3,913.02 | 16,759.37 |

Repayment Terms and Security Disclosure For the Outstanding Long-Term Borrowings:

(₹ in Lakhs)

| Particulars of Nature of Security | Terms of Repayment | As at 31 st March 2022 | As at 31 st March 2021 |
|--|--|--------------------------------------|--------------------------------------|
| Term Loans from Bank: | | | |
| (1) Apartment No . 801, 8th Floor Block No. A-2, "World Spa East" Building, Sector 30 & 40, Revenue State Of Village- Silokhera, Tahsil And District – Gurgaon (Haryana) | Repayable in 24 Quarterly Instalments starting from November 2016. Last Instalment due in November 2022. Loan was prepaid during the year. | - | 115.47 |
| (2) Dag No. 53 Khatian No. 47,N.H. 06, Mauja Sadatpur J.L. No. 89 , Revenue Survey No.5650, Tauji No. 704, Pargana Dharinda, P.S. Kharagpur, Distt. Midnapur (West Bengal) | | | |
| Secured by first charge on the mortgage of M.V. TCI Express | Repayable in 28 Quarterly Instalments starting from June 2019. Last Instalment due in March 2026. Loan was prepaid during the year. | - | 2,871.42 |
| Secured by first charge on the mortgage of M.V. TCI Anand | Repayable in 28 Quarterly Instalments starting from December 2020. Last Instalment due in December 2027. Loan was prepaid during the year. | - | 1,928.57 |
| Secured by first charge on the mortgage of 350 Containers & 30 Containers | Repayable in 16 Quarterly Instalments starting from December 2015. Last Instalment due in April 2021. Loan was prepaid during the year. | - | 17.72 |
| Secured by first charge on the mortgage of 500 Containers | Repayable in 59 monthly Instalments starting from December 2016. Last Instalment due in October 2021. Loan was prepaid during the year. | - | 67.79 |
| | Repayable in 60 monthly Instalments starting from December 2017. Last Instalment due in November 2022. Loan was prepaid during the year. | - | 212.02 |
| Secured by first charge on the mortgage of 500 Containers | Repayable in 49 monthly Instalments starting from January 2018 Last Instalment due in January 2022. Loan was prepaid during the year. | - | 191.02 |



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

(₹ in Lakhs)

| Particulars of Nature of Security | Terms of Repayment | As at 31 st March 2022 | As at 31 st March 2021 |
|--|--|--------------------------------------|--------------------------------------|
| Secured by first charge on the mortgage of 1500 Containers-MV. TCI Express | Repayable in 24 Quarterly Instalments starting from July 2019. Last Instalment due in April 2025. Loan was prepaid during the year. | - | 2,192.63 |
| Secured by First charge on the mortgage of Rail Rake | Repayable in 32 Quarterly Instalments starting from December 2020. Last Instalment due in December 2028. | 731.25 | 843.75 |
| Secured by first charge on the mortgage of 100 Tank Tainers | Repayable in 24 Quarterly Instalments starting from July 2019. Last Instalments due in April 2025. Loan was prepaid during the year. | - | 356.00 |
| Trucks and Cars acquired against individual loans | Repayable in monthly Instalments. | 3,602.99 | 6,312.77 |
| Total | | 4,334.24 | 15,109.16 |

Note:

- The Group has incurred interest cost during the year in the range of 6.75% to 9.00% p.a on long term borrowings (31st March, 2021: range were 7.15% to 9.55% p.a).
- Working capital loans are secured by hypothecation of book debts as primary security along with land properties Situated at "Khasra No. 4-21 Min, 22 Min, 8-1, 2, 3 Min, 5 Min, 8 Min, 9-1 Min, 10-1, 12-2, 13-1, 9-5, 6-1-1, in the revenue estate of Village Jhundsarai Viran, Tehsil Farokh Nagar, Pataudi, Gurugram (Haryana)." as collateral.
- The Group has incurred interest cost on weighted average of Effective interest rate during the year 4.56% on short term borrowings (31st March, 2021: 6.87 %).
- There is no default as on the balance sheet date in the repayment of borrowings and interest thereon.
- No loans have been guaranteed by the directors and others.
- The Group submits monthly statements of current assets with banks and there are no material discrepancies.
- The Group is generally regular in registering and filling of satisfaction of charges with ROC within the statutory due dates during the year ended 31st March 2022.

19. LEASE LIABILITIES

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | | As at 31 st March 2021 | |
|-------------------|-----------------------------------|---------------|-----------------------------------|---------------|
| | Non-Current | Current | Non-Current | Current |
| Lease Liabilities | 2,647.19 | 782.32 | 1,176.54 | 903.73 |
| Total | 2,647.19 | 782.32 | 1,176.54 | 903.73 |

20. DEFERRED TAX LIABILITY/(ASSET) (NET)

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | As at 31 st March 2021 |
|--------------------------------|--------------------------------------|--------------------------------------|
| Deferred Tax Liability/(Asset) | 2,756.08 | 2,731.61 |
| Total | 2,756.08 | 2,731.61 |

Movement in Deferred Tax Assets and Liabilities During the Year Ended 31st March, 2022

| Particulars | As at 31 st March 2021 | Recognized in Statement of Profit and Loss | As at 31 st March 2022 |
|--------------|--------------------------------------|--|--------------------------------------|
| Depreciation | 2,886.31 | (23.89) | 2,862.42 |
| Others Items | (154.70) | 48.36 | (106.34) |
| Total | 2,731.61 | 24.47 | 2,756.08 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

21. PROVISIONS

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | | As at 31 st March 2021 | |
|--|-----------------------------------|-----------------|-----------------------------------|-----------------|
| | Non-Current | Current | Non-Current | Current |
| Provision For Employee Benefits & Others | 462.71 | 431.38 | 468.52 | 389.48 |
| Provision For Expenses | - | 1,619.48 | - | 1,535.29 |
| Total | 462.71 | 2,050.86 | 468.52 | 1,924.77 |

22. GOVERNMENT GRANT

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | | As at 31 st March 2021 | |
|---|-----------------------------------|-------------|-----------------------------------|-------------|
| | Non-Current | Current | Non-Current | Current |
| Opening Balance | 189.09 | 3.50 | 192.59 | 3.50 |
| Transferred from Non Current to Current | (3.50) | 3.50 | (3.50) | 3.50 |
| Amount recognized as Income | - | (3.50) | - | (3.50) |
| Total | 185.59 | 3.50 | 189.09 | 3.50 |

23. TRADE PAYABLES

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | As at 31 st March 2021 |
|--|-----------------------------------|-----------------------------------|
| Dues of Micro, small and medium enterprises | 389.02 | 127.92 |
| Dues of creditors other than Micro, small and medium enterprises | 8,123.91 | 9,297.28 |
| Total | 8,512.93 | 9,425.20 |

Ageing for Trade payables as at 31st March, 2022 is as follows:-

(₹ in Lakhs)

| Particulars | Outstanding for following periods from due date of payment | | | | |
|-----------------------------|--|---------------|---------------|-------------------|-----------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) MSME | 389.02 | - | - | - | 389.02 |
| (ii) Others | 7,162.13 | 736.13 | 169.79 | 55.86 | 8,123.91 |
| (iii) Disputed dues – MSME | - | - | - | - | - |
| (iv) Disputed dues – Others | - | - | - | - | - |
| | 7,551.15 | 736.13 | 169.79 | 55.86 | 8,512.93 |

Ageing for Trade payables as at 31st March, 2021 is as follows:-

(₹ in Lakhs)

| Particulars | Outstanding for following periods from due date of payment | | | | |
|-----------------------------|--|---------------|--------------|-------------------|-----------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) MSME | 127.92 | - | - | - | 127.92 |
| (ii) Others | 8,702.19 | 440.02 | 67.11 | 87.96 | 9,297.28 |
| (iii) Disputed dues – MSME | - | - | - | - | - |
| (iv) Disputed dues – Others | - | - | - | - | - |
| | 8,830.11 | 440.02 | 67.11 | 87.96 | 9,425.20 |



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

24. OTHER FINANCIAL LIABILITIES

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | | As at 31 st March 2021 | |
|--|-----------------------------------|-----------------|-----------------------------------|-----------------|
| | Non-Current | Current | Non-Current | Current |
| Interest Accrued but not due on Borrowings | - | 13.88 | - | 32.76 |
| Unpaid /Unclaimed Dividends* | - | 216.84 | - | 195.27 |
| Payable on Purchase of Fixed Assets | - | 335.73 | - | 80.79 |
| Trade / Security Deposits | - | 727.47 | - | 754.09 |
| Claims Payable | - | 312.43 | - | 287.43 |
| Others Payables | - | 1,196.98 | - | 798.23 |
| Deferred Finance Cost | - | 5.41 | - | 10.81 |
| Total | - | 2,808.74 | - | 2,159.38 |

* ₹ 18.78 Lakhs (31st March 2021: ₹ 14.95 Lakhs) has been transferred to investor education and protection fund during the year.

25. OTHER LIABILITIES

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | | As at 31 st March 2021 | |
|---------------------------|-----------------------------------|------------------|-----------------------------------|-----------------|
| | Non-Current | Current | Non-Current | Current |
| Due to Gratuity Fund | - | 485.53 | - | 351.95 |
| Statutory Remittances | - | 2,624.89 | - | 2,126.16 |
| Employee Benefits Payable | - | 142.11 | - | 566.84 |
| Accrued Expenses | - | 7,282.05 | - | 6,351.22 |
| Total | - | 10,534.58 | - | 9,396.17 |

26. REVENUE FROM OPERATIONS

(₹ in Lakhs)

| Particulars | For the year ended 31 st March 2022 | For the year Ended 31 st March 2021 |
|---|---|---|
| Freight, Demurrage, Logistics and Other Allied Services | 3,25,312.99 | 2,80,132.93 |
| Other Operating Income (i) | 355.20 | 105.93 |
| Total | 3,25,668.19 | 2,80,238.86 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

27. OTHER INCOME

(₹ in Lakhs)

| Particulars | For the year ended 31 st March 2022 | For the year Ended 31 st March 2021 |
|--|---|---|
| Income From Investments | | |
| Dividend Income* | 1.78 | 1.72 |
| Sub-total | 1.78 | 1.72 |
| Interest From | | |
| Financial Asset Carried at Amortized Cost | - | 43.96 |
| Others | 185.71 | 578.49 |
| Sub-total | 185.71 | 622.45 |
| Other income | | |
| Business Support Services | 1,029.26 | 906.69 |
| Rent (i) | 101.80 | 260.16 |
| Unclaimed Balances and Excess Provisions Written Back | 194.46 | 100.57 |
| Bad Debts and Irrecoverable Balances Written off Earlier, Realized | 79.09 | 53.50 |
| Fair Valuation of Mutual Funds | - | 26.96 |
| Profit on Sale of Investment | 9.22 | 0.63 |
| Profit on Sale of Assets | 46.23 | 305.05 |
| Unrealized Gain On Lease Modification Ind AS 116 | 39.86 | - |
| Government Grant / Scrip Issued (ii) | 18.91 | 3.50 |
| Miscellaneous Income | 284.80 | 266.13 |
| Sub-total | 1,803.63 | 1,923.19 |
| Total | 1,991.12 | 2,547.36 |

*The Group did not receive any dividend from equity instruments designated as FVTOCI.

Note:

| | | |
|---|---------------|---------------|
| (i) Break-up of Sale of Power | | |
| Sale of Power | 355.20 | 105.93 |
| Rental Income due to Embedded Leases (included in Rent) | 101.80 | 260.16 |
| Gross Sale of Power | 457.00 | 366.09 |

(ii) (a) Government grants are received from the Ministry of Food Processing Industries ('MoFPI'). There are no unfulfilled conditions or other contingencies attached to these grants.

(b) During the year, the Group has received Scrips under the scheme of SEIS from DGFT amounting to ₹15.41 Lakhs.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

28. COST OF RENDERING OF SERVICES

(₹ in Lakhs)

| Particulars | For the year ended 31 st March 2022 | For the year Ended 31 st March 2021 |
|---|---|---|
| Freight | 1,92,155.54 | 1,72,391.61 |
| Voyage Expenses | 26,506.71 | 22,872.33 |
| Vehicle's Trip Expenses | 19,617.41 | 15,875.14 |
| Warehouse Expenses | 10,255.21 | 9,159.96 |
| Warehouse Rent | 2,533.37 | 3,355.98 |
| Other Transportation Expenses (Net of claims) | 2,527.05 | 2,297.10 |
| Clearing and Forwarding Expenses | 2,333.27 | 2,426.29 |
| Vehicles' and Ship Insurance | 697.97 | 707.93 |
| Tyres & Tubes | 593.67 | 362.82 |
| Vehicles' Taxes | 430.87 | 449.32 |
| Commission | 12.71 | 12.18 |
| Total | 2,57,663.78 | 2,29,910.66 |

29. EMPLOYEE BENEFITS EXPENSE

(₹ in Lakhs)

| Particulars | For the year ended 31 st March 2022 | For the year Ended 31 st March 2021 |
|--|---|---|
| Salaries, Wages and Bonus | 14,507.38 | 12,485.50 |
| Contribution to Gratuity, Provident Fund and Other Funds | 1,409.75 | 1,291.91 |
| Share Based Payments to Employees | 416.32 | 178.54 |
| Staff Welfare & Development Expenses | 664.95 | 593.41 |
| Total | 16,998.40 | 14,549.36 |

30. FINANCE COSTS

(₹ in Lakhs)

| Particulars | For the year ended 31 st March 2022 | For the year Ended 31 st March 2021 |
|-------------------------------------|---|---|
| Interest on Borrowings | 888.53 | 2,391.30 |
| Interest on Lease Liabilities | 255.95 | 127.85 |
| Guarantee, Finance and Bank Charges | 138.20 | 150.53 |
| Total | 1,282.68 | 2,669.68 |

31. DEPRECIATION AND AMORTIZATION

(₹ in Lakhs)

| Particulars | For the year ended 31 st March 2022 | For the year Ended 31 st March 2021 |
|-------------------------------|---|---|
| Depreciation on | | |
| Property, Plant and Equipment | 10,331.63 | 8,949.15 |
| Right of Use Assets | 949.66 | 315.77 |
| Amortization on | | |
| Intangible Assets | 20.82 | 15.63 |
| Total | 11,302.11 | 9,280.55 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

32. OTHER EXPENSES

(₹ in Lakhs)

| Particulars | For the year ended 31 st March 2022 | For the year Ended 31 st March 2021 |
|---|---|---|
| (A) Administrative Expenses | | |
| Rent (i) | 1,431.39 | 1,420.68 |
| Rates and Taxes | 119.26 | 114.44 |
| Insurance | 509.79 | 470.96 |
| Telephone Expenses | 78.99 | 82.76 |
| Printing and Stationery | 311.30 | 301.04 |
| Travelling Expenses | 1,059.11 | 776.75 |
| Legal Expenses | 89.70 | 74.34 |
| Postage and Courier | 109.85 | 71.08 |
| Electricity Expenses | 823.78 | 804.70 |
| Advertisement Expenses | 16.15 | 23.25 |
| Office Maintenance & Security Expenses | 556.99 | 526.73 |
| E mail/Internet/Telex Expenses | 101.99 | 117.39 |
| Consultancy & Internal Audit fees | 244.95 | 249.02 |
| Conference & Seminar Expenses | 76.78 | 10.25 |
| Commission & Fees to Directors | 95.60 | 80.70 |
| Remuneration to Auditors | | |
| Audit Fees | 20.49 | 20.71 |
| Tax Audit Fees | 6.22 | 6.06 |
| Bad Debts and Irrecoverable Balances Written Off (ii) | 431.41 | 841.94 |
| Charity & Donations (Including CSR Expenses) | 367.73 | 300.68 |
| Assets Derecognized | 55.44 | 25.14 |
| Loss on Sale of Assets | 97.78 | 180.46 |
| Miscellaneous Expenses | 535.90 | 722.23 |
| Sub-total (A) | 7,140.60 | 7,221.31 |

(i) Includes impact of Ind AS 116- Leases, refer Note 4.14 for accounting policy on leases.

(ii) Includes Provision of ₹ Nil (31st March, 2021: ₹ 83.57 Lakhs)

(₹ in Lakhs)

| Particulars | For the year ended 31 st March 2022 | For the year Ended 31 st March 2021 |
|---|---|---|
| (B) Repairs and Maintenance Expenses | | |
| Motor Trucks | 969.63 | 688.44 |
| Other Vehicles | 302.56 | 251.94 |
| Ships | 799.87 | 481.61 |
| Plant & Equipment | 456.18 | 367.65 |
| Computers | 178.92 | 167.66 |
| Buildings | 284.42 | 478.60 |
| Sub-total (B) | 2,991.58 | 2,435.90 |
| Total (A+B) | 10,132.18 | 9,657.21 |



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

33. EXCEPTIONAL ITEMS

For the year ended 31st March 2021

- a) The Group had conducted an impairment test of Wind Power Plants located in Maharashtra and Rajasthan, which are treated as cash generating units, being components of Energy Division disclosed in the Note 43 Segment Information, in accordance with Ind AS 36 "Impairment of Assets". Based on the terms of Power Purchase Agreement entered with the power procurers and further operational indicators, the management envisages that economic performance of the asset would be lower than the expectations and estimated the recoverable amount being ₹ 393.51 Lakhs, as 'the value in use', and accordingly recognised a further impairment loss of ₹ 262.60 Lakhs (earlier years ₹ 987.68 Lakhs), being the excess of carrying amount of the asset over its recoverable amount. Accordingly, the impairment loss of ₹ 262.60 Lakhs had been treated as an exceptional item in the Statement of Profit and Loss.
- b) The Group had disposed off of its ship "TCI-Vijay", which resulted in a loss on sale of ₹1,043 Lakhs. The loss on disposal has been treated as an exceptional item in the Statement of Profit and Loss.

34. TAX EXPENSE

1. Provision for tax recognized in profit and loss

(₹ in Lakhs)

| Particulars | 31 st March 2022 | 31 st March 2021 |
|--------------|-----------------------------|-----------------------------|
| Current Tax | 3,850.79 | 2,661.48 |
| Deferred Tax | (86.10) | (277.50) |
| Total | 3,764.69 | 2,383.98 |

The Major Components of Income Tax Expense and the Reconciliation of Expense Based on the Domestic Effective Tax Rate of at 25.17% and the Reported Tax Expense in Profit or Loss are as follows:

(₹ in Lakhs)

| Particulars | 31 st March 2022 | 31 st March 2021 |
|---|-----------------------------|-----------------------------|
| Country's Statutory Income Tax Rates* | 25.17% | 25.17% |
| Accounting Profit Before Income Tax | 33,047.00 | 17,425.62 |
| Profit subject to Tonnage Tax Regime/Presumptive Taxation** | (17,687.64) | (5,667.45) |
| Charity and Donation | 367.73 | 300.68 |
| Effect of Non- Deductible expense and Exempt non-operating income | (770.01) | (2,587.33) |
| Taxable Income | 14,957.08 | 9,471.52 |
| Tax Expense Provided in Statement of Profit and Loss | 3,764.70 | 2,383.98 |
| | 3,764.70 | 2,383.98 |
| Effective Tax Rate | 11.39% | 13.68% |

* The Holding Company has opted for the reduced corporate tax rates u/s 115BAA inserted by the Taxation Laws (Amendment) Ordinance, 2019. Tax Expenses related to subsidiary companies has been recognized based on applicable tax rate to subsidiary companies.

** The income of Seaways Division is assessed as per Chapter XII-G "Tonnage Tax" of Income Tax Act, 1961 except for the income not qualifying to be assessed under Tonnage Taxation Regime and hence, assessed as per normal provisions of Income Tax Act, 1961.

2. Income Tax recognized in Other Comprehensive income

(₹ in Lakhs)

| Particulars | 31 st March 2022 | 31 st March 2021 |
|--|-----------------------------|-----------------------------|
| Deferred Tax/Current Tax | | |
| Arising on Income and expenses recognized in other comprehensive income | | |
| - Net fair value gain on investments in equity shares at FVTOCI | 167.52 | (57.38) |
| - Gain/(Loss) on sale of Investment classified at FVTOCI | - | 48.04 |
| - Remeasurements of defined benefit obligation. | (59.62) | (2.02) |
| Total income-tax expense recognized in Other Comprehensive Income | 107.90 | (11.36) |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

35. EARNINGS PER EQUITY SHARE

The Group's Earnings Per Share ('EPS') is determined based on the net profit attributable to the shareholders of the Parent. Basic earnings per share is computed using the weighted average number of shares outstanding during the year. Diluted earnings per share is computed using the weighted average number of common and dilutive common equivalent shares outstanding during the year including share options, except where the result would be anti-dilutive.

| Particulars | 31 st March 2022 | 31 st March 2021 |
|---|-----------------------------|-----------------------------|
| Net Profit Attributable to Equity Shareholders for calculation of Basic Earnings Per Share. (A) (₹ in Lakhs) | 28,960.84 | 14,713.21 |
| Effects of Dilution: | | |
| Add: potential instrument that effect earning per share | - | - |
| Net Profit Attributable to Equity Shareholders for calculation of Diluted Earnings Per Share. (B) (₹ in Lakhs) | 28,960.84 | 14,713.21 |
| Weighted-Average Number of Equity Shares for Computing Basic Earnings Per Share. (C) | 7,72,33,353 | 7,69,40,721 |
| Effects of Dilution: | | |
| Stock Option under Scheme of Employee's Stock Option | 3,29,255 | 1,94,388 |
| Weighted-Average Number of Equity Shares Adjusted for the Effect of Dilution for Computing Diluted Earnings Per Share. (D) | 7,75,62,608 | 7,71,35,109 |
| Basic Earnings Per Share. (A/C) | 37.50 | 19.12 |
| Diluted Earnings Per Share. (B/D) | 37.34 | 19.07 |

Diluted Earnings Per Share, when anti dilutive, is restricted to Basic Earnings Per Share.

36. FINANCIAL INSTRUMENTS

i) Fair Values Hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three Levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

ii) Financial Assets and Liabilities Measured at Fair Value - Recurring Fair Value Measurements at:

| (₹ in Lakhs) | | | | | |
|--|----------|---------|---------|-----------------|-----------------|
| As at 31 st March, 2022 | Note No. | Level 1 | Level 2 | Level 3 | Total |
| Financial Assets | | | | | |
| Investments at FVTPL | | | | | |
| Mutual Fund Investments | 8 | - | - | - | - |
| Investments at FVTOCI | | | | | |
| Equity/Preference Investments & Mutual/Venture Funds | 8 | - | - | 2,683.06 | 2,683.06 |
| Total Financial Assets | | - | - | 2,683.06 | 2,683.06 |
| Financial Liabilities | | - | - | - | - |
| Total Financial Liabilities | | - | - | - | - |

| (₹ in Lakhs) | | | | | |
|--|----------|--------------|---------|-----------------|-----------------|
| As at 31 st March, 2021 | Note No. | Level 1 | Level 2 | Level 3 | Total |
| Financial assets | | | | | |
| Investments at FVTPL | | | | | |
| Mutual Fund Investments | 8 | 62.83 | - | - | 62.83 |
| Investments at FVTOCI | | | | | |
| Equity/Preference Investments & Mutual/Venture Funds | 8 | - | - | 1,596.29 | 1,596.29 |
| Total Financial Assets | | 62.83 | - | 1,596.29 | 1,659.12 |
| Financial Liabilities | | - | - | - | - |
| Total Financial Liabilities | | - | - | - | - |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

iii) Assets and Liabilities which are Measured at Amortized Cost for which Fair Values are Disclosed:

(₹ in Lakhs)

| As at 31 st March, 2022 | Note No. | Level 1 | Level 2 | Level 3 | Total |
|--|----------|-----------------|----------|------------------|------------------|
| Financial Assets | | | | | |
| Investments in Preference Shares, Debt Securities and Money Market Instruments | 8 | 1,472.47 | - | - | 1,472.47 |
| Security Deposits with Related Parties | 9 | - | - | 961.22 | 961.22 |
| Security Deposits with Landlords and Others | 9 | - | - | 994.08 | 994.08 |
| Security Deposits with Customers | 9 | - | - | 661.81 | 661.81 |
| Others | 9 | - | - | 215.13 | 215.13 |
| Trade Receivables | 12 | - | - | 50,824.92 | 50,824.92 |
| Cash and Cash Equivalents | 13 | - | - | 6,789.15 | 6,789.15 |
| Other Bank Balances | 13 | - | - | 656.22 | 656.22 |
| Loans to Employees | 14 | - | - | 124.53 | 124.53 |
| Total Financial Assets | | 1,472.47 | - | 61,227.06 | 62,699.53 |
| Financial Liabilities | | | | | |
| Borrowings | 18 | - | - | 6,193.16 | 6,193.16 |
| Lease Liability | 19 | - | - | 3,429.51 | 3,429.51 |
| Trade Payables | 23 | - | - | 8,512.93 | 8,512.93 |
| Others | 24 | - | - | 2,808.74 | 2,808.74 |
| Total Financial Liabilities | | - | - | 20,944.34 | 20,944.34 |

Assets and Liabilities which are Measured at Amortized Cost for which Fair Values are Disclosed:

(₹ in Lakhs)

| As at 31 st March, 2021 | Note No. | Level 1 | Level 2 | Level 3 | Total |
|--|----------|----------|----------|------------------|------------------|
| Financial Assets | | | | | |
| Investments in Preference Shares, Debt Securities and Money Market Instruments | 8 | - | - | 12.36 | 12.36 |
| Security Deposits with Related Parties | 9 | - | - | 961.22 | 961.22 |
| Security Deposits with Landlords and Others | 9 | - | - | 935.25 | 935.25 |
| Security Deposits with Customers | 9 | - | - | 648.28 | 648.28 |
| Others | 9 | - | - | 314.99 | 314.99 |
| Trade Receivables | 12 | - | - | 51,104.30 | 51,104.30 |
| Cash and Cash Equivalents | 13 | - | - | 3,405.48 | 3,405.48 |
| Other Bank Balances | 13 | - | - | 545.15 | 545.15 |
| Loans to Employees | 14 | - | - | 99.53 | 99.53 |
| Total Financial Assets | | - | - | 58,026.56 | 58,026.56 |
| Financial Liabilities | | | | | |
| Borrowings | 18 | - | - | 27,668.10 | 27,668.10 |
| Lease Liability | 19 | - | - | 2,080.27 | 2,080.27 |
| Trade Payables | 23 | - | - | 9,425.20 | 9,425.20 |
| Others | 24 | - | - | 2,159.38 | 2,159.38 |
| Total Financial Liabilities | | - | - | 41,332.95 | 41,332.95 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

iv) Valuation Process and Technique Used to Determine Fair Value

Specific valuation techniques used to value financial instruments include:

- The use of quoted market prices or dealer quotes for similar instruments
- The fair value of the remaining financial instruments is determined based on the following methods:
 - Net assets value method
 - Valuation of investment in unquoted equity shares has been made using the Discounted cash-flow method and Net assets value method, as deemed fit by the Group's management."

Risk adjustments specific to the counterparties (including assumptions about credit default rates) are derived from credit risk grading determined by the Group's internal credit risk management group.

(v) The following table summarises the quantitative information about the significant unobservable inputs used in level 3 fair value measurements. See above (iv)b(ii) for the valuation techniques adopted.

(₹ in Lakhs)

| Particulars | Fair Value as at | | Significant Unobservable Inputs | Fair Value as at | | Sensitivity |
|------------------------|------------------------------|------------------------------|---------------------------------|------------------------------|------------------------------|---|
| | 31 st March, 2022 | 31 st March, 2021 | | 31 st March, 2022 | 31 st March, 2021 | |
| Unquoted Equity Shares | 2,683.06 | 1,596.29 | Earnings Growth Rate | 5% | 5% | An increase/(decrease) in earnings growth rate of 500 basis points would increase / (decrease) fair value: 31 st March, 2022: 134.15 Lakhs/(134.15 Lakhs) 31 st March, 2021 : 79.81 Lakhs/(79.81 Lakhs) |

vi) The Following Table Presents the Changes in Level 3 Items for the Periods Ended 31st March, 2022:

(₹ in Lakhs)

| Particulars | Unlisted Equity Securities | Preference Shares | Mutual Funds/ Venture Capital | Unlisted Debentures |
|--|----------------------------|-------------------|-------------------------------|---------------------|
| As at 31st March, 2021 | 65.13 | 951.38 | 579.78 | - |
| Acquisitions/Conversion | - | - | 354.61 | - |
| Gain/losses recognized in statement of profit and loss | - | - | - | - |
| Disposal | - | - | - | - |
| Gain/losses recognized in other comprehensive income | 4.15 | 279.99 | 448.02 | - |
| As at 31st March, 2022 | 69.28 | 1,231.37 | 1,382.41 | - |

37. FINANCIAL RISK MANAGEMENT

i) Financial Instruments by Category

For Amortized Cost Instruments, Carrying value Represents the Best Estimate of Fair Value.

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | | | As at 31 st March 2021 | | |
|---|-----------------------------------|-----------------|------------------|-----------------------------------|-----------------|------------------|
| | FVTPL | FVTOCI | Amortized Cost | FVTPL | FVTOCI | Amortized Cost |
| Financial Assets | | | | | | |
| Investments | - | 2,683.06 | 1,472.47 | 62.83 | 1,596.29 | 12.36 |
| Trade Receivables | - | - | 50,824.92 | - | - | 51,104.30 |
| Loans | - | - | 124.53 | - | - | 99.53 |
| Cash and Cash Equivalents (including Other Bank Balances) | - | - | 7,445.37 | - | - | 3,950.63 |
| Other Financial Assets | - | - | 2,832.24 | - | - | 2,859.74 |
| Total | - | 2,683.06 | 62,699.53 | 62.83 | 1,596.29 | 58,026.56 |
| Financial Liabilities | | | | | | |
| Borrowings | - | - | 6,193.16 | - | - | 27,668.10 |
| Lease Liabilities | - | - | 3,429.51 | - | - | 2,080.27 |
| Trade Payables | - | - | 8,512.93 | - | - | 9,425.20 |
| Other Financial Liabilities | - | - | 2,808.74 | - | - | 2,159.38 |
| Total | - | - | 20,944.34 | - | - | 41,332.95 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

ii) Risk Management

The Group's activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the Consolidated Financial Statements.

| Risk | Exposure Arising from | Measurement | Management |
|--------------------------------|---|-----------------------------|---|
| Credit Risk | Cash And Cash Equivalents, Trade Receivables, Derivative Financial Instruments, Financial Assets Measured at Amortized Cost | Ageing Analysis | Bank Deposits, Diversification of Asset Base, Credit Limits and Collateral. |
| Liquidity Risk | Borrowings and Other Liabilities | Rolling Cash Flow Forecasts | Availability of Committed Credit Lines and Borrowing Facilities |
| Market Risk - Foreign Exchange | Recognized Financial Assets and Liabilities Not Denominated In ₹ | Cash Flow Forecasting | Forward Contract/Hedging |
| Market Risk - Security Price | Investments in Equity Securities | Sensitivity Analysis | Portfolio Diversification |

The Group's risk management is carried out by a central treasury department (of the Holding Company) under policies approved by the board of directors. The board of directors provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk and investment of excess liquidity.

A. Credit Risk

Credit risk arises from cash and cash equivalents, trade receivables, investments carried at Amortized cost and deposits with banks and financial institutions.

a. Credit Risk Management

The finance function of the Group assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics. The Group assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

A: No Risk

B: Low Risk

C: Medium Risk

D: High Risk

Assets Under Credit Risk –

(₹ in Lakhs)

| Credit rating | Particulars | As at 31 st March 2022 | As at 31 st March 2021 |
|---------------|---|--------------------------------------|--------------------------------------|
| No Risk | Investments | 19,270.55 | 14,997.94 |
| Low Risk | Trade Receivables | 50,824.92 | 51,104.30 |
| No Risk | Loans | 124.53 | 99.53 |
| No Risk | Cash and Cash Equivalents (including Other Bank Balances) | 7,445.37 | 3,950.63 |
| No Risk | Other Financial Assets | 2,832.24 | 2,859.74 |
| | Total | 80,497.61 | 73,012.14 |

The risk parameters are same for all financial assets for all period presented. The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an on-going basis throughout each reporting period. In general, it is presumed that credit risk has significantly increased since initial recognition if the payments are more than 180 days past due. A default on a financial asset is when the counterparty fails to make contractual payments when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

b. Credit Risk Exposure

Provision for Expected Credit Losses

The Group Provides for Expected Credit Loss Based on Lifetime Expected Credit Loss Mechanism for Trade Receivables–

(₹ in Lakhs)

| Particular | Years | Estimated Gross Carrying Amount at Default | Expected Probability of Default | Expected Credit Losses | Carrying Amount Net of Impairment Provision |
|-------------------|------------------------------|--|---------------------------------------|---------------------------|---|
| Trade receivables | 31 st March, 2022 | 51,996.83 | 2.25% | 1,171.91 | 50,824.92 |
| | 31 st March, 2021 | 52,276.21 | 2.24% | 1,171.91 | 51,104.30 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

B. Liquidity Risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Group maintains flexibility in funding by maintaining availability under committed facilities.

Management monitors rolling forecasts of the Group's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Group takes into account the liquidity of the market in which the entity operates. In addition, the Group's liquidity management policy involves considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to the same as and when fall due.

Maturities of Financial Liabilities

The table below provides the details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments. (Balances due within 12 months are equal their carrying balances as the impact of discounting is not significant)

(₹ in Lakhs)

| As at 31 st March, 2022 | Less than 1 year | 1-2 year | 2-3 year | More than 3 years | Total |
|------------------------------------|------------------|-----------------|---------------|-------------------|------------------|
| Financial Liabilities | | | | | |
| Borrowings | 3,913.02 | 1,026.58 | 615.75 | 637.81 | 6,193.16 |
| Lease Liabilities | 782.32 | 549.60 | 313.43 | 1,784.16 | 3,429.51 |
| Trade Payable | 8,512.93 | - | - | - | 8,512.93 |
| Other Financial Liabilities | 2,808.74 | - | - | - | 2,808.74 |
| Total | 16,017.01 | 1,576.18 | 929.18 | 2,421.97 | 20,944.34 |

(₹ in Lakhs)

| As at 31 st March, 2021 | Less than 1 year | 1-2 year | 2-3 year | More than 3 years | Total |
|------------------------------------|------------------|-----------------|-----------------|-------------------|------------------|
| Financial Liabilities | | | | | |
| Borrowings | 16,759.37 | 3,566.50 | 2,517.13 | 4,825.10 | 27,668.10 |
| Lease Liabilities | 903.73 | 627.04 | 193.88 | 355.62 | 2,080.27 |
| Trade Payable | 9,425.20 | - | - | - | 9,425.20 |
| Other Financial Liabilities | 2,159.38 | - | - | - | 2,159.38 |
| Total | 29,247.68 | 4,193.54 | 2,711.01 | 5,180.72 | 41,332.95 |

C. Price Risk Exposure

The Group's exposure price risk arises from investments held and classified in the balance sheet either as fair value through other comprehensive income or at fair value through profit or loss. To manage the price risk arising from investments in equity securities, the Group diversifies its portfolio of assets.

Sensitivity

Below is the sensitivity of profit or loss and equity changes in fair value of investments in equity. The analysis is based on the assumption that price has increased/decreased by 5% with all other variables held constant, and that all the companies equities instruments moved in line with the price.

(₹ in Lakhs)

| Particulars | 31 st March, 2022 | 31 st March, 2021 |
|--|------------------------------|------------------------------|
| Price Sensitivity (Investment at FVTOCI & FVTPL)* | | |
| Price Increase by (5%) | 134.15 | 82.96 |
| Price Decrease by (5%) | (134.15) | (82.96) |

* Holding all other variables constant

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

38. CAPITAL MANAGEMENT

The Group's capital management objectives are

- to ensure the Group's ability to continue as a going concern
- to provide an adequate return to shareholders

The Group monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of balance sheet.

Management assesses the Group's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Group's various classes of debt. The Group 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. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|---|---------------------------------------|---------------------------------------|
| Net debts (Net of Cash and Cash Equivalent) (A) | 2,408.02 | 26,025.77 |
| Total equity (B) | 1,43,027.57 | 1,16,970.87 |
| Net Debt to Equity Ratio (Times) (C)=(A)/(B) | 0.02 | 0.22 |

(i) Loan Covenants

Under the terms of the major borrowing facilities, the Group is required to comply with the following financial covenants:

| | As at 31 st March, 2022 | As at 31 st March, 2021 |
|--|---------------------------------------|---------------------------------------|
| - DSCR not to fall below 1.50 Times [(Net Profit after taxes + Non-cash operating expenses (Dep and Amortization) + Interest + Other non-cash adjustments (loss on sale of Fixed Assets)/Interest and lease payments + Principal repayments] | 10.17 | 3.46 |
| - Term Debt (TD) to Net Cash Accruals (NCA) not to exceed 1.25 Times (NCA = (PAT+Depreciation-Dividend)) | 0.11 | 0.62 |

The Group has complied with these covenants throughout the reporting period.

(ii) Dividends on Equity Shares

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|--|---------------------------------------|---------------------------------------|
| Interim Dividend for the Year Ended (In CY 2021-22 ₹ 4.00 Per Share and PY 2020-21 ₹ 1.20 Per Share) | 3,093.86 | 923.96 |
| Recommended Final Dividend (In CY 2021-22 ₹ 2.00 Per Share and PY 2020-21 ₹ 1.30 Per Share) | 1,546.56 | 1,002.30 |

39. NET DEBT RECONCILIATION

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|---|---------------------------------------|---------------------------------------|
| Cash and Cash Equivalents (including Other Bank Balances excluding Unpaid Dividend account balance) | 7,228.53 | 3,755.36 |
| Borrowings - Current and Non Current | (6,193.16) | (27,668.10) |
| Lease Liability - Current and Non Current | (3,429.51) | (2,080.27) |
| Interest Payable | (13.88) | (32.76) |
| Net Debt | (2,408.02) | (26,025.77) |

(₹ in Lakhs)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

| Particulars | Cash and Cash Equivalents and Bank Overdrafts | Borrowings - Current and Non Current | Lease Liability - Current and Non Current | Interest Payable | Total |
|--|---|--------------------------------------|---|------------------|--------------------|
| Net Debt as at 1st April 2021 | 3,755.36 | (27,668.10) | (2,080.27) | (32.76) | (26,025.77) |
| Cash Flows | 3,473.17 | 21,474.94 | (1,349.24) | - | 23,598.87 |
| Finance Costs | - | - | - | 1,282.68 | 1,282.68 |
| Interest Paid | - | - | - | (1,263.80) | (1,263.80) |
| Net Debt as at 31st March, 2022 | 7,228.53 | (6,193.16) | (3,429.51) | (13.88) | (2,408.02) |

40. THE CONSOLIDATED FINANCIAL STATEMENT INCLUDE RESULTS OF ALL THE SUBSIDIARY COMPANIES, STEP-DOWN SUBSIDIARY COMPANIES AND JOINT VENTURES/ASSOCIATES OF THE COMPANY.

| Sl. | Name of the Company | Country of Incorporation | % of Shareholding | Consolidated as |
|-----|--|--------------------------|-------------------|---|
| 1 | Transsystem Logistics International Private Limited. | India | 49.00% | Jointly Controlled Entity (Joint Venture) |
| 2 | TCI Global Pte Limited | Singapore | 100.00% | Step-down Subsidiary |
| 3 | TCI Global Brazil Logistica Ltda | Brazil | 100.00% | Step-down Subsidiary |
| 4 | TCI Holdings Netherlands B.V. | Netherlands | 100.00% | Step-down Subsidiary |
| 5 | TCI Holdings Asia Pacific Pte. Limited | Singapore | 100.00% | Subsidiary |
| 6 | TCI Holdings SA & E Pte Limited | Singapore | 100.00% | Subsidiary |
| 7 | TCI Bangladesh Limited | Bangladesh | 100.00% | Subsidiary |
| 8 | TCI Nepal Pvt. Limited | Nepal | 100.00% | Subsidiary |
| 9 | TCI Ventures Limited | India | 100.00% | Subsidiary |
| 10 | TCI Cold Chain Solutions Limited | India | 80.00% | Subsidiary |
| 11 | Stratsol Logistic Private Limited | India | 100.00% | Step-down Subsidiary |
| 12 | TCI-CONCOR Multimodal Solutions Private Limited | India | 51.00% | Subsidiary |
| 13 | Cargo Exchange India Private Limited | India | 32.50% | Associate |

(a) The financial statements of these companies are for the period as under:-

| Sl. | Name of the Company | Period | | Remarks |
|-----|---|-----------------------------|------------------------------|-------------------------------|
| | | From | To | |
| 1 | Transsystem Logistics International Private Limited | 1 st April, 2021 | 31 st March, 2022 | Financial year of the Company |
| 2 | TCI Global Pte Limited | 1 st April, 2021 | 31 st March, 2022 | Financial year of the Company |
| 3 | TCI Global Brazil Logistica Ltda | 1 st April, 2021 | 31 st March, 2022 | Financial year of the Company |
| 4 | TCI Holdings Netherlands B.V. | 1 st April, 2021 | 31 st March, 2022 | Financial year of the Company |
| 5 | TCI Holdings Asia Pacific Pte. Limited. | 1 st April, 2021 | 31 st March, 2022 | Financial year of the Company |
| 6 | TCI Holdings SA & E Pte Limited | 1 st April, 2021 | 31 st March, 2022 | Financial year of the Company |
| 7 | TCI Bangladesh Limited | 1 st April, 2021 | 31 st March, 2022 | Financial year of the Company |
| 8 | TCI Nepal Private Limited | 1 st April, 2021 | 31 st March, 2022 | Financial year of the Company |
| 9 | TCI Cold Chain Solutions Limited | 1 st April, 2021 | 31 st March, 2022 | Financial year of the Company |
| 10 | TCI Ventures Limited | 1 st April, 2021 | 31 st March, 2022 | Financial year of the Company |
| 11 | Stratsol Logistic Private Limited | 1 st April, 2021 | 31 st March, 2022 | Financial year of the Company |
| 12 | TCI-CONCOR Multimodal Solutions Private Limited. | 1 st April, 2021 | 31 st March, 2022 | Financial year of the Company |
| 13 | Cargo Exchange India Private Limited. | 1 st April, 2021 | 31 st March, 2022 | Financial year of the Company |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

- (b) The Consolidated Financial Statements have been prepared on the following principles:
- In respect of subsidiary companies, the financial statements have been consolidated on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and unrealized profits/losses on intra-group transactions as per Ind AS 110 "Consolidated Financial Statement".
 - In case of Jointly Controlled Entity/Joint Venture and Associate, the financial statements have been consolidated considering the interest in the Jointly controlled entity/Joint venture and Associate using equity method as per the applicable Ind AS.
 - In case of foreign subsidiary companies, being Non-Integral Foreign Operations, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at the rate prevailing at the end of the year. Any exchange difference arising on consolidation is recognized as "Foreign Currency Translation Reserve".
 - The Excess of cost to the Company of its investment in subsidiary companies, joint ventures and associates is recognized in the financial statements as a Goodwill, which is tested for impairment on every Balance Sheet date. The excess of Company's share of equity and reserves of the Subsidiary and Joint Venture companies over the cost of acquisition is treated as Capital Reserve. The goodwill/capital reserve arising from acquisition of an Associate is included in carrying amount of the investment in associates.

41. ADDITIONAL INFORMATION, AS REQUIRED UNDER SCHEDULE III TO THE COMPANIES ACT 2013, OF ENTERPRISES CONSOLIDATED AS SUBSIDIARIES/ASSOCIATES/JOINT VENTURES

| Name of the Enterprise | Net Assets, i.e., Total Assets Minus Total Liabilities | | Share in Profit or Loss | |
|---|--|--------------------|-------------------------------------|-------------------|
| | As % of Consolidated Net Assets | Amount (in Lakhs) | As % of Consolidated Profit or Loss | Amount (in Lakhs) |
| Parent | | | | |
| Transport Corporation of India Limited | 91.81 | 1,31,306.55 | 92.34 | 26,743.03 |
| Subsidiary | | | | |
| Indian | | | | |
| 1 TCI-CONCOR Multimodal Solutions Private Limited | 1.55 | 2,216.48 | 1.94 | 560.67 |
| 2 TCI Cold Chain Solutions Limited | 2.93 | 4,191.20 | 0.95 | 276.03 |
| 3 TCI Ventures Limited | 1.13 | 1,621.11 | (0.30) | (85.81) |
| 4 TCI Stratsol Logistic Private Limited | 0.20 | 284.85 | (0.00) | (0.27) |
| Foreign | | | | |
| 1 TCI Global (Singapore) Pte Limited | 0.01 | 7.29 | (0.01) | (2.95) |
| 2 TCI Holdings Asia Pacific Pte. Limited | 0.60 | 863.36 | (0.00) | (0.26) |
| 3 TCI Global Brazil Logistica Ltda | (0.03) | (40.33) | - | - |
| 4 TCI Holdings Netherlands B.V. | (0.17) | (238.22) | (0.03) | (9.40) |
| 5 TCI Holdings SA & E Pte. Limited | 0.17 | 243.78 | (0.03) | (9.99) |
| 6 TCI Bangladesh Limited | 0.10 | 148.38 | 0.15 | 43.17 |
| 7 TCI Nepal Private Limited | 0.01 | 17.31 | 0.06 | 16.12 |
| Non-Controlling Interests in All Subsidiaries | (1.91) | (2,737.72) | (1.11) | (321.47) |
| Joint Venture/Associate (As Per Equity Method) | | | | |
| Indian | | | | |
| 1 Transystem Logistics International Private Limited | 9.90 | 14,161.93 | 9.55 | 2,766.07 |
| 2 Cargo Exchange Private Limited | 0.44 | 622.93 | 0.01 | 2.49 |
| Inter Company and Consolidation Adjustments | (6.74) | (9,641.33) | (3.51) | (1,016.59) |
| Grand Total | 100.00 | 1,43,027.57 | 100.00 | 28,960.84 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

42. RELATED PARTY INFORMATION

(a) Name of Key Managerial Personnel and Relatives

| Name of Key Managerial Personnel | Designation | Close Family Member |
|----------------------------------|------------------------------------|-----------------------|
| Mr. D.P. Agarwal | Chairman and Managing Director | |
| Mr. Vineet Agarwal | Managing Director | Mrs. Priyanka Agarwal |
| Mr. S. N. Agarwal | Non-Executive Director | |
| Mrs. Urmila Agarwal | Non-Executive Director | |
| Mr. Chander Agarwal | Non-Executive Director | |
| Mr. Ashish Bharat Ram* | Non-Executive Independent Director | |
| Mr. Vijay Sankar | Non-Executive Independent Director | |
| Mr. S Madhavan | Non-Executive Independent Director | |
| Ms. Gita Nayyar | Non-Executive Independent Director | |
| Mr. Ravi Uppal | Non-Executive Independent Director | |
| Mr. Vikrampati Singhania** | Non-Executive Independent Director | |
| Mr. Ashish Tiwari | Group CFO | |
| Ms. Archana Pandey | Company Secretary | |
| Mr. Jasjit Singh Sethi | CEO-TCI Supply Chain Division | |
| Mr Ram Ujagar Singh | CEO-TCI Seaways Division | |
| Mr. Ishwar Singh Sagar | CEO-TCI Freight Division | |

(b) Joint Venture/Associate

Transystem Logistics International Private Limited (Joint Venture)

Cargo Exchange India Private Limited (Associate)

(c) Other Related Companies/Firms/Trust

| | | |
|--|--|---|
| Bhoruka Supply Chain Solutions Holdings Limited | TCI Exim Private Limited | TCI Warehousing (MH) – Partnership firm |
| Bhoruka Finance Corporation of India Limited | TCI India Limited | TCI Properties (South) – Partnership firm |
| TCI Industries Limited | TCI Foundation (Trust) | TCI Properties (NCR) – Partnership firm |
| Bhoruka International Private Limited | TCI Institute of Logistics | TCI Properties (Guj) – Partnership firm |
| TCI Developers Limited | TCI Express Limited | TCI Properties (Delhi) – Partnership firm |
| TCI Properties (West) Limited | TCI Infrastructure Limited | SRF Limited* |
| XPS Cargo Services Limited | Gloxinia Farms Private Limited | JK Agri Genetics Limited** |
| TCI Distribution Centres Limited | Surin Automotive Private Limited | TCI Trading (Firm) |
| Log Labs Ventures Private Limited | Bhoruka Express Consolidated Limited | JK Files (India) Limited.. |
| TDL Real Estate Holdings Limited | Steel Infra Solutions Private Limited | JK Fenner Limited** |
| Bhoruka Power Corporation of India Limited | TCI Apex Pal Hospitality India Private Limited | |
| Transport Corporation Of India Limited Gratuity Fund | TCI Group Employees Benevolent Fund Trust | |

* Upto 3rd August, 2021

** from 5th July, 2021



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

(e) Key Managerial Personnel Compensation

(₹ in Lakhs)

| Description | For the Year Ended 31 st March, 2022 | For the Year Ended 31 st March, 2021 |
|--------------------------------|--|--|
| Short Term Employee Benefits | 2,743.73 | 2,016.91 |
| Post-Employment Benefits | 168.93 | 149.14 |
| Employee Stock Option benefits | 292.64 | 68.97 |
| Total Compensation | 3,205.30 | 2,235.02 |

(f) Transactions During the Year with Related Parties

(₹ in Lakhs)

| Description | Nature of Relation | For the year ended 31 st March 2022 | For the year Ended 31 st March 2021 |
|--|---------------------------------|---|---|
| Income | | | |
| Freight Income | Joint Ventures | 4,829.63 | 3,575.92 |
| | Other Related Party | 479.98 | 576.47 |
| Logistic Services | Joint Venture | 159.83 | 174.59 |
| Business Support Services | Joint Venture | 641.56 | 560.82 |
| | Other Related Party | 387.70 | 365.92 |
| Miscellaneous Income | Other Related Party | 47.17 | 20.05 |
| Dividend Income | Joint Venture | 980.00 | 980.00 |
| Rent Received | Other Related Party | 316.66 | 295.73 |
| Expenditure | | | |
| Freight Expenses | Joint Venture | 436.52 | 276.46 |
| | Other Related Party | 220.17 | 137.08 |
| Fuel Purchase | Other Related Party | 1,509.82 | 894.95 |
| Charity and Donation (Including CSR Expenditure) | Other Related Party | 274.30 | 300.00 |
| Business Support Services | Associates | 34.23 | 23.26 |
| | Other Related Party | 3.27 | 45.34 |
| Vehicle Maintenance | Joint Venture | 30.11 | 19.18 |
| Rent paid | Joint Venture | 29.18 | 22.31 |
| | Other Related Party | 1,057.54 | 1,001.46 |
| Directors & KMP Remuneration & Commission | Directors Non-Executive | 95.61 | 80.70 |
| | Directors Executive & Other KMP | 3,109.69 | 2,235.02 |
| Finance and Investments | | | |
| Investments Redeemed | Directors Executive | - | 0.01 |
| Property Management Services | Other Related Party | 44.73 | 47.28 |
| | Other Related Party | 16.72 | 118.49 |
| Advances/Deposits Given | Associate | 30.00 | - |
| | Key Managerial Personnel | 19.50 | - |
| | Key Managerial Personnel | 15.71 | - |
| Advances Given Recovered | Associate | 23.05 | - |
| | Other Related Party | 400.00 | 410.52 |
| Payment to Gratuity Trust | Other Related Party | 290.00 | - |
| Payment to Benevolent Fund Trust | Other Related Party | 35.02 | 24.87 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

(g) Balances at the End of the Year

(₹ in Lakhs)

| Description | Nature of Relation | For the year ended 31 st March 2022 | For the year Ended 31 st March 2021 |
|----------------------------|--------------------------------------|---|---|
| Advances /Deposit Given | Other Related Party | 961.22 | 961.22 |
| Trade Receivables & Others | Joint Venture | 483.68 | 941.20 |
| | Other Related Party | 231.14 | 172.61 |
| Advances Recoverable | Associates | 6.41 | - |
| | Other Related Party | 16.72 | - |
| | Directors & Key Managerial Personnel | 3.79 | - |
| Trade Payables & Others | Joint Venture | 47.88 | 75.00 |
| | Other Related Party | 97.74 | 15.94 |
| | Directors & Key Managerial Personnel | 876.00 | 664.00 |

43. SEGMENT INFORMATION

Operating Segments:

- a) Freight Division b) Supply Chain Solutions Division
c) Seaways Division d) Energy Division

Identification of Segments:

The chief operating decision maker monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the Consolidated Financial Statements. Operating segments have been identified on the basis of the nature of products/services and have been identified as per the quantitative criteria specified in the Ind AS 108.

Segment Revenue and Results:

The expenses and incomes which are not attributable to any business segment are shown as unallocated expenditure (net of unallocated income).

Segment Assets and Liabilities:

Segment assets include all operating assets used by the operating segment and mainly consist of property plant and equipment, trade receivables, cash and cash equivalents etc. Segment liabilities primarily includes Current liabilities except for borrowings. Common assets and liabilities which cannot be allocated to any of the segments are shown as a part of unallocated Corporate assets/liabilities.

Inter Segment Transfer:

Profit or loss on inter segment transfers are eliminated at Group level.

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|-----------------------------------|---------------------------------------|---------------------------------------|
| Revenue | | |
| Freight Division | 1,68,950.66 | 1,47,886.78 |
| Supply Chain Solutions Division | 1,06,389.51 | 97,110.99 |
| Seaways Division | 55,778.12 | 39,528.12 |
| Energy Division | 528.58 | 383.24 |
| Unallocated Income | 1,269.94 | 1,803.31 |
| Segment Revenue | 3,32,916.81 | 2,86,712.44 |
| Less: Inter Segment Revenue | 5,257.50 | 3,926.22 |
| Net Income from Operations | 3,27,659.31 | 2,82,786.22 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

| Particulars | | As at 31 st March, 2022 | As at 31 st March, 2021 |
|---|-----------------------------------|---------------------------------------|---------------------------------------|
| Segment Results | Freight Division | 6,746.33 | 5,219.20 |
| | Supply Chain Solutions Division | 6,487.75 | 6,073.38 |
| | Seaways Division | 17,896.20 | 7,354.51 |
| | Energy Division | 299.87 | 144.82 |
| | Unallocated Income | 1,269.94 | 1,829.53 |
| | Unallocated Expenditure | (1,137.25) | (1,233.00) |
| | Less: Interest Expenses | 1,282.68 | 2,669.68 |
| Profit Before Tax | | 30,280.16 | 16,718.76 |
| Exceptional items (Refer Note 33) | | - | 1,305.70 |
| Share of Profit /(Loss) from Joint Ventures | | 2,766.84 | 2,012.56 |
| Less: Provision for Taxes | Current Tax | 3,901.00 | 2,661.48 |
| | MAT Credit Entitlement | (50.21) | - |
| | Deferred Tax | (86.10) | (277.50) |
| | Taxes for Earlier Years | - | (0.06) |
| Net Profit for the Year | | 29,282.31 | 15,041.70 |
| Other Information | | | |
| Segment Assets | Freight Division | 33,213.12 | 33,979.76 |
| | Supply Chain Solutions Division | 49,616.77 | 49,079.65 |
| | Seaways Division | 41,232.23 | 40,778.55 |
| | Energy Division | 542.37 | 688.31 |
| | Unallocated Corporate Assets | 58,098.46 | 49,354.02 |
| Total Assets | | 1,82,702.95 | 1,73,880.29 |
| Segment Liabilities | Freight Division | 8,987.68 | 7,751.02 |
| | Supply Chain Solutions Division | 13,160.74 | 13,039.78 |
| | Seaways Division | 3,427.68 | 1,685.62 |
| | Energy Division | 19.02 | 101.33 |
| | Unallocated Corporate Liabilities | 2,393.30 | 3,069.15 |
| Total Liabilities | | 27,988.42 | 25,646.90 |
| Capital Expenditure | Freight Division | 400.04 | 60.50 |
| | Supply Chain Solutions Division | 4,271.71 | 7,633.81 |
| | Seaways Division | 591.52 | 4,746.33 |
| | Unallocated Capital Expenditure | 2,337.89 | 2,730.83 |
| Total Capital Expenditure | | 7,601.16 | 15,171.47 |
| Depreciation | Freight Division | 454.28 | 592.62 |
| | Supply Chain Solutions Division | 5,063.75 | 4,466.49 |
| | Seaways Division | 5,731.55 | 4,144.89 |
| | Energy Division | 27.22 | 58.29 |
| | Unallocated Corporate Expenditure | 25.31 | 18.26 |
| Total Depreciation | | 11,302.11 | 9,280.55 |

* The Group operates mainly in India and therefore there are no separate geographical segments.

** There are no customers having revenue exceeding 10% of total revenues

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

Reconciliation of Segment Assets & Liabilities

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|--|---------------------------------------|---------------------------------------|
| Segment Operating Assets | 1,82,702.95 | 1,73,880.29 |
| Total Assets | 1,82,702.95 | 1,73,880.29 |
| Segment Operating Liabilities | 27,988.42 | 25,646.90 |
| Deferred Tax Liabilities & Others | 2,756.08 | 2,731.61 |
| Borrowing (including Current Maturities of Long-Term Borrowings) | 6,193.16 | 27,668.10 |
| Total Liabilities | 36,937.66 | 56,046.61 |

44. A) Employee Benefit Obligations (On the Basis of Actuarial Valuation)

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | | As at 31 st March 2021 | |
|-------------------|-----------------------------------|---------------|-----------------------------------|---------------|
| | Current | Non-Current | Current | Non-Current |
| Gratuity (Funded) | 3,338.36 | - | 2,941.41 | - |
| Leave Obligations | 68.51 | 468.19 | 68.18 | 463.04 |
| Total | 3,406.87 | 468.19 | 3,009.59 | 463.04 |

Leave Obligations

The leave obligations cover the Group liability for earned leaves.

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|--|---------------------------------------|---------------------------------------|
| Current Liability Expected to be Settled Within the Next 12 Months | 68.51 | 68.18 |
| Non-Current Liability Expected to be Settled beyond Next 12 Months | 468.19 | 463.04 |
| Total Liability | 536.70 | 531.22 |

Service Cost

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|--|---------------------------------------|---------------------------------------|
| Current Service Cost | 98.44 | 99.59 |
| Past Service Cost (including curtailment Gains/Losses) | - | - |
| Gains or Losses on Non Routine Settlements | - | - |
| Total Service Cost (Income) | 98.44 | 99.59 |

Interest Cost

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|---|---------------------------------------|---------------------------------------|
| Interest Cost on Defined Benefit Obligation | 34.16 | 32.11 |
| Interest Income on Plan Assets | - | - |
| Total Interest Cost (Income) | 34.16 | 32.11 |



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

Movement in the Liability recognized in the Balance Sheet is as Under:

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|--|---------------------------------------|---------------------------------------|
| Present Value of Defined Benefit Obligation as at the Start of the Year | 531.22 | 484.35 |
| Current Service Cost | 98.44 | 99.59 |
| Interest Cost | 34.16 | 32.11 |
| Actuarial Loss/(Gain) Recognized During the Year | 113.66 | 42.32 |
| Benefits Paid | (240.78) | (127.15) |
| Present Value of Defined Benefit Obligation as at the End of the Year | 536.70 | 531.22 |

Amount recognized in the Statement of Profit And Loss is as Under:

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|--|---------------------------------------|---------------------------------------|
| Current Service Cost | 98.44 | 99.59 |
| Interest Cost | 34.16 | 32.11 |
| Net Actuarial (Gain)/Loss | 113.66 | 42.32 |
| Amount Recognized in the Statement of Profit and Loss | 246.26 | 174.02 |

Actuarial Assumptions

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|-----------------------------------|---------------------------------------|---------------------------------------|
| Discount Rate | 6.98% | 6.43% |
| Future Salary Increase | 6.50% | 5.50% |
| Average Future Service (in Years) | 27.36 Years | 28.36 Years |

These assumptions were developed by management with the assistance of independent actuarial appraisers. Discount factors are determined close to each year-end by reference to government bonds of relevant economic markets and that have terms to maturity approximating to the terms of the related obligation. Other assumptions are based on management's historical experience.

Gratuity

The Group has a defined benefit gratuity plan, which is regulated as per the provisions of Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The scheme is funded by the Group and is managed by a separate Approved Trust. The liability for the same is recognized on the basis of actuarial valuation.

The weighted average duration of the defined benefit obligation as at 31st March, 2022 is 9 years (31st March, 2021: 9 years).

The amounts recognized in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

Changes in Defined Benefit Obligation

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|---|---------------------------------------|---------------------------------------|
| Present Value Obligation as at the Start of the Year | 2,941.41 | 2,501.75 |
| Interest Cost | 189.13 | 165.87 |
| Service Cost | 264.02 | 250.45 |
| Benefits Paid | (265.20) | (185.28) |
| Actuarial Loss/(Gain) on Obligations | 209.00 | 208.62 |
| Present Value Obligation as at the End of the Year | 3,338.36 | 2,941.41 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

Service Cost

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|--|---------------------------------------|---------------------------------------|
| Current Service Cost | 264.02 | 250.45 |
| Past Service Cost (including curtailment Gains/Losses) | - | - |
| Gain or Losses on Non routine settlements | - | - |
| Net Service Cost (Income) | 264.02 | 250.45 |

Net Interest Cost

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|--|---------------------------------------|---------------------------------------|
| Interest Income on Defined Benefit Obligations | 189.13 | 165.87 |
| Interest Income on Plan Assets | (166.51) | (143.85) |
| Net Interest Cost (Income) | 22.62 | 22.02 |

Change in Fair Value of Plan Assets

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|--|---------------------------------------|---------------------------------------|
| Fair Value of Plan Assets as at the Start of the Year | 2,589.63 | 2,169.63 |
| Return on Plan Assets | 138.64 | 194.76 |
| Contribution | 400.00 | 410.52 |
| Benefits Paid | (265.20) | (185.28) |
| Fair Value of Plan Assets as at the End of the Year | 2,863.07 | 2,589.63 |

Breakup of Actuarial Gain/Loss:

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|---|---------------------------------------|---------------------------------------|
| Actuarial (Gain)/Loss for the year on Present Benefits Obligation | 209.00 | 208.62 |
| Actuarial (Gain)/Loss for the year on Plan Assets | 27.87 | (50.91) |
| Total Amount recognized in Other Comprehensive Income | 236.87 | 157.71 |

Reconciliation of Present Value of Defined Benefit Obligation and the Fair Value of Plan Assets

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|---|---------------------------------------|---------------------------------------|
| Present Value Obligation as at the End of the Year | 3,338.36 | 2,941.41 |
| Fair Value of Plan Assets as at the End of the Year | 2,863.07 | 2,589.63 |
| Net Asset Recognized in Balance Sheet | (475.29) | (351.78) |

Amount Recognized in the Statement of Profit and Loss

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|---|---------------------------------------|---------------------------------------|
| Current Service Cost | 264.02 | 250.45 |
| Net Interest Cost / (Income) on the Net Defined Benefit Liability / (Asset) | 22.62 | 22.02 |
| Amount recognized in the Statement of Profit and Loss | 286.64 | 272.47 |



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

Amount recognized in the Statement of Other Comprehensive Income

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|--|---------------------------------------|---------------------------------------|
| Net Cumulative Unrecognized Actuarial Gain/(Loss) Opening | | |
| Actuarial (Gain)/Loss for the Year on PBO | 209.00 | 208.62 |
| Actuarial (Gain)/Loss for the Year on Asset | 27.87 | (50.91) |
| Unrecognized Actuarial (Gain)/Loss at the End of the Year | 236.87 | 157.71 |

Assumptions

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|-----------------------------------|---------------------------------------|---------------------------------------|
| Discount Rate | 6.98% | 6.43% |
| Future Salary Increase | 6.50% | 5.50% |
| Rate of Return on Plan Assets | 6.43% | 6.63% |
| Average Future Service (in Years) | 27.36 Years | 28.36 Years |

These assumptions were developed by management with the assistance of independent actuarial appraisers. Discount factors are determined close to each year-end by reference to government bonds of relevant economic markets and that have terms to maturity approximating to the terms of the related obligation. Other assumptions are based on management's historical experience.

Sensitivity Analysis for Gratuity Liability

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|--|---------------------------------------|---------------------------------------|
| Impact of the Change in Discount Rate | | |
| Present Value of Obligation at the End of the Year | 3,338.36 | 2,941.41 |
| a) Impact Due to Increase of 0.50 % | (127.09) | (214.35) |
| b) Impact Due to Decrease of 0.50 % | 137.11 | 249.42 |
| Impact of the Change in Salary Increase | | |
| Present Value of Obligation at the End of the Year | 3,338.36 | 2,941.41 |
| a) Impact Due to Increase of 1 % | 268.68 | 237.05 |
| b) Impact Due to Decrease of 1 % | (235.70) | (208.17) |
| Impact of the Change in Withdrawal Rate | | |
| Present Value of Obligation at the End of the Year | 3,338.36 | 2,941.41 |
| a) Impact Due to Increase of 5 % | 41.32 | 16.69 |
| b) Impact Due to Decrease of 5 % | (86.20) | (19.39) |

The Major Categories of Plan Assets are as Follows:

(₹ in Lakhs)

| Particulars | 31 st March, 2022 | | | |
|---|------------------------------|----------|----------|-----|
| | Quoted | Unquoted | Total | In% |
| Equity Instruments | 48.13 | - | 48.13 | 2% |
| Debt Instruments | 2,155.74 | - | 2,155.74 | 75% |
| Cash and Cash Equivalents (Including Other bank Balances) | - | 659.20 | 659.20 | 23% |

(₹ in Lakhs)

| Particulars | 31 st March, 2021 | | | |
|---|------------------------------|----------|----------|-----|
| | Quoted | Unquoted | Total | In% |
| Equity Instruments | 44.92 | - | 44.92 | 2% |
| Debt Instruments | 2,079.00 | - | 2,079.00 | 80% |
| Cash and Cash Equivalents (Including Other bank Balances) | - | 465.70 | 465.70 | 18% |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

B) Employee Stock Option Plan

The Company during the year has granted 2,81,000 Stock Options to its eligible employees. The Company in accordance with the Employee Stock Option Plan-2017 (4th Tranche), vesting period being 1, 2, and 3 years from the date of grant and the exercise period being one year from the date on which the options are eligible for exercise. Holder of each option is eligible for one fully paid equity share of the Company of the face value of ₹ 2 each on payment of ₹ 155 per share, the exercise price. The Compensation cost of option determined on the date of grant is ₹ 173.08 based on black scholes methodology. The impact of above for the years is ₹ 486.35 Lakhs, accordingly provision and disclosure have been considered in the Consolidated Financial Statements.

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|---|---------------------------------------|---------------------------------------|
| Outstanding options at the beginning of year | 4,45,650 | 6,02,375 |
| Face value of share (₹) | 2 | 2 |
| No. of Options granted during the year | 2,81,000 | 1,50,000 |
| Vesting Period of Option granted during the year (graded) | 1,2 & 3 Years | 1,2 & 3 Years |
| Exercise Price of option granted during the year (₹) | 155.00 | 128.00 |
| Compensation cost of the Option (₹) | 173.08 | 133.55 |
| No. of Options exercised during the year | 2,28,175 | 2,73,525 |
| No. of Options cancelled during the year (included Forfeited option due to Resignation) | 14,100 | 33,200 |
| Outstanding options at the end of year | 4,84,375 | 4,45,650 |
| Recovered from Subsidiary (₹ in Lakhs) | 24.83 | 12.83 |

45. CONTINGENT LIABILITIES AND COMMITMENTS:-

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|--|---------------------------------------|---------------------------------------|
| (i) Contingent Liabilities | | |
| (a) Claims Against the Group not Acknowledged as Debt | | |
| Sales Tax/Excise/Entry Tax/ESI/Trade Tax/Octroi/Stamp Duty | 286.25 | 339.90 |
| Other demands under Dispute not acknowledged as debt | 246.73 | 210.10 |
| (b) Guarantees excluding Financial Guarantees; and Counter Guarantees Outstanding | 1,906.97 | 2,166.59 |
| (ii) Commitments | | |
| Estimated Amount of Contracts Remaining to be Executed on Capital Account and Not Provided for (Net of Advance on Tangible Assets) | 1,547.68 | 1,284.51 |



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

46. ADDITIONAL REGULATORY INFORMATION

a. Analytical Ratios

| Ratio | Numerator | Denominator | 31 st March, 2022 | 31 st March, 2021 | % Variance | Reasons for variance |
|---|--|--|------------------------------|------------------------------|------------|--|
| Current Ratio (in times) | Total current assets | Total current liabilities | 2.85 | 1.81 | 57.70% | Increase in cash and cash equivalents and Current Investments due to higher cash generated |
| Debt- Equity ratio (in times) | Debt consists of borrowings and lease liabilities | Total equity | 0.07 | 0.25 | (73.55%) | Debt repayments amidst high cash availability |
| Debt service coverage ratio (in times) | Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses (Depreciation + Amortization) + Interest + Other non-cash adjustments (loss on sale of Fixed Assets) | Debt service = Interest and lease payments + Principal repayments | 10.17 | 3.46 | 193.87% | Lower Debt balances and higher cash profits |
| Return on equity ratio (in %) | Profit for the year less Preference dividend (if any) | Average total equity | 22.52% | 12.81% | 75.81% | Higher profits |
| Inventory Turnover Ratio* | Sales | Average Inventory | 72.10 | 58.57 | 23.11% | - |
| Trade receivables turnover ratio (in times) | Revenue from operations | Average trade receivables | 6.39 | 5.61 | 13.82% | - |
| Trade payables turnover ratio (in times) | Cost of equipment and software licences + Other expenses | Average trade payables | 29.86 | 30.30 | (1.47%) | - |
| Net capital turnover ratio (in times) | Revenue from operations | Working capital (i.e. Total current assets less Total current liabilities) | 6.15 | 8.56 | (28.08%) | Increase in workings capital amidst revenue growth |
| Net profit ratio (in %) | Profit for the year | Revenue from operations | 8.94% | 5.32% | 68.01% | Revenue Growth, Lower finance cost, high profitability in Shipping Division |
| Return on capital employed (in %) | Profit before tax and finance costs | Capital employed = Net worth + Lease liabilities + Deferred tax liabilities | 22.09% | 14.32% | 54.26% | Higher Profits |
| Return on investment (in %) | Net Profit after taxes | Average Total Assets = Average of Opening Total Assets and Closing Total Assets excluding revaluation impact | 16.42% | 8.79% | 86.83% | Higher Profits |

* Inventory turnover ratio has been calculated for Seaways Division only.

In respect of aforementioned ratios explanation has been provided for changes in the ratio by more than 25%

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

b. Relationship with struck off companies

(₹ in Lakhs)

| Name of Struck off Company | Nature of transactions with struck off Company | Balance outstanding as at 31 st March 2021 | Transaction | Balance outstanding as at 31 st March 2022 | Relationship with the struck off Company |
|---|--|---|-------------|---|--|
| Pushkar Financial Services Limited | Shares held by struck off company | -* | - | -* | Shareholder |
| Fairtrade Securities Limited | Shares held by struck off company | -* | - | -* | Shareholder |
| Vaishak Shares Limited | Shares held by struck off company | -* | - | -* | Shareholder |
| Sharmila Manpower Solutions Private Limited | Manpower Supply | 7.70 | 33.50 | 1.52 | Vendor |
| Lemison Laundry Equipment Private Limited | Freight Income | - | 0.17 | - | Customer |
| Vaishali Aromatics India Private Limited | Freight Income | - | 0.07 | - | Customer |
| B K Infrastructure Private Limited | Freight Income | - | 0.13 | - | Customer |
| Took Took Electric Vehicles (OPC) Private Limited | Freight Income | - | 0.01 | - | Customer |
| Ritajya Industry Private Limited | Freight Income | - | 0.08 | - | Customer |
| Indiprime International Private Limited | Freight Income | - | 0.02 | - | Customer |
| Nano Aqua Private Limited | Freight Income | - | -* | - | Customer |
| Afflon Creations Private Limited | Freight Income | - | 0.02 | - | Customer |
| Swaransh Engineers Private Limited | Freight Income | - | 0.18 | - | Customer |
| J Y Block Bearing Company Private Limited | Freight Income | - | 0.05 | - | Customer |
| Uni-Chem Seeds Private Limited | Freight Income | - | 0.02 | - | Customer |
| Unitech Packaging Private Limited | Freight Income | - | 0.12 | - | Customer |
| Deccan Articulations Private Limited | Freight Income | - | 0.04 | - | Customer |
| Greenessence Marketing Limited | Freight Income | - | 0.06 | - | Customer |
| Ranisati Marketing Co Private Limited | Freight Income | - | 0.01 | - | Customer |
| Parshvadrishi Copper Private Limited | Freight Income | - | 1.01 | - | Customer |
| Godwin Resorts & Hotels Private Limited | Freight Income | - | 0.01 | - | Customer |
| Deo Moonga Medical Devices Private Limited | Freight Income | - | 0.10 | - | Customer |
| Unique Energies Private Limited | Freight Income | - | 0.09 | - | Customer |
| Profutra Pharmaceutical Private Limited (OPC) | Freight Income | - | 0.08 | - | Customer |
| Rajureshwar Seeds Private Limited | Freight Income | - | 0.02 | - | Customer |
| Benito Pharmaceuticals Private Limited | Freight Income | - | 0.04 | - | Customer |
| Fannar Exim Private Limited | Freight Income | - | 0.09 | - | Customer |
| Interclean Solutions Private Limited | Freight Income | - | 0.04 | - | Customer |
| Aphs Power Solutions Private Limited | Freight Income | - | 0.35 | - | Customer |
| Dr Sabharwal's Manufactur Ing Labs Limited | Freight Income | - | 0.35 | - | Customer |
| R & D Mechtch Private Limited | Freight Income | - | 0.03 | - | Customer |
| Airborne Aero Services Private Limited | Freight Income | - | 0.02 | - | Customer |



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

| Name of Struck off Company | Nature of transactions with struck off Company | Balance outstanding as at 31 st March 2021 | Transaction | Balance outstanding as at 31 st March 2022 | Relationship with the struck off Company |
|---|--|---|-------------|---|--|
| Jahannagar Textile Mill Private Limited | Freight Income | - | 0.02 | - | Customer |
| Bcc Fuba India Limited | Freight Income | - | 0.01 | - | Customer |
| Zafcon Engineering Private Limited | Freight Income | - | 0.04 | - | Customer |
| Jessica Shopping Paradise Private Limited | Freight Income | - | 0.02 | - | Customer |
| Yoursforever Organics Private Limited | Freight Income | - | 0.07 | - | Customer |
| Dinora International India Private Limited | Freight Income | - | ~* | - | Customer |
| Seastar Watersport Products Private Limited | Freight Income | - | 0.03 | - | Customer |

*Less than ₹ 1,000

c. Details of transactions of advances or loans or investments of funds (either from the borrowed funds or share premium or any other sources or kind of funds), as prescribed to any other person(s) or entity (ies), including foreign entities (intermediaries)

The Company makes strategic investment in various entities through its wholly owned subsidiary TCI Ventures Limited. In compliance with Rule 11 (e) of Companies (Audit and Auditors) Rules, 2014, as amended the investment made by the Company through equity shares or loans into TCI Ventures Limited and subsequent investment by TCI Ventures Limited in other entities is disclosed below:-

Date and amount of investments by the Company in TCI Ventures Limited

| Year | Investment | Loan | Total | Intermediary Party |
|---------|------------|--------|--------|---|
| 2016-17 | 162.01 | - | 162.01 | TCI Ventures Limited (Wholly owned subsidiary) CIN U65999DL2016PLC303211 Registered Address : DPT 625/626 DLF Prime Tower Okhla Phase 1 New Delhi 110020 |
| 2017-18 | 187.50 | - | 187.50 | |
| 2018-19 | 491.00 | - | 491.00 | |
| 2019-20 | - | 505.00 | 505.00 | |
| 2020-21 | 25.00 | 470.00 | 495.00 | |
| 2021-22 | - | 350.00 | 350.00 | |

Date and amount of fund further advanced or loaned or invested by TCI Ventures Limited

| Year | Investment | Loans | Total | Details of Further Investment |
|---------|------------|--------|--------|--|
| 2016-17 | 155.01 | - | 155.01 | TCI Ventures Limited has further invested in various strategic ventures in the form of Equity and Preference Shares, Ventures Capital Funds and Loans. |
| 2017-18 | 150.83 | - | 150.83 | |
| 2018-19 | 409.03 | 115.00 | 524.03 | |
| 2019-20 | 290.83 | 225.00 | 515.83 | |
| 2020-21 | 378.36 | 50.00 | 428.36 | |
| 2021-22 | 392.50 | - | 392.50 | |

The Company has complied with all the provisions of the Companies Act for such transactions and the transactions are not violative of the Prevention of Money-Laundering Act, 2002.

- d.** The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.)
- e.** The Group is in compliance with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017 (as amended).
- f.** The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- g.** The Group have not traded or invested in Crypto currency or Virtual Currency during the financial year.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

47. LEASES

a) Group as Lessor:

The Group has given its Wind-power plants on lease under non-cancellable operating leases expiring in future. The leases have varying terms, escalation clauses and renewal rights. On renewal, the terms of the leases are renegotiated.

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|---|---------------------------------------|---------------------------------------|
| Future Minimum Lease Rental Receivable in relation to Non-Cancellable Operating Leases: | | |
| Within One Year | 101.80 | 101.80 |
| Later Than One Year but not Later than Five Years | 92.19 | 193.99 |
| Later than Five Years | - | - |
| Total | 193.99 | 295.79 |

b) Group as Lessee:

The Group's lease asset primarily consist of leases for land and buildings for branch offices and warehouses having the various lease terms. The Group also has certain leases of with lease terms of 12 months or less. The Group applies the 'short-term lease' recognition exemptions for these leases.

Following are the changes in the carrying value of right of use assets for the year ended 31st March, 2022:

(₹ in Lakhs)

| Particulars | As at 31 st March 2022 | | | As at 31 st March 2021 | | |
|----------------|-----------------------------------|-------------------|-----------------|-----------------------------------|-------------------|-----------------|
| | Leasehold Building | Leasehold land | Total | Leasehold Building | Leasehold land | Total |
| Opening | 1,984.03 | 4,393.02 | 6,377.05 | 325.83 | 2,015.32 | 2,341.15 |
| Addition | 2,372.33 | 116.67 | 2,489.00 | 1,934.59 | 2,417.07 | 4,351.66 |
| Deletion | 188.75 | 0.03 | 188.78 | - | - | - |
| Depreciation | 895.67 | 54.00 | 949.67 | 276.39 | 39.37 | 315.76 |
| Closing | 3,271.94 | 4,455.66 | 7,727.60 | 1,984.03 | 4,393.02 | 6,377.05 |

Movement in Lease liabilities

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|-------------------------------|---------------------------------------|---------------------------------------|
| At Beginning of the Year | 2,080.28 | 346.84 |
| Addition | 2,372.33 | 1,934.59 |
| Deletions | 160.46 | - |
| Finance Cost accrued | 255.95 | 127.85 |
| Payment of lease liabilities | 1,118.58 | 329.00 |
| At the end of the Year | 3,589.98 | 2,080.28 |

Break-up of current and non current lease liabilities

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|-------------------------------|---------------------------------------|---------------------------------------|
| Current Lease Liabilities | 782.32 | 903.73 |
| Non Current Lease Liabilities | 2,647.19 | 1,176.54 |

The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

Contractual maturities (undiscounted)

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|----------------------|---------------------------------------|---------------------------------------|
| Less than one year | 945.96 | 874.45 |
| One to five years | 1,958.72 | 1,108.20 |
| More than five years | 2,453.11 | 829.68 |
| Total | 2,812.33 | 2,812.33 |

The incremental borrowing rate applied to lease liabilities is 9%.

Rent expense recorded for Short term and Low Value Leases was ₹ 3,964.76 Lakhs (31st March 2021: ₹ 4,776.66 Lakhs)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

48. Corporate Social Responsibility (CSR)

(a) As per Section 135 of the Companies Act, 2013, a CSR committee has been formed by the Company. The areas for CSR activities are Promoting education, preventive healthcare, special education and employment enhancing vocation skills, rural /nationally recognized/ Paralympic and Olympic sports, and Rural Development. The funds were primarily allocated to a corpus and utilized throughout the year on those activities which are specified in Schedule VII of the Companies Act, 2013.

(b) Details of Corporate Social Responsibility (CSR) Expenditure:

(₹ in Lakhs)

| Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|---|---------------------------------------|---------------------------------------|
| Amount Required to be Spent as per Section 135 of the Act | 304.10 | 294.00 |
| Amount Spent During the Year on: | | |
| (i) Construction / Acquisition of an Asset | | |
| (ii) On Purpose other than (i) Above | 332.50 | 300.00 |
| Total | 332.50 | 300.00 |

49. Details of Loans Given, Investments Made and Guarantee Given Covered u/s 186 (4) of the Companies Act, 2013

Investments made are given under the respective heads (Refer Note 8)

Corporate Guarantees given by the Group in respect of loans as at 31st March, 2022

(₹ in Lakhs)

| SI No. | Particulars | As at 31 st March, 2022 | As at 31 st March, 2021 |
|--------|--------------------|---------------------------------------|---------------------------------------|
| 1 | ABC India Limited. | 742.06 | 742.06 |

* the Group has created a charge on its property situated at "P-10, New C.I.T. Road, Kolkata-700073" for above mentioned corporate guarantee

50. (a) ₹389.02 Lakhs outstanding as at 31st March, 2022 due to Micro and Small Enterprises registered under Micro, Small and Medium Enterprises development Act, 2006, (MSME) (31st March 2021: ₹ 127.92 Lakhs).
- (b) Interest paid/payable to the enterprises registered under MSME ₹ 0.14 Lakhs (31st March, 2021: ₹ NIL).
- (c) In case of TCI Concor Multimodal Solutions Private Limited (TCMSPL), a subsidiary of the Company, the directors have waived off the sitting fees for attending the Board Meetings.
- (d) In case of TCI-CONCOR Multimodal Solutions Private Limited (TCMSPL), a subsidiary of the Company, balances of some of the customers / suppliers / receivables / payables and deposits with others are subject to confirmation / reconciliations and consequential adjustments, if any, which in the opinion of the management of TCMSPL would not be material.

51. Previous year figure's have been regrouped /rearranged wherever considered necessary.

In terms of our Report of even date

For and on behalf of the Board

For **Brahmayya & Co.**
Chartered Accountants
Firm Regn No 0005115

Vijay Sankar
(Chairman of Audit Committee)
(DIN:00007875)

D. P. Agarwal
(Chairman & Managing Director)
(DIN:00084105)

Vineet Agarwal
(Managing Director)
(DIN:00380300)

Lokesh Vasudevan
(Partner)
Membership No.222320

Archana Pandey
(Company Secretary & Compliance Officer)
(Membership No: A23884)

Ashish Tiwari
(Group CFO)
(Membership No. 502579)

Place: Gurugram
Date: 28th May, 2022

Place: Gurugram
Date: 28th May, 2022

Form AOC-I

Persuant to First Proviso to Sub-Section (3) of Section 129 Read With Rules 5 of Companies (Accounts) Rules, 2014

Statement Containing Salient Features of the Financial Statement of Subsidiaries/Associate Companies/Joint Ventures

Part "A" : Subsidiaries

(₹ In Lakhs)

| Sl. No. | Name of the Subsidiary | Reporting Currency and Exchange Rate as on the last date of the Financial Year in Case of Foreign Subsidiaries | Equity Share Capital | Other Equity | Total Assets | Total Liabilities | Investments (a) | Turnover | Profit Before Taxation | Provision for Taxation | Profit after Taxation | % of Shareholding |
|---------|---|--|----------------------|--------------|--------------|-------------------|-----------------|-----------|------------------------|------------------------|-----------------------|-------------------|
| 1 | TCI Global (Singapore) Pte Limited | SGD 1 = ₹ 56.06 | 1,173.00 | (1,165.71) | 7.29 | - | Nil | - | (2.95) | - | (2.95) | 100% |
| 2 | TCI Holdings Asia Pacific Pte. Limited | SGD 1 = ₹ 56.06 | 3,848.73 | (2,985.37) | 876.36 | 13.00 | Nil | 5.94 | (0.26) | - | (0.26) | 100% |
| 3 | TCI Global Brazil Logistica Ltda | BRL 1 = ₹ 16.05 | 44.73 | (85.06) | - | 40.33 | Nil | - | - | - | - | 100% |
| 4 | TCI Holdings Netherlands B.V. | EUR 1 = ₹ 84.22 | 265.59 | (503.81) | 6.96 | 245.18 | Nil | - | (9.40) | - | (9.40) | 100% |
| 5 | TCI Holdings SA & E Pte Limited | SGD 1 = ₹ 56.06 | 313.48 | (69.70) | 315.87 | 72.09 | Nil | 0.34 | (9.99) | - | (9.99) | 100% |
| 6 | TCI Bangladesh Limited | BDT 1 = ₹ 0.88 | 34.32 | 114.06 | 507.24 | 358.86 | Nil | 411.57 | 60.57 | 17.40 | 43.17 | 100% |
| 7 | TCI Nepal Pvt. Limited | NC 1 = ₹ 0.62 | 31.10 | (13.79) | 397.39 | 380.08 | Nil | 1,278.07 | 16.12 | - | 16.12 | 100% |
| 8 | TCI-CONCOR Multimodal Solutions Private Limited | | 700.00 | 1,516.48 | 6,176.35 | 3,959.87 | Nil | 30,103.51 | 749.24 | 188.57 | 560.67 | 51% |
| 9 | TCI Cold Chain Solutions Limited | | 126.25 | 4,064.95 | 4,886.27 | 695.07 | Nil | 5,870.48 | 286.93 | 10.91 | 276.03 | 80% |
| 10 | TCI Ventures Limited | | 865.51 | 755.59 | 3,380.05 | 1,758.94 | 1,581.91 | 3.44 | (85.81) | - | (85.81) | 100% |
| 11 | Stratsol Logistics Private Limited | | 292.50 | (7.65) | 675.00 | 390.15 | 675.00 | - | (0.27) | - | (0.27) | 100% |

(a) Excluding investment in subsidiaries

(b) The annual accounts of subsidiaries and step down subsidiaries with related detailed information are available for inspection by the members at the registered/corporate office of the company

Part "B" : Associates and Joint Ventures

Persuant to First Proviso to Sub-Section (3) of Section 129 read with Rules 5 of Companies (Accounts) Rules, 2014

(₹ In Lakhs)

| Sl. No. | Name of Joint Venture/ Associate | 1. Latest Audited Balance Sheet Date | 2. Shares of Associate/ Joint Ventures Held By The Company On The Year End | | | 3. Description of how there is Significant Influence | 4. Reason Why the Associate/ Joint Venture is Not Consolidated | 5. Networth Attributable to Shareholding as Per Latest Audited Balance Sheet | 6. Profit /Loss for the year Including OCI | |
|---------|--|--------------------------------------|--|--|---------------------|--|--|--|---|---|
| | | | No of Shares (In Lakhs) | Amount of Investment in Joint Venture/ Associate (NAV) | Extend of Holding % | | | | Considered in Consolidation (Adjusted Profit) | Not Considered in Consolidation (Adjusted Profit) |
| 1 | Transystem Logistics International Private Limited | 31.03.2022 | 39.20 | 14,492.09 | 49.00% | N.A. | N.A. | 14161.93 | 2,766.07 | 2,877.19 |
| 2 | Cargo Exchange Private Limited | 31.03.2022 | 4.08 | 622.93 | 32.50% | N.A. | N.A. | 622.93 | 2.49 | 5.16 |

NOTICE 27TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the Company will be held on Tuesday, 2nd August, 2022 at 03:30 PM through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business (es):

ORDINARY BUSINESSES:

1. **To consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended 31st March, 2022 together with the Reports of Directors and Auditors thereon.**
2. **To declare a Final Dividend of ₹ 2/- per Equity Share for FY 2021-22**
3. **To appoint a Director in place of Mr. Chander Agarwal (DIN: 00818139), who retires by rotation and, being eligible, offers himself for re-appointment.**
4. **To appoint a Director in place of Ms. Urmila Agarwal (DIN: 00818165), who retires by rotation and, being eligible, offers herself for re-appointment.**
5. **To consider and re-appoint M/s Brahmayya & Co., Chartered Accountants, (Firm Registration Number 000511S), as Statutory Auditors of the Company, to hold office from the conclusion of this meeting until conclusion of the 32nd Annual General Meeting and to fix their remuneration**

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

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s Brahmayya & Co., Chartered Accountants (Firm Registration Number 000511S), be and is hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 32nd AGM of the Company to be held in the year 2027, at such remuneration as may be mutually agreed between the Board of Directors of the Company (including Audit Committee of the Board) and the Statutory Auditors."

SPECIAL BUSINESSES:

6. **To consider & approve related party transactions between TCI-CONCOR Multimodal Solutions Pvt. Ltd., a subsidiary company and Container Corporation of India Ltd.**

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 (including any amendment thereto or re-enactment thereof for the time being in force), the Company's policy on Related Party Transactions and basis the recommendations of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to enter into/continue to enter into material Related Party Transactions as detailed in the explanatory statement to this Resolution (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) between TCI-CONCOR Multimodal Solutions Pvt. Ltd. (TCI-CONCOR), a subsidiary of the Company and Container Corporation of India Ltd. (CONCOR), a related party of TCI-CONCOR, whether by way of entering into new contract(s)/agreement(s)/arrangement(s)/transaction(s) or renewal(s) or continuation or extension(s) or modification(s) of earlier contract(s)/agreement(s)/

arrangement(s)/transaction(s) or otherwise on such terms and conditions as the management of these Companies may deem fit, for the FY 2022-23 for an amount not exceeding ₹ 400 Crs.

RESOLVED FURTHER THAT the Board of Directors (including Audit Committee of the Board) be and is hereby authorized to do all such acts, deeds, matters and things, as it may deem fit, at its absolute discretion and to take all such steps as may be required for the purpose of giving effect to this resolution."

7. **Amendment to the Employee Stock Option Plan - 2017**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made there under (including any amendment(s), statutory modification(s) or re-enactment thereof) ("the Act"), in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the applicable provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by any regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter severally or collectively referred to as the "Appropriate Authorities") to the extent applicable and subject to the term(s), condition(s), modification(s), consent(s), sanction(s) and approval(s) of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such terms, conditions, modifications, approvals, consents and sanctions, and based on the recommendations of the Compensation/ Nomination and Remuneration Committee and the Board of Directors of the Company (collectively referred to as the "Board"), the approval of the Members be and is hereby accorded to amend & ratify the Employees Stock Option Plan-2017 ("ESOP-2017"), as formulated and approved by the members of the Company on 2nd August, 2017, in order to bring it in line with the requirements of SEBI (SBEB & SE) Regulations as detailed in the Explanatory Statement.

RESOLVED FURTHER THAT except for the revisions as detailed in Explanatory Statement, all other terms and conditions of the ESOP-2017, and all subsisting consents, authorizations and approvals granted from time to time, including resolutions passed by the Members and/or the Board, with regard to implementation and administration of the ESOP-2017, shall remain unaltered and continue to be in force.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to make and carry out any modifications, changes, variations, alterations or revision in ESOP-2017 or to suspend, withdraw or revive the ESOP-2017, in accordance with applicable laws prevailing from time to time, as it may deem fit, to give effect to the above resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion, deem necessary and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution without requiring the Board to secure any further consent or approval of the members of the Company."

NOTICE 27TH ANNUAL GENERAL MEETING (Contd.)

8. Approval to extend the benefits under Employees Stock Option Plan 2017 to the employees of Subsidiary Companies of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations") and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Shareholders of the Company be and is hereby accorded to extend the benefits of Employees Stock Option Plan 2017 (hereinafter referred to as 'ESOP-2017') to the present and future Employees/Directors of the existing/future Subsidiary Company(ies), from time to time, as contained in ESOP-2017, on such terms and conditions, as set out in ESOP-2017.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Compensation/Nomination and Remuneration Committee (collectively referred to as the "Board"), be and are hereby authorized to do all such acts, deeds, and things, as they may, in their absolute discretion deem necessary to the effective implementation and administration of ESOP-2017 and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard."

9. Approval to extend the benefits under Employees Stock Option Plan 2017 to the employees of Group Company(ies) including Associate Company(ies) of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations") and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Shareholders of the Company be and is hereby accorded to extend the benefits of Employees Stock Option Plan 2017 (hereinafter referred to as 'ESOP-2017') to the present and future Employees/Directors of the existing/future Group Company(ies) including Associate Company(ies) from time to time as contained in ESOP-2017, on such terms and conditions, as set out in ESOP-2017.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Compensation/Nomination and Remuneration Committee (collectively referred to as the "Board"), be and are hereby authorized to do all such acts, deeds, and things, as they may, in their absolute discretion deem necessary to the effective implementation and administration of ESOP-2017 and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard."

10. Authorize Borrowings by way of Issuance of Non-Convertible Debentures / Bonds / Other similar Instruments

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and subject to all the applicable laws and Regulations, including but not limited to SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, for the time being in force and

subject to the provisions of the Memorandum and Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to borrow from time to time, by making offer(s) or invitation(s) to subscribe or issuance of redeemable Non-Convertible Debentures (NCD)/Bonds/Other similar instruments, whether secured or unsecured, on a private placement basis, in one or more tranches, upto an amount not exceeding ₹200 Crores (Rupees Two Hundred Crores Only) during a period of one year from the date of passing of this Resolution, on such terms and conditions, as the Board may, from time to time, determine and consider proper and that the said borrowing shall be within the overall borrowing limits of the Company as may be approved by the Members from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and resolve and settle all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board
For **Transport Corporation of India Ltd**

Place : Gurugram

Date : 28th May, 2022

Archana Pandey
Company Secretary & Compliance Officer

Registered Office:
Flat Nos. 306 & 307, 1-8-201 to 203, 3rd Floor,
Ashoka Bhoopal Chambers, S.P. Road, Secunderabad-500003,
Phone: +91 40 2784-0104, Email: secretarial@tcil.com
Website: www.tcil.com, CIN: L70109TG1995PLC019116

NOTES:

- In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its General Circular nos. 14/2020 and 17/2020 dated 8th April, 2020 and 13th April, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19", General Circular no. 20/2020 dated 5th May, 2020, General Circular nos. 02/2021 and 21/2021 dated 13th January, 2021, 14th December, 2021 and General Circular No. 02/2022 dated 5th May, 2022 respectively in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 (The Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (SEBI Listing Regulations) (as amended), read with aforesaid MCA circulars, the 27th AGM of the Company being conducted through Video Conferencing (VC) (hereinafter called as "E-AGM" or "AGM").



NOTICE 27TH ANNUAL GENERAL MEETING (Contd.)

3. The Members can join the E-AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the E-AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Compensation/ Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the E-AGM without restriction on account of first come first serve basis.
 4. The attendance of the Members attending the E-AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
 5. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (DPs) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
 6. Pursuant to MCA Circular No. 14/2020 dated 8th April, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this E-AGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
 7. Corporate Members are encouraged to attend the AGM through their Authorized Representatives. They are requested to send an email at secretarial@tcil.com and vasanth@vkbajajassociates.com, enclosing the certified copy of the Board Resolution/ Power of Attorney authorizing their representatives to attend and vote on their behalf in the Meeting.
 8. The related Explanatory Statement pursuant to Section 102 of the Act, in respect of Special Businesses at Items 5 to 10 as set out above; to be transacted at the Meeting, is annexed hereto.
 9. Information with regard to the Directors proposed to be re-appointed, is annexed to this Notice in terms of the SEBI Listing Regulations and the Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India.
 10. Since the AGM will be held through VC, the Route Map is not relevant and not annexed to this Notice.
 11. The Share Transfer Books & the Register of Members shall remain closed from Thursday, 28th July, 2022 to Tuesday, 2nd August, 2022 (Both Days Inclusive).
 12. Members holding shares in electronic form may contact their respective DPs to register / update bank mandate.
 13. Members holding shares in physical form are requested to promptly notify in writing their bank account details/ any change therein or change in their address, nomination, e-mail address, mobile number, etc. in Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 along with requisite documents as mandated by SEBI, to RTA. These details will be updated provided other relevant KYC details are registered for the folio. Members holding shares in electronic form are requested to notify the change in above particulars directly to their DP. Members may also refer to Frequently Asked Questions ("FAQs") on Company's website at <https://tcil.com/tcil/investors-faqs.html>
 14. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
- Members holding shares in physical form can submit their PAN details to the RTA/Company.
15. The members are requested to address all their communications to KFin Technologies Ltd., Hyderabad, or at the Corporate Office of the Company for prompt redressal.
 16. Pursuant to Section 124 of the Act, the unclaimed final dividend for the year ended 31st March, 2015 will be transferred to the "Investor Education and Protection Fund" (IEPF) on expiry of 7 years from the date the dividend became due for payment. It may be noted that after the expiry of the said period of Seven years on 6th September, 2022, no claim shall lie in respect of unclaimed dividend. Further, Section 124(6) of the Act mandates transfer of all those shares, in respect of which unpaid or unclaimed dividend has been transferred by the Company to IEPF. Thus, all the shares against which dividend has not been claimed, shall also stand transferred to IEPF. Accordingly, members who have not claimed their unpaid Dividends for the said financial year and/or any of the subsequent years, are requested to write to the Company Secretary at secretarial@tcil.com.
 17. As per Regulation 40 of SEBI Listing Regulations, as amended from time to time, securities of listed companies can be transferred only in dematerialised form and transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or RTA for assistance in this regard. Further, Members may please note that SEBI, vide its Circular dated 25th January, 2022, mandated listed companies to issue securities in demat form only while processing any service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company at www.tcil.com.
 18. Pursuant to Section 72(1) of the Act, individual shareholders holding shares in the Company, singly or jointly, may nominate an individual to whom all the rights in the Shares of the Company shall vest in the event of death of the sole / all joint shareholders.
 19. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report and Audited Financial Statements for the FY 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or the DPs. The Notice can also be accessed on the websites of the Stock Exchanges i.e. BSE Ltd. And National Stock Exchange of India Ltd. at www.bseindia.com and www.nseindia.com respectively and is also available on the website of E-voting agency NSDL at www.evoting.nsdl.com.
 20. The requisite Registers, as required under the Act, are available for inspection by the members. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to the Company Secretary at secretarial@tcil.com.
 21. If the final dividend, as recommended by the Board of Directors is approved at the AGM, payment of such dividend, subject to deduction of tax at source, will be made as under:

NOTICE 27TH ANNUAL GENERAL MEETING (Contd.)

- I. To all Beneficial Owners in respect of shares held in dematerialized form: as per the data as may be made available by the National Securities Depository Ltd. ("NSDL") and the Central Depository Services (India) Ltd. ("CDSL"), collectively "Depositories", as of end of day on 27th July, 2022;
- II. To all Members in respect of shares held in physical form: after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on 27th July, 2022.

22. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax, can upload a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to einward.ris@kfintech.com. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by uploading at the website of RTA.

A detailed intimation regarding TDS on dividend will be sent to shareholders on their registered Email IDs.

23. Members seeking any information with regard to the financials or any matter to be placed at the AGM, are requested to write to the Company on or before 30th July, 2022 through email to secretarial@tcil.com.
24. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations and MCA Circulars dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021 and 5th May, 2022, the Company is providing facility of remote E-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.

- I. The Board of Directors of the Company has appointed Mr. V K Bajaj, practicing Company Secretary as Scrutinizer to scrutinize the voting and remote e-voting process in a fair & transparent manner and they have communicated their willingness to the said appointment and will be available for the purpose.
- II. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member /beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 27th July, 2022.
- III. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than 48 hours from the conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the scrutinizer's report shall be placed on the website of the Company www.tcil.com and on the website of NSDL www.evoting.nsdl.com. The results shall simultaneously be communicated to the Stock Exchanges.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on Saturday, 30th July, 2022 at 09:00 A.M. and ends on Monday, 1st August, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 27th July, 2022, may cast their vote electronically.

Details of process and manner for remote e-voting using NSDL e-Voting system?

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

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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



NOTICE 27TH ANNUAL GENERAL MEETING (Contd.)

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <p>A. NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open web browser and type the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. 2. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. 3. A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. 4. Click on "Access to e-voting" appearing on the left-hand side under e-voting services and you will be able to see e-voting page. 5. Click on options available against Company name or e-voting service provider-NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting. <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> a. Option to register is available at https://eservices.nsdl.com. b. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp c. Please follow steps given in points 1-5 <p>B. e-voting website of NSDL</p> <ol style="list-style-type: none"> 1. Open web browser and type the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile phone. 2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. 3. A new screen will open. You will need to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against Company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting. <p>C. Shareholders/Members can also download NSDL mobile app "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> 1) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | <ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility. 2. Once logged-in, you will be able to see the e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. 3. Click on options available against Company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting. |

NOTICE 27TH ANNUAL GENERAL MEETING (Contd.)

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

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

| Login type | Helpdesk details |
|-----------------------|--|
| Shares held with NSDL | Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Shares held with CDSL | Please CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 |

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

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

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

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) Shares held in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) Shares held in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) Shares held in Physical Form. | EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 120374 then user ID is 120374001*** |

6. Password details for shareholders other than Individual shareholders are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-Voting will open.



NOTICE 27TH ANNUAL GENERAL MEETING (Contd.)

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company i.e. 120374, to cast your vote during the Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting, as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer via e-mail at vasanth@vkbajajassociates.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial@tcil.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to secretarial@tcil.com. If you are

an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

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

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system at <https://www.evoting.nsdl.com>. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under "Join Meeting" menu. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password, may retrieve the same by following the remote e-Voting instructions mentioned in the notice.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at secretarial@tcil.com. The same will be replied by the Company suitably.

EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013 ("The Act")

As required under Section 102(1) of the Act, the following statement sets out material facts relating to the special business mentioned under Item Nos. 5 to 10 of this Notice.

ITEM NO. 5

The Members at the 22nd Annual General Meeting ("AGM") of the Company held on 2nd August, 2017, had approved the appointment of M/s Brahmayya & Co., Chartered Accountants, as Statutory Auditors of the Company, to hold office till the conclusion of the 27th AGM.

NOTICE 27TH ANNUAL GENERAL MEETING (Contd.)

Based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on 28th May, 2022, proposed the re-appointment of M/s Brahmayya & Co., as the statutory auditors of the Company for a second tenure of 5 years, to hold office from the conclusion of this AGM till the conclusion of the 32nd AGM of the Company to be held in the year 2027.

M/s Brahmayya & Co. have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

None of the Directors / Key Managerial Personnel (KMPs) and/or there relatives are concerned or interested in the Resolution at Item No. 5 of the accompanying Notice.

The Board commends the Resolution at Item No. 5 for approval by the Members.

ITEM NO. 6

The members of the Company are hereby apprised that the Securities and Exchange Board of India ('SEBI'), vide its Circular dated 9th November, 2021 and 22nd November, 2021 has inter alia amended the SEBI Listing Regulations. In view of the aforesaid amendments, prior approval of the members of the Company is required for all material related party transactions to which subsidiary of the Company is a party (even if the Company is not a party to such transaction). Further, a transaction with a related party, undertaken by the listed entity and any of its subsidiaries, shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 Cr or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

TCI-CONCOR Multimodal Solutions Pvt. Ltd. (TCI-CONCOR), a Subsidiary of the Company, is a Joint venture between the Company and Container Corporation of India Ltd. (CONCOR) (a

public sector undertaking under the ownership of Indian Railways, Government of India) (holding 51% and 49% shareholding respectively). CONCOR is a Navratna Company and a market leader having the largest network of terminals. TCI CONCOR provides inland transport by rail. It also offers to its customers a reliable, efficient, cost effective & environment friendly multimodal Road – Rail Services that caters to all the logistics needs of the customers for any type of cargo.

During the course of rendering such services, TCI-CONCOR require support from the Company and CONCOR and enters into various transactions with CONCOR in the ordinary course of business in terms of the joint venture agreement. During the last three years, the quantum of transactions between TCI-CONCOR & CONCOR are as below:

| Sl. No. | Financial Year | Amount (In Crs) | % of TCI-CONCOR's annual turnover |
|---------|----------------|-----------------|-----------------------------------|
| 1 | 2021-22 | 226 | 75% |
| 2 | 2020-21 | 251 | 78% |
| 3 | 2019-20 | 141 | 75% |

For FY 2022-23, the quantum of transactions between TCI-CONCOR & CONCOR is estimated at ₹. 400 Crs. which would exceed the limit of Materiality as defined under Regulation 23(1) of SEBI Listing Regulations and the policy of the Company on related party transactions. Therefore, the Company seeks approval of the members to approve the transactions as detailed above, to facilitate seamless contracting and rendering/availing of services between the TCI-CONCOR and CONCOR.

Other details of the transactions, pursuant to the SEBI circular No. SEBI/HO/CFD/CMD/CIRIP/2021/662 dated 22nd November, 2021 are given hereunder:

| Sl. No. | Particulars | Remarks |
|---------|--|---|
| 1. | Name of Related Parties and its relationship | 1. TCI-CONCOR, Subsidiary Company; 2. CONCOR, a Related party of the Subsidiary Company |
| 2. | Details of Transaction | Operational day to day transactions involving any transfer of resource, services or obligations to meet the objectives/requirements of TCI-CONCOR, including rail/road transport, logistics services, leasing/renting of properties & containers, and such others services. |
| 3. | Tenure of transaction | FY 2022-23 |
| 4. | Maximum amount of transaction for which approval is sought | ₹ 400 Crs. (Rupees Four Hundred Crores Only) |
| 5. | Pricing Criteria | Pricing is determined through bidding process of CONCOR, at prevailing market terms and on arms' length basis. |
| 6. | Valuation Report, If any | All the transactions are at arm's length basis and in the ordinary course of business. |
| 7. | The percentage of the TCI's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction | 14.5% |
| 8. | The percentage of the TCI-CONCOR's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction | 132% |



NOTICE 27TH ANNUAL GENERAL MEETING (Contd.)

| Sl. No. | Particulars | Remarks |
|---------|--|---|
| 9. | Justification | <p>TCI-CONCOR and CONCOR have been entering into various related party transactions since last several years in order to avail synergy benefits.</p> <p>These transactions and collaborations with CONCOR have enabled TCI-CONCOR to emerge as one of the frontrunners of green logistics.</p> <p>These transactions will assist in pursuing growth opportunities for the subsidiary Company in line with its strategic objectives.</p> |
| 10. | Following additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given | Not Applicable |

The Audit Committee and Board of Directors of the Company and of the Subsidiary Company, on the basis of information provided hereinabove, have recommended/approved the above related party transaction(s).

In case of any material modification in the aforementioned transactions, the approval of members of the Company shall be taken in accordance with Policy on Related Party Transactions of the Company and the SEBI Listing Regulations, 2015.

The Board recommends the resolutions set out at above as an Ordinary Resolution to the shareholders for their approval.

Except Mr. Vineet Agarwal, Mr. Jasjit Singh Sethi and Mr. Ashish Kumar Tiwari, none of other Directors/KMPs and/or their relatives are, in anyway concerned or interested in the resolutions set out at Item No. 6

In terms of the provisions of the SEBI Listing Regulations, 2015, all related parties shall not vote to approve this resolution (irrespective of whether such related party is a party to the above transactions or not).

ITEM NO. 7, 8 & 9

The Company had implemented the Employee Stock Option Plan - 2017 ("ESOSP-2017"/ "the Scheme") to attract, retain, incentivise and motivate the eligible employees vide members' resolution dated 2nd August, 2017 and granted employee stock options ("Options") thereunder from time to time.

It may be noted that the Securities and Exchange Board of India ("SEBI") has notified the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations") by repealing and merging the SEBI (Share Based Employee Benefits) Regulations, 2014 and the SEBI (Issue of Sweat Equity) Regulations, 2002 (collectively referred to as "erstwhile Regulations") with appropriate modifications. The SEBI SBEB & SE Regulations have come into force from 13th August, 2021. Thus, it is thought expedient to amend the ESOP-2017 with a view to align and comply with the requirements of the SEBI (SBEB & SE) Regulations.

The said proposal has been approved by the Compensation/Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 28th May, 2022. The features of the ESOP-2017 (except stated below) shall remain the same as last approved vide special resolution dated 2nd August, 2017 and are reproduced again in terms of SEBI (SBEB & SE) Regulations as under:

| Sl. No. | Existing Provision | Proposed Provision |
|---------|--------------------|--|
| 1 | Not defined | "Associate Company" shall have the same meaning as defined under the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. |
| 2 | Not defined | "Beneficiary or Nominee or legal heir" means the person or persons, designated by the Option grantee, or in the absence of any designation by the Option grantee, a person or persons who is/are entitled by the will or probate of the option grantee to receive the benefits specified in the Plan, the legal heirs of the Option grantee, if the option grantee dies intestate and includes the Option grantee's executors or administrator, if no other beneficiary is designated and able to act under the circumstances and such other persons as may be added from time to time to the class of beneficiaries by notice in writing and by the nomination form in the exercise of any powers conferred under the Plan or any other agreements forming part thereof. |
| 3 | Not defined | "Control" shall have the same meaning as defined under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. |
| 4 | Not defined | "Director" shall have the same meaning as defined under the Companies Act, 2013. |

NOTICE 27TH ANNUAL GENERAL MEETING (Contd.)

| Sl. No. | Existing Provision | Proposed Provision |
|---------|--|---|
| 5 | <p>"Employee" means-</p> <ul style="list-style-type: none"> (i) A permanent Employee of the Company who has been working in India or outside India; or (ii) A Director of the Company, whether a whole time director or not but excluding an independent director; or (iii) An employee as defined in clause (i) or (ii) of a subsidiary, in India or outside India, or of a holding company of the Company, but does not include: <ul style="list-style-type: none"> a) An Employee who is a promoter or a person belonging to the promoter group; or b) A director who either himself or through his relative or through any- body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company. | <p>"Employee" means-</p> <ul style="list-style-type: none"> (i) An Employee as designated by the Company who has been working in India or outside India; or (ii) A Director of the Company, whether a whole time director or not including a non-executive director who is not a promoter or member of the promoter group but excluding an independent director; or (iii) An employee as defined in clause (i) or (ii), of a group Company including subsidiary or its associate Company, in India or outside India, or of a holding company of the Company but does not include: <ul style="list-style-type: none"> a) An Employee who is a promoter or a person belonging to the promoter group; or b) A director who either himself or through his relative or through any-body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company. |
| 6 | <p>"Grant Date" means the date of meeting on which the Options are granted to an Employee by the Compensation/ Nomination and Remuneration Committee under the Plan.</p> | <p>"Grant Date" means the date on which the Compensation/ Nomination and Remuneration Committee approves the grant.</p> |
| 7 | Not defined | <p>"Group" means two or more companies which, directly or indirectly, are in a position to:</p> <ul style="list-style-type: none"> (i) Exercise twenty-six per cent. or more of the voting rights in the other company; or (ii) Appoint more than fifty per cent. of the members of the Board of Directors in the other company; or (iii) Control the management or affairs of the other company; |
| 8 | Not defined | <p>"Independent Director" shall have the same meaning as defined under the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.</p> |
| 9 | Not defined | <p>"Permanent Incapacity" means any disability of whatsoever nature, be it physical, mental or otherwise, which incapacitates or prevents or handicaps a grantee from performing any specific job, work or task which the said Employee was capable of performing immediately before such disablement, as determined by the Compensation/Nomination & Remuneration Committee, based on a certificate of medical expert identified by the Company.</p> |
| 10 | Not defined | <p>"Promoter" and "Promoter Group" shall have the same meaning as defined under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.</p> |
| 11 | Not defined | <p>"Subsidiary Company" shall have the same meaning as defined under the Companies Act, 2013</p> |
| 12 | <p>In the event of death of an Employee while in employment with the Company, all the options granted to him till such date shall vest in the beneficiary of the deceased Employee on that day. All the unvested options granted to the Employee shall continue to vest in beneficiary of the deceased Employee notwithstanding the condition of continued employment but subject to all other conditions pursuant to Plan or any other condition specifically waived by the Compensation/ Nomination and Remuneration Committee (such as performance condition, etc.). The beneficiary of the deceased Employee can Exercise all the Vested Options during the exercise period. Any vested options not exercised within this aforesaid period shall automatically lapse at the end of the aforesaid period and the contract referred to in Clause shall stand automatically terminated without any liability to the employing entity/ Company.</p> | <p>In the event of death of an Employee while in employment with the Company, all the options granted to him till such date shall vest in the beneficiary of the deceased Employee on that day. The beneficiary of the deceased Employee can exercise all the Vested Options during the exercise period. Any vested options not exercised within this aforesaid period shall automatically lapse at the end of the aforesaid period and the contract referred to in Clause 9.5 shall stand automatically terminated without any liability to the employing entity/ Company.</p> |



NOTICE 27TH ANNUAL GENERAL MEETING (Contd.)

| Sl. No. | Existing Provision | Proposed Provision |
|---------|--|--|
| 13 | In the event of Permanent Disability of an Employee, all the Options granted to him till such date of permanent incapacitation and lying unexercised shall Vest in him on that day. The Employee can Exercise all the Vested Options during the exercise period. Any vested options not exercised within this aforesaid period shall automatically lapse at the end of the aforesaid period and the contract referred to in Clause shall stand automatically terminated without any liability to the employing entity/ Company. | In the event of Permanent Disability of an Employee, all the Options granted to him till such date of permanent incapacitation and lying unexercised shall Vest in him on that day. The Employee can exercise all the Vested Options during the exercise period. Any vested options not exercised within this aforesaid period shall automatically lapse at the end of the aforesaid period and the contract referred to in Clause 9.5 shall stand automatically terminated without any liability to the employing entity/ Company. |
| 14 | In the event of Termination of the Employment due to misconduct of an Employee, all options granted shall stand terminated, with immediate effect unless otherwise determined by the Committee, whose determination will be final and binding. The Committee, at its sole discretion shall decide the date of termination of a Grantee, and such decision shall be binding on all concerned. | In the event of Termination of the Employment due to misconduct of an Employee, all options granted shall stand terminated, with immediate effect unless otherwise determined by the Committee, whose determination will be final and binding. The Committee, at its sole discretion shall decide the date of termination of a Grantee, and such decision shall be binding on all concerned. |
| 15 | Each Employee under the Plan may nominate, from time to time, any Beneficiary or Beneficiaries to whom any benefit under the Plan is to be delivered in case of his or her death before he receives all of such benefit. Each such nomination shall revoke all prior nominations by the same Employee, shall be in a form prescribed by the Company and will be effective only when filed by the Employee in writing with the Company during the Employee's lifetime. | Each Employee under the Plan, at the time of Grant shall designate nominee(s) in the manner as may be prescribed by the Company time to time to whom any benefit under the Plan is to be delivered in case of his or her death. The Grantee may nominate fresh beneficiary. Each such fresh nomination shall revoke all prior nominations. |

Rationale for amendment in ESOP-2017

- The amendments are proposed to be undertaken in order to comply with SEBI (SBEB & SE) Regulations and make corresponding changes in the ESOP Scheme and inter alia to extend the benefits of ESOP-2017 to the present and future employees/Directors of the existing/future Group Company(ies) including Associate Company(ies).
- The proposed scheme also contains certain editorial changes.
- The proposed amendments are not detrimental to the interest of the current grantees of the Company.

Details pursuant of Part C of Schedule – I of SEBI (SBEB & SE) Regulations

Disclosure made under Explanatory Statement of Notice dated 16th May, 2017 for 22nd AGM are same except for following:

1. Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s)

- An Employee, as designated by the Company, who has been working in India or outside India; or
- A Director of the Company, whether a whole time director or not including a non-executive director, who is not a promoter or member of the promoter group but excluding an independent director; or
- An employee as defined in clause (i) or (ii) of a group Company including subsidiary or its associate Company, in India or outside India, or of a holding company of the Company but does not include:
 - An Employee who is a promoter or a person belonging to the promoter group; or
 - A director who either himself or through his relative or through any-body corporate, directly

or indirectly, holds more than ten percent of the outstanding equity shares of the Company.

2. Period of lock-in

The equity shares arising out of exercise of Vested Options will not be subject to any lock - in period after such exercise.

A draft of the revised ESOP-2017 including proposed amendments will be made available electronically.

None of Directors/KMPs and/or their relatives are concerned or interested in the resolution set out at Item Nos. 7, 8 & 9 of the Notice except to the extent of the stock options that may be granted to them under ESOP-2017.

The Board recommends the Special Resolutions set out at Item Nos. 7, 8 & 9 of the Notice for approval by the Members.

ITEM NO. 10

In order to give the Company flexibility to manage its borrowing program, the Company proposes to pass a suitable resolution enabling the Company to offer NCDs/Bonds/Other similar instruments not exceeding ₹ 200 Cr (Rupees Two Hundred Crores Only), on private placement basis, at an interest rate that will be determined by the prevailing money market conditions at the time of the borrowing. NCDs/Bonds/Other similar instruments are a significant and cost effective source of borrowings for corporates and your Company would like to avail this option as well.

In terms of the provisions of Section 42 of the Act as amended from time to time, a Company offering or making an invitation to subscribe to NCDs/ Bonds/ Other similar instruments on a private placement basis, is required to obtain prior approval of its Members by way of a Special Resolution. Accordingly, it is hereby proposed

NOTICE 27TH ANNUAL GENERAL MEETING (Contd.)

to seek an approval from shareholders enabling the Board to issue NCDs/Bonds/ other similar Instruments, in one or more tranches, at such price and on such terms and conditions as may be deemed appropriate by the Board, upto an amount not exceeding ₹ 200 Cr, during the period of one year from the date of passing of the Resolution within the overall borrowing limits of the Company, as approved by the Members from time to time with the authority to the Board of Directors to determine the terms and conditions,

including the issue price of NCDs / Bonds/ other similar instruments. None of the Directors / KMPs at the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

The Directors recommends the Special Resolution at item No. 10 for approval by the shareholders.

Place : Gurugram
Date : 28th May, 2022

By Order of the Board
For **Transport Corporation of India Ltd**

Archana Pandey
Company Secretary & Compliance Officer

Registered Office:
Flat Nos. 306 & 307, 1-8-201 to 203, 3rd Floor,
Ashoka Bhoopal Chambers, S.P. Road, Secunderabad-500003,
Phone: +91 40 2784-0104, Email: secretarial@tcil.com
Website: www.tcil.com, CIN: L70109TG1995PLC019116



NOTICE 27TH ANNUAL GENERAL MEETING (Contd.)

A BRIEF PROFILE OF THE DIRECTORS TO BE RE-APPOINTED

| Particulars | Mr. Chander Agarwal | Ms. Urmila Agarwal |
|---|---|--|
| Age | 43 | 69 |
| Qualifications | Mr. Chander Agarwal is holder of bachelor's degree in Business Administration from USA and has completed prestigious 'Owner President Management Program' (OPM) at Harvard Business School. | Graduate |
| No. of equity shares held in the Company | 18,34,262 | 18,50,591 |
| Expertise in specific Functional Area* | His hands-on experience with Transfreight USA, a 3PL specializing in 'lean logistics' for Toyota Motor vehicles, USA, has given him unmatched knowledge of the Supply Chain Management. | Over two decades of expertise and knowledge about the garment manufacturing sector |
| Date of first appointment on the Board | 21 st September, 2006 | 01 st November 2012 |
| Directorship held in other Companies [#] | i. TCI Express Ltd. ii. TCI Developers Ltd. iii. TCI Properties (West) Ltd. iv. TCI Infrastructure Ltd. v. Gloxinia Farms Pvt. Ltd. vi. TCI Apex-Pal Hospitality India Pvt. Ltd. | i. Boruka Supply Chain Solutions Holdings Ltd. ii. Boruka Express Consolidated Ltd. iii. TDL Real Estate Holdings Ltd. |
| Memberships/ Chairmanships of committees of other companies | TCI Developers Ltd. i. Stakeholders' Relationship Committee TCI Express Ltd. i. Risk Management Committee ii. CSR Committee iii. Share Transfer Committee | Nil |
| Name of Listed Companies from which the Director has resigned in the past three years | Nil | Nil |
| Relationship with other directors/Key Managerial Personnel | Related to Mr. DP Agarwal, Chairman & Managing Director, Mr. Vineet Agarwal, Managing Director and Mrs. Urmila Agarwal, Director | Related to Mr. DP Agarwal, Chairman & Managing Director, Mr. Vineet Agarwal, Managing Director and Mr. Chander Agarwal, Director |

* Please refer Company's website www.tcil.com for detailed profile of the directors.

[#]Excluding Foreign Companies and Section 8 Company.

For other details such as the number of meetings of the Board attended during the year, remuneration drawn, relationship with other directors and KMPs, please refer to the Corporate Governance Report which is a part of this Annual Report.

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