



# **TI Clean Mobility Private Limited**

## **1<sup>st</sup> Annual Report**

**FY 2021-22**



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## **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the First Annual General Meeting of the shareholders of the Company will be held on Friday, the 24<sup>th</sup> June 2022 at 3.30 p.m through Video Conferencing to transact the following business.

### **Ordinary Business**

- 1. To consider and, if thought fit, to pass with or without modification the following resolution as an ordinary resolution**

RESOLVED THAT the audited standalone financial statements for the financial year ended 31<sup>st</sup> March, 2022, together with the Directors' report and the auditors' report thereon as circulated to the members and presented to the meeting, be and are hereby approved and adopted.

- 2. To consider and, if thought fit, to pass with or without modification the following resolution as an ordinary resolution**

RESOLVED THAT the audited consolidated financial statements for the financial year ended 31<sup>st</sup> March, 2022, together with the auditors' report thereon as circulated to the members and presented to the meeting, be and are hereby approved and adopted.

- 3. To consider and, if thought fit, to pass with or without modification the following resolution as an ordinary resolution**

RESOLVED THAT, Mr M A M Arunachalam, Director (DIN: 00202958), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company.

- 4. To consider and, if thought fit, to pass with or without modification the following resolution as an ordinary resolution**

RESOLVED THAT Mr. Mahendra Kumar holding (DIN: 09571947), who was appointed as an Additional Director of the Company, by the Board of Directors at its Meeting held on 19th April 2022 under Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or reenactment thereof) and applicable provisions of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as Director of the Company.

- 5. To consider and, if thought fit, to pass with or without modification the following resolution as an ordinary resolution**

RESOLVED THAT the appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, having Firm Registration No. 004207S allotted by The Institute of Chartered Accountants of India as statutory auditors of the Company to hold office, from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting for the first tenure of 5 years, as approved by the board of directors of the Company, in terms of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 for remuneration of Rs.5,00,000/- (Indian Rupees Five Lakhs only) for FY 2022-23 in addition to reimbursement of out-of-pocket expenses.

### **Special Business**

- 6. To consider and, if thought fit, to pass with or without modification the following resolution as a special resolution:**

RESOLVED THAT pursuant to the provisions of Sections 203, 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, the relevant rules made thereunder read with Schedule V of the said Act (including any statutory modifications and re-enactment thereof, for the time being in force) consent of the members be and is hereby accorded for appointment of

Mr. Kalyan Kumar Paul as Managing Director of the Company (Key Managerial Personnel-KMP), with effect from 1st April, 2022 for a period of 3 years viz., from 1st April, 2022 to 31st March, 2025 (both days inclusive) on the terms & conditions and remuneration as set out below.

- a. **Salary** Rs.9,50,000/- per month in the scale of Rs.8,00,000/- to Rs.18,00,000/-.
- b. **Allowances/ Perquisites/ Incentive**
- (a) Allowances like Leave Travel Allowance, House Rent Allowance, Special Allowance, and/or any other allowance;
  - (b) Incentive (at 100% level) will be 25% of the annual pay (annual pay includes salary, perquisites, allowances, incentives; &
  - (c) The allowances and perquisites shall not exceed 100% of the salary.
- c. **General**
- (i) In the event of absence or inadequacy of profits in any financial year, Mr. Kalyan Kumar Paul shall be entitled to such remuneration as may be determined by the Board, which shall not, except with the approval of the shareholders, exceed the limits prescribed under the Companies Act, 2013 and the Rules made thereunder or any statutory modification or re-enactment thereof;
  - (ii) Perquisites shall be valued in terms of income-tax rules or actual expenditure incurred by the Company in providing the benefit or generally accepted practice as is relevant. Provision of telephone (including at residence) shall not be reckoned as perquisite;
  - (iii) Mr. Kalyan Kumar Paul will not be entitled to any sitting fees for attending meetings of the Board or any Committee thereof; &
  - (iv) Mr. Kalyan Kumar Paul will not be entitled for severance fee or other compensation for any loss of office.

By Order of the Board  
For TI Clean Mobility Private Limited

sd/-

M A M Arunachalam  
Chairman

Place: Chennai  
Date : 19<sup>th</sup> April 2022

## NOTES:

1. In view of the ongoing COVID-19 pandemic, social distancing norms to be followed and pursuant to General Circular No. 21/2021 dated 14.12.2021 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circular") and in compliance with the provisions of the Companies Act, 2013 (the "Act") this AGM is being convened to be held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company at "Dare House", 234, NSC Bose Road, Chennai – 600 001.
2. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of his/her behalf and a proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM, in terms of the MCA Circulars, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The Statement pursuant to Section 102 of the Companies Act, 2013, relating to all the items of the Special Businesses is annexed herewith.
4. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. All relevant documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection by the Members at the registered office of the Company between 9:00 a.m. to 5:00 p.m., except on holidays up to and including the date of this AGM. The same will also be made accessible for inspection through electronic mode without any fee by the Members from the date of circulation of this Notice up to the date of AGM.

**ANNEXURE TO THE NOTICE  
STATEMENT IN RESPECT OF ITEM NO. 6 OF THE NOTICE PURSUANT TO  
SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO.6**

As per Section 203 of Companies Act, 2013, the Company is required to appoint Key Managerial Personnel which includes Managing Director.

The Board at its meeting held on 29<sup>th</sup> March, 2022 appointed Mr. Kalyan Kumar Paul as Managing Director of the Company effective 1st April 2022, for a term of 3 years, in terms of the provisions of Section 203 of Companies Act, 2013

The Company seeks the approval of shareholders for appointment of Mr. Kalyan Kumar Paul as Managing Director along with the terms of his remuneration considered in Item No.6 of the Notice.

Mr. Kalyan Kumar Paul is interested and concerned in the Resolution mentioned at Item No. 6 of the Notice. None of the other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution.

## DIRECTORS' REPORT

To,  
The Members of  
TI Clean Mobility Private Limited

Your Directors have pleasure in presenting the 1<sup>st</sup> Annual Report of the Company together with the Financial Statements for the year ended 31<sup>st</sup> March, 2022.

### 1. FINANCIAL HIGHLIGHTS:

Particulars	(Amount in. Rs)
	For the period from 12 <sup>th</sup> February 2022 to 31 <sup>st</sup> March 2022
Income from Operations	-
Other Income	-
<b>Total Income</b>	-
Less: Expenditure including depreciation	10,04,03,119
<b>Profit/(Loss) Before Tax</b>	(10,04,03,119)
Less: Current year tax Deferred Tax	1,65,63,010
<b>Profit/(Loss) After Tax</b>	(8,38,40,109)
<b>Basic &amp; Diluted EPS</b>	(0.84)

### 2. THE STATE OF COMPANY AFFAIRS:

The Company was incorporated on 12<sup>th</sup> February 2022 and has started pursuing the electric three-wheeler business of Tube Investments of India Limited (TII), holding company. The Company had taken over the CWIP items, advances and other liabilities as required for commencement of commercial production from TII.

The company is currently working on the homologation / product approval processes which are expected to complete by Q1 of 2022-23. It has issued LOI to the first set of dealers who were selected for the southern region. The company is also in the process of finalizing the commercials with the part suppliers. The profitability statement of the company basically represents the pre-operative and product development expenditure. The company is expected to commence commercial production by q2 of 2022-23.

The Company has reported NIL income and reported a Net Loss of Rs. 10,04,03,119/- for the year ended 31<sup>st</sup> March 2022.

### 3. CHANGE IN THE NATURE OF BUSINESS

The Company has been incorporated during the year and has forayed into business of clean mobility.

#### **4. DETAILS OF SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES**

The following companies are the Subsidiaries of the Company as on 31<sup>st</sup> March 2022.

1. Celestial E-Mobility Private Limited
2. Celestial E-Trac Private Limited

#### **5. DIVIDEND:**

As the Company has incurred loss during the year, the Directors of the Company do not recommend any dividend for the period ended 31<sup>st</sup> March 2022.

#### **6. SHARE CAPITAL:**

During the period under review, the authorized share capital of the Company increased from Rs.10,00,000/- (Rupees Ten lacs) to Rs.100,00,00,000/- (Rupees One Hundred Crores) with the approval of the shareholders at the Extra-ordinary General Meeting on 25<sup>th</sup> February 2022.

Pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013, the Company issued 9,99,50,000 equity shares on rights basis to M/s. Tube Investments of India Limited (Holding Company) on 2<sup>nd</sup> March 2022 at a price of Rs. 10/- per share.

Consequently, the paid up capital of the Company stood at Rs. 100,00,00,000/- as at 31<sup>st</sup> March, 2022.

#### **7. COST RECORDS:**

The provision of cost audit as per Section 148 is not applicable to the Company.

#### **8. MATERIAL CHANGES AND COMMITMENTS**

There have been no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

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

There are no significant and material orders passed by the regulators or courts or tribunals, which would impact the going concern status of the Company.

#### **10. NUMBER OF BOARD MEETINGS HELD:**

During the period under review, seven Board Meetings were convened and held and the gap between any two meetings were well within the statutorily permissible limits. The dates of these Board meetings were 14<sup>th</sup> February 2022,

24<sup>th</sup> February 2022, 25<sup>th</sup> February 2022, 2<sup>nd</sup> March 2022, 11<sup>th</sup> March 2022, 25<sup>th</sup> March 2022 and 29<sup>th</sup> March 2022.

#### **11. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

The Board of Directors of the Company as on the date of this report are

1. Mr. M A M Arunachalam, Chairman
2. Mr. Vellayan Subbiah
3. Mr. Kalyan Kumar Paul

Messrs. Kalyan Kumar Paul, Managing Director, S Gopalakrishnan, Chief Financial Officer and J Ashwin, Company Secretary are the Key Managerial Personnel of the Company as on the date of this Report.

#### **12. DECLARATION BY INDEPENDENT DIRECTORS AND RE-APPOINTMENT, IF ANY:**

The provisions of Section 149 of the Companies Act, 2013 pertaining to the appointment of Independent Directors do not apply to the Company.

#### **13. DIRECTORS RESPONSIBILITY STATEMENT:**

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors of the Company hereby confirm that:

- a) in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures, if any;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that year;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis;
- e) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **14. DEPOSITS:**

The Company has not accepted any deposit from the shareholders and others within the meaning of Chapter V of the Act 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 during the period ended 31st March 2022

and hence the question of furnishing any details relating to deposits covered under Chapter V of the Act 2013 does not arise.

**15. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The Company has no activity relating to conservation of energy or technology absorption. The Company did not have any foreign exchange earnings or outgo, in terms of the requirements of Section 134(3) (m) of the Act 2013 read with the Companies (Accounts) Rules 2014.

**16. SECRETARIAL AUDIT REPORT:**

The provisions of section 204 of Companies Act, 2013 regarding mandatory secretarial audit are not applicable to the Company.

**17. STATUTORY AUDITORS:**

The Company has appointed M/s. Sundaram & Srinivasan, Chartered Accountants, having Firm Registration No. 004207S allotted by the Institute of Chartered Accountants of India, as the first auditors of the Company to hold office till the ensuing annual general meeting.

The Company, in terms of Section 139(1) of the Companies Act, 2013 (the Act, 2013) is required to appoint a statutory auditor for a term of five consecutive years i.e., from the end of first annual general meeting till the conclusion of sixth annual general meeting a by way of passing of an ordinary resolution.

In this regard, the Board has proposed the appointment of M/s Sundaram & Srinivasan, the first auditors, as the Statutory Auditors for the approval of Members at the ensuing AGM.

The Company has obtained necessary certificate under Section 141 of the Act 2013 read with the Companies (Audit and Auditors) Rules, 2014, conveying their eligibility for being statutory auditors of the Company.

**18. AUDITORS REPORT:**

There were no qualifications, reservations or adverse remarks made by the Auditors' in their Report.

**19. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:**

During the year, the Company had made an investment of Rs. 161 Crores in M/s. Celestial E-Mobility Private Limited for acquisition of 1,41,677 equity shares representing 70% of the paid up capital.

**20. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTY:**

Pursuant to the provisions of Section 134(h) of the Act, 2013 read with rule 8(2) of the Companies (Accounts) Rules 2014, the particulars of contracts or

arrangements entered into by the Company with Related Parties have been done at arm's-length and are in the ordinary course of business.

The details of Related Party disclosures, have been provided in Notes to the financial statements.

**21. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 (POSH):**

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 in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder. The policy aims to provide protection to employees at workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. During the financial year 2021-22, the Company did not receive any complaints on sexual harassment.

**22. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM:**

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meeting of Board and its Powers) Rules, 2013 are not applicable to the Company.

**23. NOMINATION & REMUNERATION COMMITTEE:**

The provisions of Section 178 of the Companies Act, 2013 read with Rule 6 of the Companies (Meeting of Board and its Powers) Rules, 2013 are not applicable to the Company.

**24. MANAGERIAL REMUNERATION:**

There are no employees of the Company whose particulars are required to be reported under Section 197 of the Companies Act, 2013 read with Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial) Rules, 2014.

**25. CORPORATE SOCIAL RESPONSIBILITY:**

The Company does not fall under the criteria to constitute a committee for Corporate Social Responsibility activities under Section 135 of the Companies Act, 2013 and hence no committee has been formed.

**26. COMPLIANCE OF SECRETARIAL STANDARDS:**

The Company has complied with the applicable compliances of Secretarial Standards.

## **27. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

The Company has adequate internal control systems to ensure operational efficiency, accuracy and promptness in financial report and compliance of applicable laws and regulations, to the extent required and commensurate with its size and activities.

## **28. REPORTING OF FRAUDS:**

There have been no instances of fraud reported by the Statutory Auditors under Section 143(12) of the Acts & Rules framed there under either to the Company or to the Central Government.

## **29. RISK MANAGEMENT:**

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified would be systematically addressed through mitigating actions on a continuous basis. These are being discussed at the meetings of the Board of Directors of the Company.

## **30. INSOLVENCY AND BANKRUPTCY CODE, 2016**

The Company has not made any application or no proceeding is pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year.

## **31. VALUATION DURING ONE TIME SETTLEMENT**

There was no one-time settlement entered into by the Company during the year.

## **32. ACKNOWLEDGEMENT:**

The Board of Directors place on record their sincere thanks to the Company's stakeholders, bankers, employees and investors for their continued support. Your directors wish to place on record their appreciation for the co-operation and support received from other people associated with the company and look forward for their continued support.

On behalf of the Board

Place: Chennai  
Date: 19<sup>th</sup> April, 2022

Sd/-  
M A M Arunachalam  
Chairman

**INDEPENDENT AUDITOR’S REPORT**

To the members of TI Clean Mobility Private Limited

**Report on the Standalone Financial Statements****Opinion**

We have audited the accompanying financial statements of TI Clean Mobility Private Limited (“the Company”), which comprise the Balance Sheet as at 31 March 2022, the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and a summary of the significant accounting policies and other explanatory information.

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

**Basis for Opinion**

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



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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained 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 that fact. We have nothing to report in this regard.

**Responsibilities of Management and those charged with Governance for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015. This responsibility also includes 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; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.



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

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

### **Auditor's Responsibility for the Audit of Financial Statements**

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

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

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



- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report 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.

### **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 "Annexure A" to this Report, a statement on the matters specified in para 3 and 4 of the said Order.



- 2) As required by Section 143 (3) of the Act, we report that:
- (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) the Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this report are in agreement with the books of account;
  - (d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under including the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015;
  - (e) On the basis of the written representations received from the directors as on 31 March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164 (2) of the Act;
  - (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”;
  - (g) The Company has not paid any Managerial Remuneration during the year.
  - (h) with respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. the Company does not have any pending litigation on its financial position in its financial statement.
    - ii. the Company does not have any long-term contracts including derivative contracts, for which there were any material foreseeable losses;
    - iii. there were no amounts which were required to be transferred to the Investor Education and Protection fund by the Company;
    - iv.



- a) The management has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, 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, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- b) the management has represented, that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c) Nothing has come to our notice that has caused us to believe that the representations under sub-clause a and b contain any material misstatement.
- vii) The Company has not declared or paid any Dividend during the year by the company .

for **SUNDARAM AND SRINIVASAN**  
Chartered Accountants  
(Firm's Registration No. 004207S)

Digitally  
signed by **USHA**  
USHA

S Usha  
Partner

Membership No. 211785  
UDIN: 22211785AHIUHH9794

Place: Chennai

Date: 19<sup>th</sup> April 2022



**ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT**

With reference to the Annexure A referred to in paragraph 1 under the heading "Report on other Legal and Regulatory Requirements" of the Independent Auditor's report to the members of TI Clean Mobility Private Limited on the Financial Statements for the year ended 31 March 2022, we report that:

- (i) (a) (A) The company does not have Property, Plant and Equipment as of March 31st, 2022. The Company is maintaining proper records showing full particulars, quantitative details and situation in respect of Right Of Use Assets.
- a) (B) The Company does not have Intangible Assets as of March 31st, 2022. Hence reporting under this clause is not applicable.
- b) The company does not have any Property, Plant and Equipment as at 31st March 2022. The company holds only Right of Use Asset. This is the first year of operations and the company plans conduct the physical verification of Property, Plant and Equipment and Right of Use Asset at reasonable intervals.
- c) The company does not own an immovable property (other than properties where the company is the lessee, and the lease agreements are duly executed in favour of the lessee). Hence reporting under this clause is not applicable.
- d) The company has not revalued the Right of Use Assets during the year. Hence reporting under this clause is not applicable.
- e) No Proceeding have been initiated are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) (a) The Company has conducted the physical verification inventory during the year and no material discrepancies were noticed.
- (b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- (iii) The Company has made investments in a company during the year, in respect of which:
- a) The company has not provided any loans and or advances in the nature of loans or stood guarantee or provided any security to any other entity during the year and hence reporting under clause 3iii(a) of the order is not applicable.
- b) Based on our examination of the Books of Accounts and other Records of the company and based on the information and explanation provided by the management, the investments made during the year are, prima facie, not prejudicial to the company's interest.

- c) The company has not granted any loans or advances in the nature of loan during the year. Hence the reporting under clauses 3(iii)(c) to 3(iii)(f) of the Order is not applicable.
- (iv) The company has complied with the provisions of section 185 and 186 of the Act in respect of investments made.
- (v) The Company has not accepted any deposits within the meaning of sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder.
- (vi) The maintenance of cost records as required under section 148(1) Of the Companies Act, 2013 has not been specified by the Central Government and hence this clause is not applicable to the company.
- (vii) (a) The Company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it during the year with appropriate authorities.
- b) According to the information and explanations given to us and the records of the Company examined by us, there were no statutory dues as at 31st March 2022 which were not deposited on account of any disputes.
- (viii) Based on our examination of the Books of Accounts and other Records of the company and based on the information and explanation provided by the management, The company has not Surrendered or disclosed any transaction as income during the year in the tax assessments under the Income Tax Act, 1961.
- (ix) a) Based on our examination of the books of accounts and other records of the company, The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- b) Based on our examination of the Books of Accounts and other Records of the company and based on the information and explanation provided by the management, the company has not been declared as a wilful defaulter by any bank, financial institution or any other lender.
- c) Based on our examination of the Books of Accounts and other Records of the company and based on the information and explanation provided by the management, the company has not availed any Term Loans. Hence reporting under clause 3(ix)(c) is not applicable.



- d) Based on our examination of the Books of Accounts and other Records of the company and based on the information and explanation provided by the management, no funds raised on short term basis have been utilized for long term purposes.
- e) Based on our examination of the Books of Accounts and other Records of the company and based on the information and explanation provided by the management, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- f) The company has not raised loans during the year on pledge of securities held in its subsidiaries, joint ventures or Associate companies.
- (x) a) The Company has not raised monies by way of Initial Public Offer or Further Public Offer during the year.
- b) The Company has made Rights issue during the year and has complied with the requirements of Section 62 of the Companies Act, 2013.
- (xi) a) Based on our examination of the Books of Accounts and other Records of the company and based on the information and explanation provided by the management, no case of fraud by the company and fraud on the company has been noticed by us during the year.
- b) No report under sub section (12) of Section 143 of the Companies Act in form ADT-4 was filed as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government
- c) There were no Whistle-blower complaints received during the year
- (xii) The Company is not a Nidhi Company. Hence, clauses 3(xii)(a),(b),(c) of the Order are not applicable.
- (xiii) The transactions with the related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) a) The company has taken necessary steps to implement an Internal Audit System. Hence reporting under clauses 3(xiv)(a) &(b) are not commented upon.
- (xv) According to the information and explanations given to us by the management, the Company has not entered into any non-cash transactions with directors or persons connected with the directors during the year.



- (xvi) a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3 (xvi) of the Order does not arise.
- b) As the company has not conducted any Non-Banking Financial or Housing Finance activities, the provision of this clause is not applicable
- c) The company is not a Core Investment Company, hence reporting under clause 3(xvi)(c) is not applicable
- d) The Group, as defined under Core Investment Companies (Reserve Bank) Directions 2016, has two Core Investment Companies as of March 31, 2022.
- (xvii) The company has incurred cash losses of Rs.810.44 Lakhs during the year. This is the first year of incorporation.
- (xviii) There has been no case of resignation of Statutory Auditor during the year.
- (xix) On the basis of our evaluation of financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statement and our knowledge of Board of Directors and Management plans, we are of the opinion that, no material uncertainty exists as on the date of Audit Report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- (xx) As this is the first year of incorporation of the company, reporting under clauses 3(xx)(i) and 3(xx)(ii) are not applicable.
- (xxi) The Companies (Auditor's Report) Order, 2020 (CARO) reports of the companies included in the consolidated financial statements did not include any qualification or adverse remarks.

for SUNDARAM AND SRINIVASAN  
Chartered Accountants  
(Firm's Registration No. 004207S)

Digitally  
signed by **USHA**  
USHA

S Usha  
Partner  
Membership No. 211785  
UDIN: 22211785AHIUHH9794

Place: Chennai  
Date: 19<sup>th</sup> April 2022



**ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT**

[Referred to in paragraph 2(f) of our Report of even date]

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

We have audited the internal financial controls over financial reporting of **TI Clean Mobility Private Limited** ("the Company") as of 31 March 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the 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 ("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 company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 ("the Act").

**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 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 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 financial statements for external purposes in accordance with generally accepted accounting principles.

A company's internal financial control over financial reporting includes those policies and procedures that (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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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, to the best of our information and according to explanations given to us, 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 31 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 **SUNDARAM AND SRINIVASAN**

Chartered Accountants

(Firm's Registration No. 004207S)

Digitally  
signed **USHA**

by USHA

S Usha

Partner

Membership No. 211785

UDIN: 22211785AHIUHH9794

Place: Chennai

Date: 19<sup>th</sup> April 2022



**TI CLEAN MOBILITY PRIVATE LIMITED**  
**STANDALONE BALANCE SHEET AS AT 31ST MARCH 2022**

		' in INR
	Notes	As at 31-Mar-2022
<b>ASSETS</b>		
<b>Non-Current Assets</b>		
<b>Property, Plant and Equipment</b>		
Right-of-use assets	4a	18,28,95,187
Capital Work-in-Progress	4b	30,69,61,716
<b>Financial Assets</b>		
Investments	5	1,60,90,50,805
Deferred Tax Assets (Net)	13	1,65,63,010
Other Non-Current Assets	6	19,66,50,618
		<u>2,31,21,21,335</u>
<b>Current Assets</b>		
Inventories	7	5,35,196
<b>Financial Assets</b>		
Cash and Cash Equivalents	8	1,61,86,041
Other Current Assets	9	3,52,34,039
		<u>5,19,55,276</u>
<b>Total Assets</b>		<u><u>2,36,40,76,611</u></u>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Equity Share Capital	10	1,00,00,00,000
Other Equity	11	(8,38,40,109)
<b>Total Equity</b>		<u>91,61,59,891</u>
<b>Non-Current Liabilities</b>		
<b>Financial Liabilities</b>		
(a) Long Term Borrowings	12a	64,00,00,000
(b) Lease Liabilities	12b	16,00,89,752
		<u>80,00,89,752</u>
<b>Current Liabilities</b>		
<b>Financial Liabilities</b>		
(a) Trade Payables	14	
- total outstanding dues of micro enterprises and small enterprises		
- total outstanding dues of creditors other than micro enterprises and small enterprises		9,85,68,175
(b) Lease Liabilities	15a	2,41,86,911
(c) Other Financial Liabilities	15b	52,36,04,241
Other Current Liabilities	16	14,67,641
		<u>64,78,26,968</u>
<b>Total Liabilities</b>		<u>1,44,79,16,720</u>
<b>Total Equity and Liabilities</b>		<u><u>2,36,40,76,611</u></u>

The accompanying notes are an integral part of the financial statements

As per our report of even date  
For Sunderam & Srinivasan  
Chartered Accountants  
ICAI Firm Regn. No : 004207S

  
per. S. Usha  
Partner: S Usha  
Membership No : 211785


Chennai  
19th April 2022

On behalf of the Board  
For TI Clean Mobility Private Limited

  
Kalyan Kumar Paul  
Managing Director

  
MAM Arunachalam  
Chairman

  
S Gopalakrishnan  
Chief Financial Officer

  
J. Ashwin  
Company Secretary



**TI CLEAN MOBILITY PRIVATE LIMITED**  
**STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE PERIOD 12TH FEBRUARY 2022 TO 31ST MARCH**  
**2022**

		₹ in INR
	Notes	Period Ended 31-Mar-2022
Revenue from Contracts with Customers		
Revenue from Operations		-
Other Operating Revenues		-
		-
Other Income		-
<b>Total Income</b>		-
<b>Expenses</b>		
Cost of Materials Consumed		
Purchase of Stock-in-Trade		
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade		
Employee Benefits Expense	18	31,50,140
Depreciation and Amortisation Expense	19	27,95,341
Finance Costs	20	51,05,636
Other Expenses	21	8,93,52,001
<b>Total Expenses</b>		<b>10,04,03,119</b>
<b>Profit/(Loss) Before Tax and Exceptional Items</b>		<b>(10,04,03,119)</b>
Less : Exceptional Items		-
<b>Profit/(Loss) Before Tax after exceptional Items</b>		<b>(10,04,03,119)</b>
<b>Income Tax Expense</b>	22	
- Current Tax		-
- Deferred Tax (Net) (Refer Note 13)		(1,65,63,010)
		(1,65,63,010)
<b>Profit/(Loss) for the year (I)</b>		<b>(8,38,40,109)</b>
<b>Other Comprehensive Income:</b>		
<b>Other Comprehensive Income to be reclassified to Statement of Profit and Loss in subsequent periods:</b>		
Net Movement on Cash Flow Hedges		
Income Tax Effect		
		-
<b>Other Comprehensive Income not to be reclassified to Statement of Profit and Loss in subsequent periods:</b>		
Re-measurement (Loss) on Defined Benefit Obligations (Net)		
Income Tax Effect		
		-

Net (Loss) on FVTOCI Securities  
Income Tax Effect

Other Comprehensive Income/(Loss) for the Year, Net of Tax (II)  
Total Comprehensive Income/(Loss) for the Year, Net of Tax (I + II)

-
-
(8,38,40,109)

Earnings Per Equity Share of ₹10 each

24

Basic (0.84)  
Diluted (0.84)

The accompanying notes are an integral part of the financial statements

As per our report of even date  
For Sundaram & Srinivasan  
Chartered Accountants  
ICAI Firm Regn. No : 0042079

On behalf of the Board  
For TI Clean Mobility Private Limited

  
per  
Partner: S Usha  
Membership No : 211785

  
Kalyan Kumar Paul  
Managing Director

  
MAM Arunachalam  
Chairman

Chennai  
19th April 2022



  
S Gopalakrishnan  
Chief Financial Officer

  
J Ashwin  
Company Secretary



**TI CLEAN MOBILITY PRIVATE LIMITED**
**STANDALONE CASH FLOW STATEMENT FOR THE PERIOD 12TH FEBRUARY 2022 TO 31ST MARCH 2022**

Particulars	Period Ended 31-Mar-2022
<b>A. Cash Flow from Operating Activities:</b>	
Profit Before Tax after exceptional items	(10,04,00,117)
<u>Adjustments to reconcile Profit Before Tax to Net Cash Flow:</u>	
Depreciation on Property, Plant and Equipment	
Amortisation of Right-of-use assets	27,95,341
Depreciation on Investment Properties	
Amortisation of Intangible assets	
Share based payment expenses	
Profit on Property Plant and Equipment and ROU Assets sold/discarded, Net Profit on Sale of Investments carried at FVTPL	
Impairment allowance for receivables and advances (including bad debts written off) (Refer Note 26)	
Net Foreign Exchange differences	
Finance Income (including Fair Value changes in Financial Instruments)	
Finance Costs	51,05,636
Profit on shares tendered under buyback scheme	
Liabilities/Provisions no longer payable written back	
Interest on Corporate Guarantee provided to OG Power and Industrial Solutions Limited	
Loss on sale of joint venture	
<b>Operating Profit before Working Capital / Other Changes</b>	<b>(9,25,02,141)</b>
Adjustments for:	
Increase / (Decrease) in Long Term Liabilities	
Increase / (Decrease) in Provisions and Government Grants	
Increase / (Decrease) in Trade and Other Payables	9,85,68,174
Increase / (Decrease) in Other Financial Liabilities	52,01,10,367
Increase / (Decrease) in Other Current Liabilities	10,79,433
Lease Payable	(26,37,419)
(Increase) / Decrease in Other Financial and Current Assets	(23,18,84,657)
(Increase) / Decrease in Trade and Other Receivables	-
(Increase) / Decrease in Inventories	(5,35,190)
<b>Cash Generated From Operations</b>	<b>29,21,98,561</b>
Income Tax paid (net of refunds)	
<b>Net Cash Flow from Operating Activities</b>	<b>29,21,98,561</b>
<b>B. Cash Flow from Investing Activities:</b>	
Capital Expenditure (Including Capital Work In Progress and Capital Advances)	(30,69,61,716)
Proceeds from Sale of Property, Plant and Equipment	
(Purchase) / Sale of Current Investments, Net (Refer Note 9c)	
Proceeds from shares tendered under buyback scheme	
Sale of Non Current Investments at FVTOCI	
Purchase of Investment in Subsidiaries	(1,60,90,50,005)
Purchase of Non Current Investments	
Proceeds / (Investment) in deposits having a original maturity of more than 3 months (Net)	
Interest Income received	
<b>Net Cash Used in Investing Activities</b>	<b>(1,91,60,12,523)</b>

<b>C. Cash Flow from Financing Activities (Refer Note 8)</b>	
Proceeds from Exercise of Share Options	
Proceeds from Issue of Shares	1,00,00,00,000
Proceeds from Long Term Borrowings	64,00,00,000
(Repayment) of Long Term Borrowings	
(Repayment)/Proceeds from Short Term Borrowings (Net) (Refer Note 15a)	
Proceeds from sale of Treasury Shares	
Payments of Lease Liabilities	
Finance Costs Paid	
<b>Net Cash Used in Financing Activities</b>	<b>1,64,00,00,000</b>
<b>Net Increase in Cash and Cash Equivalents (A+B+C)</b>	<b>1,61,36,041</b>
<b>Cash and Cash Equivalents at the beginning of the Year</b>	<b>-</b>
<b>Cash and Cash Equivalents as at End of the Year (Refer Note 8)</b>	<b>1,61,36,041</b>

The accompanying notes are an integral part of the financial statements

As per our report of even date  
For Sundaram & Srinivasan  
Chartered Accountants  
ICAI Firm Regn No : 0042075

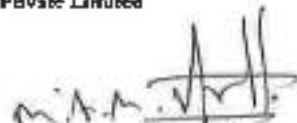
  
Partner: S Usha  
Membership No : 211735

Chennai  
19th April 2022



On behalf of the Board  
For TI Clean Mobility Private Limited

  
Kalyani Kumar Paul  
Managing Director

  
MAM Arumachalam  
Chairman



S Gopalakrishnan  
Chief Financial Officer



J Ashwin  
Company Secretary



**T1 CLEAN MOBILITY PRIVATE LIMITED**

**STANDALONE STATEMENT OF CHANGES IN EQUITY AS AT 31st MARCH 2022**

Particulars	No. of shares	₹ in INR
Equity Share Capital		
As at 31st March 2021		
Issue of shares of 10,00,00,000 each (new, subscribed and fully paid)	10,00,00,000	1,00,00,00,000
As at 31st March 2022	10,00,00,000	1,00,00,00,000

**b. Other Equity**

Particulars	Reserves & Surplus					Items of OCI		Total Other Equity		
	Share option outstanding account (Note 11)	Securities Premium (Note 11)	Retained Earnings (Note 11)	Debitumens	Capital Reserve (Note 11)	General Reserve (Note 11)	Treasury Shares (Note 11)		Cash flow Hedge Reserve (Note 11)	FYFOCI Reserve (Note 11)
As at 1st April 2021	-	-	(8,38,40,109)	-	-	-	-	-	-	(8,38,40,109)
Profits for the Year	-	-	(8,38,40,109)	-	-	-	-	-	-	-
Other comprehensive income for the Year (Note 1)	-	-	(8,38,40,109)	-	-	-	-	-	-	-
Total Comprehensive Income	-	-	(8,38,40,109)	-	-	-	-	-	-	-
As at 31st March 2022	-	-	(8,38,40,109)	-	-	-	-	-	-	(8,38,40,109)

The accompanying notes are an integral part of the financial statements

As per our report of even date  
For Sundaram & Srinivasan  
Chartered Accountants  
ICAI Firm Reg. No : 0042075

per  
Pranav S Usha  
Membership No : 211785

Chennai  
19th April 2022

On behalf of the Board  
For T1 Clean Mobility Private Limited

Kalyan Kumar Paul  
Managing Director

S Gopalakrishnan  
Chief Financial Officer

MAM Anandachandran  
Chairman

J Ashwin  
Company Secretary



## TI CLEAN PRIVATE LIMITED

### NOTES TO STANDALONE FINANCIAL STATEMENTS

#### 1. General Information of the Company

##### Corporate Information

TI Clean Mobility Private Limited ("the Company") with CIN No: U34300TN2022PTC149904, is a Private Limited Company domiciled in India. The Registered Office of the Company is located at 234, NSC Bose Road, Chennai, Tamil Nadu.

The standalone financial statements were authorised for issue in accordance with a resolution of the directors on 19th April 2022.

#### 2. Basis of Preparation

- a) The standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the Financial statement.

The standalone financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Derivative financial instruments
- Certain financial assets and financial liabilities measured at fair value (refer accounting policy regarding financial instruments)

The standalone financial statements are presented in INR, which is its functional currency and all values are rounded to the nearest crore, except when otherwise indicated.

#### 3. Summary of Significant Accounting Policies

##### 3.1. Presentation and Disclosure of Financial Statements

An asset has been classified as current when it satisfies any of the following criteria;

- a) It is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;
- b) It is held primarily for the purpose of being traded;
- c) It is expected to be realized within twelve months after the reporting period; or
- d) It is 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 period.

A liability has been classified as current when it satisfies any of the following criteria;

- a) It is expected to be settled in the Company's normal operating cycle;
- b) It is held primarily for the purpose of being traded;
- c) It is due to be settled within twelve months after the reporting period; or
- d) The Company does not have an unconditional right to defer settlements of the liability for at least twelve months after the reporting period.

All other assets and liabilities have been classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Based on the nature of products/activities, the Company has determined its operating cycle as twelve months for the above purpose of classification as current and non-current.

### 3.2. Fair Value Measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- a) In the principal market for the asset or liability, or
- b) In the absence of a principal market, in the most advantageous market for the asset or liability

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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

- a) Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- b) Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- c) Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

The Company determines the policies and procedures for both recurring fair value measurement,

## **TI CLEAN PRIVATE LIMITED**

### **NOTES TO STANDALONE FINANCIAL STATEMENTS**

such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement.

External valuers are involved for valuation of assets such as investment properties and unquoted financial investments. Involvement of external valuers is decided upon annually by the Company. At each reporting date, the Company analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the accounting policies. For this analysis, the Company verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents. Other fair value related disclosures are given in the relevant notes.

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

#### **3.3. Use of Estimates**

The preparation of Standalone Financial Statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, like provision for employee benefits, provision for doubtful trade receivables/advances/contingencies, provision for warranties, allowance for slow/non-moving inventories, useful life of Property, Plant and Equipment, provision for retrospective price revisions, provision for taxation, etc., during and at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

#### **3.4. Cash and Cash Equivalents**

Cash and Cash equivalents comprises cash on hand and demand deposits with banks. Cash equivalents are short-term (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of change in value.

#### **3.5. Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

For the purpose of the Statement of cash flows, cash and cash equivalents as defined above, net of outstanding bank overdrafts as they are considered an integral part of the cash management of the Company.

#### **3.6. Property, Plant and Equipment**

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Freehold land is measured at cost and not depreciated. Cost includes related taxes, duties, freight, insurance, etc. attributable to the acquisition, installation of the

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### NOTES TO STANDALONE FINANCIAL STATEMENTS

Property, Plant and Equipment and borrowing cost if capitalisation criteria are met but excludes duties and taxes that are recoverable from tax authorities.

Machinery Spares including spare parts, stand-by and servicing equipment are capitalised as Property, Plant and Equipment if they meet the definition of property, plant and equipment i.e. if the company intends to use these for more than a period of 12 months. These spare parts capitalized are depreciated as per Ind AS 16.

Subsequent expenditure relating to Property, Plant and Equipment is capitalised 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.

Material replacement cost is capitalized provided 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. When replacement cost is eligible for capitalization, the carrying amount of those parts that are replaced is derecognized. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful life.

The Company identifies and determines cost of each component/part of the asset separately, if the component/part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

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

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate (Refer Note – 3.18).

Pursuant to transition to Ind AS, the Company has elected to continue with the carrying value of all of its Property, Plant and Equipment as per the previous GAAP as its deemed cost on the transition date.

Tool Cost is amortized over the useful life of the Asset. Tool Cost includes design and development cost as required for manufacturing the various components / Parts of the vehicle.

Capital Work-in-Progress: Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, net of accumulated impairment loss, if any. Cost comprises direct cost and attributable interest. Once it has become available for use, their cost is re-classified to appropriate caption and subjected to depreciation.

#### 3.7. Investment Properties

Investment property represents property held to earn rentals or for capital appreciation or both.

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### NOTES TO STANDALONE FINANCIAL STATEMENTS

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition Criteria are met. When significant parts of the investment property are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred.

Depreciation on building classified as investment property has been provided on the straight-line method over a period of 60 years as prescribed in Schedule II to the Companies Act, 2013. These are based on the Company's estimate of their useful lives taking into consideration technical factors.

Though the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an external independent valuer applying valuation models.

Pursuant to transition to Ind AS, the Company has elected to continue with the carrying value of all of its Investment Properties as per the previous GAAP as its deemed cost on the transition date.

Investment properties are derecognised either when they have been disposed off or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the statement of profit and loss in the period of derecognition.

#### 3.8. Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

Intangible assets are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset. Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

### 3.9. Impairment of Non-Financial Assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount 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. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. 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. In determining fair value less costs of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The Company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Company's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or cash-generating unit'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. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

### 3.10. Inventories

Raw materials, stores & spare parts and stock-in-trade are valued at lower of weighted average cost and estimated net realisable value. Cost includes freight, taxes and duties and is net of Credit under GST scheme, where applicable.

Work-in-progress and finished goods are valued at lower of weighted average cost and estimated net realisable value. Cost includes all direct costs and appropriate proportion of overheads to bring the goods to the present location and condition based on the normal operating capacity, but excluding borrowing costs.

NOTES TO STANDALONE FINANCIAL STATEMENTS

Materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be used are expected to be sold at or above cost.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Cost of Traded goods includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

**3.11. Revenue from Contracts with Customers**

Revenue is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment. The Company is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

However, Goods and Services tax (GST) are not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition Criteria described below must also be met before revenue is recognised.

**Sale of Goods:**

Revenue from sale of goods is recognised when control of the goods is transferred to the Customers. Sale of goods happens on Cash and Carry basis / Credit term of 30 days from Invoice date. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

Generally, the Company receives short-term advances from its customers. Using the practical expedient in Ind AS 115, the Company does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less.

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### NOTES TO STANDALONE FINANCIAL STATEMENTS

#### Rendering of Services:

Revenue from rendering of services is recognised with reference to the stage of completion determined based on estimate of work performed, and when the outcome of the transaction can be estimated reliably.

#### Contract Balances

Contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the Customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Trade Receivable represents the Company's right to an amount of consideration that is unconditional. Refer to accounting policies of financial assets in Note 3.23.A.

Contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

#### Cost to obtain a contract:

The Company pays sales commission to agents for obtaining the contract. The Company has elected to apply the optional practical expedient for costs to obtain a contract which allows the Company to immediately expense sales commissions because the amortisation period of the asset that the Company otherwise would have used is one year or less.

#### Warranty obligations

The Company provides warranties for certain products and these warranties are accounted for under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets. Refer to the accounting policy on warranty provisions in Note 3.20 –Provisions and Contingencies.

### 3.12. Other Income

#### Dividends:

Dividend income is accounted for when the right to receive it is established.

#### Interest Income:

For all debt instruments measured at amortised cost, interest income is recognised on time proportion basis, taking into account the amount outstanding and effective interest rate.

#### Rental Income:

Rental income arising from operating leases is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit and loss due to its operating nature.

**Royalty Income:**

Royalty Income is recognised on an accrual basis in accordance with the substance of the relevant agreement.

**3.13. Government Grants, Subsidies and Export Benefits**

Government grants and subsidies are recognised when there is reasonable assurance that the Company will comply with the conditions attached to them and the grants/subsidy will be received.

When the grant or subsidy from the Government relates to an expense item, it is recognised as income on a systematic basis in the statement of profit and loss over the period necessary to match them with the related costs, which they are intended to compensate. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset, i.e. by equal annual instalments. When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value of the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

**3.14. Employee Benefits**

**I. Short Term Employee Benefits**

Short term employee benefits include short term compensated absences which is recognized based on the eligible leave at Credit on the Balance Sheet date, and the estimated cost is based on the terms of the employment contract.

**II. Voluntary Retirement Scheme**

Compensation to employees under Voluntary Retirement Schemes is expensed in the period in which the liability arises. The Company recognizes termination benefit as a liability and an expense when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

**3.15. Leases**

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

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

**a. Right-of-use assets**

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. The right-of-use assets are also subject to impairment. Right-of-use assets mainly consists of land and building, having a lease term of 2 to 95 years.

**b. Lease Liabilities**

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. The Company's lease liabilities are included in financial liabilities.

**c. Short-term leases**

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

**Company as Lessor**

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. Rental income arising is accounted

NOTES TO STANDALONE FINANCIAL STATEMENTS

for on a straight-line basis over the lease terms and is included in revenue in the statement of profit and loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

### 3.16. Foreign Currency Transactions

#### Initial recognition

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction.

#### Measurement as at Balance Sheet date

Foreign currency monetary items of the Company outstanding at the Balance Sheet date are restated at year end exchange rates.

Non-monetary items carried at historical cost are translated using the exchange rates at the dates of initial transactions.

#### Treatment of Exchange Differences

Exchange differences arising on settlement/restatement of foreign currency monetary assets and liabilities of the Company are recognised as income or expense in the statement of profit and loss.

### 3.17. Depreciation and Amortisation

The Company depreciates Property, Plant and Equipment over their estimated useful lives using the Straight-line method, as per Schedule II of Companies Act, 2013.

### 3.18. Research and Development

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the company can demonstrate:

- ▶ The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- ▶ Its intention to complete and its ability and intention to use or sell the asset
- ▶ How the asset will generate future economic benefits
- ▶ The availability of resources to complete the asset
- ▶ The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete, and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset. During the period of development, the asset is tested for impairment annually.

NOTES TO STANDALONE FINANCIAL STATEMENTS

Revenue expenditure on research and development is expensed when incurred. Capital expenditure on research and development is capitalised under Intangible Assets and depreciated.

**3.19. Taxes on Income**

Income tax expense comprises current and deferred taxes. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax is the amount of tax payable on the taxable income for the year and is determined in accordance with the provisions of the Income Tax Act, 1961.

Current tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

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

Deferred tax liabilities are recognised for all taxable temporary differences, except when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax Credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax Credits and unused tax losses can be utilised, except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

Deferred tax relating to items recognised outside the Statement of profit and loss is recognised outside Statement of profit and loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

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### **NOTES TO STANDALONE FINANCIAL STATEMENTS**

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

#### **3.20. Provisions and Contingencies**

A provision is recognized when a Company has a present obligation (legal or constructive) as a result of past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions for warranty-related costs are recognized when the product is sold or service provided. Provision is estimated based on historical experience and technical estimates. The estimate of such warranty-related costs is reviewed annually.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The Company does not recognize a contingent liability but discloses its existence in the Standalone Financial Statements.

#### **3.21. Borrowing Costs**

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the 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 capitalised as part of the cost of the asset. Capitalisation of Borrowing Costs is suspended and charged to the statement of profit and loss during extended periods when active development activity on the qualifying assets is interrupted. All other borrowing costs are expensed in the period they occur.

#### **3.22. Earnings Per Share**

Basic Earnings Per Share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average

number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

### 3.23. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one company and a financial liability or equity instrument of another company.

#### A. Financial Assets

##### i. Initial Recognition and Measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

##### ii. Subsequent Measurement

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

- a. Debt instruments at amortised cost
- b. Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- c. Debt instruments, derivatives and equity instruments measured at fair value through other comprehensive income (FVTOCI)

##### Debt Instruments At Amortised Cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

##### Debt Instruments at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

##### Debt Instruments at FVOCI

The Company subsequently classifies its financial assets as FVOCI, only if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets; and
- Contractual terms of the asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest (SPPI) on the principal amount outstanding.

Debt instruments included within the FVOCI category are measured at each reporting date at fair value with such changes being recognised in other comprehensive income (OCI). The interest income on these assets is recognised in profit or loss.

On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified to profit or loss.

#### **Equity Investments**

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVTOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

#### **iii. De-recognition**

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is de-recognised primarily when:

- The rights to receive cash flows from the asset have expired, or
- the Company has transferred substantially all the risks and rewards of the asset or has transferred control of the asset

#### **iv. Impairment of Financial Assets**

In accordance with Ind-AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and Credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance

The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables.

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

If Credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, Credit quality of the instrument improves such that there is no longer a significant increase in Credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected Credit losses resulting from all possible default events over the expected life of a financial instrument. ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original EIR. When estimating the cash flows, the Company is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the Company is required to use the remaining contractual term of the financial instrument
- Cash flows from the sale of collateral held or other Credit enhancements that are integral to the contractual terms

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off Criteria, the Company does not reduce impairment allowance from the gross carrying amount.

For assessing increase in Credit risk and impairment loss, the Company combines financial instruments on the basis of shared Credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in Credit risk to be identified on a timely basis.

## **B. Financial Liabilities**

### **i. Initial Recognition and Measurement**

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

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

### **ii. Subsequent Measurement**

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

#### **Financial Liabilities At Fair Value Through Profit and Loss**

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

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the Criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own Credit risks are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss.

#### **Loans and Borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

#### **Financial guarantee contracts**

Financial guarantee contracts issued by the Company are initially measured at their fair values and are subsequently measured at the higher of, the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount initially recognised less cumulative amount of income recognised.

#### **De-recognition**

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

## **TI CLEAN PRIVATE LIMITED**

### **NOTES TO STANDALONE FINANCIAL STATEMENTS**

amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously

#### **3.24. Cash Dividend**

The Company recognises a liability to make cash distributions to equity holders, when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

#### **3.25. Equity Investment in Subsidiaries and Joint Ventures**

Investment in Subsidiaries and Joint Ventures are carried at Cost in the Separate Financial Statements as permitted under Ind AS 27. These investments are assessed for impairment in the manner outlined in Note 3.9.

#### **3.26. New and amended standards**

The company applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after 1 Apr 2021. The Company has not early adopted any other standard or amendment that has been issued but is not yet effective.

**TI CLEAN MOBILITY PRIVATE LIMITED**

**Note 4a. Right-of-use assets**

Particulars	Gross Block				Depreciation / Amortisation					Net Block			in INR
	As at	Reclassification	Additions	Deletions	As at	As at	Reclassification	For the	Deletions	As at	As at	As at	
	31-Mar-2022	(Refer note d below)			31-Mar-2022	31-Mar-2022	(Refer note d below)	year		31-Mar-2022	31-Mar-2022	31-Mar-2021	
Land and Building (Leasehold) (Refer note below)			18,56,90,528		18,56,90,528			27,95,341		27,95,341	18,28,95,187		
<b>Total</b>	-	-	<b>18,56,90,528</b>	-	<b>18,56,90,528</b>	-	-	<b>27,95,341</b>	-	<b>27,95,341</b>	<b>18,28,95,187</b>	-	-

**Note 4b. Capital Work in progress**

Particulars					31-Mar-22					31-Mar-21
	< 1 Year	1-2 Years	2-3 Years	> 3 Years		< 1 Year	1-2 Years	2-3 Years	> 3 Years	
Projects in progress		30,69,61,716			30,69,61,716					
Projects temporarily suspended										

**Overdue Projects for FY 2021-22 Nil**

**TI CLEAN MOBILITY PRIVATE LIMITED**

**Note 5. Investments**

Particulars	Nominal Value ₹ per unit	Number of shares		₹ in INR	
		As at 31-Mar-2022	As at 31-Mar-2021	As at 31-Mar-2022	As at 31-Mar-2021
<b>Investments at Cost</b>					
<b>Equity Shares (Fully Paid) - Unquoted</b>					
<b>Investment in Joint Venture</b>					
Colson E-Mobility Private Limited	10	1,81,677	-	1,60,00,50,000	-
<b>Total</b>				<b>1,60,00,50,000</b>	<b>-</b>
Less : Provision for Impairment of Investments				-	-
<b>Total</b>				<b>1,60,00,50,000</b>	<b>-</b>

During the year, TI Clean Mobility Private Limited ("TICMPL") has acquired 97.50% Stake in Colson E-Mobility Private Limited ("CEPL") for a consideration of ₹1,60,00,50,000.

Particulars	₹ in INR	
	As at 31-Mar-2022	As at 31-Mar-2021
Quoted		
Cost		
Market value*		
Unquoted		
Cost	1,60,00,50,000	-

**Note 6. Other Non-Current Assets**

Particulars	₹ in INR	
	As at 31-Mar-2022	As at 31-Mar-2021
<b>Capital Advances</b>		
- Secured	-	-
- Unsecured	19,66,51,618	-
<b>Total</b>	<b>19,66,51,618</b>	<b>-</b>

**Note 7. Investments  
(Lower of Cost and Net Realizable Value)**

Particulars	₹ in INR	
	As at 31-Mar-2022	As at 31-Mar-2021
<b>Stock-in-Trade</b>		
Goods and Spare Parts	5,35,196	-
<b>Total</b>	<b>5,35,196</b>	<b>-</b>

**Note 8. Cash and Cash Equivalents**

Particulars	₹ in INR	
	As at 31-Mar-2022	As at 31-Mar-2021
<b>Balances with Banks in Current Accounts</b>		
Cash on hand	1,61,26,041	-
<b>Cash and Cash Equivalents as per Balance Sheet</b>	<b>1,61,26,041</b>	<b>-</b>
<b>Cash Credit Facility (Secured)</b>	<b>1,61,26,041</b>	<b>-</b>

**Note 9. Other Current Assets**

Particulars	₹ in INR	
	As at 31-Mar-2022	As at 31-Mar-2021
<b>Advances Receivable</b>		
- Goods and Services*	3,81,843	-
	1,61,263	-
<b>Balances with Customs, Excise, Sales Tax and GST Authorities</b>	<b>3,18,72,476</b>	<b>-</b>
<b>Total</b>	<b>3,82,34,639</b>	<b>-</b>
<b>Provision for Doubtful Advances for Goods and Services</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>3,82,34,639</b>	<b>-</b>

**TT CLEAN MOBILITY PRIVATE LIMITED**

**Note 14. Equity Share Capital**

Particulars	₹ In INR	
	As at 31-Mar-2022	As at 31-Mar-2021
Authorized Capital		
10,00,00,000 Equity Shares of ₹10 each		
(11-Mar-2022: 10,00,00,000 Equity Shares of ₹10 each) Issued, Subscribed and Fully Paid-up Capital	1,00,00,00,000	
10,00,00,000 Equity Shares of ₹10 each fully paid up	1,00,00,00,000	
<b>Total</b>	<b>1,00,00,00,000</b>	-

a) **The Reconciliation of share capital is given below**

Particulars	As at 31-Mar-2022		As at 31-Mar-2021	
	No. of Shares	₹ in INR	No. of Shares	₹ in INR
At the beginning of the year		-		-
Issue of Shares	10,00,00,000	1,00,00,00,000		
At the end of the year		<b>1,00,00,00,000</b>		-

b) **Terms/Rights attached to class of shares**

The Company has only one class of shares referred to as Equity Shares having a par value of ₹. 10 each. The holders of Equity Shares are entitled to one vote per share. Dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting. Repayment of capital will be in proportion to the number of equity shares held by the shareholders.

c) **Details of Shareholder(s) holding more than 3% of Equity Shares in the Company**

Particulars	As at 31-Mar-2022	
	Number of Shares	% against total number of shares
Tata Investments of India Limited (Face Value ₹10 each)	10,00,00,000	100.00%

d) **Shares held by promoters**

Particulars	Current Year		% Change during the year
	74% of Shares	% against total number of shares	
Tata Investments of India Limited (Face Value ₹10 each)	10,00,00,000	100.00%	N/A

**Note 15. Other Equity**

Particulars	₹ in INR	
	As at 31-Mar-2022	As at 31-Mar-2021
General Reserve		
Securities Premium		
Reserve Earnings	(8,35,49,899)	
<b>Total Other Equity</b>	<b>(8,35,49,899)</b>	-

e) **Dividend Earnings** - The amount that can be distributed by the Company as dividend to its equity shareholders is determined based on the financial statements of the Company and also considering the requirements of the Companies Act, 2013. Thus, the amounts reported below may not be distributable in cash.

Particulars	₹ in INR	
	As at 31-Mar-2022	As at 31-Mar-2021
Balance at the beginning of the year		-
Profit for the Year	8,35,49,899	
Balance at the end of the year	<b>(8,35,49,899)</b>	-

**TC CLEAN MOBILITY PRIVATE LIMITED**

Note 11a. Long Term Borrowings		₹ In INR	
Particulars	As at 31-Mar-2022	As at 31-Mar-2021	
Un-secured, Balanced party (Inter-corporate) loans			
Inter-corporate loan (Tata power) of India Limited	4,11,00,000	-	
<b>Total</b>	<b>4,11,00,000</b>	<b>-</b>	

**Major Asset Schedule:**

Motor Vehicle, 1 unit (Company Car)

Category	₹.000	₹.000	₹.000/000	01-Mar-22
Cost				
Accumulated Depreciation				
Net Book Value				

**Note 11b. Lease Liabilities**

Particulars		₹ In INR	
	As at 31-Mar-2022	As at 31-Mar-2021	
Lease Liabilities (Under New IFRS)	16,00,88,752	-	
	16,00,88,752	-	

**Note 12. Deferred Tax Assets and Liabilities**

Particulars	Balance Sheet		Statement of Profit and Loss	
	31-Mar-2022	31-Mar-2021	31-Mar-2022	31-Mar-2021
Net Asset / (Liability)/ Asset				
Deferred Tax Liabilities				
Difference between depreciation as per books of account and the Income Tax Act, 1961	-	-	-	-
<b>Total (A)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Deferred Tax Assets				
Provision for Doubtful / Impairment on Receivables				
Business Loss	1,52,75,806	1,52,75,806		
Others	10,89,913	10,50,511		
ROU Asset	2,37,061	2,37,061		
<b>Total (B)</b>	<b>1,65,02,780</b>	<b>-</b>	<b>1,65,02,780</b>	<b>-</b>
Deferred Tax Expense/(Income) (A+B)			<b>1,65,02,780</b>	<b>-</b>
Net Deferred Tax (Liabilities)/ Assets (A+B)	<b>1,65,02,780</b>	<b>-</b>		

**Reconciliation of Deferred Tax (Liability)/ Asset (₹000)**

Particulars		₹ In INR	
	31-Mar-2022	31-Mar-2021	
Opening balance			
Tax Income/Expense during the period recognized in Profit and Loss	1,65,02,780	-	
Tax Income/Expense during the period recognized in OCI			
Closing balance	<b>1,65,02,780</b>	<b>-</b>	

**Note 13. Trade Payables**

Particulars		₹ In INR	
	As at 31-Mar-2022	As at 31-Mar-2021	
Trade Payables			
- Debt of Micro and Small Enterprises (See Note 14(a))	-	-	
- Debt to others than Micro and Small Enterprises	9,85,68,175	-	
<b>Total</b>	<b>9,85,68,175</b>	<b>-</b>	

**Break up of Trade Payables as at 31st Mar 2022**

Particulars	₹ In INR			
	< 1 Year	1-2 Years	2-3 Years	> 3 Years
(i) MSME				
(ii) Other	9,85,68,175			
(iii) Expired Debt - MSME				
(iv) Expired Debt - Other				
<b>Total</b>	<b>9,85,68,175</b>	<b>-</b>	<b>-</b>	<b>-</b>

**IT CLEAN MOBILITY PRIVATE LIMITED**

Note 16. Lease Liabilities		in INR	
Particulars	As at 31-Mar-2022	As at 31-Mar-2021	
Lease Liabilities (Refer Note 28)	2,41,26,911	-	
<b>Total</b>	<b>2,41,26,911</b>	<b>-</b>	

Note 16B. Other Financial Liabilities		in INR	
(As Amended Cost)		As at	As at
Particulars		31-Mar-2022	31-Mar-2021
Interest Accrued But Not Due		34,91,874	-
Other Liabilities		-	-
- Capital Certificate		52,01,89,367	-
<b>Total</b>		<b>52,36,81,241</b>	<b>-</b>

Note 16. Other Current Liabilities		in INR	
Particulars	As at	As at	
	31-Mar-2022	31-Mar-2021	
Statutory Liabilities	14,67,441	-	
	<b>14,67,441</b>	<b>-</b>	

Note 16A. Financial Assets		in INR	
Particulars	As at	As at	
	30-Mar-2022	31-Mar-2021	
Financial Assets - Non Current			
As Amended Cost			
- Other Financial Assets		1,00,90,50,805	-
<b>Total Non Current Financial Assets (A)</b>		<b>1,00,90,50,805</b>	<b>-</b>
As Amended Cost			
- Cash and Cash Equivalents		1,61,86,041	-
<b>Total Current Financial Assets (B)</b>		<b>1,61,86,041</b>	<b>-</b>
<b>Total Financial Assets (A + B)</b>		<b>1,02,52,36,846</b>	<b>-</b>

Note 17. Financial Liabilities		in INR	
Particulars	As at	As at	
	31-Mar-2022	31-Mar-2021	
Financial Liabilities - Non Current			
As Amended Cost			
- Escrowings		61,00,00,000	-
- Lease Liabilities		86,08,00,752	-
<b>Total Non Current Financial Liabilities (A)</b>		<b>89,08,00,752</b>	<b>-</b>
As Amended Cost			
- Trade Payables		9,25,68,175	-
- Lease Liabilities		2,44,86,911	-
- Other Financial Liabilities		52,38,04,241	-
<b>Total Current Financial Liabilities (B)</b>		<b>64,13,89,327</b>	<b>-</b>
<b>Total Financial Liabilities (A + B)</b>		<b>1,44,44,49,879</b>	<b>-</b>

**Note 17A. Information on Subsidiaries, Joint Ventures and Associates as per Ind AS 27**

Particulars	Relationship	Country of Incorporation	Proportion of ownership as at 31-Mar-2022	
Chennai IT Mobility Private Limited	JV	India	100.00%	69.95%
Subsidiary Chennai IT Mobility Private Limited				
- Chennai E-Tax Pvt Ltd		India		100.00%

**TI CLEAN MOBILITY PRIVATE LIMITED**

**Note 18. Employee Benefits Expense**

in INR

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021
Salaries, Wages and Bonus	1,31,147	-
Staff Welfare Expenses	31,01,000	-
<b>Total</b>	<b>32,32,147</b>	<b>-</b>

Note on Social Security Code: The Code on Social Security, 2020 (Code) relating to employees benefits during employment and post-employment benefits revised Provisions came in September 2020. The Code has been published in the Gazette of India. However, the Act on which the Code will come into effect has not been notified and the final rules/regulations have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will report any related impact in the period the Code becomes effective.

**Note 19. Depreciation and Amortisation Expense**

in INR

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021
Depreciation on Property, Plant and Equipment (Refer Note 4)	27,55,341	-
Depreciation on Right-of-use assets (Refer Note 4)	-	-
<b>Total</b>	<b>27,55,341</b>	<b>-</b>

**Note 20. Finance Costs**

in INR

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021
Interest Expense on Borrowings	39,82,000	-
Interest Expense on Lease Liability	18,25,554	-
<b>Total</b>	<b>58,07,554</b>	<b>-</b>

**Note 21. Other Expenses**

in INR

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021
Consumption of Stencils and Sprays	1,20,407	-
Repairs and Maintenance - Furniture	17,21,067	-
Repairs and Maintenance - Other	17,06,699	-
Rates and Taxes	76,251	-
Printing, Stationery and Communication	2,51,408	-
Advertisement and Publicity	1,58,21,007	-
Auditor's Remuneration (Refer Note 4 below)	2,00,000	-
Legal & Consultancy Charges	92,79,126	-
Bank Charges	120	-
Other Revenue expenses	1,53,55,866	-
Research & Development Expense	3,69,30,070	-
Other Expenses	94,45,454	-
<b>Total</b>	<b>6,21,82,400</b>	<b>-</b>

**(A) Auditor's Remuneration**

in INR

Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021
As Auditor:		
Audit Fee	2,00,000	-
<b>Total</b>	<b>2,00,000</b>	<b>-</b>

**TI CLEAN MOBILITY PRIVATE LIMITED**

**Note 22 Income Tax Expense**

The major components of income tax expense for the year ended 31st March 2022 are

Statement of Profit and Loss		* In INR	
Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021	
Current Tax			
Current expense on change			
Adjustment in respect of current expense out of previous years			
Deferred Tax:	1,55,63,990		
Relating to the originwise and several of temporary differences			
<b>Income Tax expense reported in the Statement of Profit and Loss</b>	<b>1,55,63,990</b>		

**Note 23 Reconciliation of Tax Expense and the Accounting Profit multiplied by Corporate Income Tax Rate applicable for 31st March 2022**

		* In INR	
Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021	
Accounting Profit before Income Tax	-89,403,179	-	
Profit before Income Tax multiplied by Standard Rate of Corporate Tax in India of 31.16%	-4,71,28,175	-	
Effects of:			
Deferred Tax on Preliminary Expenses deducted (4/5th)	10,59,913		
Losses	-2,57,008		
Other Deductions	26,48,888		
Preliminary Expenses allowed 1/5th of above as per Section 35D	-2,62,728		
<b>Net Effective Income Tax</b>	<b>-1,69,38,209</b>		

**Note 24 Earnings Per Share**

The following reflects the Profit and Share data used in the basic and diluted EPS computations

		* In INR	
Particulars	Year Ended 31-Mar-2022	Year Ended 31-Mar-2021	
Profit After Tax (in INR)	-3,36,90,889	-	
Weighted average number of Shares +			
- Basic	80,80,00,000		
- Diluted	80,80,00,000		
Earnings Per Share of Rs. 10 each			
- Basic	-0.84		
- Diluted	-0.84		

Weighted average number of Equity Shares in calculating Basic Earnings Per Share

## VI. URBAN MOBILITY PRIVATE LIMITED

### Note 25. Significant Accounting Judgements, Estimates and Assumptions

The preparation of the Company's Standalone Financial Statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amounts of assets or liabilities affected in future periods.

#### a. Judgements

In the process of applying the Company's accounting policies, management has not made any judgements, which has significant effect on the amounts recognized in the Standalone Financial Statements.

#### b. Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the Standalone Financial Statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to either changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

#### i. Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profits will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

#### ii. Revenue from Contracts with Customers

The Company estimates variable considerations to be included in the transaction price for the sale of goods with rights of return and volume rebates. The Company's expected volume rebates are analyzed on a per customer basis for contracts that are subject to volume threshold. Determining whether a customer will be likely covered in future will depend on the customer's return experience and accumulated purchases to date.

#### iii. Employee Benefits

The cost of the defined benefit gratuity plan and other post-employment leave obligations benefits and the present value of the pension obligations are determined using several valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. In determining the appropriate discount rate, the management considers the market rates of government bonds whose remaining maturity of such bond corresponds to expected term of defined benefit obligations. Due to the complexity involved in the valuations and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

#### iv. Leases

Determining the lease term of contracts with renewal and termination options - Company as lessee

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 applies judgement in evaluating whether a reasonable certainty exists whether or not to exercise the option to renew or terminate the lease. This includes all relevant factors that create an economic incentive for it to exercise either the renewal or termination.

The Company carries readily ascertainable the amounts due in respect of the lease, therefore, it uses an incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow.

Refer Note 26 for information on potential lease credit payments relating to leases following the exercise date of extension and termination options that are exercisable in the lease term.

### Note 26. Sharebased payment has not yet commenced

There were no sharebased payment transactions as at 31st March 2022.

### Note 27. Disclosure in respect of Related Parties pursuant to Ind AS 24

#### a) List of Related Parties

##### I. Joint Venture

- a. Central B Mobility Private Limited

##### II. Holding Company

- a. Tebe Investments of India Limited

##### III. Directors

- a. Mr. A. Anandaraman - Chairman
- b. Mr. Valluvan Subramaniam - Director

##### IV. Key Management Personnel (KMP) with effect from 01.04.2022

- a. Mr. Kalyan Kumar Paul - Managing Director
- b. Mr. S. Gopikrishnan - Chief Financial Officer
- c. Mr. J. Aravin - Company Secretary

**TT CLEAN MOBILITY PRIVATE LIMITED**

b) During the year the following transactions were entered into with the related parties in the ordinary course of business:

In INR		
Transactions	Related Party	Year Ended 31-Mar-2022
Proceeds received on Equity Shares	Tata Investment of India Limited	1,00,00,00,000
Expenses related to registration GMIP Transferred	Tata Investment of India Limited	(76,29,000)
Advance Payment Transferred	Tata Investment of India Limited	19,00,52,108
Expenses related to registration Expenses Paid	Tata Investment of India Limited	76,25,251
Proceeds received on Inter corporate Loan	Tata Investment of India Limited	44,00,00,000
Subscription to Equity Shares	Catalist E-Mobility Private Limited	(30,50,74,680)
In INR		
Balances	Related Party	As at 31-Mar-2022
Payable	Tata Investment of India Limited (Interest Payable)	33,82,882.80
Payable	Tata Investment of India Limited (Purchase of Asset)	52,09,41,721

**Terms and Conditions of transaction with Related Parties**

The sale to and purchase from Related Parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are recorded at interest free and no return accrues in Cash. For the year ended 31st March 2022, the Company has not recorded any impairment of receivables relating to amounts owed by Related Parties.

**Note 23. Leases**

The Company has been recognised for Landlord Building used for the purpose of Transportation and Payment. Lease of such assets generally have been entered between 2 and 99 years. The Company's obligations under its leases are secured by the lessor's debt to the bank's debt. Generally, the Company is restricted from assigning and subleasing the leased assets and some covenants require the Company to maintain certain financial ratios. These are several lease contracts that include extension and termination options and variable lease payments, which are further discussed below.

The timing amounts of right-of-use assets recognized and the reverses during the period is explained in Note 16.46.

See also footnote for carrying amounts of lease liabilities included under financial liabilities in the financial statements during the period.

**Movement of Lease Liability**

Particulars	As at 31-Mar-2022
Opening Balance	
Add Additions during the year	18,20,59,258
Less Cancellations / Reversals during the year	
Add / Less Accretion of Interest	12,73,554
Less Payments during the year	(10,57,489)
Closing Balance	89,48,36,669
Current	2,81,36,918
Non Current	86,66,99,752

**Maturity Analysis of Lease Liability**

In INR			
Year Ended	Less than 1	1 - 5 Years	More than 5 Years
31-Mar-2022	2,81,36,918	86,66,99,752	

The effective interest rate for lease liabilities is 8.24%

The following are the amounts recognized in profit or loss:

Particulars	Year Ended 31-Mar-2022
Depreciation expense of right-of-use assets	27,36,341
Interest expense on lease liabilities	12,21,554
Total	39,57,895

**TJ CLEAN MOBILITY PRIVATE LIMITED**

**Note 26. Fair Values**

The following table presents the carrying amount and fair value of each category of financial assets and liabilities.

Particulars	Carrying Value		Fair Value	
	31-Mar-2022	31-Mar-2021	31-Mar-2022	31-Mar-2021
	In INR			
<b>Financial assets</b>				
Trade Receivables	-	-	-	-
Cash & Bank balances	1,81,00,041	-	1,81,00,041	-
Derivative Instruments	-	-	-	-
Other Financial Assets - Current	-	-	-	-
<b>Total</b>	<b>1,81,00,041</b>	<b>-</b>	<b>1,81,00,041</b>	<b>-</b>
<b>Financial liabilities</b>				
Borrowings - Non-Current	64,80,00,000	-	64,80,00,000	-
Borrowings - Current	-	-	-	-
Trade Payables	9,31,66,175	-	9,31,66,175	-
Lease Liability - Non Current	16,00,99,752	-	16,00,99,752	-
Lease Liability - Current	2,41,86,911	-	2,41,86,911	-
Derivative Trade assets	-	-	-	-
Other Financial Liabilities - Current	52,36,04,244	-	52,36,04,244	-
<b>Total</b>	<b>1,44,64,69,879</b>	<b>-</b>	<b>1,44,64,69,879</b>	<b>-</b>

The management assessed the cash and cash equivalents, trade receivables, lease current receivables, other financial assets, lease non-current borrowings, trade payables and other current financial liabilities approximates their carrying amount largely due to the short-term nature of these instruments.

The fair value of the financial assets and liabilities is included at the amount in which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- The fair values of quoted equity instruments are derived from quoted market prices in active markets.
- The fair values of certain unquoted equity instruments have been measured using Discounted Cash-Flow Model (DCF). The valuation is based on certain assumptions like future cash flows, growth rates etc.
- The fair value of borrowings is measured by discounting expected future cash flows using a discount rate equivalent to the risk-free rate of return, adjusted for the Credit spread considered by the lenders for instruments of the similar currency.
- Derivatives are fair value using market observable rates and projected prices.

**Note 26. Capital Management**

The Company's capital management is intended to create value for shareholders by facilitating the meeting of long-term and short-term goals of the Company.

The Company determines the amount of capital required on the basis of its usual operating plans and long-term projects and other strategic investment plans. The funding requirements are met through internal accruals, bank credit facilities, corporate debt, commercial borrowings and other long-term/short-term borrowings. The Company's policy is aimed at maintenance of short-term and long-term borrowings.

The Company manages capital employed using a Debt equity ratio, which is total debt divided by total equity and minority profile of the overall debt portfolio of the Company.

The following table summarizes the capital of the Company:

Particulars	As at 31-Mar-2022	As at 31-Mar-2021
<b>Borrowings</b>		
- Long term	64,80,00,000	-
- Short term	-	-
- Other Current liabilities (Current maturities of Long term Borrowing)	-	-
<b>Total Debt</b>	<b>64,80,00,000</b>	<b>-</b>
<b>Equity Share Capital</b>	<b>1,80,80,00,000</b>	<b>-</b>
<b>Other Equity</b>	<b>-38,40,100</b>	<b>-</b>
<b>Equity</b>	<b>1,80,41,59,900</b>	<b>-</b>
<b>Debt-Equity ratio</b>	<b>0.37</b>	<b>-</b>

**Note 27. Business Development**

The investments of Infra E-mobility (TI) has been exploring various ways to identify future growth opportunities. In line with this strategy, TI has recently entered on Electric SVT. To focus more on the EV opportunities, TI has formed a 100% wholly owned subsidiary (WOS) TJ Clean Mobility Pvt Ltd (The Company) to consolidate the Electric SVT business and other electric vehicle ventures in future for which TI would be infusing funds into its WOS through a combination of equity, preference and debt investments.

In line with this strategy, the Company acquired 69.94% controlling stake in Cellular E-Mobility Pvt Ltd (CEMPL), a start up engaged in the design and manufacturing of E-mobility. For a consideration of ₹169.86 Cr. To fund this acquisition, TI raised ₹ 144 Cr from the Company through a combination of equity and debt (Non-Corporate Deposits (NCD) of ₹ 45 Cr and ₹ 99.95 Cr was issued on 24th February 2022 and 2nd March 2022 respectively and NCD of ₹ 4 Cr was raised on 4th March 2022.

The acquisition of Cellular E-Mobility Pvt Ltd by the Company was completed on 4th March 2022 through a combination of fresh issue by CEMPL for ₹ 50 Cr and acquisition of shares from its existing shareholders amounting to ₹ 119.86 Cr.

**Note 28. Post-Issue Share Offer**

The company was incorporated on 12th February 2022. Since this is the 1st year of operations, comparative figures for the previous year is not applicable.

As per our report of even date  
For Sundersham & Srinivasan  
Chartered Accountants  
ICAI Firm Reg. No. UH043078

per  
Partner: S. Ashwin  
Membership No. 311147

Chennai  
19th April 2022



On behalf of the Board  
For TJ Clean Mobility Private Limited

Edilys Kumar Paul  
Managing Director

M.M. Arumuchesan  
Chairman

6 Gopalakrishnan  
Chief Financial Officer

J. Ashwin  
Company Secretary



## **INDEPENDENT AUDITOR'S REPORT**

### **To the members of TI Clean Mobility Private Limited Report on the Audit of the Consolidated Financial Statements**

#### **Opinion**

We have audited the accompanying consolidated financial statements of TI Clean Mobility Private Limited ("the Parent" / "the Holding Company") and its Joint Venture, (the Parent/ Holding Company and its Joint Venture together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31 March 2022, and the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year ended March 31, 2022, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of the other auditors on separate financial statements of the Joint Venture, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2006, as amended ("Accounting Standards"), and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2022, and their consolidated profit, and their consolidated cash flows for the year ended March 31, 2022.

#### **Basis for Opinion**

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under section 143 (10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by other auditors in terms of their reports referred to in the sub-paragraphs (a) and (b) of the Other Matter section below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

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

- The Parent's/ Holding Company's Board of Directors is responsible for the other information. The other information comprises the Board Report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.



- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, compare with the financial statements of the Joint Venture audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the Joint Venture is traced from their financial statements audited by the other auditor.
- 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 Responsibility for the Consolidated Financial Statements**

The Parent's/ Holding 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 consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the Accounting Standards and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent/ Holding Company, as aforesaid.

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

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

### **Auditor's Responsibility for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material



if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial 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 Parent/ Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group 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 to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entity within the Group 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 the entity included in the consolidated financial statements of which we are the independent auditors. For the other entity included in the consolidated financial statements, which have been audited by the 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 misstatements 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 our 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 Parent/ Holding Company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

**Other Matter**

- a) The consolidated financial statements also include the Group's share of net loss (including Other Comprehensive loss) of `Rs.2,91,82,332 for the year ended 31st March, 2022, as considered in the consolidated financial statements in respect of a joint venture, whose financial statements / financial information have not been audited by us. These financial statements have been audited by other auditor whose report has 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 the Joint Venture, and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid Joint Venture is based solely on the report of the other auditor.
- b) Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the report of the other auditor and the financial statements certified by the Management.

**Report on Other Legal and Regulatory Requirements**

As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of other auditor on the separate financial statements of the Joint Venture referred to in the Other Matter section above we report, to the extent applicable that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.



c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d) In our opinion, the aforesaid consolidated financial statements comply with the accounting Standards specified under Section 133 of the Act.

e) On the basis of the written representations received from the directors of the Parent/ Holding Company as on 31 March 2022 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its Joint Venture, none of the directors of the Group companies, is disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent/ Holding company and Joint Venture. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,  
In our opinion and to the best of our information and according to the explanations given to us, the Parent company has not paid any managerial remuneration during the year.

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

i) There were no pending litigations which would impact the consolidated financial position of the Group.

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

iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its Joint Venture incorporated in India.

iv) a) The respective Managements of the Company and its Joint Venture which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) 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 or any of such subsidiaries to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.



(b) The respective Managements of the Company and its Joint venture which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, 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 (a) and (b) above, contain any material misstatement.

v) The Group has not declared or paid any dividend during the year.

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

Digitally  
signed by **USHA**  
USHA

S. Usha  
Partner  
Membership Number: 211785  
UDIN: 22211785AHIXBF5194

Place: Chennai  
Date: 19<sup>th</sup> April 2022



**TI CLEAN MOBILITY PRIVATE LIMITED**  
**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2022**


		in INR
	Notes	As at 31-Mar-2022
<b>ASSETS</b>		
<b>Non-Current Assets</b>		
<b>Property, Plant and Equipment</b>		
Right-of-use assets	4a	18,28,95,187
Capital Work-in-Progress	4b	30,69,61,716
<b>Financial Assets</b>		
<b>(a) Investments</b>		
- Investment in Subsidiaries, Joint venture and Associate	5	1,57,98,68,473
Deferred Tax Assets (Net)	13	1,65,63,010
Other Non-Current Assets	6	19,66,50,618
		<u>2,28,29,39,003</u>
<b>Current Assets</b>		
<b>Inventories</b>		
Inventories	7	5,35,196
<b>Financial Assets</b>		
Cash and Cash Equivalents	8	1,61,86,041
Other Current Assets	9	3,52,34,039
		<u>5,19,85,276</u>
<b>Total Assets</b>		<u>2,33,48,94,279</u>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Equity Share Capital	10	1,00,00,00,000
Other Equity	11	(11,30,22,441)
<b>Total Equity</b>		<u>88,69,77,559</u>
<b>Non-Current Liabilities</b>		
<b>Financial Liabilities</b>		
(a) Long Term Borrowings	12a	64,00,00,000
(b) Lease Liabilities	12b	16,00,89,752
Deferred Tax Liabilities (Net)	13	-
		<u>80,00,89,752</u>
<b>Current Liabilities</b>		
<b>Financial Liabilities</b>		
(a) Trade Payables	14	
- total outstanding dues of micro enterprises and small enterprises		
- total outstanding dues of creditors other than micro enterprises and small enterprises		9,85,68,175

(b) Lease Liabilities	15a	2,41,86,911
(c) Other Financial Liabilities	15b	52,36,04,241
Other Current Liabilities	16	14,67,641
		<u>64,78,26,968</u>
<b>Total Liabilities</b>		<u>1,44,79,16,720</u>
<b>Total Equity and Liabilities</b>		<u>2,33,48,94,279 /</u>

Summary of Significant Accounting Policies 3

The accompanying notes are an integral part of the financial statements

As per our report of even date  
For Sundaram & Srinivasan  
Chartered Accountants  
ICAI Firm Regn. No : 0042075

  
per  
Partner: S Usha  
Membership No : 211785

Chennai  
19th April 2022

On behalf of the Board  
For TI Clean Mobility Private Limited

  
Kalyan Kumar Paul  
Managing Director

  
MAM Arunachalam  
Chairman

  
S Gopalakrishnan  
Chief Financial Officer

J. Ashwin  
Company Secretary



**TI CLEAN MOBILITY PRIVATE LIMITED**

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE PERIOD 12TH FEBRUARY 2022 TO 31ST MARCH 2022**

		in INR
	Notes	Period Ended 31-Mar-2022
<b>Revenue from Contracts with Customers</b>		
Revenue from Operations		-
Other Operating Revenues		-
		<u>-</u>
<b>Other Income</b>		-
<b>Total Income</b>		<u>-</u>
<b>Expenses</b>		
Cost of Materials Consumed		-
Purchase of Stock-in-Trade		-
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade		-
Employee Benefits Expense	18	31,50,140
Depreciation and Amortisation Expense	19	27,95,341
Finance Costs	20	51,05,636
Other Expenses	21	8,93,52,001
<b>Total Expenses</b>		<u>10,04,83,139</u>
<b>Profit/(Loss) Before share of profit/(loss) of an JV and Exceptional items</b>		<u>(10,04,83,139)</u>
Share of profit/ (Loss) of Joint Venture net of Tax		(2,91,82,332)
<b>Profit/(Loss) before exceptional items</b>		<u>(12,96,65,471)</u>
<b>Less : Exceptional Items</b>		-
<b>Profit/(Loss) Before Tax after exceptional items</b>		<u>(12,96,65,471)</u>
<b>Income Tax Expenses</b>	22	
- Current Tax		-
- Deferred Tax (Net) (Refer Note 13)		(1,65,63,000)
		<u>-1,65,63,000</u>
<b>Profit/(Loss) for the year (I)</b>		<u>(11,30,22,441)</u>
<b>Other Comprehensive Income:</b>		
<b>Other Comprehensive Income/(Loss) to be reclassified to Statement of Profit and Loss in subsequent periods:</b>		
Net Movement on Cash Flow Hedges		-
Income Tax Effect		-
		<u>-</u>
<b>Other Comprehensive Income not to be reclassified to Statement of Profit and Loss in subsequent periods:</b>		
Re-measurement (Loss) on Defined Benefit Obligations (Net)		-
Income Tax Effect		-
		<u>-</u>

Net (Loss) on FVTOCI Securities  
Income Tax Effect

Other Comprehensive Income/(Loss) for the Year, Net of Tax (II)  
Total Comprehensive Income/(Loss) for the Year, Net of Tax (I + II)

(11,30,22,441)

Earnings Per Equity Share of ₹10 each

23

Basic (1.13)  
Diluted (1.13)

The accompanying notes are an integral part of the financial statements

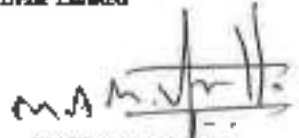
A4 per our report of even date  
For Sundaram & Srinivasan  
Chartered Accountants  
ICAI Firm Regn. No - 0142075

per   
Parvati S. Usha  
Membership No : 211785

Chennai  
19th April 2022

On behalf of the Board  
For T3 Clean Mobility Private Limited

  
Kalyan-Kumar Paul  
Managing Director

  
MAM Arumachalam  
Chairman

  
S Gopalakrishnan  
Chief Financial Officer

  
J. Ashwin  
Company Secretary



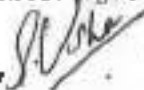
**TJ CLEAN MOBILITY PRIVATE LIMITED**

**CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD 15TH FEBRUARY 2022 TO 31ST MARCH 2022**

Particulars	Period Ended 31-Mar-2022
<b>A. Cash Flow from Operating Activities:</b>	
Profit Before Tax after exceptional items	(12,05,85,451)
Adjustments to reconcile Profit Before Tax to Net Cash Flow:	
Amortisation of Right-of-use assets	27,95,341
Finance Costs	54,65,636
<b>Operating Profit before Working Capital / Other Changes</b>	<b>(12,36,34,473)</b>
Adjustments for :	
Increase / (Decrease) in Long Term Liabilities	
Increase / (Decrease) in Provisions and Government Grants	
Increase / (Decrease) in Trade and Other Payables	9,85,68,775
Increase / (Decrease) in Other Financial Liabilities	52,01,10,367
Increase / (Decrease) in Other Current Liabilities	10,79,453
Lease Payable	(26,37,419)
(Increase) / Decrease in Other Financial and Current Assets	(23,18,84,657)
(Decrease) / Decrease in Trade and Other Receivables	-
(Increase) / Decrease in Inventories	(5,35,196)
<b>Cash Generated From Operations</b>	<b>26,36,36,229</b>
Income Tax paid (net of refunds)	
<b>Net Cash Flow from Operating Activities</b>	<b>26,36,16,229</b>
<b>B. Cash Flow from Investing Activities:</b>	
Capital Expenditure (Including Capital Work In Progress and Capital Advances)	(90,69,61,716)
Purchase of Investment in Subsidiaries (Net)	(1,57,98,68,473)
<b>Net Cash Used in Investing Activities</b>	<b>(1,84,58,30,188)</b>
<b>C. Cash Flow from Financing Activities: (Refer Note 3)</b>	
Proceeds from Exercise of Stock Options	
Proceeds from Issue of Shares	1,00,00,00,000
Proceeds from Long Term Borrowings	64,00,00,000
<b>Net Cash Used in Financing Activities</b>	<b>1,64,00,00,000</b>
<b>Net Increase in Cash and Cash Equivalents (A+B+C)</b>	<b>1,62,34,021</b>
<b>Cash and Cash Equivalents at the beginning of the Year</b>	
<b>Cash and Cash Equivalents as at End of the Year (Refer Note 8)</b>	<b>1,61,86,041</b>

The accompanying notes are an integral part of the financial statements


As per our report of even date  
For Sundaram & Srinivasan  
Chartered Accountants  
ICAI Firm Regn. No : 0042078


per   
Partner: S Usha  
Membership No : 211785

Chennai  
19th April 2022




On behalf of the Board  
For TJ Clean Mobility Private Limited

  
Kalyan Kumar Paul  
Managing Director

  
MAM Arunachalam  
Chairman

  
S Gopalabrishnan  
Chief Financial Officer

  
J Ashwin  
Company Secretary



**TT CLEAN MOBILITY PRIVATE LIMITED**

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY AS AT 31ST MARCH 2022**

**a. Equity Share Capital:**

Particulars	No. of shares	in INR
As at 31st March 2021		
Equity shares of 10,00,00,000 each issued, subscribed and fully paid		
Issue of share capital (Refer Note 10)	10,00,00,000	1,00,00,00,000
As at 31st March 2022	10,00,00,000	1,00,00,00,000

**b. Other Equity**

Particulars	For the year ended 31st March 2022							in INR	
	Reserves & Surplus				Income & OCI			Total Other Equity	
	Securities Premium (Note 11)	Share option outstanding account (Note 11)	Retained Earnings (Note 11)	Debitors Payable on Reserve (DFLR) (Note 11)	Capital Reserve (Note 11)	General Reserve (Note 11)	Treasury Shares (Note 11)	Cash Flow Hedge Reserve (Note 11)	FYTD-OCI Reserve (Note 11)
As at 1st April 2021	-	-	(11,30,22,441)	-	-	-	-	-	(11,30,22,441)
Profit for the Year	-	-	(11,30,22,441)	-	-	-	-	-	(11,30,22,441)
Other comprehensive income for the Year (Note 1)	-	-	-	-	-	-	-	-	-
Total Comprehensive Income	-	-	(11,30,22,441)	-	-	-	-	-	(11,30,22,441)
Share-based payments	-	-	-	-	-	-	-	-	-
Employee share options	-	-	-	-	-	-	-	-	-
Treasury shares of shares	-	-	-	-	-	-	-	-	-
DFLR transferred to Retained Earnings (Note 1)	-	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-	-
As at 31st March 2022	-	-	(11,30,22,441)	-	-	-	-	-	(11,30,22,441)

The accompanying notes are an integral part of the financial statements

As per our report of even date

For

Chartered Accountants

ICAI Firm Regn. No : 0042075

*S. Usha*

Partner S Usha

Membership No : 211745

Chennai

19th April 2022



On behalf of the Board  
For TT Clean Mobility Private Limited

*Rajesh Kumar Paul*

Rajesh Kumar Paul  
Managing Director

*S. Gopalakrishnan*

S. Gopalakrishnan  
Chief Financial Officer

*MAM Arunabalan*

MAM Arunabalan  
Chairman

*J. Ashwin*

J. Ashwin  
Company Secretary



## TICLEAN MOBILITY PRIVATE LIMITED

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

#### 1. General Information of the Company

##### Corporate Information

Ti Clean Mobility Private Limited ("the Company") with CIN No. U34300TN2022PTC149904, is a Private Limited Company domiciled in India. The Registered Office of the Company is located at 234, NSC Bose Road, Chennai, Tamil Nadu.

The Consolidated financial statements were authorized for issue in accordance with a resolution of the directors on 19th April 2022.

#### 2. Basis of Preparation

- a. The consolidated financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the Financial statement.

The consolidated financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Derivative financial instruments
- Certain financial assets and financial liabilities measured at fair value (refer accounting policy regarding financial instruments)

The consolidated financial statements are presented in INR, which is its functional currency and all values are rounded to the nearest crore, except when otherwise indicated.

#### b. Basis of Consolidation

The consolidated Financial Statements include TICMPL and its subsidiaries. Subsidiaries are entities controlled by the Company.

The Contractual arrangement between the holding company ("TICMPL") and the Founders of the subsidiary company does not specify that the parties have rights to the assets or obligation for the liabilities of CEPL.

Accordingly, the legal form of CEPL and the terms of contractual arrangement indicate that the arrangement is a joint venture. As per IND AS 28- Investments in Associates and Joint ventures, Investments in JVs are accounted as per the Equity Method whereby investments are initially recognized at cost and adjusted thereafter for the post-acquisition change in the Investor's share of the investee's net assets.

The Fair value adjustment for the identifiable intangible assets and the value of goodwill are not separately recognized, instead recognized as a part of Cost of Investments. The amortization of the Fair values of Intangible assets are directly adjusted from the Cost of Investments along with the investee's share of net profit.

Inter-company transactions and balances including unrealized profits are eliminated in full on consolidation

## **TI CLEAN MOBILITY PRIVATE LIMITED**

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

The Company has considered audited financial statements of its subsidiaries for the purpose of consolidation financial statements.

#### **3. Summary of Significant Accounting Policies**

##### **3.1. Presentation and Disclosure of Financial Statements**

An asset has been classified as current when it satisfies any of the following criteria:

- a) It is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;
- b) It is held primarily for the purpose of being traded;
- c) It is expected to be realized within twelve months after the reporting period; or
- d) It is 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 period.

A liability has been classified as current when it satisfies any of the following criteria:

- a) It is expected to be settled in the Company's normal operating cycle;
- b) It is held primarily for the purpose of being traded;
- c) It is due to be settled within twelve months after the reporting period; or
- d) The Company does not have an unconditional right to defer settlements of the liability for at least twelve months after the reporting period.

All other assets and liabilities have been classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Based on the nature of products/activities, the Company has determined its operating cycle as twelve months for the above purpose of classification as current and non-current.

##### **3.2. Fair Value Measurement**

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- a) In the principal market for the asset or liability, or
- b) In the absence of a principal market, in the most advantageous market for the asset or liability

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

## **TI CLEAN MOBILITY PRIVATE LIMITED**

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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

- a) Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- b) Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- c) Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

The Company determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement.

External valuers are involved for valuation of assets such as investment properties and unquoted financial investments. Involvement of external valuers is decided upon annually by the Company. At each reporting date, the Company analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the accounting policies. For this analysis, the Company verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

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

### **3.3. Use of Estimates**

The preparation of Consolidated Financial Statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, like provision for employee benefits, provision for doubtful trade receivables/advances/contingencies, provision for warranties, allowance for slow/non-moving inventories, useful life of Property, Plant and Equipment, provision for retrospective price revisions, provision for taxation, etc., during and at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these

## TI CLEAN MOBILITY PRIVATE LIMITED

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

#### 3.4. Cash and Cash Equivalents

Cash and Cash equivalents comprises cash on hand and demand deposits with banks. Cash equivalents are short-term (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of change in value.

#### 3.5. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

For the purpose of the Statement of cash flows, cash and cash equivalents as defined above, net of outstanding bank overdrafts as they are considered an integral part of the cash management of the Company.

#### 3.6. Property, Plant and Equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Freehold land is measured at cost and not depreciated. Cost includes related taxes, duties, freight, insurance, etc attributable to the acquisition, installation of the Property, Plant and Equipment and borrowing cost if capitalisation criteria are met but excludes duties and taxes that are recoverable from tax authorities.

Machinery Spares including spare parts, stand-by and servicing equipment are capitalised as Property, Plant and Equipment if they meet the definition of property, plant and equipment i.e. if the company intends to use these for more than a period of 12 months. These spare parts capitalized are depreciated as per Ind AS 16.

Subsequent expenditure relating to Property, Plant and Equipment is capitalised 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.

Material replacement cost is capitalized provided 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. When replacement cost is eligible for capitalization, the carrying amount of those parts that are replaced is derecognized. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful life.

The Company identifies and determines cost of each component/part of the asset separately, if the component/part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or

## TI CLEAN MOBILITY PRIVATE LIMITED

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate (Refer Note - 3.17).

Pursuant to transition to Ind AS, the Company has elected to continue with the carrying value of all of its Property, Plant and Equipment as per the previous GAAP as its deemed cost on the transition date.

Tool Cost is amortized over the useful life of the Asset. Tool Cost includes design and development cost as required for manufacturing the various components / Parts of the vehicle.

Capital Work-in-Progress: Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, net of accumulated impairment loss, if any. Cost comprises direct cost and attributable interest. Once it has become available for use, their cost is re-classified to appropriate caption and subjected to depreciation.

#### 3.7. Investment Properties

Investment property represents property held to earn rentals or for capital appreciation or both.

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition Criteria are met. When significant parts of the investment property are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred.

Depreciation on building classified as investment property has been provided on the straight-line method over a period of 60 years as prescribed in Schedule II to the Companies Act, 2013. These are based on the Company's estimate of their useful lives taking into consideration technical factors.

Though the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an external independent valuer applying valuation models.

Pursuant to transition to Ind AS, the Company has elected to continue with the carrying value of all of its Investment Properties as per the previous GAAP as its deemed cost on the transition date.

## **TC CLEAN MOBILITY PRIVATE LIMITED**

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

Investment properties are derecognised either when they have been disposed off or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the statement of profit and loss in the period of derecognition.

#### **3.8. Intangible Assets**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

Intangible assets are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset. Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

#### **3.9. Impairment of Non-Financial Assets**

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount 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. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. 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. In determining fair value less costs of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The Company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Company's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth

## TI CLEAN MOBILITY PRIVATE LIMITED

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or cash-generating unit'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.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

#### 3.10. Inventories

Raw materials, stores & spare parts and stock-in-trade are valued at lower of weighted average cost and estimated net realisable value. Cost includes freight, taxes and duties and is net of Credit under GST scheme, where applicable.

Work-in-progress and finished goods are valued at lower of weighted average cost and estimated net realisable value. Cost includes all direct costs and appropriate proportion of overheads to bring the goods to the present location and condition based on the normal operating capacity, but excluding borrowing costs.

Materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be used are expected to be sold at or above cost.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Cost of Traded goods includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

#### 3.11. Revenue from Contracts with Customers

Revenue is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment. The Company is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

However, Goods and Services tax (GST) are not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition Criteria described below must also be met before revenue is recognised.

## TI CLEAN MOBILITY PRIVATE LIMITED

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

#### Sale of Goods:

Revenue from sale of goods is recognised when control of the goods is transferred to the Customers. Sale of goods happens on Cash and Carry basis / Credit term of 30 days from Invoice date. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

Generally, the Company receives short-term advances from its customers. Using the practical expedient in Ind AS 115, the Company does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less.

#### Rendering of Services:

Revenue from rendering of services is recognised with reference to the stage of completion determined based on estimate of work performed, and when the outcome of the transaction can be estimated reliably.

#### Contract Balances

Contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the Customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Trade Receivable represents the Company's right to an amount of consideration that is unconditional. Refer to accounting policies of financial assets in Note 3.23.A

Contract liability is the obligation to transfer goods or services to a Customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

#### Cost to obtain a contract:

The Company pays sales commission to agents for obtaining the contract. The Company has elected to apply the optional practical expedient for costs to obtain a contract which allows the Company to immediately expense sales commissions because the amortisation period of the asset that the Company otherwise would have used is one year or less.

## TI CLEAN MOBILITY PRIVATE LIMITED

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

#### Warranty obligations

The Company provides warranties for certain products and these warranties are accounted for under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets. Refer to the accounting policy on warranty provisions in Note 3.20 Provisions and Contingencies.

#### **3.12. Other Income**

##### Dividends:

Dividend income is accounted for when the right to receive it is established.

##### Interest Income:

For all debt instruments measured at amortised cost, interest income is recognised on time proportion basis, taking into account the amount outstanding and effective interest rate.

##### Rental Income:

Rental income arising from operating leases is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit and loss due to its operating nature.

##### Royalty Income:

Royalty income is recognised on an accrual basis in accordance with the substance of the relevant agreement.

#### **3.13. Government Grants, Subsidies and Export Benefits**

Government grants and subsidies are recognised when there is reasonable assurance that the Company will comply with the conditions attached to them and the grants/subsidy will be received.

When the grant or subsidy from the Government relates to an expense item, it is recognised as income on a systematic basis in the statement of profit and loss over the period necessary to match them with the related costs, which they are intended to compensate. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset, i.e. by equal annual instalments. When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value of the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

### 3.14. Employee Benefits

#### I. Short Term Employee Benefits

Short term employee benefits include short term compensated absences which is recognized based on the eligible leave at Credit on the Balance Sheet date, and the estimated cost is based on the terms of the employment contract.

#### II. Voluntary Retirement Scheme

Compensation to employees under Voluntary Retirement Schemes is expensed in the period in which the liability arises. The Company recognizes termination benefit as a liability and an expense when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

### 3.15. Leases

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

#### Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

#### a. Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. The right-of-use assets are also subject to impairment. Right-of-use assets mainly consists of land and building, having a lease term of 2 to 95 years.

#### b. Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments

## **TI CLEAN MOBILITY PRIVATE LIMITED**

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. The Company's lease liabilities are included in financial liabilities.

#### **c. Short-term leases**

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

#### **Company as Lessor**

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. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit and loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

### **3.16. Foreign Currency Transactions**

#### **Initial recognition**

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction.

#### **Measurement as at Balance Sheet date**

Foreign currency monetary items of the Company outstanding at the Balance Sheet date are restated at year end exchange rates.

Non-monetary items carried at historical cost are translated using the exchange rates at the dates of initial transactions.

#### **Treatment of Exchange Differences**

Exchange differences arising on settlement/restatement of foreign currency monetary assets and liabilities of the Company are recognised as income or expense in the statement of profit and loss.

## **TI CLEAN MOBILITY PRIVATE LIMITED**

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

#### **3.17. Depreciation and Amortisation**

The Company depreciates Property, Plant and Equipment over their estimated useful lives using the Straight-line method, as per Schedule II of Companies Act, 2013.

#### **3.18. Research and Development**

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the company can demonstrate:

- ▶ The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- ▶ Its intention to complete and its ability and intention to use or sell the asset
- ▶ How the asset will generate future economic benefits
- ▶ The availability of resources to complete the asset
- ▶ The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete, and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset. During the period of development, the asset is tested for impairment annually.

Revenue expenditure on research and development is expensed when incurred. Capital expenditure on research and development is capitalised under Intangible Assets and depreciated.

#### **3.19. Taxes on Income**

Income tax expense comprises current and deferred taxes. Income tax expense is recognised in the statement of profit and loss except to the extent it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the amount of tax payable on the taxable income for the year and is determined in accordance with the provisions of the Income Tax Act, 1961.

Current tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

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

Deferred tax liabilities are recognised for all taxable temporary differences, except when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

## TI CLEAN MOBILITY PRIVATE LIMITED

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax Credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax Credits and unused tax losses can be utilised, except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

Deferred tax relating to items recognised outside the Statement of profit and loss is recognised outside Statement of profit and loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

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

#### 3.20. Provisions and Contingencies

A provision is recognized when a Company has a present obligation (legal or constructive) as a result of past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions for warranty-related costs are recognized when the product is sold or service provided. Provision is estimated based on historical experience and technical estimates. The estimate of such warranty-related costs is reviewed annually.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The Company does not recognize a contingent liability but discloses its existence in the Consolidated Financial Statements.

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### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

#### 3.21. Borrowing Costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the 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 capitalised as part of the cost of the asset. Capitalisation of Borrowing Costs is suspended and charged to the statement of profit and loss during extended periods when active development activity on the qualifying assets is interrupted. All other borrowing costs are expensed in the period they occur.

#### 3.22. Earnings Per Share

Basic Earnings Per Share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

#### 3.23. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one company and a financial liability or equity instrument of another company.

##### A. Financial Assets

###### i. Initial Recognition and Measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

###### ii. Subsequent Measurement

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

- a. Debt instruments at amortised cost
- b. Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- c. Debt instruments, derivatives and equity instruments measured at fair value through other comprehensive income (FVTOCI)

###### Debt Instruments At Amortised Cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

## TI CLEAN MOBILITY PRIVATE LIMITED

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

#### **Debt Instruments at FVTPL**

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortised cost or as FVTOCI, is classified as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognised in the P&L.

#### **Debt instruments at FVOCI**

The Company subsequently classifies its financial assets as FVOCI, only if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- Contractual terms of the asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest (SPPI) on the principal amount outstanding.

Debt instruments included within the FVOCI category are measured at each reporting date at fair value with such changes being recognised in other comprehensive income (OCI). The interest income on these assets is recognised in profit or loss.

On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified to profit or loss.

#### **Equity Investments**

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVTOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

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### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

#### iii. De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is de-recognised primarily when:

- ♦ The rights to receive cash flows from the asset have expired, or
- ♦ the Company has transferred substantially all the risks and rewards of the asset or has transferred control of the asset

#### iv. Impairment of Financial Assets

In accordance with Ind-AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and Credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance

The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables.

The application of simplified approach does not require the Company to track changes in Credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets, the Company determines that whether there has been a significant increase in the Credit risk since initial recognition. If Credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if Credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, Credit quality of the instrument improves such that there is no longer a significant increase in Credit risk since initial recognition, then the entry reverses to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected Credit losses resulting from all possible default events over the expected life of a financial instrument. ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original EIR. When estimating the cash flows, the Company is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the Company is required to use the remaining contractual term of the financial instrument
- Cash flows from the sale of collateral held or other Credit enhancements that are integral to the contractual terms

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

## **TI CLEAN MOBILITY PRIVATE LIMITED**

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

- Financial assets measured as at amortised cost: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off Criteria, the Company does not reduce impairment allowance from the gross carrying amount.

For assessing increase in Credit risk and impairment loss, the Company combines financial instruments on the basis of shared Credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in Credit risk to be identified on a timely basis.

#### **B. Financial Liabilities**

##### **i. Initial Recognition and Measurement**

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

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

##### **ii. Subsequent Measurement**

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

##### **Financial Liabilities At Fair Value Through Profit and Loss**

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

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the Criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own Credit risks are recognised in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss.

##### **Loans and Borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

## **TI CLEAN MOBILITY PRIVATE LIMITED**

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

#### **Financial guarantee contracts**

Financial guarantee contracts issued by the Company are initially measured at their fair values and are subsequently measured at the higher of, the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount initially recognised less cumulative amount of income recognised.

#### **De-recognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and 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 recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

### **3.24. Cash Dividend**

The Company recognises a liability to make cash distributions to equity holders, when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

### **3.25. Equity Investment in Subsidiaries and Joint Ventures**

Investment in Subsidiaries and Joint Ventures are carried at Cost in the Separate Financial Statements as permitted under Ind AS 27. These investments are assessed for impairment in the manner outlined in Note 3.9.

### **3.26. New and amended standards**

The Group applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after 1 Apr 2021. The Group has not early adopted any other standard or amendment that has been issued but is not yet effective.

Note 4a. Right-of-use assets

Particulars	Gross Block				Depreciation / Amortisation					Net Block			* in INR
	As at	Reclassification	Additions	Deletions	As at	As at	Reclassification	For the year	Deletions	As at	As at	As at	
	31-Mar-2021	(Refer note d below)			31-Mar-2022	31-Mar-2021	(Refer note d below)			31-Mar-2022	31-Mar-2022	31-Mar-2021	
Land and Building (Leasehold) (Refer note below)			18,56,90,528		18,56,90,528			27,95,341		27,95,341	18,28,95,187		
<b>Total</b>	-	-	18,56,90,528	-	18,56,90,528	-	-	27,95,341	-	27,95,341	18,28,95,187	-	-

Note 4b. Capital Work in progress

Particulars	< 1 Year	1 - 2 Years	2 - 3 Years	> 3 Years	31-Mar-22	< 1 Year	1 - 2 Years	2 - 3 Years	> 3 Years	31-Mar-21
Projects in progress	30,69,61,716				30,69,61,716					
Projects temporarily suspended										

Overdue Projects for FY 2021-22: Nil

**TI CLASS MOBILITY PRIVATE LIMITED**

**Note 3. Equity Shares (Total Interest and Assets)**

Particulars	Nominal Value per unit	Number of shares		As at
		As at 31-Mar-2022	As at 31-Mar-2021	As at 31-Mar-2022
<b>Investments at Cost</b>				
Equity Shares (Fully Paid up - Disputed of Investment in John Veeva Colonial Energy Private Limited)	Rs. 10	1,00,000		1,00,00,000
<b>Total</b>				<u>1,00,00,000</u>
Less: Share of Profit (Loss) recognized during the year				<u>(2,82,379)</u>
<b>Total</b>				<u>1,00,00,000</u>

During the year, TI Class Mobility Private Limited ("TI (MPL)") has acquired 89.99% Stake in Colonial Energy Private Limited ("CEPL") for a consideration of ₹100.00 Crores. One-third component is the investment ₹33.33 Lakhs.

**Note 4. Other Non-Current Assets  
(Conditioned Good, Unsecured unless stated otherwise)**

Particulars	As at 31-Mar-2022
Capital Advances	
- Secured	
- Unsecured	15,00,000
Deposits with Government, Public Bodies and Others	
- Deposits with Central Bank and State Fin Institutions	
<b>Total</b>	<u>15,00,000</u>

**Note 5. Inventories  
(Current Asset and Non-Current Asset)**

Particulars	As at 31-Mar-2022
Stock-in-Trade	
Spares and Spare Parts	5,32,896
<b>Total</b>	<u>5,32,896</u>

**Note 6. Cash and Cash Equivalents**

Particulars	As at 31-Mar-2022
Balance with Banks in Current Accounts	1,84,82,041
Cash on hand	
Cash and Cash Equivalents as per Balance Sheet	<u>1,84,82,041</u>
Cash-Credit Facility (Secured)	<u>1,01,36,601</u>

**Note 7. Other Current Assets  
(Conditioned Good, Unsecured unless stated otherwise)**

Particulars	As at 31-Mar-2022
Advances/Prepayments	
- Goods and Services *	3,01,863
- Employee Related	
- Prepaid Expenses	
- Gratuity Paid (Part of Provision)	
	<u>3,01,863</u>
Balance with Customers, Vendor, Sales Tax and GST Authorities	3,46,12,179
<b>Total</b>	<u>3,52,34,049</u>
Provision for Doubtful Advances for Goods and Services	
<b>Total</b>	<u>3,52,34,049</u>

**Note 8. Equity Share Capital**

Particulars	As at 31-Mar-2022
Authorized Capital	
10,00,00,000 Equity Shares of ₹10 each	
(On 14th Mar 2022: 10,00,00,000 Equity Shares of ₹10 each)	1,00,00,00,000
Issued, Subscribed and Paid-up Capital	
10,00,00,000 Equity Shares of ₹10 each fully paid up	1,00,00,00,000
<b>Total</b>	<u>1,00,00,00,000</u>

a) The Breakdown of shares capital is given below

Particulars	As at	
	31-Mar-2022	31-Mar-2021
	Number of Shares	₹ in Lakhs
At the beginning of the year		
Issue of Shares	10,00,00,000	100,00,00,000
Issue of shares on Forward Basis		
Share issued under the Employee Stock Option Scheme		
At the end of the year		<u>100,00,00,000</u>

b) Terms/Right attached to shares of the company

The Company has only one class of share (referred to as Equity Share) having a par value of ₹10 each. The holder of Equity Shares are entitled to one vote per share. Dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders at the ensuing Annual General Meeting. Repayment of capital will be in proportion to the number of equity shares held by the shareholders.

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**c) Details of Shareholder(s) holding more than 10% of Equity Share in the Company**

Particulars	As on 31-Mar-2022		As on 31-Mar-2021	
	No. of Shares	% against total number of shares	No. of Shares	% of Shares
Total Investments of India Limited (Face Value: ₹9,00,000)	79,00,000	90.00%		

**d) Shares held by promoters**

Particulars	Current Year		% Change during the year
	No. of Shares	% against total number of shares	
Total Investments of India Limited (Face Value: 10 rupee)	10,00,00,000	100.00%	NA

**Notes II Other Equity**

Particulars	As on 31-Mar-2022
General Reserve	
Reserve Premium	
Reserve Forwards	₹ 1,36,22,441
<b>Total Other Equity</b>	<b>₹ 1,36,22,441</b>

**e) Retained Earnings** - The amount that can be distributed for the Company as dividends or to equity shareholders is determined based on the financial statements of the Company and also considering the requirements of the Companies Act, 2013. Thus, the amount reported below may or may not be distributable in entirety.

Particulars	As on 31-Mar-2022
Balance as the beginning of the year	
Profit for the Year	₹ 1,36,22,441
<b>Balance as the end of the year</b>	<b>₹ 1,36,22,441</b>

**Notes III Long Term Borrowings**

Particulars	As on 31-Mar-2022
Un-secured, Related party loan-corporate term Loan	
Intercompany Loan (From Investments of India Limited)	₹ 44,00,00,000
<b>Total</b>	<b>₹ 44,00,00,000</b>

**Repayment Schedule**

Component	Effective Interest Rate	Outstanding Amount as on 31-Mar-2022	Maturity Date and Repayment provision
₹ 44,00,00,000	8.25%	₹ 44,00,00,000	07-Feb-24

**Notes IV Loans Liabilities**

Particulars	As on 31-Mar-2022
Loans Liabilities (Notes New 2f)	₹ 16,00,00,000
<b>Total</b>	<b>₹ 16,00,00,000</b>

**Notes V Deferred Tax Assets and Liabilities**

Particulars	Balance Sheet		Statement of Profit and Loss
	31-Mar-2022	31-Mar-2021	
Income - (Addition) / Asset/ Deferred Tax Liabilities			31-Mar-2022
Difference between depreciation as per books of accounts and the Income Tax Act, 1961			
<b>Total (A)</b>			
Deferred Tax Assets			
Business Loss	₹ 52,75,004		₹ 52,75,004
Other	₹ 50,993		₹ 50,993
ROCE Assets	₹ 3,37,687		₹ 3,37,688
<b>Total (B)</b>	<b>₹ 56,63,684</b>		<b>₹ 56,63,684</b>
Deferred Tax Expenses/(Income) (A+B)			<b>₹ 56,63,684</b>
Net Deferred Tax (Liabilities)/Assets (A+B)	<b>₹ 4,41,319</b>		

**Reconciliation of Deferred Tax (Liability)/ Asset (Net)**

Particulars	31-Mar-2022
Opening balance	
The Income/(Expense) during the period recognized in Profit and Loss	₹ 1,36,22,441
The Income/(Expense) during the period recognized in OCI	
Closing balance	<b>₹ 4,41,319</b>

**Notes VI Trade Payables**

Particulars	As on 31-Mar-2022
Trade Payable	
• Debt of Micro and Small Enterprises (See Note 16(a))	
• Debt to others (See Micro and Small Enterprises)	₹ 85,48,775
<b>Total</b>	<b>₹ 85,48,775</b>

**TI CLEAN MOBILITY PRIVATE LIMITED**

**Break-up of Trade Payables as at 31st Mar 2022**

Particulars	< 1 Year	1-2 Years	2-3 Years	> 3 Year
(i) MSME				
(ii) Others	₹14,48,174			
(iii) Expired Date - MSME				
(iv) Expired Date - Others				

**Note 16. Other Liabilities**

Particulars	As at 31-Mar-2022
Lease Liabilities (Refer Note 17)	2,41,86,988
<b>Total</b>	<b>2,41,86,988</b>

**Note 16b. Other Financial Liabilities  
(As Amended Cost)**

Particulars	As at 31-Mar-2022	₹ Lakhs	₹ Crores
Interest Accrued But Not Due	14,91,874	14.91874	1.491874
Other Liabilities			
- Capital Creditors	5,298,17,987	5298.17987	529.817987
- Others			
<b>Total</b>	<b>52,98,18,241</b>		

**Note 16. Other Current Liabilities**

Particulars	As at 31-Mar-2022
Current Liabilities	84,87,641
<b>Total</b>	<b>14,67,641</b>

**Note 17. Financial Assets**

Particulars	As at 31-Mar-2022
Financial Assets - Non Current As Amended Cost	
Other Financial Assets	8,57,08,643
<b>Total Non Current Financial Assets (A)</b>	<b>1,17,38,643</b>
Financial Assets - Current As Amended Cost	
Cash and Cash Equivalents	1,68,86,848
<b>Total Current Financial Assets (B)</b>	<b>1,68,86,848</b>
<b>Total Financial Assets (A + B)</b>	<b>1,85,25,491</b>

**Note 17b. Financial Liabilities**

Particulars	As at 31-Mar-2022
Financial Liabilities - Non Current	
At Amortised Cost	
Borrowings	14,88,89,000
Lease Liabilities	14,88,89,752
<b>Total Non Current Financial Liabilities (A)</b>	<b>29,77,78,752</b>
As Amortised Cost	
Trade Payables	9,85,68,174
Lease Liabilities	2,41,86,988
Other Financial Liabilities	57,79,6,347
<b>Total Current Financial Liabilities (B)</b>	<b>14,65,31,509</b>
<b>Total Financial Liabilities (A + B)</b>	<b>44,43,10,261</b>

**Note 17c. Information on Subsidiaries, Joint Ventures and Associates as per Ind AS 27**

Particulars	Relationship	Country of Incorporation	Percentage of ownership as at 31-Mar-2022
Celestial E Mobility Private Limited	JV	India	49.95%
Subodhima Celestial E Mobility Private Limited		India	100.00%
- Celestial E-View Pvt Ltd			

**Note 18. Employee Benefits Expense**

Particulars	Year Ended 31-Mar-2022
Salaries, wages and bonus	1,34,840
Staff Welfare Expenses	10,88,933
<b>Total</b>	<b>12,23,773</b>

Note on Social Security Code: The Code on Social Security, 2020 (Code) relating to employee benefits during employment and post-employment between selected Parliament acts as September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the date into implementation has not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

**Note 18. Depreciation and Amortisation Expense**

Particulars	Year Ended 31-Mar-2022
Depreciation on Property, Plant and Equipment (Refer Note 1)	
Amortisation on Right-of-use assets (Refer Note 16)	17,85,541
<b>Total</b>	<b>17,85,541</b>

**Note 19. Finance Costs**

Particulars	Year Ended 31-Mar-2022
Interest Expense on Borrowings	88,82,882
Interest Expense on Lease Liability	12,53,554
Other Borrowing Costs	
<b>Total</b>	<b>1,01,36,436</b>

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Note 21: Other Expenses

Particulars	Year Ended 31-Mar-2022
Contingencies of Sundry and Sports	1,29,497
Rent (Net of Recoveries) (Note No. 20)	4
Repairs and Maintenance - Plant and	13,21,067
Repairs and Maintenance - Other	17,03,660
Rover and Trolly	71,251
Printing, Stationery and Correspondence	2,32,498
Advertisement and Publicity	1,18,27,487
Auditor's Remuneration (Note No. 6 below)	2,06,000
Legal & Concessionary Charges	98,74,826
Bank Charge	676
Other Revenue expenditure	1,33,33,055
Research & Development Expenses	3,69,99,870
Other Expenses	84,43,658
Total	<u>6,25,83,089</u>

\* Includes Sundry Overhead

(a) Auditor's Remuneration

Particulars	Year Ended 31-Mar-2022
<b>As Auditor:</b>	
Audit Fee	1,89,000
Tax Audit Fee	
Costs of Consolidated Financial Statements	
<b>As other capacity:</b>	
Certification Expenses	
Total	<u>1,89,000</u>

Note 22: Income Tax Expense

The major components of income tax expense for the year ended 31st March 2022 are:

Statement of Profit and Loss

Particulars	Year Ended 31-Mar-2022
Current Tax	
Current income tax charge	
As per law in respect of current income tax of previous year	
Deferred Tax	-1,15,53,000
Relating to the expenses and in view of temporary differences	
Income Tax expense reported in the Statement of Profit and Loss	<u>-1,15,53,000</u>

Particulars	Year Ended 31-Mar-2022
Accounting Profit before Income Tax (excluding loss from JV)	-18,96,43,177
Provision for Current Tax computed by Standard Rate of Corporate Tax @ 27% plus	-1,72,20,175
BITDTS of	
Deferred Tax on Preliminary Expenses deducted (1/5th)	-10,50,113
Carry	-2,57,361
Other Disallowances	24,89,447
Excess/short Expenses allowed: 1/5th as above as per Section 35D	-3,62,738
Net Effective Income Tax	<u>-1,61,50,429</u>

Note 23: Earnings Per Share

The following reflects the Profit and Share data used in the basic and diluted EPS computations:

Particulars	Year Ended 31-Mar-2022
Profit After Tax ("PAT")	-11,46,32,041
Weighted average number of Shares*	
- Basic	10,09,88,000
- Diluted	10,09,88,000
Minority Pro Share of Rs. 10 each	
- Basic	-1.13
- Diluted	-1.13

\*Weighted average number of Equity Shares in calculating Basic Earnings Per Share

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**Note 24. Significant Accounting Judgments, Estimates and Assumptions**

The preparation of the Company's Standalone Financial Statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses, and the accompanying disclosures, and the disclosures of contingent liabilities. Uncertainty about these assumptions and estimates could result in a material change to the carrying amounts of assets or liabilities reported in future periods.

- a. **Judgments**  
In the process of applying the Company's accounting policies, management has not made any judgments, which have significant effect on the amounts recognized in the Standalone Financial Statements.
- b. **Estimates and Assumptions**  
The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company's board of management and committee on remuneration enable the Standalone Financial Statements more precisely showing circumstances and assumptions about future developments, however, any change due to market changes or other uncertainties during the reporting period of the Company, both changes are reflected in the assumptions when they occur.
- c. **Taxes**  
Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.
- d. **Revenue from Contracts with Customers**  
The Company's revenue mainly encompasses sale of included in the manufacturer price for the sale of goods with rights of return and volume rebates. The Company's approved return rebates are analyzed on a per-contract basis for contracts that are subject to volume discounts. Determining whether a contract will be fully satisfied or when will depend on the customer's future purchases and associated purchases to date.
- e. **Employee Benefits**  
The cost of the defined benefit gratuity plan and other post-employment benefits is measured based on the present value of the gratuity obligation as determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. In determining the appropriate discount rate, the management considers the primary aim of government bonds whose remaining maturity of such bond corresponds to expected term of defined benefit obligations. Due to the complexity involved in the valuation and the long-term nature of defined benefit obligation, a highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.
- f. **Leases**  
**Determining the lease term of contracts with substantial non-lease components - Company's vehicles**  
The Company determines the lease term as the non-cancelable 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 applies judgment in evaluating whether it is reasonably certain whether or not to exercise the option to extend or terminate the lease. This is a judgment of whether there is a clear economic incentive for it to exercise either the renewal or termination.  
The Company cannot readily determine the interest rate applied in the lease contract, it uses its contractual borrowing rate (BOR) to measure lease liabilities. The BOR is the rate of interest that the Company would have to pay to borrow.  
Refer Note 17 for information on potential future asset impairment relating to periods following the exercise date of contracts and termination options that are not included in the lease term.

Note 25. Standards issued but not yet effective  
There were no standards issued but not yet effective as on 31st March 2022.

**Note 26. Disclosure in respect of Related Parties as per Ind AS 24**

- a) **List of Related Parties**
  - I. **Subsidiary Companies**
    - a. Calsonic E-Mobility Private Limited
  - II. **Holding Company**
    - a. Tata Motors Ltd. (India) Limited
  - III. **Director**
    - a. R. M. A. M. Anandakrishnan - Chairman
    - b. M. V. Jayasankar - Director
  - IV. **Key Management Personnel (KMPs) as of 31st March 2022**
    - a. M. Kalpana Kothari Paul - Managing Director
    - b. M. S. Gopalakrishnan - Chief Financial Officer
    - c. M. J. Arora - Company Secretary

b) During the year the following transactions were carried out with the related parties in the ordinary course of business:

Transaction	Related Party	₹ in Lakh	
		Year Ended 31st March 2022	Year Ended 31st March 2021
Revenue received on Equity Shares	Tata Investment of India Limited	100,00,000	
Expense related to registration of LLP Transferred	Tata Investment of India Limited	(74,29,000)	
Advance Payment Transferred	Tata Investment of India Limited	32,99,78,000	
Expense related to registration of Beyond Fuel	Tata Investment of India Limited	(5,80,51,000)	
Provision received on lease corporate lease	Tata Investment of India Limited	6,40,00,000	
Subscription of Equity Shares	Calsonic E-Mobility Private Limited	50,00,00,000	
			₹ in INR L
<b>Payable</b>	<b>Related Party</b>	<b>As at 31st March 2022</b>	
Payable	Tata Investment of India Limited (Advance Payment)	30,62,88,000	
Payable	Tata Investment of India Limited (Purchase of lease)	52,06,64,000	(20,25)

**Revenue**

**Terms and Conditions of arrangement with Related Parties**

The sale to and purchase from Related Parties are made on a credit agreement to share the general in such through arrangement. Outstanding liabilities at the year end are either settled through cash or will settle with interest free. For the year ended 31st March 2022, the Company has not recorded any liabilities of receivables relating to amounts owed by Related Parties.

**TI CLEAN MOBILITY PRIVATE LIMITED**

**Note 27. Leases**

The Company has lease contracts for Land and Buildings used for the purpose of Warehouses and Factories. Leases of such assets generally have lease terms between 1 and 99 years. The Company's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Company is standard from negotiating and publishing the leased assets and lease contracts require the Company to maintain certain financial ratios. There are several lease contracts that include extension and termination options and variable lease payments, which are further discussed below.

The Company also has certain leases of equipment with lease terms of 12 months or less. The Company applies the '12-month rule' recognition exemption for these leases.

The carrying amount of right-of-use assets recognized and the amounts payable during the period of its exploitation are shown in the table set out below as the carrying amount of lease liabilities included under financial liabilities and the movements during the period.

**Movement of Lease Liabilities**

Particulars	As at 31-Mar-2022
Opening Balance	
Add: Additions during the year	11,26,70,328
Less: Depreciation / Amortization during the year	
Add / Less: Accruals of Interest	12,21,564
Less: Payments during the year	-26,27,819
Closing Balance	11,25,76,664
Current	2,41,86,911
Non-Current	16,09,89,752

**Monthly Analysis of Lease Liability**

Year Ended	Less than 1 Year	1 - 5 Years	More than 5 Years	In INR
31-Mar-2022	2,41,86,911	16,09,89,752	-	

The effective interest rate for lease liabilities is 8.25%.

The following are the amounts recognized in profit or loss.

Particulars	Year Ended 31-Mar-2022
Depreciation expense of right-of-use assets	17,09,241
Interest expense on lease liabilities	12,22,564
Total	29,31,805

**Note 28. Fair Values**

The following table presents the carrying amount and fair value of each category of financial assets and liabilities.

Particulars	Carrying Value		Fair Value
	31-Mar-2022	31-Mar-2021	31-Mar-2022
<b>Financial assets</b>			
Trade Receivables	-	-	-
Cash & Bank balances	1,51,86,848	-	1,51,86,848
Debt for investment	-	-	-
Other Financial Assets - Current	-	-	-
Total	1,51,86,848	-	1,51,86,848
<b>Financial liabilities</b>			
Borrowings - Non-Current	44,89,09,883	-	44,89,09,883
Borrowings - Current	-	-	-
Trade liabilities	7,16,66,175	-	7,16,66,175
Lease Liability - Non-Current	16,09,89,752	-	16,09,89,752
Lease Liability - Current	2,41,86,911	-	2,41,86,911
Deferred Income taxes	-	-	-
Other Financial Liabilities - Current	52,36,04,241	-	52,36,04,241
Total	1,49,64,99,979	-	1,49,64,99,979

The managerial interest free cash and debt equivalents, trade receivables, loans, current investments, other financial assets, short term borrowings, trade payables and other current financial liabilities approximate their carrying amounts largely due to the short-term nature of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- i. The fair value of quoted equity instruments are derived from quoted market prices in active markets.
- ii. The fair value of unquoted equity instruments have been measured using Discounted Cash Flow Method (DCF). The valuation is based on certain assumptions like discount rate, discount rate, etc.
- iii. The fair value of borrowings is estimated by discounting expected future cash flows using a discount rate equivalent to the risk-free rate of interest, adjusted for the Credit spread considered by the lender for instruments of the similar nature.
- iv. Derivatives are fair valued using market observable rates and published prices.

**TT CLIPM MOBILITY PRIVATE LIMITED**

**Note 28. Capital Management**

The Company's capital management is intended to create value for shareholders by facilitating the meeting of long-term and short-term goals of the Company.

The Company determines the amount of capital required on the basis of annual operating plans and long-term product and other strategic investment plans. The funding requirements are met through internal sources, recoverable debentures, external commercial borrowings and other long-term/short-term borrowings. The Company's policy is aimed at combination of short-term and long-term borrowings.

The Company monitors capital employed using a Debt equity ratio, which is total debt divided by total equity and maturity profile of the overall debt portfolio of the Company.

The following table summarizes the capital of the Company:

Particulars	As at 31-Mar-2022
Fundings	
- Long term	
- Short term	600,000,000
Total Debt	<u>600,000,000</u>
Equity Share Capital	1,800,000,000
Other Equity	<u>113,022,441</u>
Reserve	<u>886,977,258</u>
Debt:Equity ratio	0.72

**Note 29. Unlisted Subsidiary**

The Investment of India Ltd (TIIL) has been exploring various areas to identify future growth opportunities. In line with this strategy, TIIL has recently embarked on electric 2W. To focus more on the EV opportunities, TIIL has formed a 100% wholly owned subsidiary (WOS) TT Clipm Mobility Pvt Ltd (the Company) to concentrate the electric 2W business and other electric vehicle ventures in favour for which TIIL would be infusing funds into its WOS through a combination of equity, preference and debt instruments.

In line with this strategy, the Company acquired 65.95% controlling stake in Cellular E-Mobility Pvt Ltd (CEMPL), a startup engaged in the design and manufacturing of E-motors, for a consideration of Rs. 160.49 Cr. To fund this acquisition, TIIL infused Rs. 160 Cr into the Company through a combination of equity and debt (Inter Corporate Deposit (ICD)/ Equity of Rs. 405 Cr and Rs. 95.95 Cr) was infused on 21st February 2022 and 2nd March 2022 respectively and ICD of Rs. 64 Cr was infused on 16th March 2022.

The acquisition of Cellular E-Mobility Pvt Ltd by the Company was completed on 16th March 2022 through a combination of funds lent by CEMPL to Rs. 50 Cr and repurchase of shares from its existing shareholders amounting to Rs. 110.49 Cr.

**Note 30. Joint Arrangements**

The Company entered into a Securities Subscription Agreement dated January 04, 2022 (Agreement "SSA") with Cellular E-Mobility Partner limited ("Cellular"), resulting in the acquisition of Cellular and its subsidiaries, pursuant to which, the Company has allotted 44,000 equity shares of ₹ 10/- each against a consideration of ₹. 30 Cr (₹3000 and ₹7,667 million of shares purchased from existing shareholders, against a consideration of ₹1,100 Cr) over.

The Cellular is a startup company providing smart lockers to its customers, through designing and manufacturing vehicles which are powered by renewable and non-renewable sourced energy, to promote sustainability. The financial results of Cellular from the date of acquisition to March 31, 2022 have been included in the consolidated financial statements of the Group.

The legal form of Cellular and the nature of commercial arrangements to purchase Equity Method whereby purchase is initially recognized at cost and adjusted thereafter to reflect the share of net assets. As per IND AS 28- Investments in Associates and Joint ventures, investments in JVs are accounted as for the post-acquisition change in the Investor's share of the investee's net assets.

The fair value of the identifiable assets and liabilities of Cellular as at the date of the acquisition were grossed-up as follows:

Particulars	(Amount in ₹)	
	Fair Value At Acquisition	
Total Assets (A)	1,961,163,097	
Total Liabilities (B)	314,493,806	
Fair value of total purchase consideration	1,600,000,000	
Fair Value of total Assets Goodwill	1,076,871,984	513,178,821


**Note 32. Previous Year's Figures**

The company was incorporated on 12th February 2022. Since this is the first year of operations, comparative figures for the previous year is not applicable.

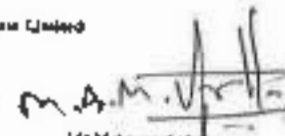
As per our report of audit date  
For  
Chartered Accountants  
ICAI Firm Regn. No: 0042875  
  
Pravin S Usha  
Membership No: 211785

Charms  
15th April 2022

On behalf of the Board  
For TT Clipm Mobility Private Limited

  
Rajesh Kumar Paul  
Managing Director

  
S. Gopinath  
Chief Financial Officer

  
M.A.M. V. Prithvi  
Chairman

  
J. Ashwin  
Company Secretary



**3<sup>rd</sup> Annual Report**

**Cellectual E-Mobility Private Limited**

**FY 2021-22**

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## CELLESTIAL E-MOBILITY PRIVATE LIMITED

Regd. Office: T-Hub Foundation, Door No:2-53/23/2/1, Himalaya Block D International Institute of Information Technology, Gachibowli, Hyderabad - 500032  
E-Mail: [info@cellestial.com](mailto:info@cellestial.com), Telephone : +91 8028375331  
(CIN: U35999TG2019PTC131892)

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### **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Third Annual General Meeting of the shareholders of the Company will be held on Monday the 13<sup>th</sup> June 2022 at 3.30 p.m through Video Conferencing to transact the following business.

#### **Ordinary Business**

- 1. To consider and, if thought fit, to pass with or without modification the following resolution as an ordinary resolution**

RESOLVED THAT the audited standalone financial statements for the financial year ended 31<sup>st</sup> March, 2022, together with the Directors' report and the auditors' report thereon as circulated to the members and presented to the meeting, be and are hereby approved and adopted.

- 2. To consider and, if thought fit, to pass with or without modification the following resolution as an ordinary resolution**

RESOLVED THAT the audited consolidated financial statements for the financial year ended 31<sup>st</sup> March, 2022, together with the auditors' report thereon as circulated to the members and presented to the meeting, be and are hereby approved and adopted.

- 3. To consider and, if thought fit, to pass with or without modification the following resolution as an ordinary resolution**

RESOLVED THAT, Mr Kalyan Kumar Paul, Director (Holding DIN: 08935145), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company.

- 4. To consider and, if thought fit, to pass with or without modification the following resolution as an ordinary resolution:**

RESOLVED that pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Sundaram & Srinivasan, Chartered Accountants, having Firm Registration No. 004207S be and are hereby appointed as Statutory Auditors of the Company, to hold office for a period of five consecutive financial years, from the conclusion of the 3<sup>rd</sup> Annual General Meeting until the conclusion of the 8<sup>th</sup> Annual General Meeting of the Company, for carrying out the statutory audit of the Standalone and Consolidated Financial Statements of the Company, on an aggregate remuneration of Rs.1 lakh for the financial year 2022-23 plus applicable taxes and reimbursement of out-of-pocket expenses incurred by them in connection with the said audit and for the financial years 2023-24, 2024-25, 2025-26 and 2026-27 on such remuneration as may be determined by the Board of Directors.

## CELESTIAL E-MOBILITY PRIVATE LIMITED

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(CIN: U35999TG2019PTC131892)

### Special Business

**5. To consider and, if thought fit, to pass with or without modification the following resolution as a special resolution:**

RESOLVED THAT the approval of the shareholders of the Company, be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board") under Section 180 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, for borrowing, from time to time, as it may consider fit, any sum or sums of monies from any person, whether or not the monies so borrowed together with the monies already borrowed by the Company and remaining outstanding at any one time (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves that are not set apart for any specific purpose provided that the total amount so borrowed and outstanding at any one time (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed Rs. 200 Cr (Rupees Four Hundred Crores only) and that the Board be and is hereby empowered and authorized to arrange and fix the terms and conditions of all such monies to be borrowed, from time to time, as to interest, repayment, creation of necessary security, or otherwise as it may think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle and execute such documents/deeds / writings/papers / agreements, as may be required and to do all such other acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard

**6. To consider and, if thought fit, to pass with or without modification the following resolution as a special resolution:**

RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and Its Powers) Rules, 2014 and other the rules made thereunder (including any statutory modification thereof for the time being in force and as may be enacted from time to time) ("Act"), consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to invest such amount(s), from time to time, in one or more tranches, in M/s. Celestial E-Trac Private Limited (E-Trac) , Wholly-owned subsidiary not exceeding a sum of Rs.100 Crores (Rupees One Hundred Crores only), in the aggregate, by way of subscription to the securities offered by E-Trac , providing loans and guarantees, as the Board may in its absolute discretion deem fit, notwithstanding that the proposed investments, loans and guarantees as aforesaid, when made, taken together with the investments so far made or being made, may exceed the limits specified under Section 186 of the Act.

By Order of the Board  
For Celestial E-Mobility Private Limited



Kalyan Kumar Paul  
Director

Place: Chennai  
Date : 18<sup>th</sup> April 2022

## CELLESTIAL E-MOBILITY PRIVATE LIMITED

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### NOTES:

1. In view of the ongoing COVID-19 pandemic, social distancing norms to be followed and pursuant to General Circular No. 10/2021 dated 23.06.2021 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circular") and in compliance with the provisions of the Companies Act, 2013 (the "Act") this AGM is being convened to be held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company at T-Hub Foundation, Door No:2-53/23/2/1, Himalaya Block D International Institute of Information Technology, Gachibowli, Hyderabad - 500032.
2. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of his/her behalf and a proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM, in terms of the MCA Circulars, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The Statement pursuant to Section 102 of the Companies Act, 2013, relating to all the items of the Special Businesses is annexed herewith.
4. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. All relevant documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection by the Members at the registered office of the Company between 9:00 a.m. to 5:00 p.m., except on holidays up to and including the date of this AGM. The same will also be made accessible for inspection through electronic mode without any fee by the Members from the date of circulation of this Notice up to the date of AGM.

# CELLESTIAL E-MOBILITY PRIVATE LIMITED

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## ANNEXURE TO THE NOTICE STATEMENT IN RESPECT OF ITEM NO. 5 to 6 OF THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NO.5

For its proposed business activities in line with its stated business objects, the Company may have to resort to borrowings from time to time. It is hence considered prudent and necessary to provide for the overall borrowing limits of the Company. Accordingly, pursuant to the applicable provisions of the Companies Act, 2013 and the rules thereunder, the Members' approval is sought for the proposal as contained in the Special Resolution under the Notice vesting the Board with the authority to borrow monies including creation of necessary security notwithstanding that the aggregate of such borrowings exceeds the paid up capital and free reserves of the Company, provided however that the aggregate of amounts borrowed and outstanding at any time (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed in the aggregate the Company's Net Worth (as defined under the Act) by Rs.200 Crores.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution.

### ITEM NO.6

Cellestial E-Trac Private Limited (E-Trac) was incorporated as a wholly-owned subsidiary of the Company to carry on and engage in the business of electric tractors. To meet the funding needs of E-Trac, towards its capital and revenue expenditure requirements, it is proposed to invest such amount(s), from time to time, in one or more tranches, in M/s. Cellestial E-Trac Private Limited (E-Trac), a Wholly-owned subsidiary not exceeding a sum of Rs.100 Crores (Rupees One Hundred Crores only),

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

The Company, therefore, seeks the approval of the Shareholders under Section 186 of the Companies Act, 2013 ("the Act"), to invest such amount(s), from time to time, in one or more tranches, in M/s. Cellestial E-Trac Private Limited (E-Trac) , Wholly-owned subsidiary not exceeding a sum of Rs.100 Crores (Rupees One Hundred Crores only), in the aggregate, by way of subscription to the securities offered by E-Trac , providing loans and guarantees, notwithstanding that the said investment(s), when made, will be in excess of the aggregate limit of the limit for investments, loans and guarantees/securities as computed under Section 186 of the Act.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution.

## DIRECTORS' REPORT

To,  
The Members of  
Cellestial E-Mobility Private Limited

Your Directors have pleasure in presenting the 3<sup>rd</sup> Annual Report of the Company together with the Financial Statements for the year ended 31<sup>st</sup> March, 2022.

### 1. FINANCIAL HIGHLIGHTS:

Particulars	(Amount in. Rs)	
	For the financial year ended 31 <sup>st</sup> March 2022	For the financial year ended 31 <sup>st</sup> March 2021
Income from Operations	-	-
Other Income	6,27,146	4,25,745
<b>Total Income</b>	<b>6,27,146</b>	<b>4,25,745</b>
Less: Expenditure including depreciation	4,42,60,310	31,47,255
<b>Profit/(Loss) Before Tax</b>	<b>(4,36,33,164)</b>	<b>(27,21,510)</b>
Less: Current year tax Deferred Tax	3,90,058	(3,47,099)
<b>Profit/(Loss) After Tax</b>	<b>(4,40,23,223)</b>	<b>(23,74,411)</b>
Basic & Diluted EPS	(274.77)	(15.20)

During FY 2021-22, Cellestial has developed prototype products and currently it is in the process of carrying out reliability testing. Post validation, Cellestial will be pursuing the homologation / product approval processes. The company has appointed distributors for the major states as part of GTM strategy and it is engaged with the various part suppliers in finalizing the material costs. Cellestial is planning to commence commercial production by Q2 of the succeeding year.

### 2. THE STATE OF COMPANY AFFAIRS:

During the year under review, the Company has reported a total income of Rs. 6,27,146/- as compared to the total income of Rs. 4,25,745/- in the previous year and reported a Net Loss of Rs. 4,40,23,223 as compared to a Net Loss of Rs. 23,74,411/- in the previous year. The P&L statement of the company represents basically the pre-operative and product development expenditure.

### 3. CHANGE IN THE NATURE OF BUSINESS

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

#### **4. DETAILS OF SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES**

During the year under review, the Company had incorporated M/s. Celestial E-Trac Private Limited as a Wholly Owned Subsidiary of the Company on 25<sup>th</sup> February 2022 to carry on the operations of manufacturing e-tractors. The Company had invested Rs. 1 lakh in the subsidiary during the year.

#### **5. DIVIDEND:**

The Company has incurred a loss during the year under review and hence your directors do not recommend any dividend for the year under review.

#### **6. AMOUNT WHICH IT PROPOSES TO CARRY TO RESERVES:**

As the Company had incurred losses during the year, the Board does not propose to carry its losses to its reserves.

#### **7. SHARE CAPITAL:**

During the year under review, the authorized share capital of the Company increased from Rs.20,00,000/- to Rs.25,00,000/-.

The Company with the approval of the shareholders on the Extra-ordinary General Meeting on 3<sup>rd</sup> March 2022, pursuant to the provisions of Sections 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013, issued 44,030 equity shares on private placement basis to M/s. TI Clean Mobility Private Limited on 4<sup>th</sup> March 2022 at a price of Rs. 11,356/- per share (including a premium of Rs. 11,346 per share) aggregating to about Rs. 50 Crores.

Consequently, the paid up capital of the Company stood at Rs.20,25,370 as at 31<sup>st</sup> March, 2022.

#### **8. ALTERATION TO MOA AND AOA**

During the year under review, the shareholders at their meeting held on 12<sup>th</sup> February, 2022 approved the alteration of Capital Clause of Memorandum of Association of the Company consequent to increase in authorized share capital of the Company to Rs. 25,00,000/-.

The shareholders at their meeting held on 4<sup>th</sup> March, 2022 approved the alteration of Articles of Association pursuant to the definitive agreements entered by the Company with Tube Investments of India Limited & TI Clean Mobility Private Limited.

**9. COST RECORDS:**

The provision of cost audit as per Section 148 is not applicable to the Company.

**10. MATERIAL CHANGES AND COMMITMENTS**

There have been no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

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

During the year under review, there were no significant or material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

**12. NUMBER OF BOARD MEETINGS HELD:**

During the year under review, sixteen Board Meetings were convened and held and the gap between any two meetings was well within the statutorily permissible limits. The dates of these Board meetings were 12<sup>th</sup> April 2021, 13<sup>th</sup> May 2021, 19<sup>th</sup> June 2021, 21<sup>st</sup> June 2021, 8<sup>th</sup> July 2021, 9<sup>th</sup> August 2021, 6<sup>th</sup> November 2021, 14<sup>th</sup> December 2021, 3<sup>rd</sup> January 2022, 6<sup>th</sup> January 2022, 24<sup>th</sup> January 2022, 7<sup>th</sup> February 2022, 2<sup>nd</sup> March 2022, 3<sup>rd</sup> March 2022, 4<sup>th</sup> March 2022 and 31<sup>st</sup> March 2022.

**13. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

During the year under review the below changes were made to the Board of Directors:

1. Mr. Thetapally Midhun Kumar (DIN: 01629701) resigned from the office of the Director of the Company effective 9<sup>th</sup> August 2021.
2. Mr. Meka Sudhakara Reddy (DIN: 07722856) resigned from the office of the Director of the Company effective 4<sup>th</sup> March 2022.
3. Mr. Kalyan Kumar Paul (DIN: 08935145 ) was appointed as a Director of the Company with effect from 4<sup>th</sup> March 2022.
4. Mr. Mukesh Ahuja (DIN: 09364667) was appointed as a Director of the Company with effect from 4<sup>th</sup> March 2022.
5. Mr. Suresh Swaminathan (DIN: 00137164 ) was appointed as a Director of the Company with effect from 4<sup>th</sup> March 2022.

Mr. Siddhartha Durai Rajan and Mr. Syed Mubasheer Ali were appointed as Chief Executive Officer and Chief Technology Officer of the Company, pursuant to the definitive agreements signed with M/s. Tube Investments of India Limited.

The Board of Directors of the Company as on the date of this report are

1. Mr. Kalyan Kumar Paul, Chairman
2. Mr. Mukesh Ahuja
3. Mr. Suresh Swaminathan
4. Mr. Siddhartha Durai Rajan &
5. Mr. Syed Mubasheer Ali

Further, the provisions related to Key Managerial Personnel were not applicable for the financial year ended 31<sup>st</sup> March, 2022.

Mr. Kalyan Kumar Paul, Chairman will retire by rotation at the ensuing Annual General Meeting to facilitate compliance with the requirements of Section 152 of the Companies Act, 2013 ("the Act") and being eligible, offers himself for re-appointment.

Mr. Mukesh Ahuja, Director will retire by rotation at the ensuing Annual General Meeting to facilitate compliance with the requirements of Section 152 of the Companies Act, 2013 ("the Act") and being eligible, offers himself for re-appointment.

#### **14. Annual Return**

Copy of the Annual Return in prescribed form is available on the Company's website in the link as provided below, in terms of the requirements of Section 134(3)(a) of the Act, 2013 read with the Companies (Accounts) Rules, 2014.  
<https://www.cellestial.com/>

#### **15. DECLARATION BY INDEPENDENT DIRECTORS AND RE-APPOINTMENT, IF ANY:**

The provisions of Section 149 of the Companies Act, 2013 pertaining to the appointment of Independent Directors do not apply to the Company.

#### **16. DIRECTORS RESPONSIBILITY STATEMENT:**

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors of the Company hereby confirm that:

- a) in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures, if any;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to

give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that year;

- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis;
- e) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **17. DEPOSITS:**

The Company has not accepted any deposits during the year under review.

#### **18. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The Company has no activity relating to conservation of energy or technology absorption. The Company did not have any foreign exchange earnings, in terms of the requirements of Section 134(3) (m) of the Act 2013 read with the Companies (Accounts) Rules 2014.

The foreign exchange outgo was Rs.2.38 Crores for the financial year ended 31<sup>st</sup> March 2022.

#### **19. SECRETARIAL AUDIT REPORT:**

The provisions of section 204 of Companies Act, 2013 regarding mandatory secretarial audit are not applicable to the Company.

#### **20. STATUTORY AUDITORS:**

Pursuant to the provisions of Section 139 of the Companies Act, 2013, M/s Sreedar Mohan & Associates, Chartered Accountants Hyderabad (FRN 012722S), were appointed as the Statutory Auditors for a period of five years by the Members in the 1<sup>st</sup> Annual General Meeting held on November 16, 2020 to hold office from the conclusion of the 1<sup>st</sup> Annual General Meeting till the conclusion of 6<sup>th</sup> Annual General Meeting of the Company.

M/s Sreedar Mohan & Associates, Chartered Accountants have submitted their resignation vide their letter dated 11<sup>th</sup> April 2022. The board at its meeting held on 18<sup>th</sup> April, 2022 have recommended the appointment of M/s Sundaram & Srinivasan (FRN 004207S) as statutory auditors of the Company, subject to approval of the shareholders at the ensuing general meeting.

**21. AUDITORS REPORT:**

There were no qualifications, reservations or adverse remarks made by the Auditors' in their Report.

**22. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:**

The Company has made an investment of Rs. 1 lakh in M/s. Celestial E-Trac Private Limited, a Wholly Owned Subsidiary during the year. However the Company has not given any loans and guarantee during the year under review. The Company was in compliance with the provisions of section 186 of Companies Act, 2013 during the year.

**23. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTY:**

All contracts / arrangements entered by the Company during the period ended 31st March, 2022 with related parties were in the ordinary course of business and at arm's-length price in terms of Section 188 of the Act, 2013 read with the Companies (Meetings of Board and its powers) Rules, 2014.

Pursuant to the provisions of Section 134(h) of the Act, 2013 read with rule 8(2) of the Companies (Accounts) Rules 2014, the particulars of contracts or arrangements entered into by the Company with Related Parties have been done at arm's-length and are in the ordinary course of business.

Hence, no particulars are being provided in Form AOC-2. Related Party disclosures, as per IND-AS have been provided in Notes to the financial statement.

**24. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 (POSH):**

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 in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder. The policy aims to provide protection to employees at workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. During the financial year 2021-22, the Company did not receive any complaints on sexual harassment.

**25. EMPLOYEES STOCK OPTION SCHEME:**

The shareholders of the Company had in the extra-ordinary general meeting held on 2<sup>nd</sup> March, 2021 approved the Employees Stock Option Scheme. In compliance with the provisions of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014, your Board administers and monitors the Employees Stock Option Scheme including deciding and reviewing the eligibility criteria for grant and /or issuance of stock options under the Scheme. During the financial year under review, the Company had granted 32 stock options to an employee which was not accepted by the employee.

**26. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM:**

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meeting of Board and its Powers) Rules, 2013 is not applicable to the Company.

**27. NOMINATION & REMUNERATION COMMITTEE:**

The provisions of Section 178 of the Companies Act, 2013 read with Rule 6 of the Companies (Meeting of Board and its Powers) Rules, 2013 is not applicable to the Company.

**28. MANAGERIAL REMUNERATION:**

There are no employees of the Company whose particulars are required to be reported under Section 197 of the Companies Act, 2013 read with Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial) Rules, 2014.

**29. CORPORATE SOCIAL RESPONSIBILITY:**

The Company does not fall under the criteria to constitute a committee for Corporate Social Responsibility activities under Section 135 of the Companies Act, 2013 and hence no committee has been formed.

**30. COMPLIANCE OF SECRETARIAL STANDARDS:**

The Company has complied with the applicable compliances of Secretarial Standards.

**31. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

The Company has adequate internal control systems to ensure operational efficiency, accuracy, and promptness in financial reports and compliance of applicable laws and regulations, to the extent required and commensurate with its size and activities.

**32. REPORTING OF FRAUDS:**

There have been no instances of fraud reported by the Statutory Auditors under Section 143(12) of the Acts & Rules framed there under either to the Company or to the Central Government.

**33. RISK MANAGEMENT POLICY:**

Risks are reviewed from time to time and controls are put in place with specific responsibility of the concerned officer of the Company. However, the Board could not identify any major risks which may threaten the immediate existence of the Company. The Company is in the process of formulating and developing a risk management policy.

**34. INSOLVENCY AND BANKRUPTCY CODE, 2016**

The Company has not made any application or no proceeding is pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year.

**35. VALUATION DURING ONE TIME SETTLEMENT**


There was no one-time settlement entered into by the Company during the year.

**36. ACKNOWLEDGEMENT:**

The Board of Directors place on record their sincere thanks to the Company's stakeholders, bankers, employees and investors for their continued support. Your directors wish to place on record their appreciation for the co-operation and support received from other people associated with the company and look forward for their continued support.

On behalf of the Board

Place: Chennai  
Date: 18<sup>th</sup> April, 2022

  
Kalyan Kumar Paul  
Chairman

## Independent Auditor's Report

To

The Members,

**CELLESTIAL E-MOBILITY PRIVATE LIMITED**

### Report on the Audit of the Standalone Financial Statements

We have audited the Standalone Financial Statements of **CELLESTIAL E-MOBILITY PRIVATE LIMITED**, which comprise the Standalone Balance Sheet as at 31st March 2022, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), Standalone Statement of Changes in Equity and Standalone Statement of Cash flows for the Year then ended and notes to the Standalone financial statements, including a summary of significant Accounting Policies and other explanatory information.

#### Opinion

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 Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022 and Loss and Other Comprehensive Income, Changes in Equity and its cash flows for the year ended on that date.

#### Basis of Opinion

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

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the 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 the other information is materially inconsistent



**SREEDAR MOHAN & ASSOCIATES**

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with the 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**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and Cash Flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the 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.

Those 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:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness accounting estimates and related disclosures made by management.



- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the 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 the key audit matters. We describe these matters in our auditor's report 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.

#### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 is applicable to the Company, we give in the Annexure – A a statement on the matters specified in Paragraph 3 and 4 of the Order for the Company to the extent applicable.

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our Audit.
- b) In our opinion, proper books of account as required by Law have been kept by the Company so far as it appears from our examination of those Books and the reports of Other Auditors.
- c) The Standalone Balance Sheet and the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of Standalone Financial Statements.



- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under section 133 of Companies Act, 2013.
- e) On the basis of the written representations received from the directors as on 31st March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a Director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure – B
- g) 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:

Section 197 of the Act does not applicable to the Company and hence reporting under the said clause is not applicable

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;
  - iv. (a) the management has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kinds of funds) by the Company to or any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate beneficiaries;

(b) the management has represented, that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds (which are material either individually or in the aggregate) have been received by the company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries



(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The Company didn't declare or paid any dividends during the year.

**For Sreedar Mohan & Associates**  
Chartered Accountants  
Firm Regn.No:012722S

V.V.Mohan Reddy



per V. V. Mohan Reddy  
Partner  
Membership No: 217578  
UDIN No: 22217578AJOAUL7178

Place: Hyderabad

Date: 18<sup>th</sup> April 2022

## ANNEXURE- A TO THE INDEPENDENT AUDITORS' REPORT:

The Annexure referred to the Independent Auditors' Report to the members of the company on the standalone financial statements for the year ended 31 March 2022, we report that:

- i.
  - (a) the Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment. The Company has maintained proper records showing full particulars of intangible assets
  - (b) The Company has program of physical verification of Property, Plant & Equipment so as to cover all the assets. Pursuant to the program, Property, Plant & Equipment a major portion of fixed assets have been physically verified by the management during the year; According to the information and explanations given to us by the management, no material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company does not hold any immovable properties and hence this clause does not apply.
  - (d) The Company has not revalued its Property, Plant and Equipment (including the right of use assets) and intangible assets both during the year.
  - (e) According to the information and explanations given to us by the management, there are no pending issues against the Company as at 31st March 2022 for holding any benami property under the Benami Transactions Benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii.
  - (a) The inventory has been physically verified by the management during the year at reasonable intervals; no material discrepancies were noticed on such verification. In our opinion, the coverage and procedure of such verification are appropriate.
  - (b) The Company has not been sanctioned working capital limits in excess of 5 Crores, in aggregate at any point of time during the year, from banks or financial Institutions on the basis of security of current assets and hence this sub-clause not applicable.
- iii. The Company has made investments in companies, firms, Limited Liability Partnerships and granted unsecured loans to other parties during the year, in respect of which
  - (a) The Company has not provided any loans or advances in the nature of loans or stood guarantee or provided security to any other entity during the year, and hence reporting under clause 3(iii)(a) of the Order is not applicable.
  - (b) In our opinion, the investments made during the year are, prima facie, not prejudicial to the Company's interest.
  - (c) The Company has not granted any loans or advances in the nature of loans and hence reporting under clause 3(iii)(c), (d), (e) and (f) are not applicable.



- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence the provisions of clause 3(v) of the Order are not applicable.
- vi. In our opinion and according to the information and explanations given to us, maintenance of cost records as specified by the Central Government under sub section (1) of section 148 of the Companies Act, 2013 is not applicable to the company.
- vii.
- (a) The Company has been regular in depositing undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, service tax, value added tax, goods and services tax, and other material statutory dues as applicable with the appropriate authorities.  
There were no undisputed amounts payable in respect of, provident fund, employees state insurance, income tax, sales tax, service tax, value added tax, goods and services tax and other material statutory dues as at 31 March 2022 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and the records of the company examined by us, there are no statutory dues as at 31st March, 2022 which have not been deposited by the Company with appropriate authorities on account of any dispute.
- viii. In our opinion and according to the information and explanations given to us by the management, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961.
- ix. a) the Company has not taken any loans or borrowings from any lender. Hence reporting under Clause 3(ix)(a) of the Order is not applicable.
- b) the company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.
- c) the company had not taken any term loans during the year and hence reporting under clause 3(ix)(c) is not applicable.
- d) On an overall examination of the financial statements of the Company, the funds raised on short term basis have not been utilized for long term purposes by the Company.
- e) the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- f) the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies and hence reporting on clause 3(ix)(f) of the Order is not applicable.



- x. a) The Company has not raised any money raised by way of Initial Public Offer Further Public Offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of Order is not applicable.
- b) During the year, the company has made private placement of shares and convertible debentures (compulsorily convertible) during the year and the requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised.
- xi. a. According to the information and explanations given to us by the management, we report that no fraud by the Company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.
- b. No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and hence clause 3(xii) of the Order is not applicable.
- xiii. In our opinion, all the related party transactions entered in to by the company during the year are in compliance with the provisions of section 188 of the act and details thereof have been disclosed in the financial statements as required by the applicable accounting standards. Further, in our opinion, the provisions of section 177 of the act are not applicable as the company is a Private Limited Company.
- xiv. The company does not have an internal audit system and is not required to have an Internal Audit system under the provision of section 138 of the Companies Act, 2013. Therefore the requirement to the report under clause 3 (xiv)(a)&(b) of the order not applicable 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 and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. a. In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence reporting under clause 3(xvi) of the Order is not applicable
- b. The company has not conducted any Non-Banking Financial or Housing Finance activities, the provision of this clause is not applicable.
- c. The company is not a Core Investment Company, hence reporting under clause 3(xvi)(c) is not applicable.



- d. The Group, as defined under Core Investment Companies (Reserve Bank) Directions 2016, does not have more than Two Core Investment Companies.
- xvii. The Company has incurred an amount of Rs. 4,35,75,732 as cash loss in the financial year and Rs.27,10,257 the immediately preceding financial year.
- xviii. There has been no resignation of the Statutory Auditors of the Company during the year.
- xix. In our opinion and according to the information and explanations given to us by the management, on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, there is no material uncertainty on the date of the audit report and that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- xx. Section 135 of the Companies Act, 2013 is not applicable to the Company. Hence, reporting under clause 3(xx) of the Order is not applicable.

**For Sreedar Mohan & Associates**  
Chartered Accountants  
Firm Regn.No:01277

V.V. Mohan Reddy

per V. V. Mohan Reddy  
Partner  
Membership No: 217578  
UDIN No: 22217578AJOAUL7178

Place: Hyderabad

Date: 18<sup>th</sup> April 2022



## ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 2(f) of our Report of even date]

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

We have audited the internal financial controls over financial reporting of **Celstial E- Mobility Private Limited** ("the Company") as of 31 March 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the 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 ("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 company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 ("the Act").

### 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 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 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 financial statements for external purposes in accordance with generally accepted accounting principles.

A company's internal financial control over financial reporting includes those policies and procedures that (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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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, to the best of our information and according to explanations given to us, 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 31 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 Sreedar Mohan & Associates**

Chartered Accountants

Firm Regn.No:0127728



*V.V.Mohan Reddy*

per V. V. Mohan Reddy

Partner

Membership No: 217578

UDIN No: 22217578AJOAUL7178

Place: Hyderabad

Date: 18<sup>th</sup> April 2022

Cellectual E-mobility Private Limited  
Statement of Profit and Loss for the year ended 31 March 2022  
CIN No : U35999TG2019PTC131892

Particulars	Notes	Year ending 31 March 2022	Year ending 31 March 2021
Revenue	22	-	-
Other Income	23	6,27,146	4,25,745
<b>Total Income</b>		<b>6,27,146</b>	<b>4,25,745</b>
Cost of Materials Consumed		-	-
Purchases of Stock-in-Trade		-	-
Changes in inventories of finished goods, Stock-in-Trade and work-in-progress		-	-
Employee Benefit expense	24	67,12,453	4,85,764
Finance costs	25	14,75,263	40,496
Depreciation and Amortisation	26	57,433	11,254
Other expenses	27	3,60,15,163	26,09,741
<b>Total Expenses</b>		<b>4,42,60,310</b>	<b>31,47,255</b>
<b>Profit(Loss) before tax</b>		<b>(4,36,33,164)</b>	<b>(27,21,510)</b>
Tax expense	28	3,90,058	(3,47,099)
<b>Profit(Loss) for the period</b>		<b>(4,40,23,223)</b>	<b>(23,74,411)</b>
<b>Other comprehensive income / (loss)</b>			
<b>Items that will not be reclassified to profit or loss</b>			
Remeasurements of the defined benefit plans		-	-
Income tax on above items		-	-
<b>Other comprehensive income / (loss) for the year</b>		<b>-</b>	<b>-</b>
<b>Total Comprehensive Income for the year</b>		<b>(4,40,23,223)</b>	<b>(23,74,411)</b>
<b>Earnings per equity share of face value of ₹10 each</b>			
Basic and Diluted		(274.77)	(15.20)
Corporate Information	1		
Significant Accounting Policies	2		

See accompanying notes forming part of the standalone financial statements

As per our report of even date

For Sreedar Mohan & Associates  
Chartered Accountants  
Firm Regn. No 012722S

  
per V V Mohan Reddy  
Partner  
M. No. 217578



Hyderabad  
Date: 18th April 2022

On behalf of the Board

Cellectual E-Mobility Private Limited

  
Kalyan Kumar Paul  
Director

  
Siddhartha Durairajan  
Director



Particulars		Notes	As at 31 March 2022	As at 31 March 2021	As at 01 April 2020
<b>I</b>	<b>ASSETS</b>				
	<b>1 Non-current assets</b>				
	(a) Property, Plant and Equipment	3	4,10,905	1,03,988	12,788
	(b) Intangible Assets under Development	4	2,72,04,732	42,24,983	23,08,853
	(c) Financial Assets				
	i) Investment in Subsidiaries, Joint venture and Associates	5	1,00,009	-	-
	(d) Deferred Tax Assets	14	-	2,59,813	-
	<b>Total Non - Current Assets</b>		<b>2,77,15,637</b>	<b>45,88,784</b>	<b>23,21,641</b>
	<b>2 Current Assets</b>				
	(a) Inventories	6	14,03,447	-	-
	(b) Financial Assets				
	i) Trade Receivables		-	-	-
	ii) Cash and Cash Equivalents	7	50,54,50,166	65,40,742	76,89,835
	iii) Other Financial Assets	8	-	-	-
	(d) Other Current Assets	9	1,14,16,312	8,07,960	8,09,317
	<b>Total Current Assets</b>		<b>51,86,69,925</b>	<b>73,48,702</b>	<b>84,99,152</b>
	<b>TOTAL ASSETS</b>		<b>54,63,85,562</b>	<b>1,19,37,486</b>	<b>1,08,20,793</b>
<b>II</b>	<b>EQUITY AND LIABILITIES</b>				
	<b>EQUITY</b>				
	<b>1 Equity</b>				
	(a) Share capital	10	20,25,370	15,62,500	15,62,500
	(b) Other Equity	11	47,22,26,971	58,52,780	82,27,191
	<b>Total equity</b>		<b>47,41,52,341</b>	<b>74,15,280</b>	<b>97,89,691</b>
	<b>LIABILITIES</b>				
	<b>1 Non-current liabilities</b>				
	(a) Financial Liabilities				
	i) Borrowings	12	-	-	7,50,000
	ii) Other Financial Liabilities	13	31,49,116	21,30,310	-
	(i) Employee Benefit Obligations	15	5,63,179	-	-
	(b) Deferred tax liabilities	14	1,30,245	-	87,286
	(c) Other Non - Current Liabilities	16	1,32,50,000	10,00,000	-
	<b>Total Non - Current Liabilities</b>		<b>1,70,92,539</b>	<b>31,50,310</b>	<b>8,37,286</b>
	<b>2 Current Liabilities</b>				
	(a) Financial Liabilities				
	(i) Trade and other payables	17			
	- total outstanding dues of micro enterprises and small enterprises		5,26,315	-	-
	- total outstanding dues of creditors other than micro enterprises and small enterprises		2,14,11,306	74,967	-
	(ii) Other Financial Liabilities	20	12,65,672	11,57,456	-
	(b) Other Current Liabilities	21	3,18,37,388	1,59,473	1,93,816
	<b>Total Current Liabilities</b>		<b>5,50,40,681</b>	<b>13,71,896</b>	<b>1,93,816</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>54,63,85,562</b>	<b>1,19,37,486</b>	<b>1,08,20,793</b>

As per our report of even date

For Sreedhar Mohan & Associates  
 Chartered Accountants  
 Firm Regt. No 0127225

V.V. Mohan Reddy  
 per V V Mohan Reddy  
 Partner  
 M. No. 217375



On behalf of board  
 Celestial E-Mobility Private Limited

Kulvir Kumar Paul  
 Director

Siddhartha Durairajan  
 Director



Hyderabad  
 Date: 18th April 2022

Celstial E-mobility Private Limited  
 Standalone Statement of Cash flows for the Year ended 31 March 2022

Particulars	Year Ended 31 Mar 2022	Year Ended 31 Mar 2021
<b>A. Cash Flow from Operating Activities:</b>		
Profit Before Tax after exceptional items	(4,36,33,164)	(27,21,510)
<u>Adjustments to reconcile Profit Before Tax to Net Cash Flows:</u>		
Depreciation on Property, Plant and Equipment	57,433	11,254
Finance Income (including Fair Value changes in Financial Instruments)	(3,10,728)	(1,94,254)
Finance Costs	12,51,822	1,239
Dividend Income		
<b>Operating Profit before Working Capital / Other Changes</b>	<b>(4,26,34,637)</b>	<b>(29,03,272)</b>
Adjustments for :		
Increase/(Decrease) in Long Term Liabilities	9,98,806	21,50,310
Increase/(Decrease) in Trade and Other Payables	2,18,62,653	74,967
Increase/(Decrease) in Employee Benefit Obligations	5,63,179	
Increase/(Decrease) in Other Financial Liabilities	1,08,216	11,57,456
Increase/(Decrease) in Other Current Liabilities	3,16,97,915	(54,343)
Increase/(Decrease) in Other Financial and Non-Current Liabilities	1,22,50,000	10,00,000
(Increase)/Decrease in Other Financial and Current Assets	(1,10,08,353)	1,358
(Increase)/Decrease in Inventories	(14,03,447)	-
<b>Cash Generated From Operations</b>	<b>1,24,34,333</b>	<b>14,26,476</b>
Income Tax paid (net of refunds)	-	-
<b>Net Cash Flow from Operating Activities</b>	<b>1,24,34,333</b>	<b>14,26,476</b>
<b>B. Cash Flow from Investing Activities:</b>		
Capital Expenditure (Including Capital Work In Progress and Capital Advances)	(2,33,44,099)	(20,18,584)
Purchase of Investment in Subsidiaries	(1,00,000)	-
Interest Income received	3,10,728	1,94,254
<b>Net Cash Used in Investing Activities</b>	<b>(2,31,33,371)</b>	<b>(18,24,330)</b>
<b>C. Cash Flow from Financing Activities: (Refer Note 9d)</b>		
Proceeds from Issue of Shares on Preferential basis, net of expenses relating (Repayment)/Proceeds from Short Term Borrowings (Net)	51,08,60,284	-
Finance Costs Paid	(12,51,822)	(1,239)
<b>Net Cash Used in Financing Activities</b>	<b>50,96,08,462</b>	<b>(7,51,239)</b>
<b>Net Increase in Cash and Cash Equivalents [A+B+C]</b>	<b>49,89,09,424</b>	<b>(11,49,093)</b>
<b>Cash and Cash Equivalents at the beginning of the Year</b>	<b>65,40,742</b>	<b>76,89,835</b>
<b>Cash and Cash Equivalents as at End of the Year</b>	<b>50,54,50,166</b>	<b>65,40,742</b>

The accompanying notes are an integral part of the financial statements

As per our report of even date  
 For Sreedar Mohan & Associates  
 Chartered Accountants  
 Firm Regn. No 012722S

V.V. Mohan Reddy  
 per V V Mohan Reddy  
 Partner  
 M. No. 217578



Hyderabad  
 Date: 18th April 2022

On behalf of the Board  
 For Celstial E-Mobility Private Limited

Kalyan Kumar Paul  
 Director

Siddhantha Durnirajan  
 Director



**Celestial E-mobility Private Limited**  
Statement of Changes in Equity as at 31-03-2022  
CIN No : U35999TG2019PTC111892

**A. Equity Share Capital**

Particulars	Number of Shares	Amount
Balance as at 01 April 2021	1,26,250	15,62,300
Add: Equity Shares Allotted during the year	46,287	4,62,870
Balance as at 31 March 2022	2,02,537	20,25,170

**B. Other Equity**

Particulars	Reserves and Surplus			Other Comprehensive Income / Loss	Total
	Securities Premium	Other Equity	Retained Earnings		
Balance as at 1 April 2021	95,94,874	-	-	-	95,94,874
Issue of Equity Shares net of transaction costs	51,37,55,371	-	-	-	53,37,54,271
Less: Write off of Expenses related to Issue of Shares	(2,33,57,857)	-	-	-	(2,33,57,857)
Other Comprehensive Income / Loss for the year, net of tax	-	-	-	-	-
Balance as at 31 March 2022	51,99,93,289	-	-	-	51,99,93,289
Balance as at 1 April 2021	-	-	(37,43,099)	-	(37,43,099)
Profit for the year	-	-	(4,40,23,223)	-	(4,40,23,223)
Other Comprehensive Income / Loss for the year, net of tax	-	-	-	-	-
Balance as at 31 March 2022	51,99,93,289	-	(4,77,66,318)	-	47,22,26,971

See accompanying notes forming part of the financial statements

As per our report of even date

For Sreedhar Mohan & Associates  
Chartered Accountants  
Firm Regn. No 0127725



V.V. Mohan Reddy  
per V.V. Mohan Reddy  
Partner  
M. No. 217378

Hyderabad  
Date: 18th April 2022

  
Siddhartha Chinnagan  
Director

  
Kedhan Kumar Paul  
Director



Celestial E-mobility Private Limited  
 CIN No : U35999TG2019PTC131892  
 Notes to Financial Statements as at March 31, 2022  
 (All the amounts are in Indian Rupees, except otherwise stated)

**Note 3 : Property, Plant and Equipment**

Particulars	Gross Carrying Value				Accumulated Depreciation				Net Carrying Value	
	As at 01 April 2021	Additions	Deletions	As at 31 March 2022	As at 01 April 2021	Depreciation for the Year	Deletions	As at 31 March 2022	As at 31 March 2022	As at 31 March 2021
Deemed cost (gross carrying amount)										
<b>Tangible Assets</b>										
Plant & Machinery	93,301	1,13,700	-	2,07,002	2,434	9,993	-	12,427	1,94,575	90,868
Computers and data processing units	22,203	2,50,649	-	2,72,852	9,082	47,440	-	56,522	2,16,330	13,121
<b>Total</b>	<b>1,15,504</b>	<b>3,64,349</b>	<b>-</b>	<b>4,79,853</b>	<b>11,516</b>	<b>57,433</b>	<b>-</b>	<b>68,948</b>	<b>4,10,905</b>	<b>1,03,988</b>
<b>Previous Year Total</b>	<b>13,650</b>	<b>1,02,454</b>	<b>-</b>	<b>1,15,504</b>	<b>262</b>	<b>11,254</b>	<b>-</b>	<b>11,516</b>	<b>1,05,988</b>	<b>12,768</b>
<b>Note 4 : Intangible assets under Development</b>										
Product development	42,24,983	2,29,79,749	-	2,72,04,732	-	-	-	-	2,72,04,732	42,24,983
<b>Total</b>	<b>42,24,983</b>	<b>2,29,79,749</b>	<b>-</b>	<b>2,72,04,732</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,72,04,732</b>	<b>42,24,983</b>
<b>Previous Year Total</b>	<b>23,08,853</b>	<b>19,16,130</b>	<b>-</b>	<b>42,24,983</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>42,24,983</b>	<b>-</b>

Note: Product development includes amounts incurred by the Company towards development of prototype e-tractor that runs on electricity/battery.

**Note 4b. Intangible Assets Under Development**

Particulars	< 1 Year	1 - 2 Years	2 - 3 Years	> 3 Years	31-Mar-22	< 1 Year	1 - 2 Years	2 - 3 Years	> 3 Years	31-Mar-21
Intangible Assets in progress	2,29,79,719	42,24,983	-	-	2,72,04,732	23,08,853	19,16,130	-	-	-
Intangible Assets temporarily suspended	-	-	-	-	-	-	-	-	-	-

**Notes:**

a. All the above assets are owned by the Company unless otherwise stated as leased asset.



Note No.	Particulars	As at 31 March 2022	As at 31 March 2021	As at 01 April 2020
5	<b>Investments</b>			
	10,000 of ₹10/- each in Celestial E-Trac Private Limited	1,00,000	-	-
	<b>Total</b>	<b>1,00,000</b>	<b>-</b>	<b>-</b>
6	<b>Inventories</b>			
	Stores and spares	14,03,447	-	-
	<b>Total</b>	<b>14,03,447</b>	<b>-</b>	<b>-</b>
7	<b>Cash and Bank Balances</b>			
	Balances with Banks in Current Accounts	50,54,47,166	64,39,402	75,73,690
	Cash and Cash equivalents	3,000	1,01,340	1,16,145
	<b>Total</b>	<b>50,54,50,166</b>	<b>65,40,742</b>	<b>76,89,835</b>
8	<b>Other Financial assets</b>			
	Other Financial Assets	-	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>
9	<b>Other Current Assets</b>			
	Prepaid Expenses	64,978	-	-
	Balances with statutory/government authorities	1,14,21,533	6,89,631	5,40,766
	Security Deposit	2,73,100	5,300	-
	Other Current Assets	56,601	51,750	-
	Other Receivables	-	61,079	2,68,551
	<b>Total</b>	<b>1,18,16,312</b>	<b>8,07,960</b>	<b>8,09,317</b>

Note No.	Particulars	As at 31 March 2022	As at 31 March 2021	As at 01 April 2020
10	<b>Share Capital and Premium</b>			
	<b>Authorised Share Capital</b>			
	2,50,000 Equity shares of ₹10/- each	25,00,000	20,00,000	20,00,000
		<b>25,00,000</b>	<b>20,00,000</b>	<b>20,00,000</b>
	<b>Issued, subscribed and fully paid-up share capital</b>			
	Equity shares of ₹10/- each fully paid.			
	Balances at the beginning of the year	15,62,500	15,62,500	15,62,500
	Add: Shares issued for cash during the year	4,52,870	-	-
	<b>Total issued, subscribed and fully paid-up share capital</b>	<b>20,25,370</b>	<b>15,62,500</b>	<b>15,62,500</b>



**A Reconciliation of the shares outstanding at the beginning and at the end of the reporting year:**

Particulars	As at 31 March 2022		As at 31 March 2021		As at 1 April 2020	
	Number	Amount	Number	Amount	Number	Amount
Equity shares of ₹10/- each fully paid	-	-	-	-	-	-
At the beginning of the year	1,56,250	15,62,500	1,56,250	15,62,500	1,56,250	15,62,500
Additions	46,287	4,62,870	-	-	-	-
Outstanding at the end of the year	2,02,537	20,25,370	1,56,250	15,62,500	1,56,250	15,62,500

**B Rights, preferences and restrictions attached to the equity shares:**

The Company has only one class of equity shares having par value of Rs. 10 each. Each shareholder is eligible for one vote per share held. The dividend, if proposed by the Board of Directors, is subject to the approval of the shareholders in the ensuing general meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by equity shareholders.

**C The details of shareholders holding more than 5% shares in the Company:**

Particulars	As at 31 March 2022		As at 31 March 2021		As at 31 March 2021	
	Number	%	Number	%	Number	%
TI Clean Mobility Private Limited	1,41,677	70%	-	-	-	-
Siddhartha Durnirajan	30,430	15%	50,000	32%	50,000	32%
Syed Mubasheer Ali	30,430	15%	50,000	32%	50,000	32%
Meka Sudhakar Reddy	-	0%	31,250	20%	31,250	20%
M Vinod Kumar	-	0%	12,500	8%	12,500	8%
T Midhan Kumar	-	-	12,500	8%	12,500	8%
Total	2,02,537	100%	1,56,250	100%	1,56,250	100%

**D The details of changes in shareholding of Promoters are as under**

Shares held by promoters at the end of the year					
Sl No	Promoter Name	No. of shares at the beginning of the year	No. of Shares at the end of the year	% of total shares	% of Change during the year
1	Siddhartha Durnirajan	50,000	30,430	15%	17%
2	Syed Mubasheer Ali	50,000	30,430	15%	17%



Note No.	Particulars	Other Reserves	
		As at 31st March 2022	As at 31st March 2021
11	General reserve	-	-
	<b>Securities Premium</b>		
	Balance, at the beginning of the year	-	-
	Additions during the year	95,95,875	95,95,875
	Less: Write off of Expenses related to Fresh Issue of Shares*	53,37,35,271	-
	Balance, at the end of the year	(2,33,57,857)	-
		51,99,93,289	95,95,875
	<b>Total Other Equity</b>	<b>51,99,93,289</b>	<b>95,95,875</b>
	<b>Retained Earnings</b>		
	Surplus in the statement of profit and loss		
	Balance, at the beginning of the year	-	-
	Add: Profit for the year	(37,43,095)	(13,68,584)
	Balance, at the end of the year	(4,40,23,223)	(23,74,411)
		(4,77,66,318)	(37,43,095)
	<b>Other Comprehensive Income</b>		
	Balance, at the beginning of the year	-	-
	Additions during the year	-	-
	Balance, at the end of the year	-	-
	<b>Total Other Equity</b>	<b>47,22,26,971</b>	<b>58,52,780</b>

\* The Securities premium received during the year represents the premium received towards allotment of 46,287 shares. This balance will be utilised in accordance with the provisions of Section 52 of the Companies Act 2013 towards issuance of fully paid bonus shares, write-off of preliminary expenses, commission / discount expenses on issue of shares / debentures, premium payable on redemption of redeemable preference shares / debentures and buyback of its own shares / securities under Section 68 of the Companies Act 2013.

Note No.	Particulars	Borrowings		
		As at 31 March 2022	As at 31 March 2021	As at 31 April 2020
12	<b>Borrowings</b>			
	Secured			
	Term Loans from banks	-	-	-
	Unsecured			
	Loans from Directors	-	-	7,50,000
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>7,50,000</b>

The Company borrowed Rs.5,00,00,000 from M/s Cholamandalam Investment & Finance Company Limited during the year at the rate of 12% by hypothecation of its receivables and securities and which was re-paid during the Financial Year.

13	<b>Other Financial Liabilities</b>			
	Security Deposits from Distributors	31,89,116	21,50,310	-
	<b>Total</b>	<b>31,89,116</b>	<b>21,50,310</b>	<b>-</b>
14	<b>Deferred tax Assets (net)</b>			
	Deferred Tax Assets		2,59,813	-
	Deferred Tax Liabilities	1,30,246	-	87,286
	<b>Total</b>	<b>1,30,246</b>	<b>2,59,813</b>	<b>-87,286</b>
15	<b>Employee Benefit Obligations</b>			
	Leave Obligations		-	-
	Post employment Obligations	5,63,179	-	-
	<b>Total</b>	<b>5,63,179</b>	<b>-</b>	<b>-</b>



Note No.	Particulars	As at 31 March 2022	As at 31 March 2021	As at 01 April 2020
16	<b>Other Non-Current Liabilities</b> Distributorship Advances	1,32,50,000	10,00,000	
	<b>Total</b>	<b>1,32,50,000</b>	<b>10,00,000</b>	-
17	<b>Trade and Other Payables</b>			
	Total outstanding dues of micro and small enterprises	5,26,315	-	-
	Total outstanding dues of creditors other than micro and small enterprises	2,14,11,306	74,967	-
	<b>Total</b>	<b>2,19,37,621</b>	<b>74,967</b>	-

**Trade Payables Ageing Schedule**

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
a) MSME	5,26,315	-	-	-	5,26,315
b) Others	2,14,11,306	-	-	-	2,14,11,306
<b>Total</b>	<b>2,19,37,621</b>	-	-	-	<b>2,19,37,621</b>

18	<b>Lease Liabilities</b> Analysed as Non-current				
	<b>Total</b>	-	-	-	-
19	<b>Employee Benefit Obligations</b> Leave Obligations Past employment Obligations				
	<b>Total</b>	-	-	-	-
20	<b>Other Financial Liabilities</b> Deferred Income				
		12,65,672	11,57,456		
	<b>Total</b>	<b>12,65,672</b>	<b>11,57,456</b>		
21	<b>Other Current Liabilities</b>				
	Advances from Customers	1,25,001	-	-	
	Statutory dues	89,20,662	1,05,523		21,990
	Other Payables	3,26,93,562	-		1,71,826
	Others	98,164	33,950		
	<b>Total</b>	<b>3,18,37,388</b>	<b>1,39,473</b>		<b>1,93,816</b>



**Note 30. Earnings Per Share**

The following reflects the Profit and Share data used in the basic and diluted EPS computations:

Particulars	Year Ended 31 Mar 2022	Year Ended 31 Mar 2021
Profit After Tax	(1,40,23,223)	(23,74,411)
Weighted average number of Shares *		
- Basic	1,40,218	1,56,250
- Diluted	-	-
Earning Per Share of Rs. 10 each		
- Basic	(274.77)	(15.20)
- Diluted	-	-

\*Weighted average number of Equity Shares in calculating Basic Earnings Per Share

**Note 31. Standards issued but not yet effective**

There were no Standards issued but not effective as at 31st March 2022.

**Note 32. Ratios**

Sl. No	Particulars	Year Ended 31 March 2022	Year Ended 31 March 2021
(i)	Current Ratio	9.42	5.36
(ii)	Debt Service Coverage Ratio (EBITDA / Finance Cost + Principal repayment on long term borrowing)	(28.54)	(65.93)
(iii)	Interest Service Coverage Ratio (EBITDA / Finance Cost)	(28.54)	(65.93)
(iv)	Inventory Turnover Ratio (Cost of goods sold / average inventory)	-	-
(v)	Trade Payables Turnover Ratio (Net Credit Purchases / Average Trade Payables)	-	-
(vi)	Debt-Equity Ratio (Debt/Equity)	-	-
(vii)	Long Term Debt to Working Capital Ratio (Long Term Debt / Working Capital excl Current maturities of long term debt)	-	-
(ix)	Total Debt to Total Assets (Total Debts / Total Assets)	-	-
(x)	Return on Equity Ratio (Net Profit after Taxes Less Preference Dividend) / Average Shareholder's Equity	(6.14)	(9.33)
(xi)	Trade Receivables Turnover Ratio (Turnover / Average trade receivables)	-	-
(xii)	Bad Debt to Accounts Receivable Ratio (Bad Debts / Average Trade Receivables)	-	-
(xiii)	Current Liability Ratio (Current Liabilities / Total Liabilities)	0.76	0.30
(xiv)	Net Capital Turnover Ratio (Net Sales / Working Capital)	-	-
(xv)	Return on Capital Employed (PBE / Average Capital Employed)	(5.88)	(6.37)
(xvi)	Return on Investment	-	0.06
(xvii)	Operating Margin (EBITDA / Turnover)	-	-
(xviii)	Net Profit Margin (PAT / Total Income)	-	-

**Reasons for change in the ratios**

The company is a start-up engaged inter alia in the design and manufacture of e-tractors. The company is not yet started commercial production and the ratios are not comparable.



**Note 34a. Contingent Liabilities**

Particulars	As at	As at
	31 Mar 2022	31 Mar 2021
(i) Disputed Income Tax demands under appeal / remand pending before various appellate/ assessing authorities against the Demerged Company (including interest and penalty).		
(ii) Disputed Service Tax, Excise and Customs duty demand pertaining to financial years 2001-02 to 2002-2003 under appeal pending before the Appellate Tribunal. The Management is of the opinion that the above demands are arbitrary and are not sustainable.	Nil	Nil
(iii) Claims against the Company not acknowledged as debts		
(iv) Amounts payable to employees with respect to retrospective applicability of amendments to the Corporate Guarantee (Refer Note d)		

**Notes:**

- (a) Demand Assessment Orders received from IT Authorities and Show Cause Notices received from various other government authorities, pending adjudication, have been assessed by the management and considered appropriately in the standalone financial statements.
- (b) The uncertainties and possible reimbursement in respect of the above mentioned contingent liabilities are dependent on the outcome of various legal proceedings and therefore, cannot be predicted accurately.
- (c) The Company considers the Cash flow in each of the cases to be uncertain and hence considered as Contingent Liabilities.

**Note 34b. Commitments**

Particulars	As at	As at
	31 Mar 2022	31 Mar 2021
(i) Estimated amount of contracts remaining to be executed on capital expenditure and not provided.	Nil	Nil
(ii) Export obligation under EPCG / Advance License Scheme to be fulfilled. The Company is confident of meeting its obligations under the Schemes within the Stipulated Period.	Nil	Nil

**Note 35. Disclosure in respect of Related Parties pursuant to Ind AS 24****a) List of Related Parties****I. Holding Company**

- a. TI Clean Mobility Private Limited

**II. Subsidiary Company**

- a. Celestial E-Tax Pvt Ltd

**III. Company having Significant Influence**

- a. D - Epat Private Limited  
b. Invilegio Software Private Limited

**IV. Other Entities**

- a. Chelamandham Investments & Finance Company Limited

**V. Key Management Personnel (KMP)**

- a. Mr. Siddharth Durairajan  
b. Mr. Syed Mushabeer Ali  
c. Mr. Thorapally Midhan Kumar

**VI. Non Executive Directors**

- a. Mr. Thorapally Midhan Kumar\*  
b. Mr. Meka Sudhakar Reddy†  
c. Mr. Suresh Swaminathan  
d. Mr. Kalyan Kumar Paul  
e. Mr. Mukesh Ahuja

\* Resigned w.e.f 04-05-2022

† Resigned w.e.f 04-05-2022



b) During the year the following transactions were carried out with the related parties in the ordinary course of business:

Transaction	Related Party	Year Ended	Year Ended
		31 Mar 2022	31 Mar 2021
Proceeds from issue of Equity Shares	TI Clean Mobility Private Limited	50,00,04,680	-
Purchases and Services received	D- Epat Private Limited	4,95,579	-
Remuneration	Siddharth Durai Rajan	64,00,000	-
	Syed Mushabeer Ali	64,00,000	-
Proceeds on Bridge Loan	Cholamandalam Investment and Finance Company Limited	5,00,00,000	-
Repayment of Bridge Loan	Cholamandalam Investment and Finance Company Limited	5,00,00,000	-
Subscription to Equity Shares	Celestial H Trac Private Limited	1,00,000	-
Balances	Related Party	As at	As at
		31 Mar 2022	31 Mar 2021
Payable	Siddharth Durairajan	1,76,305	-
	Syed Mushabeer Ali	5,53,225	-

**Terms and Conditions of transaction with Related Parties**

The sale to and purchases from Related Parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in Cash. For the year ended 31st March 2022, the Company has not recorded any impairment of receivables relating to amounts owed by Related Parties.

0) Details of remuneration to Key Managerial Personnel are given below:

Particulars	Year Ended	Year Ended
	31 Mar 2022	31 Mar 2021
- Salaries and Allowances	1,20,00,000	-
- Provident Fund and Super Annuation	-	-
- Perquisites	-	-
- Incentive	-	-
- Fair value Cost of Stock options granted	-	-
- Sitting Fees and Commission to Non executive directors	-	-
	<b>1,20,00,000</b>	-

The above figures do not include provisions for unaccrued leave and gratuity as separate actuarial valuations is not available.

**Note 36, Leases**

The Company also has certain leases of Land & Building with lease terms of 12 months or less. The Company applies the 'short-term lease' recognition exemptions for these leases.

Set out below are the carrying amounts of lease liabilities included under financial liabilities and the movements during the period:



**Note 37.1. Fair Values**

The following table presents the carrying amounts and fair value of each category of financial assets and liabilities.

Particulars	Carrying Value		Fair Value	
	As at 31 March 2022	As at 31 March 2021	As at 31 March 2022	As at 31 March 2021
<b>Financial assets</b>				
FVTOCI Investments	-	-	-	-
FVTPL Investments	-	-	-	-
Other Financial Assets - Non Current	-	-	-	-
Loans	-	-	-	-
Trade Receivables	-	-	-	-
Cash & Bank balances	-	-	-	-
Derivative Instruments	-	-	-	-
Other Financial Assets - Current	-	-	-	-
<b>Total</b>				
<b>Financial liabilities</b>				
Borrowings - Non Current	-	-	-	-
Borrowings - Current	-	-	-	-
Trade Payables	-	-	-	-
Lease Liability - Non Current	-	-	-	-
Lease Liability - Current	-	-	-	-
Derivative Instruments	-	-	-	-
Other Financial Liabilities - Current	-	-	-	-
<b>Total</b>	<b>28,86,418</b>	<b>21,11,053</b>	<b>28,86,418</b>	<b>21,11,053</b>
	<b>28,86,418</b>	<b>21,11,053</b>	<b>28,86,418</b>	<b>21,11,053</b>

The management assessed that cash and cash equivalents, trade receivables, loans, current investments, other financial assets, short term borrowings, trade payables and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- The fair values of quoted equity investments are derived from quoted market prices in active markets.
- The fair values of certain unquoted equity investments have been estimated using Discounted Cash-flow Model (DCF). The valuation is based on certain assumptions like forecast cash-flows, discount rate, etc.
- The fair value of borrowings is estimated by discounting expected future cash flows using a discount rate equivalent to the risk-free rate of return, adjusted for the Credit spread considered by the lenders for instruments of the similar maturity.
- Derivatives are fair valued using market observable rates and published prices.

**Note 37.2. Fair Values Hierarchy**

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities:

**Quantitative disclosures fair value measurement hierarchy for assets as at 31st March 2022:**

Particulars	Fair Value Measurement using			
	Total	Quoted Price in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<b>Asset measured at fair value:</b>				
FVTOCI Investments	-	-	-	-
FVTPL Investments	-	-	-	-
Foreign Exchange Forward Contracts	-	-	-	-
<b>Assets for which fair values are disclosed:</b>				
Investment Properties *	-	-	-	-

There have been no transfers between the level 1, level 2 and level 3 during the period.

**Quantitative disclosures fair value measurement hierarchy for liabilities as at 31st March 2022:**

Particulars	Fair Value Measurement using			
	Total	Quoted Price in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<b>Asset measured at fair value:</b>				
FVTOCI Investments	-	-	-	-
FVTPL Investments	-	-	-	-
Foreign Exchange Forward Contracts	-	-	-	-
<b>Assets for which fair values are disclosed:</b>				
Investment Properties *	-	-	-	-

There have been no transfers between the level 1 and level 2 during the period.



Quantitative disclosures fair value measurement hierarchy for assets as at 31st March 2021:

Particulars	Fair Value Measurement using			
	Total	Quoted Price in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<b>Asset measured at fair value:</b>				
FVTOCI Investments	-	-	-	-
FVTPL Investments	-	-	-	-
Foreign Exchange forward Contracts	-	-	-	-
<b>Assets for which fair values are disclosed:</b>				
Investment Properties *	-	-	-	-

There have been no transfers between the level 1 and level 2 during the period.

Quantitative disclosures fair value measurement hierarchy for liabilities as at 31st March 2021:

Particulars	Fair Value Measurement using			
	Total	Quoted Price in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<b>Asset measured at fair value:</b>				
FVTOCI Investments	-	-	-	-
FVTPL Investments	-	-	-	-
Foreign Exchange forward Contracts	-	-	-	-
<b>Assets for which fair values are disclosed:</b>				
Investment Properties *	-	-	-	-

There have been no transfers between the level 1 and level 2 during the period.

**Note 18. Financial Risk Management Objectives and Policies**

The Company's principal financial liabilities, other than derivatives, comprise of borrowings and trade payables. The main purpose of these financial liabilities is to raise finance for the Company's operations. The Company has various financial assets such as trade receivables, cash and short-term deposits, which arise directly from its operations. The Company also holds FVTOCI investments and enters into derivative transactions.

**A. Market Risk**

Market risk is the risk of any loss in future earnings, in realizable fair values or in future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity price fluctuations, liquidity and other market changes. Future specific market movements cannot be normally predicted with reasonable accuracy.

**Foreign Currency Exchange Rate Risk**

The fluctuation in foreign currency exchange rates may have potential impact on the income statement and equity, where any transaction references more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the respective Company.

The Company, as per its forex policy, uses foreign exchange and other derivative instruments primarily to hedge foreign exchange and interest rate exposure.

The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. It hedges a part of these risks by using derivative financial instruments in accordance with its forex policy.



## ii Equity Price Risk

Equity Price Risk is related to the change in market/reference price of the investments in equity securities.

The majority of the Company's investments are in the shares of group companies, which are carried at cost. The Company has investments in other equity investments, of only ₹0.00 Cr. as at 31st March 2022.

## B. Credit Risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses both the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks.

Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, loans and advances and derivative financial instruments. None of the financial instruments of the Company result in material concentrations of credit risks.

Credit risk from balances with banks and investment of surplus funds in mutual funds is managed by the Company's treasury department. The objective is to minimise the concentration of risks and therefore mitigate financial loss.

## C. Liquidity Risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements.

The Company has obtained fund and non-fund based working capital lines from various banks. Furthermore, the Company has access to funds from debt markets through commercial paper, non-convertible debentures, and other debt instruments. The Company invests its surplus funds in bank fixed deposit and liquid and liquid plus schemes of mutual funds, which carry no/low mark to market risks. The Company also invests 15% of the non-convertible debentures (taken by the Company) falling due for repayment in the next 12 months in bank deposits, to meet the regulatory norms of liquidity requirements.

The Company also constantly monitors funding options available in the debt and capital markets with a view to maintaining financial flexibility.

The table below provides details regarding the contractual maturity of financial liabilities based on Contractual undiscounted payments:

	On demand	Less than 3 months	3 to 12 months	> 1 year	Total
<b>As at 31st March 2022</b>					
Borrowings	-	-	-	-	-
Other financial liabilities	-	-	-	31,49,116	31,49,116
Trade and other payables	-	-	-	-	-
Derivatives	-	-	-	-	-
Lease Liabilities	-	-	-	-	-
	-	-	-	31,49,116	31,49,116
<b>As at 31st March 2021</b>					
Borrowings	-	-	-	-	-
Other financial liabilities	-	-	-	21,50,310	21,50,310
Trade and other payables	-	-	-	-	-
Derivatives	-	-	-	-	-
Lease Liabilities	-	-	-	-	-
	-	-	-	21,50,310	21,50,310



**Note 39: Capital Management**

The Company's capital management is intended to create value for shareholders by facilitating the meeting of long-term and short-term goals of the Company.

The Company determines the amount of capital required on the basis of annual operating plans and long-term product and other strategic investment plans. The funding requirements are met through internal accruals, nonconvertible debentures, financial commercial borrowings and other long-term/short-term borrowings. The Company's policy is aimed at combination of short-term and long-term borrowings.

The Company monitors capital employed using a Debt equity ratio, which is total debt divided by total equity and maturity profile of the overall debt portfolio of the Company.

The following table summarizes the capital of the Company:

Particulars	As at	As at
	31 March 2022	31 March 2021
Borrowings		
- Long term	-	-
- Short term	-	-
- Other Current liabilities (Current maturities of Long term Borrowing)	-	-
<b>Total Debt</b>	<b>-</b>	<b>-</b>
Equity Share Capital	20,25,370	15,62,500
Other Equity	47,22,26,971	58,52,780
<b>Equity</b>	<b>47,42,52,341</b>	<b>74,15,280</b>
Debt Equity ratio	-	-

**Note: 40 Business Combination**

During the year, TI-Clean Mobility has acquired 70% of controlling stake in the Company by subscribing to 44,630 shares of fresh issue by the Company and by way of acquisition of 97,647 shares from existing shareholders of the Company.

The shareholding pattern of Company at pre-acquisition & Post-acquisition are as follows

Particulars	Pre-acquisition		Post-acquisition	
	Number	%	Number	%
TI Clean Mobility Private Limited	-	-	1,41,677	70%
Siddhartha Durairajan	50,000	32%	30,430	15%
Syed Mubashir Ali	50,000	32%	30,430	15%
Meka Sudhakar Reddy	31,250	20%	-	0%
M Vinod Kumar	12,500	8%	-	0%
T Mohan Kumar	12,500	8%	-	0%
<b>Total</b>	<b>1,56,250</b>	<b>100%</b>	<b>2,02,537</b>	<b>100%</b>



**Note 4) Explanation of transition to Ind AS**

As stated in Note 2, these are the Company's first standalone financial statements prepared in accordance with Ind AS. For the year ended 31 March 2022, the Company had prepared its standalone financial statements in accordance with Companies (Accounting Standards) Rules, 2006, notified under Section 133 of the Act and other relevant provisions of the Act ('previous GAAP').

The accounting policies set out in Note 3 have been applied in preparing these standalone financial statements for the year ended 31 March 2022 including the comparative information for the year ended 31 March 2021 and the opening Ind AS balance sheet on the date of transition i.e. 1 April 2020.

In preparing its standalone Ind AS balance sheet as at 1 April 2020 and in presenting the comparative information for the year ended 31 March 2021, the Company has adjusted amounts reported previously in standalone financial statements prepared in accordance with previous GAAP. This note explains the principal adjustments made by the Company in restating its financial statements prepared in accordance with previous GAAP, and how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

In preparing these standalone financial statements, the Company has applied the below mentioned optional exemptions and mandatory exceptions:

**A. Optional exemptions availed****1. Property plant and equipment, capital work-in-progress and intangible assets**

As per Ind AS 101 an entity may elect to:

- measure as items of property, plant and equipment at the date of transition at its fair value and use that fair value as its deemed cost at that date.
- use a previous GAAP revaluation of an item of property, plant and equipment at or before the date of transition as deemed cost at the date of the revaluation, provided the revaluation was, at the date of the revaluation, broadly comparable to:
  - fair value,
  - or cost or depreciated cost under Ind AS adjusted to reflect, for example, changes in a general or specific price index.

(ii) use carrying values of property, plant and equipment as on the date of transition to Ind AS (which are measured in accordance with previous GAAP) if there has been no change in its functional currency on the date of transition.

As permitted by Ind AS 101, the Company has elected to carry the previous GAAP carrying values as deemed cost for all of the items of property, plant and equipment and capital work-in-progress.

**2. Classification and measurements of financial assets**

Ind AS 101 requires an entity to assess classification of financial assets on the basis of facts and circumstances existing as on the date of transition. Further, the standard permits measurement of financial assets accounted at amortised cost based on facts and circumstances existing at the date of transition if retrospective application is impracticable.

Accordingly, the Company has determined the classification of financial assets based on facts and circumstances that exist on the date of transition. Measurement of the financial assets accounted at amortised cost has been done retrospectively except where the same is impracticable.

**B.1 RECONCILIATION OF EQUITY**

Particulars	As at date of transition 01 April 2020			As at date of transition 31 March 2021		
	IGAAP	Ind AS Impact	Ind AS	IGAAP	Ind AS Impact	Ind AS
<b>ASSETS</b>						
<b>Non-current assets</b>						
(a) Property, Plant and Equipment	12,788	-	12,788	1,03,988	-	1,03,988
(b) Intangible Assets under Development	23,08,853	-	23,08,853	42,24,983	-	42,24,983
(c) Investments	-	-	-	-	-	-
- Investment in Subsidiaries, Joint venture and Associates	-	-	-	-	-	-
(d) Deferred Tax Asset (Net)	-	-	-	3,09,794	(49,981)	2,59,813
<b>Current Assets</b>						
(a) Inventories	-	-	-	-	-	-
(b) Financial Assets						
i) Trade Receivables	-	-	-	-	-	-
ii) Cash and Cash Equivalents	16,89,835	-	16,89,835	65,40,742	-	65,40,742
iv) Bank balances other than (iii) above	60,00,000	-	60,00,000	-	-	-
v) Other Financial Assets	-	-	-	-	-	-
(d) Other Current Assets	8,09,317	-	8,09,317	-	-	8,07,960
<b>Total Current Assets</b>	<b>84,99,152</b>		<b>84,99,152</b>			<b>73,48,702</b>
<b>Total</b>	<b>1,08,20,793</b>		<b>1,08,20,793</b>			<b>1,19,37,487</b>



<b>Equity</b>						
(a) Share capital	15,62,500		15,62,500	15,62,500	-	15,62,500
(b) Other Equity	82,27,190		82,27,190	57,10,527	1,42,253	58,52,780
<b>Total</b>	<b>97,89,690</b>		<b>97,89,690</b>	<b>72,73,027</b>	<b>1,42,253</b>	<b>74,15,280</b>
<b>Non-current liabilities</b>						
<b>Financial Liabilities</b>						74,15,280
(a) Borrowings	-		-	-	-	-
(c) Other Financial Liabilities	-		-	45,00,000	(13,49,690)	31,50,310
(d) Deferred tax liabilities (Net)	-		-	-	-	-
(e) Employee Benefit Obligations	87,286		87,286	-	-	-
<b>Total Non - Current Liabilities</b>	<b>87,286</b>		<b>87,286</b>	<b>45,00,000</b>	<b>(13,49,690)</b>	<b>31,50,310</b>
<b>Current Liabilities</b>						
<b>Financial Liabilities</b>						31,50,310
(a) Borrowings	-		-	-	-	-
(b) Trade and other payables	7,50,000		7,50,000	74,967	-	74,967
(c) Lease Liabilities	-		-	-	-	-
(d) Employee Benefit Obligations	-		-	-	-	-
(e) Other Current Liabilities	-		-	1,39,473	-	1,39,473
(f) Other Financial Liabilities	1,93,816		1,93,816	-	11,57,456	11,57,456
<b>Total Current Liabilities</b>	<b>9,43,816</b>		<b>9,43,816</b>	<b>2,14,440</b>	<b>11,57,456</b>	<b>13,71,896</b>
<b>Total</b>	<b>1,08,20,792</b>	<b>-</b>	<b>1,08,20,792</b>	<b>1,19,87,467</b>	<b>(49,981)</b>	<b>1,19,37,486</b>

B.2

Particulars	As at 31st March 2021		
	IGAAP	Ind AS Impact	Ind AS
Revenue			
Other Income	1,94,254	2,31,491	4,25,745
	1,94,254	2,31,491	4,25,745
Employee Benefit expense	4,85,764	0	4,85,764
Finance costs	1,239	39,257	40,496
Depreciation and Amortisation Expenses	11,254	(0)	11,254
Other expenses	26,09,741	-	26,09,741
	31,07,998	39,257	31,47,255
<b>Profit(Loss) before tax</b>	<b>(29,13,744)</b>	<b>1,92,234</b>	<b>(27,21,510)</b>
Tax expense	(3,97,080)	49,981	(3,47,099)
<b>Profit(Loss) for the period</b>	<b>(25,16,664)</b>	<b>1,42,253</b>	<b>(23,74,411)</b>
<b>Other comprehensive income / (loss)</b>			
Items that will not be reclassified to profit or loss			
Remeasurements of the defined benefit plans	-	-	-
Income tax on above items	-	-	-
<b>Other comprehensive income / (loss) for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Comprehensive Income for the year</b>	<b>(25,16,664)</b>	<b>1,42,253</b>	<b>(23,74,411)</b>



**C Explanation of transition to Ind AS**

**a. Re-classification of financial assets and liabilities**

Under Ind AS, all financial assets and liabilities are to be disclosed separately on the face of the Balance Sheet. Under previous GAAP, there was no such requirement. Thus, all the assets and liabilities meeting the recognition criteria of financial asset or liability as per Ind AS 32 and 109 have been re-classified and shown separately on the face of the Balance Sheet.

**b. Income Taxes**

Under previous GAAP, deferred taxes are computed for timing differences between accounting income and taxable income for the year i.e. using the 'Income Statement Approach'. Under Ind AS, deferred taxes are computed for temporary differences between the carrying amount of an asset or liability in the Balance Sheet and its Tax Base. This is referred to as the 'Balance Sheet Approach'. Based on this approach, additional deferred taxes have to be recognised by the Company on all Ind AS adjustments as the same would create temporary differences between the books and tax accounts.

**c. Prior period items**

Under Ind AS, material prior period errors are corrected retrospectively by restating the comparative amounts prior periods presented in which the error occurred or if the error occurred before the earliest period presented, by restating the opening Balance Sheet.

**d. Retained Earnings**

The above changes (decreased) increased total equity as follows:

Particulars	01st April 2020	31st March 2021
Equity under IGAAP	97,89,691	(38,85,349)
Fair value of financial liabilities	-	1,92,234
Tax impact on Ind AS Adjustments	-	(49,981)
<b>Equity under Ind AS</b>	<b>97,89,691</b>	<b>(37,43,096)</b>

**e** There were no significant reconciliation items between cash flows prepared under Indian GAAP and those prepared under Ind AS.

Note 42: The Company has reclassified / regrouped previous year figures to conform to this year's classification.

As per our report of even date  
For Sreedar Mohan & Associates  
Chartered Accountants  
Firm Reg. No 0327225

*V.V. Mohan Reddy*  
per V V Mohan Reddy  
Partner  
M. No. 217578



On behalf of the Board,  
For Celestial E - Mobility Private Limited

*Kalyan Kumar Paul*  
Kalyan Kumar Paul  
Director

*Siddhartha Durmijan*  
Siddhartha Durmijan  
Director

Hyderabad  
Date: 18th April 2022



## Independent Auditor's Report

To  
The Members,  
**CELLESTIAL E-MOBILITY PRIVATE LIMITED**

### Report on the Audit of the Consolidated Financial Statements

We have audited the Consolidated Financial Statements of **CELLESTIAL E-MOBILITY PRIVATE LIMITED** (the "PARENT") and its subsidiary, (the Parent and its subsidiary together referred to as "the Group") which comprise the Consolidated Balance Sheet as at 31st March 2022, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and Consolidated Statement of Cash flows for the Year then ended and notes to the Consolidated financial statements, including a summary of significant Accounting Policies and other explanatory information.

### Opinion

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 Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022 their Consolidated Loss and their Consolidated total Comprehensive Income, their Consolidated Changes in Equity and their Consolidated cash flows for the year ended on that date.

### Basis of Opinion

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



that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Consolidated Financial Statements.

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

The Parent's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements, consolidated financial statements and our auditor's 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.

In connection with our audit of the Consolidated financial statements, our responsibility is to read the other information compare with the financial statements of subsidiaries either audited by the other auditors or unaudited by the management to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

#### **Management's Responsibilities**

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated financial statements that give a true and fair view of the financial position, financial performance and Cash Flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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



Those respective Board of Directors of Companies included in the Group and of its subsidiaries are also responsible for overseeing the Company's financial reporting process of the Group and of its

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group 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 to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated financial statements, including the disclosures, and whether the Consolidated financial



statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Materiality is the magnitude of misstatements 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 our 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 Parent and such other entities included in the Consolidated Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. 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 the key audit matters. We describe these matters in our auditor's report 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:**

We did not audit the Financial Statements of the subsidiary whose financial statements/ information reflects total assets of Rs. Nil as at 31 March 2022, total revenues at Rs. (39,220) and net cash flows amounting to Rs. 1,00,000 for the year end on that date as considered in the Consolidated Financial Statements. This financial statements / financial information are unaudited and have been furnished to us by the management. Our Opinion on the Consolidate Financial Statements, in so far as it relates to the amounts and disclosure included in respect of the subsidiary and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary 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 could be material to the Group.

Our Opinion on the consolidated financial statements, and our report on Other legal and Regulatory requirements below, is not modified in respect of the work done and the financial statements/ financial information certified by the management.



## Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit 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.
- (b) In our opinion, proper books of account as required by Law have been kept by the Company so far as it appears from our examination of those Books.
- (c) The Consolidated Balance Sheet and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of Consolidated Financial Statements.
- (d) In our opinion, the aforesaid Consolidated financial statements comply with the Ind AS specified under section 133 of Companies Act, 2013,
- (e) On the basis of the written representations received from the directors of the Parent as on 31st March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a Director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure – A
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

Section 197 of the Act does not applicable to the Company and hence reporting under the said clause is not applicable

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - a) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Group does not have any pending litigations which would impact its financial position
    - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;



iv. (a) the management has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kinds of funds) by the Company to or any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate beneficiaries;

(b) the management has represented, that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds (which are material either individually or in the aggregate) have been received by the company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The Company didn't declare or paid any dividends during the year

**For Sreedar Mohan & Associates**

Chartered Accountants

Firm Regn.No:012732S

*V.V. Mohan Reddy*

**V.V. Mohan Reddy**

Partner

Membership No: 217578

UDIN No: 22217578AJOBFF4511

Place: Hyderabad

Date: 18<sup>th</sup> April 2022

## ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 2(f) of our Report of even date]

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

In conjunction with our audit of the Consolidated Financial Statements of the Company as of and for the year ended 31st March 2022, we have audited the internal financial controls over financial reporting of Celestial E-Mobility Private Limited ("the Company" or "the Parent") and its subsidiary companies, which are incorporated in India, as of that date

### Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Parent, its subsidiary companies 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 Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 ("the Act").

### Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company, its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing 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



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 and the audit evidence obtained by the other auditors of the subsidiary companies, which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company, its subsidiary companies, its associate companies, which are companies 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 control 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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, to the best of our information and according to the explanations given to us and based on the consideration of other auditors referred to in the Other Matters paragraph below, the Parent, its subsidiary companies, which are companies 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 criteria for internal control over financial reporting 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 issued by the Institute of Chartered Accountants of India.

**Other matters**

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to one subsidiary company, which is incorporated in India, is based on the corresponding management representations of such subsidiary company incorporated in India.

**For Sreedar Mohan & Associates**

Chartered Accountants

Firm Regn.No:012722S

*V.V. Mohan Reddy*  
per **V. V. Mohan Reddy**  
Partner

Membership No: 217578

UDIN No: 22217578AJOBFF4511

Place: Hyderabad

Date: 18<sup>th</sup> April 2022

Particulars		Notes	As at 31 March 2022	As at 31 March 2021	As at 01 April 2020
<b>I</b>	<b>ASSETS</b>				
	<b>1 Non-current assets</b>				
	(a) Property, Plant and Equipment	3	4,10,985	1,05,988	12,788
	(b) Intangible Assets under Development	4	2,72,04,732	42,24,983	23,08,853
	(c) Financial Assets				
	i) Investment in Subsidiaries, Joint venture and Associates	5	-	-	-
	(d) Deferred Tax Assets	14	-	2,59,813	-
	<b>Total Non - Current Assets</b>		<b>2,76,15,637</b>	<b>45,88,784</b>	<b>13,21,641</b>
	<b>2 Current Assets</b>				
	(a) Inventories	6	14,03,447	-	-
	(b) Financial Assets				
	i) Trade Receivables		-	-	-
	ii) Cash and Cash Equivalents	7	50,55,50,166	65,40,742	76,89,835
	iii) Other Financial Assets	8	-	-	-
	(d) Other Current Assets	9	1,18,16,312	8,07,960	8,09,317
	<b>Total Current Assets</b>		<b>51,87,69,925</b>	<b>73,48,702</b>	<b>84,99,152</b>
	<b>TOTAL ASSETS</b>		<b>54,63,85,562</b>	<b>1,19,37,486</b>	<b>1,08,20,793</b>
<b>II</b>	<b>EQUITY AND LIABILITIES</b>				
	<b>EQUITY</b>				
	<b>1 Equity</b>				
	(a) Share capital	10	20,25,370	15,62,500	15,62,500
	(b) Other Equity	11	47,21,87,751	58,52,780	82,27,191
	<b>Total equity</b>		<b>47,42,13,121</b>	<b>74,15,280</b>	<b>97,89,691</b>
	<b>LIABILITIES</b>				
	<b>1 Non-current liabilities</b>				
	(a) Financial Liabilities				
	i) Borrowings	12	-	-	7,50,000
	ii) Other Financial Liabilities	13	31,49,116	21,50,310	-
	(iii) Employee Benefit Obligations	15	5,63,179	-	-
	(b) Deferred tax liabilities	14	1,16,465	-	87,286
	(c) Other Non - Current Liabilities	16	1,32,50,000	10,00,000	-
	<b>Total Non - Current Liabilities</b>		<b>1,70,78,759</b>	<b>31,50,310</b>	<b>8,37,286</b>
	<b>2 Current Liabilities</b>				
	(a) Financial Liabilities				
	(i) Trade and other payables				
	- total outstanding dues of micro-enterprises and small enterprises	17	2,19,37,621	74,967	-
	- total outstanding dues of creditors other than micro-enterprises and small enterprises				
	(ii) Other Financial Liabilities	20	12,65,672	11,57,456	-
	Other Current Liabilities	21	3,18,90,388	1,39,473	1,93,816
	<b>Total Current Liabilities</b>		<b>5,50,93,681</b>	<b>13,71,896</b>	<b>1,93,816</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>54,63,85,562</b>	<b>1,19,37,486</b>	<b>1,08,20,793</b>

As per our report of even date

For Sreedar Mohan & Associates  
 Chartered Accountants  
 Firm Regn. No 0127225

per V V Mohan Reddy  
 Partner  
 M. No. 217578

Hyderabad  
 Date: 18-Apr-2022



On behalf of Board  
 Celestial E-Mobility Private Limited

Kalyan Kumar Paul  
 Director

Siddhartha Duramjan  
 Director



**Celstial E-mobility Private Limited**

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

CIN No : U35999TG2019PTC131892

Particulars	Notes	Year ending 31 March 2022	Year ending 31 March 2021
Revenue	22	-	-
Other Income	23	6,27,146	4,25,745
<b>Total Income</b>		<b>6,27,146</b>	<b>4,25,745</b>
Cost of Materials Consumed		-	-
Purchases of Stock-in-Trade		-	-
Changes in inventories of finished goods, Stock-in-Trade and work-in-progress		-	-
Employee Benefit expense	24	67,12,453	4,85,764
Finance costs	25	14,75,263	40,496
Depreciation and Amortisation	26	57,433	11,254
Other expenses	27	3,60,68,163	26,09,741
<b>Total Expenses</b>		<b>4,43,13,310</b>	<b>31,47,255</b>
<b>Profit/(Loss) before tax</b>		<b>(4,36,86,164)</b>	<b>(27,21,510)</b>
Tax expense	28	3,76,278	(3,47,099)
<b>Profit/(Loss) for the period</b>		<b>(4,40,62,443)</b>	<b>(23,74,411)</b>
<b>Other comprehensive income / (loss)</b>			
Items that will not be reclassified to profit or loss			
Remeasurements of the defined benefit plans		-	-
Income tax on above items		-	-
<b>Other comprehensive income / (loss) for the year</b>		<b>-</b>	<b>-</b>
<b>Total Comprehensive Income for the year</b>		<b>(4,40,62,443)</b>	<b>(23,74,411)</b>
<b>Earnings per equity share of face value of ₹10 each</b>			
Basic and Diluted		(275.01)	(15.20)
Corporate Information	1		
Significant Accounting Policies	2		

See accompanying notes forming part of the standalone financial statements

As per our report of even date

On behalf of Board

**For Sreedar Mohan & Associates**

Chartered Accountants

Firm Regn. No 012722S

*Y. V. Mohan Reddy*

per **Y V Mohan Reddy**

Partner

M. No. 217578



**Celstial E-Mobility Private Limited**

*Katyan Kumar Paul*  
Katyan Kumar Paul  
Director

*Siddhantha Durairajan*  
Siddhantha Durairajan  
Director



Hyderabad

Date: 18-Apr-2022

**Celstial E-mobility Private Limited**

Consolidated statement of Cash Flows for the Year ended 31 March 2022

CIN No : U35999TG2019PTC131892

Particulars	Year Ended 31 Mar 2022	Year Ended 31 Mar 2021
<b>A. Cash Flow from Operating Activities:</b>		
<b>Profit Before Tax after exceptional items</b>	<b>(4,36,86,164)</b>	<b>(27,21,510)</b>
<u>Adjustments to reconcile Profit Before Tax to Net Cash Flows:</u>		
Depreciation on Property, Plant and Equipment	57,433	11,254
Finance Income (including Fair Value changes in Financial Instruments)	(3,10,728)	(1,94,254)
Finance Costs	12,51,822	1,239
Dividend Income		
<b>Operating Profit before Working Capital / Other Changes</b>	<b>(4,26,87,637)</b>	<b>(29,03,272)</b>
Adjustments for :		
Increase/(Decrease) in Long Term Liabilities	9,98,806	21,50,310
Increase/(Decrease) in Trade and Other Payables	2,18,62,653	74,967
Increase/(Decrease) in Employee Benefit Obligations	5,63,179	
Increase/(Decrease) in Other Financial Liabilities	1,08,216	11,57,456
Increase/(Decrease) in Other Current Liabilities	3,17,50,915	(54,343)
Decrease in Other Financial and Non-Current Liabilities	1,22,50,000	10,00,000
(Increase)/Decrease in Other Financial and Current Assets	(1,10,08,353)	1,358
(Increase)/Decrease in Inventories	(14,03,447)	-
<b>Cash Generated From Operations</b>	<b>1,24,34,333</b>	<b>14,26,476</b>
Income Tax paid (net of refunds)		
<b>Net Cash Flow from Operating Activities</b>	<b>1,24,34,333</b>	<b>14,26,476</b>
<b>B. Cash Flow from Investing Activities:</b>		
Capital Expenditure (Including Capital Work In Progress and Capital Advances)	(2,33,44,099)	(20,18,584)
Interest Income received	3,10,728	1,94,254
<b>Net Cash Used in Investing Activities</b>	<b>(2,30,33,371)</b>	<b>(18,24,330)</b>
<b>C. Cash Flow from Financing Activities: (Refer Note 9d)</b>		
Proceeds from Issue of Shares on Preferential basis, net of expenses relating to the issue	51,08,50,284	-
(Repayment)/Proceeds from Short Term Borrowings (Net)	-	(7,50,000)
Finance Costs Paid	(12,51,822)	(1,239)
<b>Net Cash Used in Financing Activities</b>	<b>50,96,08,462</b>	<b>(7,51,239)</b>
<b>Net Increase in Cash and Cash Equivalents [A+B+C]</b>	<b>49,90,09,424</b>	<b>(11,49,093)</b>
<b>Cash and Cash Equivalents at the beginning of the Year</b>	<b>65,40,742</b>	<b>76,89,835</b>
<b>Cash and Cash Equivalents as at End of the Year</b>	<b>50,55,50,166</b>	<b>65,40,742</b>

The accompanying notes are an integral part of the financial statements

As per our report of even date  
For Sreedar Mohan & Associates  
Chartered Accountants  
Firm Regn. No 012722S

V.V. Mohan Reddy  
per V V Mohan Reddy  
Partner  
M. No. 217578



Hyderabad  
Date: 18-Apr-2022

On behalf of the Board  
For Celstial E-Mobility Private Limited

Kalyan Kumar Paul  
Director

Siddhartha Durairajan  
Director



**Celestial E-mobility Private Limited**  
 Statement of Changes in Equity as at 31 March 2022  
 CIN No. : U33599 TG2019PTC131892

**A. Equity Share Capital**

Particulars	Number of Shares	Amount
Balance as at 01 April 2021	1,56,250	15,62,500
Add: Equity Shares Allotted during the year	46,287	4,62,870
Balance as at 31 March 2022	2,02,537	20,25,370

**B. Other Equity**

Particulars	Reserves and Surplus			Other Comprehensive Income / Loss	Total
	Securities Premium	Other Equity	Retained Earnings		
Balance as at 1 April 2021	95,95,875	-	-	-	95,95,875
Issue of Equity Shares net of transaction costs	53,37,55,271	-	-	-	53,37,55,271
Less: Write off of Expenses related to Issue of Shares	(2,33,57,857)	-	-	-	(2,33,57,857)
Other Comprehensive Income / loss for the year, net of tax	-	-	-	-	-
Balance as at 31 March 2022	51,99,93,289	-	-	-	51,99,93,289
Balance as at 1 April 2021	-	-	(37,43,095)	-	(37,43,095)
Profit for the year	-	-	(4,40,82,443)	-	(4,40,82,443)
Other Comprehensive Income / loss for the year, net of tax	-	-	-	-	-
Balance as at 31 March 2022	51,99,93,289	-	(4,78,05,538)	-	47,21,87,751

See accompanying notes forming part of the financial statements

As per our report of even date


For Sreedhar Mahas & Associates  
 Chartered Accountants  
 Firm Regn. No 812225



**N.V. Madan**  
 per V V Mahas Reddy  
 Partner  
 M. No. 217578

Hyderabad  
 Date: 18-Apr-2022

  
 Kalyani Kumar Paul  
 Director

  
 Siddhartha Duminraj  
 Director



**Note 3 : Property, Plant and Equipment**

Particulars	Gross Carrying Value			Accumulated Depreciation				Net Carrying Value		
	As at 01 April 2021	Additions	Deletions	As at 31 March 2022	As at 01 April 2021	Depreciation for the Year	Deletions	As at 31 March 2022	As at 31 March 2022	As at 31 March 2021
Deemed cost (gross carrying amount) Tangible Assets										
Plant & Machinery	93,301	1,13,700	-	2,07,002	2,434	9,993	-	12,427	1,94,575	90,864
Computers and data processing units	22,203	2,30,649	-	2,71,852	9,082	47,440	-	56,522	2,16,330	13,121
<b>Total</b>	<b>1,15,504</b>	<b>3,64,349</b>	-	<b>4,79,853</b>	<b>11,516</b>	<b>57,433</b>	-	<b>68,948</b>	<b>4,10,905</b>	<b>1,03,988</b>
<b>Previous Year Total</b>	<b>13,650</b>	<b>1,92,454</b>	-	<b>1,15,504</b>	<b>262</b>	<b>11,254</b>	-	<b>11,516</b>	<b>1,03,988</b>	<b>12,788</b>
<b>Note 4 : Intangible assets under Development</b>										
Product development	42,24,983	2,29,79,749	-	2,72,04,732	-	-	-	-	2,72,04,732	42,24,983
<b>Total</b>	<b>42,24,983</b>	<b>2,29,79,749</b>	-	<b>2,72,04,732</b>	-	-	-	-	<b>2,72,04,732</b>	<b>42,24,983</b>
<b>Previous Year Total</b>	<b>23,08,653</b>	<b>19,16,130</b>	-	<b>42,24,983</b>	-	-	-	-	<b>42,24,983</b>	-

Note: Product development includes amounts incurred by the Company towards development of prototype e-tractor that runs on electricity/battery

**Note 4b. Intangible Assets Under Development**

Particulars	< 1 Year	1 - 2 Years	2 - 3 Years	> 3 Years	31-Mar-22	< 1 Year	1 - 2 Years	2 - 3 Years	> 3 Years	31-Mar-21
Intangible Assets in progress	2,29,79,749	42,24,983			2,72,04,732	23,08,853	19,16,130			
Intangible Assets temporarily suspended										

**Notes:**

a. All the above assets are owned by the Company unless otherwise stated as leased asset.



**Celestial E-mobility Private Limited**  
Notes forming part of the financial statements for the year ended 31 March 2022

Note No.	Particulars	As at 31 March 2022	As at 31 March 2021	As at 01 April 2020
5	<b>Investments</b>			
	10,000 of Rs. 10/- each in Celestial E-Tone Private Limited	1,00,000	-	-
	<b>Total</b>	<b>1,00,000</b>	<b>-</b>	<b>-</b>
6	<b>Inventories</b>			
	Stores and spares	14,03,447	-	-
	<b>Total</b>	<b>14,03,447</b>	<b>-</b>	<b>-</b>
7	<b>Cash and Bank Balances</b>			
	Balances with Banks in Current Accounts	40,55,47,166	64,39,402	75,73,690
	Cash and Cash equivalents	3,000	1,01,340	1,16,145
	<b>Total</b>	<b>40,55,50,166</b>	<b>65,40,742</b>	<b>76,89,835</b>
8	<b>Other Financial assets</b>			
	Other Financial Assets	-	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>
9	<b>Other Current Assets</b>			
	Prepaid Expenses	64,378	-	-
	Balances with statutory/government authorities	1,14,21,633	6,89,631	5,40,766
	Security Deposit	2,73,100	5,500	-
	Other Current Assets	56,601	51,750	-
	Other Receivables	-	61,079	2,68,551
	<b>Total</b>	<b>1,18,16,312</b>	<b>8,07,560</b>	<b>8,09,317</b>

Note No.	Particulars	As at 31 March 2022	As at 31 March 2021	As at 01 April 2020
10	<b>Share Capital and Premium</b>			
	<b>Authorised Share Capital</b>			
	2,50,000 Equity shares of Rs. 10/- each	25,00,000	20,00,000	20,00,000
		<b>25,00,000</b>	<b>20,00,000</b>	<b>20,00,000</b>
	<b>Issued, subscribed and fully paid-up share capital</b>			
	Equity shares of Rs. 10/- each fully paid.			
	Balances at the beginning of the year	15,62,500	15,62,500	15,62,500
	Add: Shares issued for cash during the year	4,62,870	-	-
	<b>Total issued, subscribed and fully paid-up share capital</b>	<b>20,25,370</b>	<b>15,62,500</b>	<b>15,62,500</b>



A Reconciliation of the shares outstanding at the beginning and at the end of the reporting year:

Particulars	As at 31 March 2022		As at 31 March 2021		As at 1 April 2020	
	Number	Amount	Number	Amount	Number	Amount
Equity shares of Rs. 10/- each fully paid	-	-	-	-	-	-
At the beginning of the year	1,56,250	15,62,500	1,56,250	15,62,500	1,56,250	15,62,500
Additions	46,287	4,62,870	-	-	-	-
Outstanding at the end of the year	2,02,537	20,25,370	1,56,250	15,62,500	1,56,250	15,62,500

B Rights, preferences and restrictions attached to the equity shares:

The Company has only one class of equity shares having par value of Rs. 10 each. Each shareholder is eligible for one vote per share held. The dividend, if proposed by the Board of Directors, is subject to the approval of the shareholders in the ensuing general meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by equity shareholders.

C The details of shareholders holding more than 5% shares in the Company:

Particulars	As at 31 March 2022		As at 31 March 2021		As at 31 March 2021	
	Number	%	Number	%	Number	%
TI Clean Mobility Private Limited	1,41,677	70%	-	-	-	-
Siddhartha Durairajan	30,430	15%	50,000	32%	50,000	32%
Syed Mubashir Ali	30,430	15%	50,000	32%	50,000	32%
Meka Sudhakar Reddy	-	0%	31,250	20%	31,250	20%
M Vinod Kumar	-	0%	12,500	8%	12,500	8%
T Midhun Kumar	-	-	12,500	8%	12,500	8%
Total	2,02,537	100%	1,56,250	100%	1,56,250	100%

D The details of changes in shareholding of Promoters are as under

Sl. No	Promoter Name	Shares held by promoters at the end of the year			% of Change during the year
		No. of shares at the beginning of the year	No. of Shares at the end of the year	% of total shares	
1	Siddhartha Durairajan	50,000	30,430	15%	17%
2	Syed Mubashir Ali	50,000	30,430	15%	17%



Note No. 11	Particulars	Other Reserves	
		As at 31st March 2022	As at 31st March 2021
	<b>General reserve</b>		
	<b>Securities Premium</b>		
	Balance, at the beginning of the year	95,95,875	95,95,875
	Additions during the year	33,37,55,271	-
	Less: Write off of Expenses related to Fresh Issue of Shares*	(2,31,57,857)	-
	<b>Balance, at the end of the year</b>	<b>51,99,93,289</b>	<b>95,95,875</b>
	<b>Total Other Equity</b>	<b>51,99,93,289</b>	<b>95,95,875</b>
	<b>Retained Earnings</b>		
	<b>Surplus in the statement of profit and loss</b>		
	Balance, at the beginning of the year	(37,43,095)	(13,68,684)
	Add: Profit for the year	(4,40,62,443)	(23,74,411)
	<b>Balance, at the end of the year</b>	<b>(4,78,05,538)</b>	<b>(37,43,095)</b>
	<b>Other Comprehensive Income</b>		
	Balance, at the beginning of the year	-	-
	Additions during the year	-	-
	<b>Balance, at the end of the year</b>	<b>-</b>	<b>-</b>
	<b>Total Other Equity</b>	<b>47,21,87,751</b>	<b>58,52,780</b>

\* The Securities premium received during the year represents the premium received towards allotment of 46,287 shares. This balance will be utilised in accordance with the provisions of Section 52 of the Companies Act 2013 towards issuance of fully paid bonus shares, write-off of preliminary expenses, commission / discount expenses on issue of shares / debentures, premium payable on redemption of redeemable preference shares / debentures and buyback of its own shares / securities under Section 68 of the Companies Act 2013.

Note No.	Particulars	As at 31 March 2022	As at 31 March 2021	As at 31 April 2020
12	<b>Borrowings</b>			
	Secured			
	Term Loans from banks	-	-	-
	Unsecured			
	Loans from Directors			7,50,000
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>7,50,000</b>

The Company borrowed Rs.5,00,00,000 from M/s Cholaramudan Investment & Finance Company Limited during the year at the rate of 12% by hypothecation of its receivables and securities and which was re-paid during the Financial Year.

13	<b>Other Financial Liabilities</b>			
	Security Deposit from Distributors	31,49,116	21,50,310	-
	<b>Total</b>	<b>31,49,116</b>	<b>21,50,310</b>	<b>-</b>
14	<b>Deferred tax Assets (net)</b>			
	Deferred Tax Assets		2,59,813	-
	Deferred Tax Liabilities	1,16,465		87,286
	<b>Total</b>	<b>1,16,465</b>	<b>2,59,813</b>	<b>87,286</b>
15	<b>Employee Benefit Obligations</b>			
	Leave Obligations	-	-	-
	Post employment Obligations	5,63,179	-	-
	<b>Total</b>	<b>5,63,179</b>	<b>-</b>	<b>-</b>



Note No.	Particulars	As at 31 March 2022	As at 31 March 2021	As at 01 April 2020	
16	<b>Other Current Liabilities</b> Distributorship advances	1,32,50,000	10,00,000	-	
	<b>Total</b>	<b>1,32,50,000</b>	<b>10,00,000</b>	<b>-</b>	
17	<b>Trade and Other Payables</b> Total outstanding dues of micro and small enterprises Total outstanding dues of creditors other than micro and small enterprises	5,26,315 2,14,11,306	- 74,967	- -	
	<b>Total</b>	<b>2,19,37,621</b>	<b>74,967</b>	<b>-</b>	
<b>Trade Payables Aging Schedule</b>					
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
a) MSME	5,26,315	-	-	-	5,26,315
b) Others	2,14,11,306	-	-	-	2,14,11,306
<b>Total</b>	<b>2,19,37,621</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,19,37,621</b>
18	<b>Lease Liabilities</b> Analysed as Non-current	-	-	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
19	<b>Employee Benefit Obligations</b> Leave Obligations Post employment Obligations	-	-	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
20	<b>Other Financial Liabilities</b> Deferred Income	12,65,672	11,57,456	-	
	<b>Total</b>	<b>12,65,672</b>	<b>11,57,456</b>	<b>-</b>	
21	<b>Other Current Liabilities</b> Advances from Customers Statutory dues Other Payables Others	1,25,001 89,20,662 1,27,46,562 98,164	- 1,05,523 -	- 21,990 1,71,826	
	<b>Total</b>	<b>1,18,90,388</b>	<b>1,05,473</b>	<b>1,93,816</b>	



**Celstial E-mobility Private Limited**

Notes forming part of the financial statements for the year ended 31 March 2022

Note No.	Particulars	As at 31 March 2022	As at 31 March 2021
22	<b>Revenue</b>		
	Revenue from contract with customers	-	-
	Other Operating Revenue	-	-
	<b>Total</b>	-	-
23	<b>Other Income</b>		
	Interest income on bank deposits	3,10,728	1,94,254
	Amortised Deferred Income	3,16,418	2,31,491
	<b>Total</b>	6,27,146	4,25,745
24	<b>Employee Benefit Expense</b>		
	Salaries, wages and bonus	61,08,616	4,85,764
	Contribution to provident and other fund	-	-
	Gratuity expense	5,63,179	-
	Staff welfare expenses	40,658	-
	<b>Total</b>	67,12,453	4,85,764
25	<b>Finance Cost</b>		
	Finance Cost (Financial Liability)	2,23,440	39,257
	Finance Cost (Other than Financial Liability)	12,06,674	-
	Commission and Remittance Charges	-	-
	Bank charges	45,149	1,239
	<b>Total</b>	14,75,263	40,496
26	<b>Depreciation &amp; Amortisation</b>		
	Depreciation of tangible assets	57,433	11,254
	Amortisation of intangible assets	-	-
	<b>Total</b>	57,433	11,254



Note No.

	Particulars	As at 31 March 2022	As at 31 March 2021
27	<b>Other Expenses</b>		
	<b>Administrative Expenses</b>		
	Rent Expense	16,29,625	16,088
	Advertisement Expenses	8,70,462	5,92,448
	Postage & Courier	44,456	11,950
	Rates & Taxes	-	7,500
	Internship Pay	1,77,331	
	Insurance	2,08,934	-
	Travelling & Conveyance	29,70,347	5,96,117
	Recruitment expenses	1,68,000	-
	Transportation Expenses	2,88,098	27,700
	Communication expenses	3,56,797	45,118
	Printing and stationery	1,01,828	-
	Legal & Professional Charges	2,82,95,799	8,68,044
	Payment to auditor	1,00,000	30,000
	Subscriptions	4,85,158	43,402
	Exchange Loss	21,532	7,346
	Miscellaneous expenses	3,49,796	3,64,029
	<b>Total</b>	<b>3,60,68,163</b>	<b>26,09,741</b>
28	<b>Tax Expense</b>		
	Current Taxes	-	-
	Deferred Taxes	3,76,278	(3,47,099)
	<b>Total</b>	<b>3,76,278</b>	<b>(3,47,099)</b>
29	<b>Payment to Auditors</b>		
	Statutory Audit Fee	1,00,000	30,000
	<b>Total</b>	<b>1,00,000</b>	<b>30,000</b>



**Note 30. Earnings Per Share**

The following reflects the Profit and Share data used in the basic and diluted EPS computations:

Particulars	Year Ended 31 Mar 2022	Year Ended 31 Mar 2021
Profit After Tax	(4,40,62,443)	(23,74,411)
Weighted average number of Shares *		
- Basic	1,60,218	1,56,250
- Diluted	-	-
Earning Per Share of ₹10 each		
- Basic	(275.01)	(15.20)
- Diluted		

Weighted average number of Equity Shares in calculating Basic Earnings Per Share

**Note 32. Standards issued but not yet effective**

There were no Standards issued but not effective as at 31st March 2022.

**Note 33 Ratios**

Sl. No	Particulars	Year Ended 31 March 2022	Year Ended 31 March 2021
(i)	Current Ratio	9.42	5.36
(ii)	Debt Service Coverage Ratio (EBITDA / Finance Cost + Principal repayment on long term borrowing)	(28.57)	(65.93)
(iii)	Interest Service Coverage Ratio (EBITDA / Finance Cost)	(28.37)	(65.93)
(iv)	Inventory Turnover Ratio (Cost of goods sold / average inventory)	-	-
(v)	Trade Payables Turnover Ratio (Net Credit Purchases / Average Trade Payables)	-	-
(vi)	Debt-Equity Ratio (Debt/Equity)	-	-
(vii)	Long Term Debt to Working Capital Ratio (Long Term Debt / Working Capital excl Current maturities of long term debt)	-	-
(ix)	Total Debt to Total Assets (Total Debts / Total Assets)	-	-
(x)	Return on Equity Ratio (Net Profit after Taxes Less Preference Dividend) / Average Shareholder's Equity	(6.14)	(0.33)
(xi)	Trade Receivables Turnover Ratio (Turnover / Average trade receivables)	-	-
(xii)	Bad Debt to Accounts Receivable Ratio (Bad Debts / Average Trade Receivables)	-	-
(xiii)	Current Liability Ratio (Current Liabilities / Total Liabilities)	0.76	0.30
(xiv)	Net Capital Turnover Ratio (Net Sales / Working Capital)	-	-
(xv)	Return on Capital Employed (PBIT / Average Capital Employed)	(5.88)	(0.37)
(xvi)	Return on Investment		0.06
(xvii)	Operating Margin (EBITDA / Turnover)	-	-
(xviii)	Net Profit Margin (PAT / Total Income)	-	-

**Reasons for change in the ratios**

The company is a start-up engaged inter alia in the design and manufacture of e-tractors. The company is not yet started commercial production and the ratios are not comparable.



**Note 34a. Contingent Liabilities**

Particulars	As at 31 Mar 2022	As at 31 Mar 2021
(i) Disputed Income-Tax demands under appeal / remain pending before various appellate/ assessing authorities against the Demerged Company (including interest and penalty).		
(ii) Disputed Service Tax, Excise and Customs duty demand pertaining to financial years 2001-02 to 2002-2003 under appeal pending before the Appellate Tribunal. The Management is of the opinion that the above demands are arbitrary and are not sustainable	Nil	Nil
(iii) Claims against the Company not acknowledged as debts		
(iv) Amounts payable to employees with respect to retrospective applicability of amendments to the Corporate Guarantee (Refer Note d)		
(v) Corporate Guarantee (Refer Note d)		
<b>Notes:</b>		
(a) Draft Assessment Orders received from IT Authorities and Show Cause Notices received from various other government authorities, pending adjudication, have been assessed by the management and considered appropriately in the standalone financial statements.		
(b) The uncertainties and possible reimbursement in respect of the above mentioned contingent liabilities are dependent on the outcome of various legal proceedings and therefore, cannot be predicted accurately.		
(c) The Company considers the Cash flow in each of the cases to be uncertain and hence considered as Contingent Liabilities		

**Note 34b. Commitments**

Particulars	As at 31 Mar 2022	As at 31 Mar 2021
(i) Estimated amount of contracts remaining to be executed on capital expenditure and not provided for	Nil	Nil
(ii) Export obligation under EPCG / Advance License Scheme to be fulfilled. The Company is confident	Nil	Nil

**Note 35. Disclosure in respect of Related Parties pursuant to Ind AS 24****a) List of Related Parties****I. Holding Company**

- a. TI Clean Mobility Private Limited

**II. Subsidiary Company**

- a. Celestial E-Trac Pvt Ltd

**III. Company having Significant Influence**

- a. D - Espat Private Limited
- b. Invilogic Software Private Limited

**IV. Other Entities**

- a. Cholamandalam Investment & Finance Company Limited

**V. Key Management Personnel (KMP):**

- a. Mr. Siddharth Durairajan
- b. Mr. Syed Mushabeer Ali
- b. Mr. Thetapally Midhun Kumar

**VI. Non Executive Directors**

- a. Mr. Thetapally Midhun Kumar\*
- b. Mr. Meka Sudhakar Reddy<sup>†</sup>
- c. Mr. Suresh Swaminathan
- d. Mr. Kalyan Kumar Paul
- e. Mr. Mukesh Ahuja

\* Resigned w.e.f 04-03-2022

† Resigned w.e.f 04-03-2022



b) During the year the following transactions were carried out with the related parties in the ordinary course of business:

Transaction	Related Party	Year Ended 31 Mar 2022	Year Ended 31 Mar 2021
Proceeds from issue of Equity Shares	T1 Clean Mobility Private Limited	50,00,04,680	-
Purchases and Services received	D- Espot Private Limited	4,95,579	-
Remuneration	Siddharth Durai Rajan	60,00,000	-
	Syed Mashabeer Ali	60,00,000	-
Proceeds on Bridge Loan	Cholanandalam Investment and Finance Company Limited	5,00,00,000	-
Repayment of Bridge Loan	Cholanandalam Investment and Finance Company Limited	5,00,00,000	-
Subscription to Equity Shares	Celestial E Trace Private Limited	1,00,000	-
Balances	Related Party	As at 31 Mar 2022	As at 31 Mar 2021
Payable	Siddharth Durairajan	1,76,305	-
	Syed Mashabeer Ali	3,51,225	-

**Terms and Conditions of transaction with Related Parties**

The sale to and purchases from Related Parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in Cash. For the year ended 31st March 2021, the Company has not recorded any impairment of receivables relating to amounts owed by Related Parties.

i) **Details of remuneration to Key Managerial Personnel are given below:**

Particulars	Year Ended 31 Mar 2022	Year Ended 31 Mar 2021
- Salaries and Allowances	1,20,00,000	-
- Provident Fund and Super Annuation	-	-
- Perquisites	-	-
- Incentive	-	-
- Fair value Cost of Stock options granted	-	-
- Sitting Fees and Commission to Non executive directors	-	-
	<b>1,20,00,000</b>	<b>-</b>

The above figures do not include provisions for encashable leave and gratuity as separate actuarial valuation is not available.

**Note 36. Leases**

The Company also has certain leases of Land & Building with lease terms of 12 months or less. The Company applies the 'short-term lease' recognition exemptions for these leases.

Set out below are the carrying amounts of lease liabilities included under financial liabilities and the movements during the period:



**Note 37.1. Fair Values**

The following table presents the carrying amounts and fair value of each category of financial assets and liabilities.

Particulars	Carrying Value		Fair Value	
	As at	As at	As at	As at
	31 March 2022	31 March 2021	31 March 2022	31 March 2021
<b>Financial assets</b>				
FVTDCI Investments	-	-	-	-
FVTPL Investments	-	-	-	-
Other Financial Assets - Non-Current	-	-	-	-
Loans	-	-	-	-
Trade Receivables	-	-	-	-
Cash & Bank balances	-	-	-	-
Derivative Instruments	-	-	-	-
Other Financial Assets - Current	-	-	-	-
<b>Total</b>				
<b>Financial liabilities</b>				
Borrowings - Non-Current	-	-	-	-
Borrowings - Current	-	-	-	-
Trade Payables	-	-	-	-
Lease Liability - Non Current	-	-	-	-
Lease Liability - Current	-	-	-	-
Derivative Instruments	-	-	-	-
Other Financial Liabilities - Current	28,86,418	21,11,053	28,86,418	21,11,053
<b>Total</b>	<b>28,86,418</b>	<b>21,11,053</b>	<b>28,86,418</b>	<b>21,11,053</b>

The management assessed that cash and cash equivalents, trade receivables, loans, current investments, other financial assets, short term borrowings, trade payables and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- The fair values of quoted equity investments are derived from quoted market prices in active markets.
- The fair values of certain unquoted equity investments have been estimated using Discounted Cash-flow Model (DCF). The valuation is based on certain assumptions like forecast cash flows, discount rate, etc.
- The fair value of borrowings is estimated by discounting expected future cash flows using a discount rate equivalent to the risk-free rate of return, adjusted for the Credit spread considered by the lenders for instruments of the similar maturity.
- Derivatives are fair valued using market observable rates and published prices.

**Note 37.2. Fair Values Hierarchy**

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities:

Quantitative disclosures fair value measurement hierarchy for assets as at 31st March 2022:

Particulars	Fair Value Measurement using			
	Total	Quoted Price in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<b>Asset measured at fair value:</b>				
FVTDCI Investments	-	-	-	-
FVTPL Investments	-	-	-	-
Foreign Exchange forward Contracts	-	-	-	-
<b>Assets for which fair values are disclosed:</b>				
Investment Properties *	-	-	-	-

There have been no transfers between the level 1, level 2 and level 3 during the period.



Quantitative disclosures fair value measurement hierarchy for liabilities as at 31st March 2022:

Particulars	Fair Value Measurement using			
	Total	Quoted Price in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<b>Asset measured at fair value:</b>				
FVTOCI Investments	-	-	-	-
FVTPL Investments	-	-	-	-
Foreign Exchange forward Contracts	-	-	-	-
<b>Assets for which fair values are disclosed:</b>				
Investment Properties *	-	-	-	-

There have been no transfers between the level 1 and level 2 during the period.

Quantitative disclosures fair value measurement hierarchy for assets as at 31st March 2021:

Particulars	Fair Value Measurement using			
	Total	Quoted Price in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<b>Asset measured at fair value:</b>				
FVTOCI Investments	-	-	-	-
FVTPL Investments	-	-	-	-
Foreign Exchange forward Contracts	-	-	-	-
<b>Assets for which fair values are disclosed:</b>				
Investment Properties *	-	-	-	-

There have been no transfers between the level 1 and level 2 during the period.

Quantitative disclosures fair value measurement hierarchy for liabilities as at 31st March 2021:

Particulars	Fair Value Measurement using			
	Total	Quoted Price in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<b>Asset measured at fair value:</b>				
FVTOCI Investments	-	-	-	-
FVTPL Investments	-	-	-	-
Foreign Exchange forward Contracts	-	-	-	-
<b>Assets for which fair values are disclosed:</b>				
Investment Properties *	-	-	-	-

There have been no transfers between the level 1 and level 2 during the period.

**Note 38. Financial Risk Management Objectives and Policies**

The Company's principal financial liabilities, other than derivatives, comprise of borrowings and trade payables. The main purpose of these financial liabilities is to raise finance for the Company's operations. The Company has various financial assets such as trade receivables, cash and short-term deposits, which arise directly from its operations. The Company also holds FVTOCI investments and enters into derivative transactions.

**A. Market Risk**

Market risk is the risk of any loss in future earnings, in realizable fair values or in future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity price fluctuations, liquidity and other market changes. Future specific market movements cannot be normally predicted with reasonable accuracy.

**Foreign Currency Exchange Rate Risk**

The fluctuation in foreign currency exchange rates may have potential impact on the income statement and equity, where any transaction references more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the respective Company.

The Company, as per its forex policy, uses foreign exchange and other derivative instruments primarily to hedge foreign exchange and interest rate exposures.

The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. It hedges a part of these risks by using derivative financial instruments in accordance with its forex policy.



**4 Equity Price Risk**

Equity Price Risk is related to the change in market reference price of the investments in equity securities.

The majority of the Company's investments are in the shares of group companies, which are carried at cost. The Company has investments in other equity investments, of only ₹0.00 Cr. as at 31st March 2022.

**B. Credit Risk**

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses both the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks.

Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, loans and advances and derivative financial instruments. None of the financial instruments of the Company result in material concentrations of credit risks.

Credit risk from balances with banks and investment of surplus funds in mutual funds is managed by the Company's treasury department. The objective is to minimise the concentration of risks and therefore mitigate financial loss.

**C. Liquidity Risk**

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements.

The Company has obtained fund and non-fund based working capital lines from various banks. Furthermore, the Company has access to funds from debt markets through commercial paper, non-convertible debentures, and other debt instruments. The Company invests its surplus funds in bank fixed deposit and liquid and liquid plus schemes of mutual funds, which carry no/low mark-to-market risks. The Company also invests 15% of the non-convertible debentures (taken by the Company) falling due for repayment in the next 12 months in bank deposits, to meet the regulatory norms of liquidity requirements.

The Company also constantly monitors funding options available in the debt and capital markets with a view to maintaining financial flexibility.

The table below provides details regarding the contractual maturities of financial liabilities based on Contractual undiscounted payments:

	On demand	Less than 3 months	3 to 12 months	> 1 year	Total
<b>As at 31st March 2022</b>					
Borrowings	-	-	-	-	-
Other financial liabilities	-	-	-	31,49,116	31,49,116
Trade and other payables	-	-	-	-	-
Derivatives	-	-	-	-	-
Lease Liabilities	-	-	-	-	-
				31,49,116	31,49,116
<b>As at 31st March 2021</b>					
Borrowings	-	-	-	-	-
Other financial liabilities	-	-	-	21,50,310	21,50,310
Trade and other payables	-	-	-	-	-
Derivatives	-	-	-	-	-
Lease Liabilities	-	-	-	-	-
				21,50,310	21,50,310



**Note 39. Capital Management**

The Company's capital management is intended to create value for shareholders by facilitating the meeting of long-term and short-term goals of the Company.

The Company determines the amount of capital required on the basis of annual operating plans and long-term product and other strategic investment plans. The funding requirements are met through internal accruals, nonconvertible debentures, external commercial borrowings and other long-term/short-term borrowings. The Company's policy is aimed at combination of short-term and long-term borrowings.

The Company monitors capital employed using a Debt equity ratio, which is total debt divided by total equity and maturity profile of the overall debt portfolio of the Company.

The following table summarizes the capital of the Company:

Particulars	As at	As at
	31 March 2022	31 March 2021
Borrowings		
- Long term	-	-
- Short term	-	-
- Other Current liabilities (Current maturities of Long term Borrowing)	-	-
<b>Total Debt</b>	<b>-</b>	<b>-</b>
Equity Share Capital	20,25,370	15,62,500
Other Equity	47,21,87,751	58,52,780
<b>Equity</b>	<b>47,42,13,121</b>	<b>74,15,280</b>
Debt Equity ratio	-	-

**Note: 40 Business Combination**

During the year, TI-Clean Mobility has acquired 70% of controlling stake in the Company by subscribing to 44,030 shares of fresh issue by the Company and by way of acquisition of 99,647 shares from existing shareholders of the Company.

The shareholding pattern of Company at pre- acquisition & Post-acquisition are as follows

Particulars	Pre - acquisition		Post - acquisition	
	Number	%	Number	%
TI Clean Mobility Private Limited	-	-	1,41,677	70%
Siddhartha Durairajan	50,000	32%	30,430	15%
Syed Mubasheer Ali	50,000	32%	30,430	15%
Meka Sathakar Reddy	31,250	20%	-	0%
M Vinod Kumar	12,500	8%	-	0%
T Midhun Kumar	12,500	8%	-	0%
<b>Total</b>	<b>1,56,250</b>	<b>100%</b>	<b>2,02,537</b>	<b>100%</b>



**Note 41 Explanation of transition to Ind AS**

As stated in Note 2, these are the Company's first standalone financial statements prepared in accordance with Ind AS. For the year ended 31 March 2022, the Company had prepared its standalone financial statements in accordance with Companies (Accounting Standards) Rules, 2006, notified under Section 133 of the Act and other relevant provisions of the Act ('previous GAAP').

The accounting policies set out in Note 3 have been applied in preparing these standalone financial statements for the year ended 31 March 2022 including the comparative information for the year ended 31 March 2021 and the opening Ind AS balance sheet on the date of transition i.e. 1 April 2020.

In preparing its standalone Ind AS balance sheet as at 1 April 2020 and in presenting the comparative information for the year ended 31 March 2021, the Company has adjusted amounts reported previously in standalone financial statements prepared in accordance with previous GAAP. This note explains the principal adjustments made by the Company in restating its financial statements prepared in accordance with previous GAAP, and how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

In preparing these standalone financial statements, the Company has applied the below mentioned optional exceptions and mandatory exceptions:

**A Optional exemptions availed****1 Property, plant and equipment, capital work-in-progress and intangible assets**

As per Ind AS 101 an entity may elect to:

(i) measure an item of property, plant and equipment at the date of transition at its fair value and use that fair value as its deemed cost at that date.

(ii) use a previous GAAP revaluation of an item of property, plant and equipment at or before the date of transition as deemed cost at the date of the revaluation, provided the revaluation was, at the date of the revaluation, broadly comparable to

- fair value;

- or cost or depreciated cost under Ind AS adjusted to reflect, for example, changes in a general or specific price index.

(iii) use carrying values of property, plant and equipment as on the date of transition to Ind AS (which are measured in accordance with previous GAAP) if there has been no change in its functional currency on the date of transition.

As permitted by Ind AS 101, the Company has elected to carry the previous GAAP carrying values as deemed cost for all of the items of property, plant and equipment and capital work-in-progress.

**2 Classification and measurement of financial assets**

Ind AS 101 requires an entity to assess classification of financial assets on the basis of facts and circumstances existing as on the date of transition. Further, the standard permits measurement of financial assets accounted at amortised cost based on facts and circumstances existing at the date of transition if retrospective application is impracticable.

Accordingly, the Company has determined the classification of financial assets based on facts and circumstances that exist on the date of transition. Measurement of the financial assets accounted at amortised cost has been done retrospectively except where the same is impracticable.

**B.1 RECONCILIATION OF EQUITY**

Particulars	As at date of transition 01 April 2020			As at date of transition 31 March 2021		
	IGAAP	IND AS Impact	Ind AS	IGAAP	Ind AS Impact	Ind AS
<b>ASSETS</b>						
<b>Non-current assets</b>						
(a) Property, Plant and Equipment	12,788	-	12,788	1,03,988	-	1,03,988
(b) Intangible Assets under Development	23,08,833	-	23,08,833	42,24,983	-	42,24,983
(c) Investments	-	-	-	-	-	-
- Investment in Subsidiaries, Joint ventures	-	-	-	-	-	-
(d) Deferred Tax Asset (Net)	-	-	-	3,09,794	(49,981)	2,59,813
<b>Current Assets</b>						
(a) Inventories	-	-	-	-	-	-
(b) Financial Assets						
i) Trade Receivables	-	-	-	-	-	-
iii) Cash and Cash Equivalents	16,89,835	-	16,89,835	65,40,742	-	65,40,742
iv) Bank balances other than (iii) above	60,00,000	-	60,00,000	-	-	-
vi) Other Financial Assets	-	-	-	-	-	-
(d) Other Current Assets	8,09,317	-	8,09,317	-	-	8,07,960
<b>Total Current Assets</b>	<b>84,99,152</b>		<b>84,99,152</b>			<b>73,48,702</b>
<b>Total</b>	<b>1,08,20,793</b>		<b>1,08,20,793</b>			<b>1,19,37,487</b>



<b>Equity</b>						
(a) Share capital	15,62,500		15,62,500	15,62,500	-	15,62,500
(b) Other Equity	82,27,190		82,27,190	57,10,527	1,42,253	58,52,780
<b>Total</b>	<b>97,89,690</b>		<b>97,89,690</b>	<b>72,73,027</b>	<b>1,42,253</b>	<b>74,15,280</b>
<b>Non-current liabilities</b>						<b>74,15,280</b>
<b>Financial Liabilities</b>						
(a) Borrowings	-		-			
(c) Other Financial Liabilities	-		-	45,00,000	(13,49,690)	31,50,310
(d) Deferred tax liabilities (Net)	-		-			
(e) Employee Benefit Obligations	87,286		87,286			-
<b>Total Non - Current Liabilities</b>	<b>87,286</b>		<b>87,286</b>	<b>45,00,000</b>	<b>(13,49,690)</b>	<b>31,50,310</b>
<b>Current Liabilities</b>						
<b>Financial Liabilities</b>						<b>31,50,310</b>
(a) Borrowings	-		-			
(b) Trade and other payables	7,50,000		7,50,000	74,967	-	74,967
(c) Lease Liabilities	-		-			
(d) Employee Benefit Obligations	-		-			
(e) Other Current Liabilities	-		-	1,39,473		1,39,473
(f) Other Financial Liabilities	1,93,816		1,93,816	-	11,57,456	11,57,456
<b>Total Current Liabilities</b>	<b>9,43,816</b>		<b>9,43,816</b>	<b>2,14,440</b>	<b>11,57,456</b>	<b>13,71,896</b>
<b>Total</b>	<b>1,08,20,792</b>	<b>-</b>	<b>1,08,20,792</b>	<b>1,19,87,467</b>	<b>(49,981)</b>	<b>1,19,37,486</b>

B.2

Particulars	As at 31st March 2021		
	IGAAP	Ind AS Impact	Ind AS
Revenue			
Other Income	1,94,254	2,31,491	4,25,745
	<b>1,94,254</b>	<b>2,31,491</b>	<b>4,25,745</b>
Employee Benefit expense	4,85,764	0	4,85,764
Finance costs	1,239	39,257	40,496
Depreciation and Amortisation Expenses	11,254	(0)	11,254
Other expenses	26,09,741	-	26,09,741
	<b>31,07,998</b>	<b>39,257</b>	<b>31,47,255</b>
<b>Profit/(Loss) before tax</b>	<b>(29,13,744)</b>	<b>1,92,234</b>	<b>(27,21,510)</b>
Tax expense	(3,97,080)	49,981	(3,47,099)
<b>Profit/(Loss) for the period</b>	<b>(25,16,664)</b>	<b>1,42,253</b>	<b>(23,74,411)</b>
<b>Other comprehensive income / (loss)</b>			
Items that will not be reclassified to profit or loss			
Remeasurements of the defined benefit plans	-	-	-
Income tax on above items	-	-	-
<b>Other comprehensive income / (loss) for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Comprehensive Income for the year</b>	<b>(25,16,664)</b>	<b>1,42,253</b>	<b>(23,74,411)</b>



**C Explanation of transition to Ind AS**

**a. Re-classification of financial assets and liabilities**

Under Ind AS, all financial assets and liabilities are to be disclosed separately on the face of the Balance Sheet. Under previous GAAP, there was no such requirement. Thus, all the assets and liabilities meeting the recognition criteria of financial asset or liability as per Ind AS 32 and 109 have been re-classified and shown separately on the face of the Balance Sheet.

**b. Income Taxes**

Under previous GAAP, deferred taxes are computed for timing differences between accounting income and taxable income for the year i.e. using the 'Income Statement Approach'. Under Ind AS, deferred taxes are computed for temporary differences between the carrying amount of an asset or liability in the Balance Sheet and its Tax Base. This is referred to as the 'Balance Sheet Approach'. Based on this approach, additional deferred taxes have to be recognised by the Company on all Ind AS adjustments as the same would create temporary differences between the books and tax accounts.

**c. Prior period items**

Under Ind AS, material prior period errors are corrected retrospectively by restating the comparative amounts prior periods presented in which the error occurred or if the error occurred before the earliest period presented, by restating the opening Balance Sheet.

**d Retained Earnings**

The above changes (decreased) increased total equity as follows:

Particulars	01-Apr-20	31-Mar-21
Equity under IGAAP	57,89,691	(38,85,349)
Fair value of financial liabilities	-	1,92,234
Tax impact on Ind AS Adjustments	-	(49,981)
<b>Equity under Ind AS</b>	<b>57,89,691</b>	<b>(37,43,096)</b>

e. There were no significant reconciliation items between cash flows prepared under Indian GAAP and those prepared under Ind AS

Note 42: The Company has reclassified / regrouped previous year figures to conform to this year's classification.

As per our report of even date  
For Sreedar Mohan & Associates  
Chartered Accountants  
Firm Reg. No 012722S

*V.V. Mohan Reddy*  
per V V Mohan Reddy  
Partner  
M. No. 217578



Hyderabad  
Date: 18-Apr-2022

On behalf of the Board  
For Celestial E - Mobility Private Limited

*Kalyan Kumar Paul*  
Kalyan Kumar Paul  
Director

*Siddhant Durrirajan*  
Siddhant Durrirajan  
Director

