pricol

Driving the Future of Mobility with Sustainability as a Core Principle

Annual Report 2023

PRICOL LIMITED
Passion to Excel

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For more investor-related information, please visit us at www.pricol.com

TABLE OF CONTENTS

About Us

Pricol Limited is one of India's leading automotive components and precision engineered products manufacturers head quartered in Coimbatore. Pricol commenced its operations in the year 1975 in Coimbatore, South India and today it strides as a reputable global brand in the automotive component and products business, highly recognized by top automotive OEMs across the world.

The company carries out its business and operations in Driver Information Systems and Sensors, Pumps and Allied Products, Telematics and Wiping Systems catering to leading automotive OEMs in Two / Three Wheeler, Passenger Vehicles, Commercial Vehicles, Farm Equipment and Off road Vehicles across India and in International Markets (45+countries) with 2000+ product variants.

Today the company has 8 manufacturing plants across Coimbatore, Manesar, Pantnagar, Pune, Satara and Sricity in India, 1 manufacturing plant in Jakarta, Indonesia, with 3 international offices in Japan, United Arab Emirates and Singapore. Pricol Group is powered by 5000+ strong, dedicated workforce which resolutely pursues the mission to be PASSIONATE, SUSTAINABLE, DYNAMIC and EVOLVING.

Our logo represents the synergistic relationship between the four stakeholders working in a convergent manner in order to create value for each other.

Employee Shareholders Suppliers Customers

Our Mission

We will strive to attain leadership and excellence in all the products and services that we provide, through socially and environmentally acceptable means.

Our Vision

Passion
Whatever we do, we do it from the bottom of our heart.

Respect
We respect those who add value to our lives.

Integrity
We never compromise on our values.

Collaboration
We believe in working towards a unified goal.

Ownership
We are responsible for all our actions.

Listen
We listen to both the spoken and unspoken before we act.

Our Values

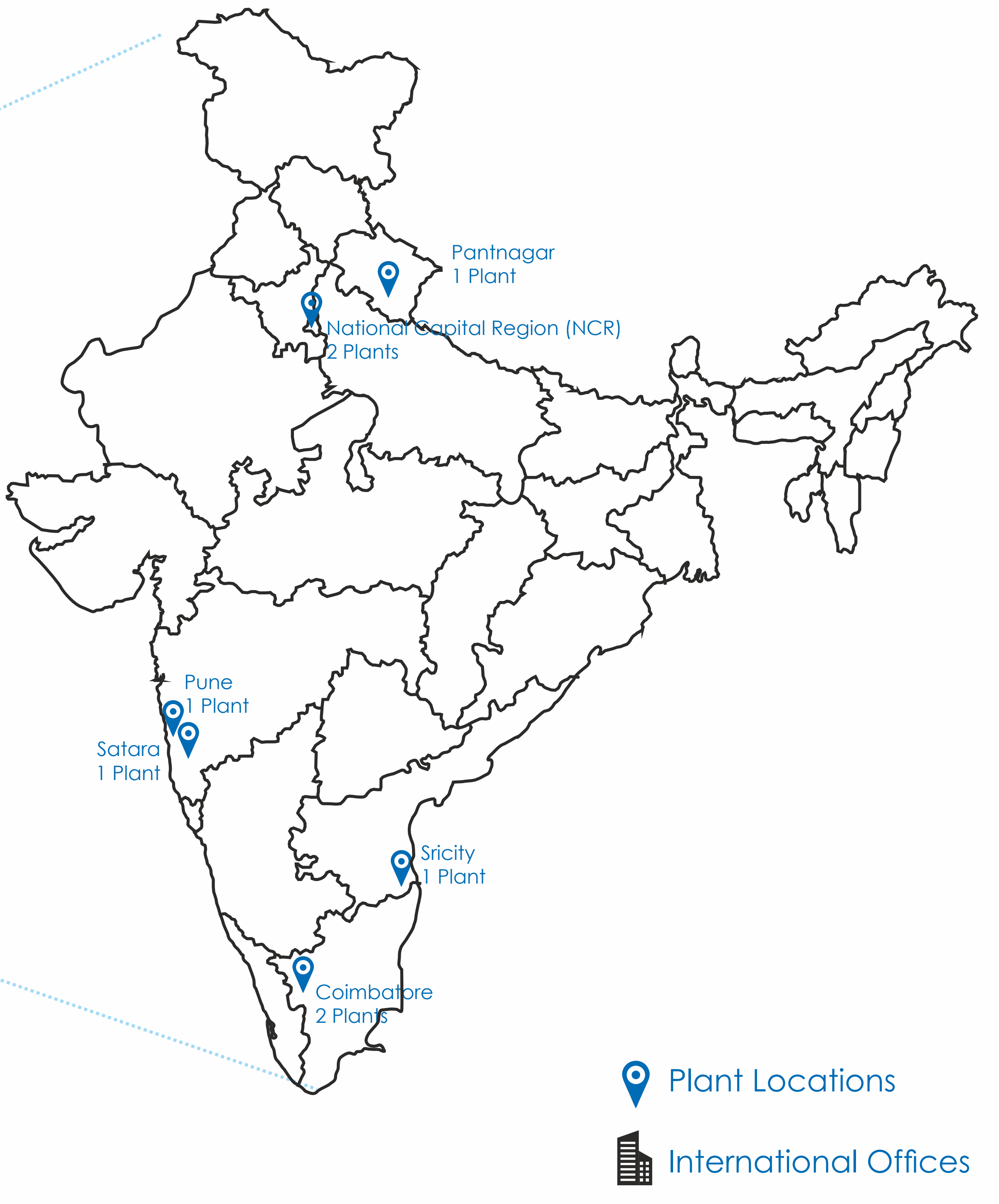
Be Dynamic
Constantly innovate and find better ways to deliver value to our customers

Constantly Evolve
Improve in every sphere of our activity

Work Passionately
To enhance value to our customers, employees, suppliers and shareholders

Be Sustainable
Care for the society and environment around us

Our Presence



Our Products Verticals

Driver Information & Connected Vehicle Solutions

Connected Vehicle Solutions

E-Cockpit

TFT Clusters

Instrument Clusters

Heads Up Display (HUD)

Telematics [1]

Sensors

Reed Type Fuel Level Sensor

TFR Type Fuel Level Sensor

Battery Management System [2]

Low

Mid

High

[1] For End–to-End Solution with Cloud & Cyber Security in Collaboration with Sibros Technologies
[2] In Collaboration with BMS PowerSafe

Actuation, Control & Fluid Management Systems

Fuel Pump Module

Disc Brakes

Oil Pumps

Variable Displacement Oil Pumps

Water Pumps

Electrical Coolant & Oil Pumps

Wiping Systems

Cabin Tilting System

Electronic Purge Valve

Fuel Feed Pump

Electrical Oil Pump

A Legacy of Global Customers

TWO WHEELERS

BMW, BAJAJ, DUCATI, HARLEY-DAVIDSON MOTOR CYCLES, Hero, HONDA, Indian, Kawasaki, KTM, MOTO GUZZI, Motori Minarelli, PIAGGIO, Royal Enfield, SUZUKI, TRIUMPH, TVS, VICTORY, YAMAHA

TRACTORS

CNH INDUSTRIAL, TMTL, INDO FARM, Kubota, mahindra Rise, PREET, SAME, SONALIKA INTERNATIONAL, SWARAJ, TAFE, VST TILLERS TRACTORS LTD.

COMMERCIAL VEHICLES

ASHOK LEYLAND, DAIMLER, FORCE MOTORS, mahindra Rise, SWARAJ MAZDA, TATA, VE COMMERCIAL VEHICLES (A VOLVO GROUP AND EICHER MOTORS JOINT VENTURE)

OFF ROAD VEHICLE

CAT, DOOSAN, ESCORTS, HYUNDAI CONSTRUCTION EQUIPMENT, JCB, TATA HITACHI, TEREX

PASSENGER VEHICLES

mahindra Rise, MARUTI SUZUKI, MITSUBISHI, TATA, PSA GROUPE, RENAULT NISSAN, ŠKODA

INDUSTRIAL

DELPHI, DENSO, DEUTZ, GENERAC, GREAVES SINCE 1859, Kirloskar, KOHLER, POLARIS

Sustainability as a core Principle

In the present era, with an increasing focus on environmental issues, the significance of sustainability in business operations cannot be overstated. Auto ancillary firms, responsible for supplying the automotive industry with products and services, hold a pivotal position in advancing sustainable mobility. Incorporating sustainability as a fundamental value, companies have the potential to not only preserve the environment but also stimulate innovation and ensure lasting prosperity.

In the auto ancillary space, sustainability is increasingly becoming important considering its value proposition and the government's enhanced focus on the industry at large, as enablers of the Indian economy. One of the primary focuses of sustainability in auto ancillary companies is to minimize their environmental footprint. This can be achieved through various initiatives, such as implementing energy-efficient manufacturing processes, reducing waste generation, and optimizing the use of resources. By adopting cleaner production techniques such as lean manufacturing and green supply chain management, companies can significantly reduce energy consumption, greenhouse gas emissions, and water usage throughout their operations.

As we prepare for the next wave of transformation in the Indian automotive industry, it is time that we embrace sustainability practices that can help reduce the industry's carbon footprint, minimize pollution, and preserve our natural resources.

At Pricol Limited, we aim to create an ecosystem of technological advancements and innovations in all facets of our business that support and thrive on the values of sustainability. Understanding the complexities in the value chain across the automotive manufacturing sector, there is a need to create a system that promotes energy efficiency, optimizes the usage of resources, and minimises operational expenses.

We see sustainability as our duty, one that helps us create a better planet for future generations. As part of Pricol's dedication to sustainable development, we're taking steps needed to keep our environment balanced. We're focused on becoming leaders in sustainability, contributing to the industry in ways that benefit the economy, society, and environment. We stand by the belief that "Energy is needed for development, and sustainable energy is needed for sustainable development."

As per a Capgemini 2023 report, "India is the world's third-largest producer of greenhouse gases (GHG) (after China and the United States of America), and accounts for 90% of the carbon dioxide (CO_2) emissions from road transportation. However, as a rapidly developing country, it is striving to construct a robust and low-carbon economy by encouraging the agenda for a green revolution through the adoption of electric vehicles (EVs). Therefore, the automotive industry has a crucial role to play in India's journey to achieving carbon neutrality or net zero by 2070."

At Pricol, we operate with set principles which strengthen our commitment in providing cleaner mobility solutions.

- To reduce the amount of carbon dioxide in the atmosphere with the goal of reducing global climate change, Pricol Limited has planted 5000 trees that absorb up to 100 Tonnes of Co_2 from the atmosphere and emit approximately 630 Tonnes of O_2 to the atmosphere.
- To reduce the carbon dioxide (CO_2) Emission through burning of fossil fuels, Pricol is working towards alternate fuel for Boiler and Natural referent gas for air Conditioners
- We promote and practice Water Management concept in a large way. 100% of rainwater is collected and refilled into the ground and we reuse it to reduce fresh water usage to the maximum extent possible
- Our Cumulative rainwater storage capacity is up to 2,500 KL. Also, waste waters are treated and reused for certain processes
- Indoor and outdoor factory noise level is continuously monitored, and actions are taken to ensure it is within Government regulated norms
- Our goal is to achieve 100% on renewable energy by 2026. Currently we generate up to 33.81 lakh units per year from our rooftop solar panels
- We have installed energy efficient equipment – LED lighting, High volume low speed (HVLS) fans, Brushless DC motor fans in office areas and timer controls for electrical equipment across all operating locations
- Zero waste to landfill concepts are implemented in our plant. All the hazardous waste generated is now being recycled only through authorized recyclers.

Sustainability goes beyond environmental considerations. Auto ancillary companies can incorporate social responsibility into their core principles by prioritizing employee well-being, fostering diversity and inclusion, and supporting local communities. This can involve implementing fair labour practices, promoting employee health and safety, and providing training and development opportunities. Engaging in corporate social responsibility initiatives such as supporting education programs or environmental conservation projects, can further strengthen their commitment to sustainable business practices.

The integration of sustainability as a fundamental principle is crucial in order to advance a more environmentally-friendly future and achieve long-term success as an organization. Furthermore, adopting sustainability-oriented practices can result in bolstered brand reputation, and increased competitiveness in an increasingly environmentally conscious market. As Pricol, we are committed to enhance our sustainability focus across all our operations and all facet of business to leave a long lasting impact on people, products, solutions and value add to the community at large.

Renewable Energy Roadmap

At Pricol, sustainability is not just a goal, it is our way of life. We believe that it is vital importance for our planet and our future generations, and we are committed to doing our part to protect the environment.

One of the key ways that we are doing this is by obtaining our energy from renewable sources. In the previous year, we made a pledge to achieve more than 50% of our in-house electricity consumption from renewable sources by March 2023. We are delighted to announce that not only did we achieve this goal, but we surpassed it significantly by fulfilling 71% of our electricity requirements through renewable sources.

This remarkable accomplishment exemplifies our unwavering dedication to sustainability and our collective endeavour to swiftly progress in this direction. Motivated by this achievement, we have set ourselves an ambitious target to attain 100% reliance on renewable energy by the end of the year 2026.

We believe that "Energy is Essential for development and sustainable energy is essential for sustainable development".

Tree Plantation

Udhaya Vanam

46+ years of Glorious Service...

To mark respect for his long-standing service of Mr.Udhayakumar with Pricol, with a tree park named after him "Udhayavanam", a tree park with 46 trees at a prominent location in Bettathapuram, Bilichi Village, Coimbatore as a dedication to him. He started his career as a supervisor in 1976 and became the Director - Operations for the company by heading multiple functions Quality, Materials, Production, etc."

He is a such personality who had a vision, shared the vision with us and inspired us to create our own.

Miyawaki

Miyawaki technique is to create dense forests with native plants. This unique method is used worldwide for urban afforestation by growing forest in compact spaces. Seeds are planted remarkably close to save space resulting in dense plant growth. Also, this will also allow young trees to protect each other and block sunlight from hitting the forest's ground, preventing parasitic plant growth. This process helps attaining plant growth 10 times faster, and 30 times denser than usual.

My Pricol My Pride

Key Facts

Planted More than	Absorb up to
3,000 trees	12 tons Co2
Release of	**Total Area Covered**
165 tons Oxygen	0.20 Hectare

FY23 Key Quarterly Highlights

Q1

- Award received under the category "New Development 2022" for our proactive approach on new developments and meeting the requirements amidst semiconductor scarcity across the globe.
- In-House Developed TFT Cluster Assembly Line for Pricol's next generation cluster TFT display with Touch screen and Bluetooth connectivity has been developed for Two-wheeler customer TVSM, HMCL, etc.

Q2

- Entered into an International licensing agreement with BMS PowerSafe,a part of Startec Group to manufacture and sell Battery Management System (BMS) for Indian Market & Selected Customers for International Markets.
- Award received under the category "GOING EXTRA MILE" for our proactive and extending support to Tata Motors Limited during amidst difficult situations.
- Award received under the category "Technology Excellence Award 2022" for the Best Interactive Product in Automotive from Quantic India.
- Award received under the category "Best in Innovation & Technology" from Hero MotoCorp at the Hero – NEXT 22.
- As an act to recognize and honor the dedicated services of our employees, we bestowed upon them the "LONG SERVICE AWARD" across all plants for more than 550+ employees.
- In-house made Touch screen Robot based Inspection for TFT clusters which is a automated testing using Robots through which testing processes is made fast, efficient, reliable and accurate.

Q3

- Pricol exhibited futuristic and EV ready products like Heads Up Display (HUD), E-cockpit, Disc Brake, Round TFT Instrument Cluster, TFT Smart Clusters, Electric Coolant Pump, Electric Cabin Tilt System along with its existing range of products during the 16th Auto Expo 2023 at New Delhi.
- Pricol also showcased end-to-end Telematics Solution and Battery Management System (BMS) along with our partnership companies.
- Pricol's exhibited in Consumers Electronic Show (CES) at Las Vegas, USA where showcased 4G Telematics Control Unit displayed as a part of Sibros booth to illustrate the technology partnership.
- Confederation of Indian Industries (CII) awarded Pricol as one of the "TOP 50 INNOVATIVE COMPANIES" as a part of Industrial Innovation award 2022

Q4

- Pricol has been recognized with the "Business Innovation" Award by the Confederation of Indian Industries (CII) Tamil Nadu for the various innovations done on Driver Information and Connected vehicle solutions.
- Award received from Honda Motorcycle and Scooters India "Best Delivery Management" at Annual Supplier Conference.
- Pricol has won the award for the Most Iconic Organization at the Coimbatore Leadership Award 2023, organised by World Manufacturing Congress.

Performance Highlights

Standalone
INR 1,871.91
INR 1,902.83
Consolidated

REVENUE
(in Crores)
*Y-o-Y Growth 27%

Standalone
19.16
20.68
Consolidated

ROCE (%)

Standalone
INR 215.93
INR 233.06
Consolidated

EBITDA
(in Crores)
*Y-o-Y Growth 23%

Standalone
INR 57.36
INR 71.14
Consolidated

FREE CASH FLOW
(in Crores)

Standalone
INR 121.50
INR 136.87
Consolidated

PROFIT BEFORE TAX**
(in Crores)
*Y-o-Y Growth 70%

Standalone
INR 15.34
INR 83.40
Consolidated

CASH RESERVES
(in Crores)

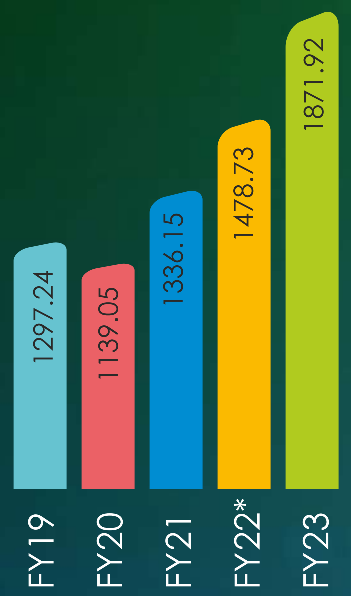
At Consolidated Level Cash generated from operations is INR 158.28 Crores in FY 23 as against INR 161.56 Crores in FY 22.

At Consolidated Level Long terms debt free from Q2 FY 23 as against INR 125.15 Crores in FY 22.

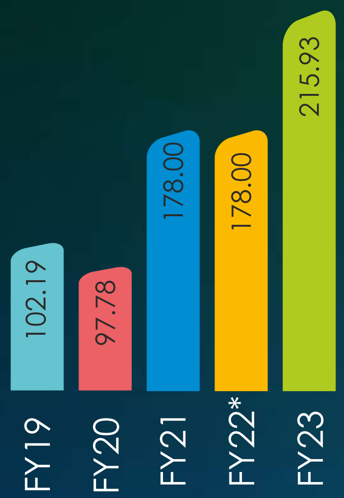
* On Consolidated basis ** Excluding Exceptional Items

Key Financial Highlights (Standalone)

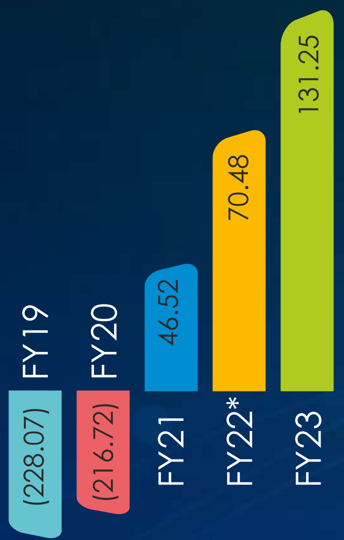
Revenue From Operations (INR in crs)



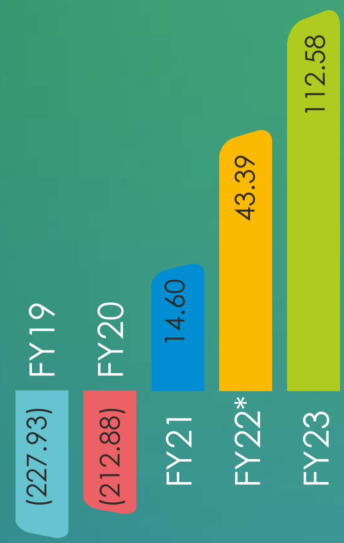
EBITDA (INR in crs)



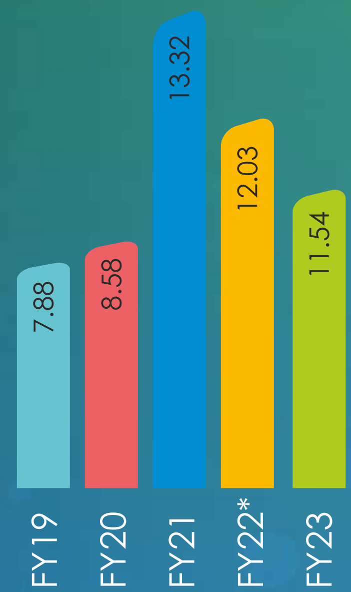
Profit Before Tax (INR in crs)



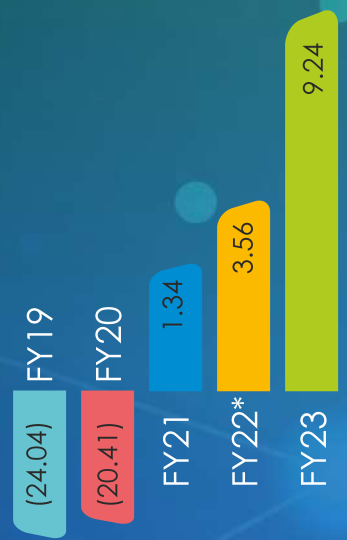
Profit After Tax (INR in crs)



EBITDA Margin (%)



Basic Earnings Per Share (EPS)

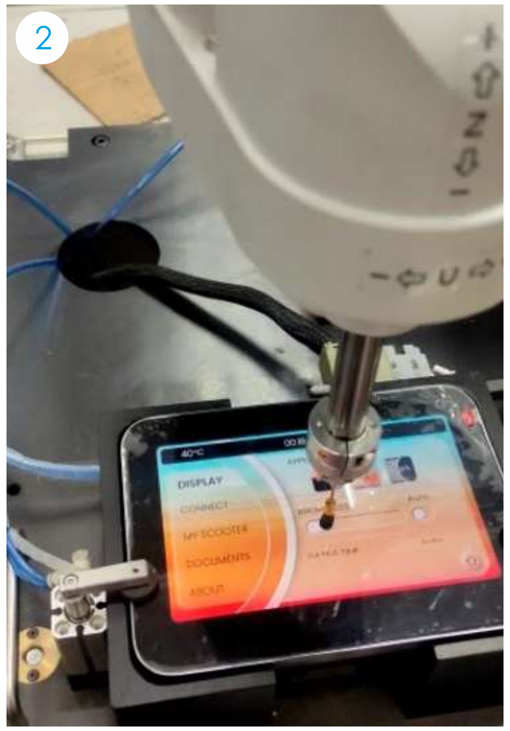


* The data for FY22 is Restated pursuant to amalgamation of Pricol Wiping System India Limited with Pricol Limited.

Key Operational Highlights

1. In-house made Aluminium Profile cutting machine.
2. In-House Developed Thin Film Transistor (TFT) Cluster assembly line.
3. 4 - Axis Robot for Electronic Driver Information Solutions assembly line.
4. Expansion of our State of Art – Plastic Component Manufacturing Shop (PCMS).
5. Variable Displacement Oil Pump assembly line.
6. Electrical Discharge Machining (EDM) Sparking Machine for our State of Art - Tool Room.
7. Fully Automated Surface-Mount Technology (SMT) & Printed Circuit Board (PCB) assembly line.
8. Expansion of our State of Art - Tool Room.
9. Additional expansion of Surface-Mount Technology (SMT) on Printed Circuit Board (PCB) assembly line.
10. In-house made Touch screen Robot based Inspection.

1



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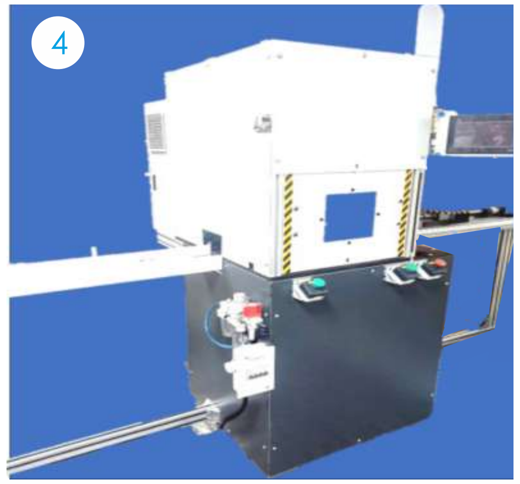


4

5

6

7

8

9

10

Driver Information & Connected Vehicle Solutions

Select Recent Business Wins

Hero MotoCorp - VIDA ⚡

TVSM - Raider

TVSM - iQube ⚡

HOP Electric Mobility - OXO ⚡

TVSM - Ronin

TVSM - Apache

Bajaj - Pulser 160 NS

Ashok Leyland - DOST

TATA Motors - ACE ⚡

Switch Mobility ⚡

Switch Mobility - E Bus ⚡

Force Motors - Urbania

⚡ - Electric Vehicle Products

Actuation, Control & Fluid Management System

Select Recent Business Wins

Electric Coolant Pump Assembly
TATA Motors - E BUS

Fuel Pump Module Assembly
Bajaj - KTM (Duke)

Oil Pump Assembly
HMSI

Oil Pump Assembly
GENERAC

Oil Pump Assembly
HMCL

- Electric Vehicle Products

Auto Expo 2023

16th AUTO EXPO 2023
COMPONENTS
12-15 JANUARY 2023
Pragati Maidan, New Delhi, India

EVENT HIGHLIGHTS

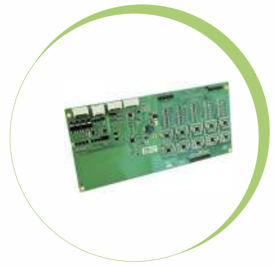
- Pricol exhibited futuristic and EV ready products like Heads Up Display (HUD), E-cockpit, Disc Brake, Round TFT Instrument Cluster, TFT Smart Clusters, Electric Coolant Pump, Electric Cabin Tilt System along with its existing range of products
- Pricol also showcased end-to-end Telematics Solution and Battery Management System (BMS) along with our partnership companies
- Pricol also displayed off-the-shelf and ready-to-use EV-specific solutions catering to traditional and new age start-up EV 2-wheeler manufacturers

NEW PRODUCTS LAUNCHED AT AUTO EXPO 2023

E-cockpit

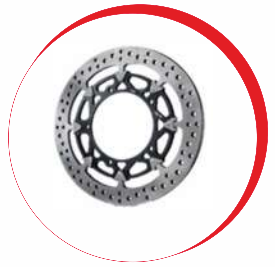
Heads Up Display

Battery Management Solution



Telematics

Disc Brake



Electrical Oil & Coolant Pumps

CES Expo 2023

- Consumers Electronic Show(CES) is world's leading tech show organized by the Consumer Technology Association(CTA)
- Held in January at the Las Vegas Convention Center in Winchester, Nevada, United States, the event typically hosts presentations of new products and technologies in the consumer electronics industry and other industries
- Pricol's 4G Telematics Control Unit displayed as a part of Sibros booth at CES-2023 to illustrate the technology partnership

Partnership with BMS Powersafe

Pricol has entered into an exclusive technology partnership with BMS PowerSafe, to manufacture Battery Management System (BMS) for electric vehicles across all segments. As part of the arrangement, BMS PowerSafe will develop the software and provide its BMS platform as an end-to-end solution in consultation with Pricol.

In this partnership, Pricol will be licensing the product and process technology of BMS from Partner and will be manufacturing complete BMS in-house. This partnership has opened up a new arena for Pricol to add a pure play EV product in our portfolio.

BMS PowerSafe, a brand part of Startec Energy Group headquarters in Mérignac France, is known for its Battery Management System design and manufacturing. Beginning in 1999, the Startec Group's historical company designed and supplied BMS for European leaders in energy storage. Since then, for more than 20 years, the group has developed a unique know-how about BMS in the market in very diverse applications. With robust hardware and software skillsets in-house, today the company offers the most secure BMS solutions in the market. The company is recognized as the top 3 pure players of BMS suppliers in Europe.

Specialized in embedded system intelligence, BMS PowerSafe designs and produces intelligent battery management systems, integrating software and electronic of new generation allowing to be a leader in the electric mobility, electric cars, energy storage, autonomous drones and military/defence markets.

New Age EV Customers

EV Customers

HEROeLECTRIC The smart move	hop	ROOTS	QUANTUM ENERGY PARTNERS
NUMEROS MOTORS	SUN MOBILITY	OKINAWA Power the Change	LECTRIX Born Electric

At Pricol , we have always been committed to staying at the forefront of technological advancements, and the rise of electric vehicles presents a significant opportunity for growth and innovation. Our collaboration with more than 25 innovative and forward-thinking new age EV players to cater our products and solution which allows us to contribute to the sustainable transportation revolution and develop cutting-edge solutions tailored to their unique needs.

Working closely with these customers, we are leveraging our expertise and experience to deliver products and services that align with the rapidly evolving EV landscape. By combining our industry knowledge and their visionary approach, we are pushing the boundaries of what is possible in electric mobility. This collaboration marks an important milestone for us as we continue to expand our presence in the electric vehicle industry.

Select Recent Launches

Numerous Motor

Quantum Energy

HOP Electric Mobility

Awards and Accolades

Prestigious Award

Our chairman, Smt. Vanitha Mohan, received the Governor's Award 2022 for her outstanding contribution towards "environment protection" from the hon'ble Governor and the Chief Minister of Tamil Nadu. We are proud to have such a visionary leader at the helm, guiding us towards a sustainable future.

It was a moment of great honour and privilege for Siruthuli to be bestowed with the Tamil Nadu Governor's Award for best NGO in the "Environmental Protection" category. Managing Trustee of Siruthuli Smt. Vanitha Mohan received the award during the 'At Home' reception at Raj Bhavan on Republic Day, January 26th 2023.

The award includes Rs. 10 lakhs rupees and a commendation letter, acknowledging Siruthuli's multi-pronged efforts in the rejuvenation of Noyyal, creation of Miyawaki model of urban forest patches, undertaking waste management successfully and generating awareness on environment. The Siruthuli team expressed that the efforts of the last 20 years were possible due to the collaborative effort of various stakeholders such as Government, private partners, Institutions, other NGOs and above all the support of the people of Coimbatore, who participated in large numbers to make the projects sustainable. This award is an award for the city of Coimbatore.

Key Customers Awards

| GOING EXTRA MILE Award from Tata Motors Limited

| New Development Award from Suzuki Motorcycle India Limited

| Best in Innovation & Technology Award from Hero MotoCorp

| Best Delivery Management Award from Honda Motorcycle and Scooters India

Awards and Accolades

Key Industry Awards

We are proud and honored to be awarded as one of the Top 50 Innovative Companies by the Confederation of Indian Industry (CII) Industrial Innovation Award 2022. These awards, established in 2014, celebrate and identify innovative Indian enterprises across various sectors. They aim to enhance competitiveness in domestic and global markets by recognizing champions of innovation.

The Industrial Innovation Awards are an integral part of CII's efforts to foster a structured innovation process within the Indian industry. Through the Enterprise Innovation Maturity Framework, developed by CII, companies are encouraged to adopt a systematic approach to innovation. By evaluating new processes, products, services, technologies, and ideas, these awards fuel growth and drive forward-thinking approaches. Tangible results are assessed, along with new approaches and ideas, to identify the most impactful innovations.

Participating in the CII Industrial Innovation Awards provides companies with a platform to showcase their innovative products and services nationally and internationally. Over the past years, these awards have gained significant recognition as one of the most prestigious innovation awards in the country.

As part of the annual session of CII Tamil Nadu for 2022-23, Pricol Limited has been honoured & recognized as an industry trendsetter amongst CII members for their leadership, achievements and globally renowned practices in the Business innovation category.

We are proud to announce that Pricol has been recognized with the "Business Innovation" Award by the Confederation of Indian Industries (CII) Tamil Nadu for the various innovations done on Driver Information and Connected vehicle solutions.

The award inspires us to continue to push boundaries and strive for excellence.

Excited to announce that Pricol has won the award for the Most Iconic Organization at the Coimbatore Leadership Award 2023, organised by World Manufacturing Congress.

This milestone would have not been possible without the unwavering support of all our stakeholders.

The award is a testament to our commitment to excellence and value

We are proud to share that Pricol Limited has been awarded the "Best Interactive Product (Automotive)" in the "Technology Excellence Awards, 2022" conducted by Quantic India. This award is presented to Pricol, for our continuous efforts towards setting the bar high in terms of product and process technology in the automotive industry.

The award is also a quintessence of product excellence and the company's commitment towards operating with a philosophy that guarantees tech-driven product and services that are reliable, safe and efficient.

Quantic India is an internationally recognized Business Media Company with over 10 years of experience managing BFSI, Supplychain, Pharma, FMCG, Engineering and Master class, B2B Summits and In house training across Asia, Africa and Europe.

Awards and Accolades

Pricol Won 1st Prize in the ACMA India - 17th Regional Level QCC and Qualified for National Level Competition.

Pricol team won four Gold awards in the 7th Chapter Convention on Quality Concepts organized by QCFI

Pricol has won the Gold Award for productivity at the 12th Edition of Productivity Conclave 2023.

We are proud to announce that Pricol has bagged the Gold and Silver awards at the 12th CII National POKA YOKE Competition held on 24 & 25th Jan 2023.

Quality and Productive Awards

Pricol Won Gold Award and Best Debut Award in the 22nd Chapter Convention on Quality Concepts organized by Quality Circle Forum of India.

Pricol Limited - Corporate Manufacturing Engineering Department have won Gold award in the 13th Edition of 3M competition conducted by CII.

Pricol won 2nd Prize in Productivity Improvement from ACMA India - 17th Quality Circle Competition 2022 .

Pricol Limited bagged the second prize in the Supplier Samrat Quality Competition on Quality Concepts organized by Ashok Leyland.

Chairman's Message

"We take immense pride in offering cleaner mobility solutions"

Dear Shareholders,

Salutations from the Pricol team!

It is my hope that you and your loved ones are in high spirits. I extend my heartfelt gratitude for your unwavering support and shared resilience in the face of a year marked by both triumphs and trials. This steadfast faith has served as our guiding light, empowering us to surmount obstacles and persist in our mission to generate value for all our stakeholders while remaining committed to our business objectives.

Born from a vision to revolutionize the manufacturing of automotive instruments, Pricol has ascended to the ranks of a globally acclaimed entity in the realm of automotive product solutions. This trajectory of success has been fuelled by your trust, and it fills us with immense pride. Our offerings, a synthesis of precision-engineered automotive technology solutions, are meticulously crafted to be customer-oriented, feature-laden, and rich in interface.

As we navigate the currents of the upcoming financial year, our compass remains directed towards enhancing capacity utilization, spearheading technological advancements, and making prudent investments that solidify our standing as a leading luminary in the automotive technology space.

The automotive industry serves as a formidable engine propelling India's economic growth, with the auto components sector contributing 2.3% to India's GDP and directly employing 1.5 million individuals. By 2026, this sector is projected to contribute 5-7% to India's GDP. With the government's intensified focus on green mobility, we find ourselves in a pivotal position to unite as an industry and catalyse a surge in global demand.

Sustainability Roadmap: The preceding years have seen an upswing in discussions surrounding the EV ecosystem, charging infrastructure, and green mobility. Concurrently, the manufacturing sector has been proactive in incorporating sustainability in its day-to-day operations. Aiming for the horizon of global net zero carbon emissions by 2050 demands a collective effort, one that will yield enhanced value for our stakeholders and the broader economy.

At Pricol, we take immense pride in offering cleaner mobility solutions to our customers. As part of our commitment to ESG goals, we've undertaken several measures in our business operations and facilities, some of which are highlighted below:

- Instituting Zero Waste to Landfill concepts in our plants to diminish waste generation
- Sourcing renewable energy to bolster sustainability and reduce carbon emissions
- Establishing three Miyawaki forests in our Coimbatore plant, fostering dense green spaces, which is home to over 3000 trees capable of absorbing 12 tons of carbon dioxide and releasing 165 tons of oxygen annually.

Value to Society: Our proactive participation in community-building activities underlines our commitment to nurturing a greener tomorrow through our 'We Care' initiative. This program, launched to execute a variety of social and environmental development initiatives around our operational locations, which has empowered us to create meaningful impact to the community at large.

While these are initial steps, be rest assured that we will relentlessly evolve in the coming years, prioritizing the greater good and generating value for our stakeholders through sustainable business and environmental-friendly operational transformations.

Sustainability is at the core of everything that we do at Pricol to ensure the legacy that we have built so far continues for many generations from hereon.

Today, our journey has carried us far, a testament to the overwhelming support from our shareholders, employees, customers, and suppliers. We pledge to fortify this synergistic relationship, a beacon that has kept us resolute over the years. Our sincere appreciation goes out to each one of you for your invaluable contributions, and we eagerly anticipate your continued support in the years to come.

Best wishes,

Vanitha Mohan

Vanitha Mohan

Managing Director's Message

"We are confident in our ability to adapt, innovate, and foster sustainable growth."

Dear Shareholders,

Greetings!

Over the past few years, we have faced multi-faceted challenges, but with the continued strong and unwavering support of all our stakeholders, we have transformed these challenges into opportunities . Throughout the fiscal year FY23, Pricol has maintained a steadfast commitment to excellence, innovation, and sustainable growth. We have made significant progress in expanding our business, driving operational efficiency, and fostering a culture of innovation and continuous improvement.

Financial Performance:
I am pleased to announce that Pricol has achieved a noteworthy financial performance in the fiscal year FY23. Despite operating in a challenging business environment due to supply chain constraints, we have clocked a 27 % increase in our total revenues, reaching a value of INR 1,903 Crores, highest ever revenue in the history of Pricol. This sort of growth is a testament to the dedication of our teams and the successful execution of our technological innovations and strategic initiatives. Furthermore, our net profit has also witnessed a significant 144 % increase, underscoring our commitment to maximizing profitability and generating substantial value for our esteemed shareholders.

Our dedication to delivering innovative and quality products and solutions has enabled us to forge new partnerships and strengthen existing ones. We have diversified our offerings to

cater to a wider range of key customers, ensuring sustainable growth thereby enhancing shareholder value.

Operational Excellence:
Pricol continues to uphold its commitment to operational excellence. We have made substantial investments in cutting-edge manufacturing facilities, advanced technologies, product and process innovation capabilities. These inward looking initiatives have not only bolstered our capacities and capabilities but have also enabled us to position ourselves as global leaders in the Auto Ancillary sector. Our adherence to lean methodologies and process optimization has yielded notable improvements in efficiency, cost reduction, and heightened customer satisfaction, resulting in various customer and industry awards and recognitions.

Sustainability as a core principle:
Pricol embraces the principle of responsible business conduct and strives to make a positive societal impact. We consistently integrate sustainability into our operations and proactively engage in initiatives that promote environmental preservation and social welfare. Through our comprehensive outreach programs, we have extended support to areas such as education, healthcare, and community development, bringing positive impact to people's lives. Our practice of sustainability aligns with our long-term vision of fostering responsible growth and contributing to the overall development of society. With a renewed focus and outlook, today, we value sustainable practices across people, products, technology and all aspects of business, with an aspiration to become a carbon positive organization in the years to come and to inspire the next-generation to drive the legacy forward to greater heights.

Looking forward:
As we set our sights on the future, we maintain a cautious yet optimistic outlook. The dynamic global business landscape continues to evolve, offering a blend of opportunities and challenges. However, we are confident of our organisation's capacity to adapt, innovate, and foster sustainable growth. We continue to prioritise customer-centricity, technological advancements, and strategic partnerships to enable us to expand our business outlook and uphold our leadership position. Our dedicated and well balanced team will play an instrumental role in our ongoing success, supported by a robust culture of integrity and excellence.

In conclusion, I would like to express my gratitude to our shareholders, customers, partners, and employees for their unwavering support and commitment to Pricol. We at Pricol seek to develop as an organization, improving the prosperity of our businesses and grow as individuals, contributing in whatever capacity for the benefit of the community at large.

Thank you for your continued confidence in Pricol. Together, we will create a future of innovation, growth, and prosperity.

Best Wishes,

Vikram Mohan

Board of Directors

CHAIRMAN

MRS. VANITHA MOHAN

Mrs. Vanitha Mohan (70) is a Commerce Graduate with a Post-Graduate Diploma in Business Management from the University of Strathclyde, Glasgow, UK. She has 37 years of experience and heads the Internal Audit functions and Corporate Social Responsibility activities at Pricol along with which she also acts as a Director of Sagittarius Investments Private Limited and Shrimay Enterprises Private Limited. She is the Managing Trustee of SIRUTHULI, an NGO formed to address the environmental issues of Coimbatore with focus on water management and enhancement of green cover of the city. She is also a Trustee of ND Foundation and the Vice Chairman at Kongu Global Forum, an organisation set up for the development of 7 districts forming part of the Kongu region of Tamil Nadu prior to which she is a past President of the 93 year old Indian Chamber of Commerce and Industry, Coimbatore.

INDEPENDENT DIRECTOR

MR. R. VIDHYA SHANKAR

Mr. R. Vidhya Shankar (53) holds a Bachelor of Commerce and Bachelor of Law degree from Bharathiyar University, Coimbatore. He is a Gold Medalist and holds the record for a very rare first class in Law at Bharathiyar University. He has more than 2 decades of experience and specialises in Corporate Law, including in corporate transactions, corporate restructuring, schemes and arrangements, corporate litigations, domestic and international arbitrations, capital market, FEMA compliances, cross-border transactions and general corporate advisory services. He has several reported decisions in the field of corporate law to his credit.

MANAGING DIRECTOR

MR. VIKRAM MOHAN

Mr. Vikram Mohan (48) holds a bachelor's degree in Production Engineering with an Honors from PSG College of Technology, Coimbatore. He has 27 years of experience and is responsible for Strategy, Finance, Customer Relationship Management and Public Relations at Pricol. He is the founder of the Entrepreneurs Organization (EO) Chapter in Coimbatore and is currently a member of EO South Asia. He is also a member of Young Professions Organization (YPO) Chennai. He has been actively involved in the Confederation of Indian Industries (CII) and the Automotive Components Manufacturers Association (ACMA) in various board positions.

CEO & EXECUTIVE DIRECTOR

MR. P. M. GANESH

Mr. P. M. Ganesh (54) holds a Bachelor's Degree in Engineering from Coimbatore Institute of Technology, and an MBA (Gold Medalist) from Bharathiar University. He is currently responsible for the company's overall operations driving profitability, managing organizational structure and communicating with the management and board. He has held various positions in other firms before joining Pricol Limited in 2013 as the Chief Marketing Officer, wherein his responsibilities included planning, developing, implementing, and monitoring the overall business marketing strategy of the company. With more than 30 years of rich industrial experience and an executive member in the Group's Risk Management Committee.

INDEPENDENT DIRECTOR

MRS. SRIYA CHARI

Mrs. Sriya Chari (49) years of age is a B. Com (Hons.) graduate from Sriram College of Commerce, Delhi and holds an MBA from Cardiff Business School, University of Wales. She comes with 30 years of experience and also acts as the Director of Rajsriya Automotive Industries Private Limited, Yogya Systems Private Limited, and India Motor Parts & Accessories Limited.

INDEPENDENT DIRECTOR

MR. P. SHANMUGASUNDARAM

Mr. P. Shanmugasundaram (74) holds a B. Com, LLB, FCA, and comes with 48 years of experience as a Chartered Accountant. He is also a partner at the Reddy Goud & Janardhan, Chartered Accountants Firm, Bengaluru and acts as an Independent Director at Listed Companies namely L G Balakrishnan & Bros Limited and LGB Forge Limited. He is the Chairman of Audit Committee in both the companies while holding an additional post of member of Nomination and Remuneration Committee of LGB Forge Limited.

INDEPENDENT DIRECTOR

MR. K. ILANGO

Mr. K. Ilango (58) holds a bachelor's degree in engineering and comes with 36 years of experience in manufacture of Auto Components. He also holds the position of Managing Director of RSM Autokast Private Limited and Nominee Director of Codissia Industrial Park Limited. He is also a Director of KKR Securities Private Limited, Rajshree Sugars & Chemicals Limited and Tamil Nadu Electricity Consumers' Association. He is a Past President of Round Table India and CODISSIA. He is the Chairman of Round Table India Foundation and Treasurer at Codissia Intec Technology Center.

INDEPENDENT DIRECTOR

DR. S. K. SUNDARARAMAN

Dr. S. K. Sundararaman (50) holds an MBBS Degree in his undergraduate studies and master's in business management from Cambridge University, U.K. He has 2 decades of business experience. He is currently the Managing Director of Shiva Texyarn Limited and the Managing Trustee of the Firebird Institute Of Research In Management. He has been the past Chairman of CII Coimbatore, Education Convener of CII, Tamilnadu. He is currently the Chairman of the Indian Technical Textile Association, Vice Chairman of The Southern India Mills Association & Vice Chairman of SIMA CDRA. He is director in 7 Public Limited Companies and 6 Private Limited Companies. He is also on the Governing Councils of Textile Associations.

INDEPENDENT DIRECTOR

MR. NAVIN PAUL

Mr. Navin Paul (65) holds a bachelor's degree in Science in Mechanical Engineering (with Honors) from National Institute of Technology, Kurukshetra, Haryana and a master's degree in Business Administration from Faculty of Management Studies, Delhi. He has 42 years of experience in the filed of Trend Monitoring, Technology Roadmaps, Business Enabler, Customer Portfolio management, Customer Binding and Bonding Strategies. He is also a Director in IP Rings Limited and Amalgamations Repco Limited. He is also the Executive Committee Member of ACMA and Co-Chair of Government Regulations and Advocacy Sub Pillar. He was the Former Executive Vice President Sales and Marketing of Mobility Solutions with BOSCH, India from 2011-2017 reporting to BOSCH Board of Management in Germany.

Board of Directors

Mrs.	Vanitha Mohan, Chairman	(DIN: 00002168)
Mr.	Vikram Mohan, Managing Director	(DIN: 00089968)
Mr.	P. M. Ganesh, Chief Executive Officer & Executive Director	(DIN: 08571325)
Mr.	R. Vidhya Shankar, Independent Director	(DIN: 00002498)
Mrs.	Sriya Chari, Independent Director	(DIN: 07383240)
Dr.	S.K. Sundararaman, Independent Director	(DIN: 00002691)
Mr.	P. Shanmugasundaram, Independent Director	(DIN: 00119411)
Mr.	K. Ilango, Independent Director	(DIN: 00124115)
Mr.	Navin Paul, Independent Director	(DIN: 00424944)

BOARD COMMITTEES

AUDIT COMMITTEE

Mr. P. Shanmugasundaram
Mr. R. Vidhya Shankar
Mrs. Sriya Chari
Dr. S.K. Sundararaman
Mrs. Vanitha Mohan

NOMINATION & REMUNERATION COMMITTEE

Mr. R. Vidhya Shankar
Mrs. Sriya Chari
Mr. P. Shanmugasundaram

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. R. Vidhya Shankar
Dr. S.K. Sundararaman
Mrs. Vanitha Mohan
Mr. Vikram Mohan

INVESTMENT AND BORROWING COMMITTEE

Mrs. Vanitha Mohan
Mr. Vikram Mohan
Mr. R. Vidhya Shankar
Mr. P. Shanmugasundaram

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mrs. Vanitha Mohan
Mr. Vikram Mohan
Mr. K. Ilango

RISK MANAGEMENT COMMITTEE

Mr. Vikram Mohan
Mr. K. Ilango
Mr. P. M. Ganesh

CHIEF FINANCIAL OFFICER

Mr. Priyadarsi Bastia

COMPANY SECRETARY

Mr. T. G. Thamizhanban

STATUTORY AUDITOR

M/s. VKS Aiyer & Co.,
Chartered Accountants,
No. 380, VGR Puram, Off Alagesan Road,
Saibaba Colony, Coimbatore - 641 011

SECRETARIAL AUDITOR

M/s. P. Eswaramoorthy and Company,
Company Secretaries,
44, 5th Street, Ramalinga Jothi Nagar,
Ramanathapuram, Coimbatore - 641 045

COST AUDITOR

Mr. G. Sivagurunathan,
Cost Accountant,
No.277 /1, Second Floor, Thadagam Road,
(Indian Bank Upstairs), Venkitapuram,
Coimbatore - 641 025.

BANKS

ICICI Bank Limited
IndusInd Bank Limited

REGISTERED OFFICE

109, Race Course,
Coimbatore - 641 018, India.
Ph: +91 422 4336000
E-mail: cs@pricol.com
Website: www.pricol.com
CIN: L34200TZ2011PLC022194

FACTORIES

Plant I
132, Mettupalayam Road,
Perianaickenpalayam,
Coimbatore - 641 020,
Tamilnadu, India.

Plant II
Plot No. 34 & 35, Sector 4,
IMT Manesar, Gurugram - 122 050,
Haryana, India.

Plant III
4 / 558, Mettupalayam Road,
Chinnamathampalayam,
Billichi Village, Press Colony Post,
Coimbatore - 641 019,
Tamilnadu, India.

Plant V
Global - Raisoni, Industrial Park,
Gat No.180 - 187, Alandi - Markal Road,
Phulgaon, Haveli Taluka,
Pune - 412 216, Maharashtra, India.

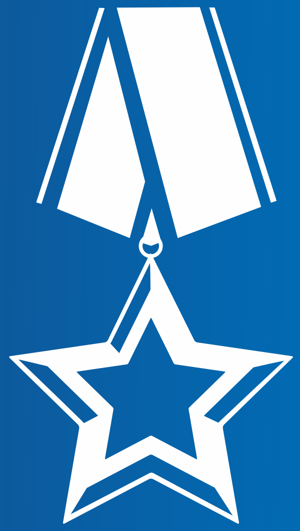
Plant VII
Plot No. 45, Sector 11,
Integrated Industrial Estate,
Pantnagar, SIDCUL,
Rudrapur - 263 153,
Uttarakhand, India.

Plant IX
Plot No. 120, Sector 8,
IMT Manesar, Gurugram - 122 050,
Haryana, India.

Plant X
650, Benjamin Road,
Sri City - 517 646,
Andhra Pradesh, India

Plant XII
K-7, MIDC, Satara - 415004
Maharashtra, India

Long Service Awards Celebration



My Pricol My Pride

People are the foundation of every successful enterprise. As one of the most valuable stakeholders of the organisation, it is important for us to recognise the contribution of our dear employees who have stood with us through thick and thin over many years.

As an act to recognize and honor the dedicated services of our employees, we bestowed upon them the "Long Service Award"Here are a few moments captured from the event felicitation this year by our Managing Director, Mr. Vikram Mohan, and Mrs. Lakshmi Mohan, Managing Director of Pricol Holdings Limited and Group Director - Human Resource.

It was a joyous celebration of our people across our corporate and all plant locations and definitely a moment of Pride for the entire Pricol family to have associates working with the organisation for more than 40+ years.

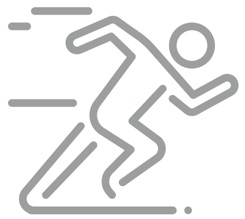
We contribute to our employees' life and career growth in more than one way.

Recreational Clubs

We offer a variety of recreational clubs to encourage all our employees to pursue their personal interests and pastimes. These clubs were founded in order to foster, develop, and promote artistic abilities. Information on each club's operations is available in the recreational club's rules.

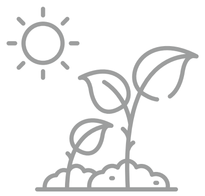
Health Club

A health club offers a platform for workers to achieve their fitness objectives. The club's mission is to support its members in adopting a healthy lifestyle that will make them stronger both physically and emotionally. For its members, the club hosts educational seminars and fitness activities.



Nature Club

We offer a variety of recreational clubs to encourage all our employees to pursue their personal interests and pastimes. These organisations were founded in order to foster, develop, and promote artistic abilities. Information on each club's operations is available in the recreational club's rules.



Sports Club

The sports club is dedicated to encouraging employees to participate in healthy sports. The club's goal is to shape members according to the organisational value system, teamwork, coordination, and discipline. Along with the specified points, the club emphasises time, accuracy, and competitiveness as important values.

Special Interest Club

Special Interest Clubs give employees the chance to socialize and engage in team-building and recreational activities. Our employees can fulfill a broad array of interests by joining these special interest clubs. Whether you are interested in photography, painting, culinary arts, or board games, there's a club for you! These clubs encourage Pricolians in fostering stronger bonds and a greater sense of belonging.

Fun at Work

We carry out a variety of activities under our "Fun at Work" initiative, where our employees spend time with the coworkers in a casual and enjoyable setting, encouraging them to be open and honest with one another. Instead of just being coworkers, all of our employees are friends with the people they work with, which improves their ability to collaborate and communicate.

We have been devoting time and energy to improve the workplace environment, and make work more enjoyable.

Corporate Social Responsibility

Road Safety Mirror
Prevention & Protection of Road Accidents by Convex Mirror

Eye Camp
Covering 40+ Govt. Schools engaging Free Eye checkup camp

Medical Check Up
Awareness among women to detect breast cancer at the early stage

WE CARE

A **PRICOL** *INITIATIVE*

With Pricol' s longstanding commitment to social and employee welfare, we are determined to help create a better society. As good corporate citizens, we feel responsible to actively contribute our best efforts to enhance the societal and the environmental needs.

As part of our We Care Program, we continuously hold a variety of events that are in alignment with the mentioned purpose.

Children's Park
Absolute Happiness prevailing Atmosphere & Environment

GH Cleaning Program
Absolute Cleanliness, Health and Hygiene

Gov. School - Renovation
Country's Growth & Development and for School's Requirement

DIRECTORS' REPORT & MANAGEMENT ANALYSIS

Your Directors are pleased to present the Twelfth Annual Report on the business and operations of the Company alongwith the audited financial statements (Standalone & Consolidated) for the financial year ended 31st March, 2023 and Auditors' Report thereon on behalf of the Board of Directors.

FINANCIAL RESULTS

₹ **Lakhs**

The summarised financial results are:	**Standalone**		**Consolidated**	
	2022-23	2021-22 (Restated)	**2022-23**	2021-22 (Restated)
Net Sales & Services				
- Domestic	**1,73,440.69**	1,34,992.83	**1,74,774.02**	1,35,736.09
- Export	**13,751.12**	12,880.30	**15,509.10**	14,270.79
Revenue from Operations	**1,87,191.81**	1,47,873.13	**1,90,283.12**	1,50,006.88
Other Operating Revenue	**5,572.95**	4,462.41	**5,572.95**	4,462.41
Other Income	**402.36**	698.83	**458.53**	882.06
Total Income	**1,93,167.12**	1,53,034.37	**1,96,314.60**	1,55,351.35
Profit from Operations before Finance Cost, Depreciation and Amortisation Expense, Exceptional Items & Tax	**21,593.24**	17,777.94	**23,306.03**	18,940.07
Less : Finance Costs	**1,827.36**	2,675.23	**1,828.25**	2,728.23
: Depreciation and Amortisation Expenses	**7,615.88**	8,054.70	**7,790.78**	8,183.90
Profit / (Loss) before Exceptional Items & Tax	**12,150.00**	7,048.01	**13,687.00**	8,027.94
Add : Exceptional Item	**975.00**	—	**975.00**	—
Profit / (Loss) Before Tax	**13,125.00**	7,048.01	**14,662.00**	8,027.94
Less : Tax Expense				
Current Tax	**3,313.86**	2,950.00	**3,620.32**	3,090.33
Deferred Tax	**(1,446.75)**	(240.70)	**(1,426.85)**	(173.23)
Earlier years (Net)	**—**	—	**—**	1.47
Profit / (Loss) for the year (A)	**11,257.89**	4,338.71	**12,468.53**	5,109.37
Other Comprehensive Income for the year before tax	**(310.57)**	(89.23)	**273.92**	167.05
Income tax relating to these items	**78.16**	31.30	**67.58**	27.87
Other Comprehensive Income for the year after tax (B)	**(232.41)**	(57.93)	**341.50**	194.92
Total Comprehensive Income for the year (C) = (A) + (B)	**11,025.48**	4,280.78	**12,810.03**	5,304.29

DIVIDEND & RESERVES

As the current year profit after setting off the losses of the previous years is inadequate to declare dividend, your Directors do not recommend any dividend and not transferred any amount to general reserves for the year 2022-23.

DIRECTORS' REPORT & MANAGEMENT ANALYSIS

AUTO INDUSTRY

During the year, the Auto Industry's domestic sales grew by 20 % and exports by (15) %. The overall Auto Industry's production grew by 12.5 % as against 1.2 % in the previous financial year.

Segment	Vehicle Production*			Pricol Sale to OEM
	2022-23	2021-22	**Growth %**	**Growth %**
2 Wheeler / 3 Wheeler	**2,03,17,602**	1,85,83,841	**9.33 %**	**26.04 %**
Commercial Vehicle	**10,35,626**	8,05,527	**28.57 %**	**54.12 %**
Tractors	**9,38,500**	8,30,500	**13.00 %**	**(1.25) %**
4 Wheeler	**45,78,639**	36,50,698	**25.42 %**	**39.43 %**
Total	**2,68,70,367**	2,38,70,566	**12.57 %**	**28.72 %**

*As per Society of Indian Automobile Manufacturers (SIAM)

OPERATIONS

In domestic market, Company primarily caters to 2 wheelers, Commercial Vehicles, Tractors, 4 wheelers and Off-road vehicles.

STANDALONE FINANCIALS

The Company's domestic sales was up by 28.48% and overall Company's sales by 26.59% as compared to the previous year. The profit from operations before Finance Cost, Depreciation, Amortisation expenses, Exceptional items & Tax is ₹ 21,593.24 Lakhs as compared to ₹ 17,777.94 Lakhs during the previous year. Profit before Exceptional items & Tax has increased from ₹ 7,048.01 Lakhs to ₹ 12,150.00 Lakhs, due to increase in sales volume and better control on costs.

CONSOLIDATED FINANCIALS

The profit from operations before Finance Cost, Depreciation, Amortisation expenses and Exceptional items & Tax has increased from ₹ 18,940.07 Lakhs to ₹ 23,306.03 Lakhs. The operational performance has improved due to increase in sales volume and better control on costs. Profit before Exceptional items & Tax is ₹13,687.00 Lakhs as compared to ₹ 8,027.94 Lakhs, in the previous year.

AMALGAMATION

Amalgamation of Pricol Wiping Systems India Limited ("PWSIL"), a Wholly Owned Subsidiary company with its Holding Company, Pricol Limited with appointed date as 1st April 2021, by way of Scheme of Amalgamation, became effective from 21st December 2022 .

By this amalgamation the Wiping Business of PWSIL had been integrated with Pricol Limited. As part of the said amalgamation all assets and liabilities of PWSIL was transferred and vested with Pricol Limited. In this amalgamation there is no cash consideration involved being, PWSIL is a wholly-owned subsidiary of Pricol Limited and the entire share capital of the PWSIL is held by Pricol Limited. Therefore, all shares held by the Pricol Limited in the share capital of the PWSIL stood cancelled.

As the appointed date of the said amalgamation is 1st April 2021, the financial statements for the financial year 2021-22 of the Company has been restated, in line with Ind AS 103 - Business Combination.

SHARE CAPITAL

Authorised & Issued, Subscribed Paid up

During the year 2022-23, based on the scheme of amalgamation of Pricol Wiping Systems India Limited, the authorised capital of the said company ₹ 21,25,00,000 was added to Pricol Limited's authorised capital, which resulted the increase of authorised share capital of the Company from ₹ 58,20,00,000 to ₹ 79,45,00,000 as on 31st March 2023 comprising of ₹ 79,45,00,000 equity shares of ₹ 1/- each.

The issued, subscribed and paid-up equity share capital of the Company as on 31st March 2023 was ₹ 12,18,81,498/- comprising of 12,18,81,498 equity shares of ₹ 1/- each, without any change from the 31st March 2022.

SUBSIDIARY COMPANIES

Pricol Asia Pte Limited, Singapore

This purchasing arm of our Company mainly assists in global procurement of raw materials and components to our Company.

During the financial year 2022-23, the Company achieved sales of USD 545.20 Lakhs (₹ 43,017.70 Lakhs) as against the previous year sales of USD 376.94 Lakhs (₹ 28,084.77 Lakhs). The Company made a profit of USD 10,38,306 (₹ 819.26 Lakhs) during the year 2022-23 as against USD 7,04,769 (₹ 525.11 Lakhs) in 2021-22.

DIRECTORS' REPORT & MANAGEMENT ANALYSIS

PT Pricol Surya Indonesia

The Company is supplying Instrument clusters to the 2 Wheeler manufacturers in Indonesia & Thailand.

In the financial year 2022-23, the Company has achieved a sales of IDR 6,59,014 Lakhs (INR 3,545.50 Lakhs) as against the previous year sales of IDR 6,10,700 Lakhs (INR 3,154.26 Lakhs) an increase of 7.91% in IDR & 12.40% in INR terms.

The Company had a profit before tax of IDR 1,33,416 Lakhs (₹ 717.78 Lakhs) as against the profit before tax of IDR 94,685 Lakhs (₹ 489.05 Lakhs) of previous year.

PT Sripri Wiring Systems, Indonesia

Due to business reasons, the operations of the Company have been closed during the financial year.

Pricol Asia Exim DMCC, Dubai

The Company, a Wholly Owned Subsidiary Company of Pricol Asia Pte. Limited, Singapore, was incorporated on 18th August 2022. This purchasing arm of our Company mainly assists in global procurement of raw materials and components to our Company.

During the financial year 2022-23, the Company's sale is USD 577 (₹ 0.46 Lakhs) (Previous year-Nil). The Company made a loss of USD 31,185 (₹ 24.61 Lakhs) during the year 2022-23 (Previous year -Nil)

OUTLOOK, OPPORTUNITIES, CHALLENGES, RISKS & CONCERNS

Global Economy:

In 2022, the global economy experienced several turbulent challenges. Inflation was seen higher than usual in several decades resulted in tightening financial conditions in most regions, Russia's invasion of Ukraine continue to weigh on economic activity, and the rapid spread of COVID-19 in China dampened growth in 2022, but the recent reopening has paved the way for a faster-than-expected recovery.

Various initiatives taken by global governing bodies are expected to moderate the pertaining economical risks. Monetary policies are expected to restore price stability, and fiscal policies expected to aim to alleviate cost pressures while maintaining a sufficiently tight stance. Structural reforms can further support lower inflation by improving productivity and easing supply side constraints.

As per the latest IMF estimates published in Jan-23, the global economy is projected to grow at 2.9 % in 2023 (vs estimated 3.4 % in 2022) and 3.1 % in 2024. In 2022, Middle East and Central Asia have been the highest contributor to the global real GDP, while Emerging and Developing Asia are expected to be the highest contributors in 2024. Euro area is estimated to grow at 1.6 % in 2024, whereas United States and Latin America are expected to grow at 1.0 % and 2.1 % respectively in 2024.

Indian Economy:

The Indian economy, has staged a full recovery, ahead of many nations and has positioned itself to ascend to the pre-pandemic growth path in FY23. However, India must also cope with the challenge of controlling inflation. Fortunately, actions taken by the government and RBI along with decline in global commodity prices has led retail inflation levels reaching to 5.72 % in November'22 and 5.88 % in December'22, which are within the RBI upper tolerance target of 6 %.

As per IMF, India's Real GDP grew at 6.8 % in 2022 (estimates) and expected to grow at 6.1 % in 2023 and 6.8 % in 2024, with resilient domestic demand despite external headwinds. Industrial production increased supported by persistent demand conditions. For the first half of FY23, the Industrial Sector's overall Gross Value Added (GVA) increased by 3.7 %, above the 2.8 % average growth seen in the first half of the previous decade.

In 2023, nearly 15 % of the world's growth is forecasted to come from India. These growth projections are partially based on the economy's resiliency, which can be observed in how quickly private consumption rebounded, while, the government's capital expenditure, which surged by 63.4 % in the first eight months of FY23 was also a major contributor. India will also be able to maintain a positive growth-interest rate differential owing to the government's policy of capital expenditure led growth, which will result in a sustainable debt to GDP over the long term.

In order to connect India to international supply chains, the Production Linked Incentive (PLI) programmes were created with an expected investment of INR 4 lakh crore during FY22-27. As per the Indian Brand Equity Foundation (IBEF) In FY22, investments under PLI programmes totalled INR 47,500 crore, which reached 106 % of the year's set objective. Due to PLI initiatives, production / sales of INR 3.85 lakh crore and the creation of 3 lakh jobs have been registered. The Indian economy

DIRECTORS' REPORT & MANAGEMENT ANALYSIS

has also begun to prosper from more formalisation, greater financial inclusion and economic possibilities brought forth by technologically driven economic reforms.

The Indian Automotive Sector

India has become the fastest-growing economy in the world in recent years. This fast growth, coupled with rising incomes, boost in infrastructure spending and increased manufacturing incentives, has accelerated the automobile industry. The two-wheeler segment dominated the automobile industry because of the Indian middle class. India aims to double its auto industry size to INR 15 lakh crores by end of year 2024. There has been an FDI inflow of $ 33.77 billion in the industry from April 2000 till September 2022 which is around 5.48 % of the total FDI inflows in India during the same period.

The Indian automobile industry, is presently the fifth largest in the world and is expected to become third largest by 2030. The industry contributes around 7.1 % of India's Gross Domestic Product (GDP) and 49 % of its manufacturing GDP. While the automotive sector is valued at $ 222 billion, the net worth of the EV market in the country is expected to be just $2 billion by 2023 and $ 7.09 billion by 2025.

Auto demand momentum has gone through unforeseen roadblocks in FY23 like the semiconductor shortages, steep raw material prices, supply chain constraints, to name a few. The sector is expected to continue to grow due to various demand drivers namely, greater replacement demand, new products, buoyant business / economic activity, policy push and ample finance availability. There has been a significant rise in investments in the research and development (R&D) of the autonomous vehicle. The fast paced technological advancements in the recent years has further opened up opportunities for the auto makers to explore new arenas.

In the two-wheeler industry, share of scooters and executive / premium motorcycles has been increasing due to strong demand from mid/higher income customers and this trend is expected to persist. EV penetration stands at 5 % in FY23E, and it is expected to further increase to 9 % in FY25E, with more model options and favourable cost of ownership in comparison with ICEs. The share of scooters / premium-bikes is expected to rise from 31 % / 13 % to 38 % / 15 % driven by urbanization, premiumisation and electrification.

In fiscal 2024, the overall CV domestic sales volumes is expected to breach the pre pandemic peak and will be driven by improving fleet utilisation and transporter profitability levels, higher replacement demand and expectations of robust economic growth.

The Indian Auto Ancillaries Sector

Significant demand for automobiles also led to the emergence of more original equipment and auto components manufacturers. As a result, India developed expertise in automobiles and auto components, which helped boost international demand for Indian automobiles and auto components.

India's auto component industry is an important sector driving macroeconomic growth and employment. The industry comprises players of all sizes, from large corporations to micro entities, spread across clusters throughout the country. The auto components industry accounted for 2.3 % of India's GDP and provided direct employment to 1.5 million people. By 2026, the automobile component sector will contribute 5-7 % of India's GDP.

The industry is a leader in exports and provides jobs to over 3.7 crore people. From FY16 - FY22, the industry registered a CAGR of 6.35 % and was valued at US$ 56.50 billion in FY22. Due to the high development prospects in all vehicle industry segments, the auto component sector is expected to see double-digit growth in FY22. The industry is expected to stand at US$ 200 billion by FY26.

The turnover of the automotive component industry grew 34.8 % to INR 2.65 lakh crore (US$ 33.8 billion) during April-September 2022 compared to the first half of the previous year. As per the Automobile Component Manufacturers Association (ACMA) forecast, auto component exports from India is expected to reach US$ 30 billion by 2026. Strong international demand and resurgence in the local original equipment and after market segments are predicted to help the auto component industry grow 20-23 % in FY22.

Ancillaries with higher exposure to segments like aluminium casting, wiring harness, lighting, tyres and EV-specific components are likely to benefit from the EV transition, owing to increasing content.

DIRECTORS' REPORT & MANAGEMENT ANALYSIS

Growth Drivers:

1) Growing income levels and overall employment trends will help increase the consumer base. By 2025 Indian Middle class population will rise to 583 million people which will be almost 41 % of the projected population.

2) The Indian automotive ancillary sector is estimated to grow by 14-16 % for FY23. An increase in production of passenger and commercial vehicles in FY23 could help the demand from OEMs to grow by 18-20 %.

3) The demand growth for after market products is estimated to be 7-8 % this fiscal. This number might seem low due to a higher base for the last fiscal year which was due to an increase in the replacement period on account of the pandemic.

4) The export market witnessed 40 % growth in FY22 and is expected to increase 8 -10 % in FY23 owing to stable demand from the European and US markets.

5) India's EV markets have also seen strong growth, with electric 2W volumes witnessing exponential growth in recent years. In the case of 2Ws, the narrowing differential between cost of ownership of EVs and ICEVs in 2Ws has helped drive EV 2W adoption in India. In the case of 4Ws, the large viability gap between EVs and ICEVs persists, but there has been strong offtake in EV 4W sales too, with EVs reaching 3 % of the 4W market in India.

6) Allocation of INR 3,000 crore for the Indian Semiconductor Mission will help develop an indigenous semiconductor manufacturing base and reduce the industry's reliance on imports thereby cushioning it from disruptions in the global supply chain.

7) The Government of India's Automotive Mission Plan (AMP)FY2006-26 has been instrumental in ensuring growth for the sector. The Indian automobile industry is expected to achieve a turnover of US$ 300 billion by 2026 by expanding at a CAGR of 15 % from its current revenue of US$ 74 billion.

8) In November 2020, the Union Cabinet approved a PLI scheme in automobile and auto components with an approved financial outlay over a five-year period of ₹ 57,042 crore (US$ 8.1 billion). In September 2021, the Indian government issued notification regarding a PLI scheme for automobile and auto components worth ₹ 25,938 crore (US$ 3.49 billion). In February 2022, the government received an investment proposal worth ₹ 45,016 crore (US$ 6.04 billion) from 20 automotive companies under the PLI Auto scheme. This scheme is expected to create an incremental output of ₹ 2,31,500 crore (US$ 31.08 billion).

9) Non-Banking Financial Companies (NBFCs) are stepping up the funding of used cars, seeing it as a growth driver over the next two-three years, especially with Electric Vehicles (EVs) gaining traction in the Indian market.

Risk:

1) Real-time driving emission norms (from Apr'23) and safety regulations could pose additional challenges to the auto OEMs across segments as it will further increase the cost of acquisition of vehicles.

2) High-interest rates and rising fuel costs may act as headwinds.

3) If the commodity prices continue to inch higher, the working capital requirement for the business would go up due to the higher cost of inventory.

4) The extended period of semiconductor shortage has the potential to hamper growth for passenger vehicles in particular.

5) Another pandemic wave and persisting inflation would damage the export business for automotive ancillary players.

RISK MANAGEMENT

Risk Management Committee of the Board was constituted in accordance with Regulation 21 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. Risk Management Committee periodically met for identifying, monitoring, evaluating and managing the risks of the Company. At present the Company has not identified any element of risk which may threaten the existence of the Company.

Company's Risk Management Policy has been adopted for identifying and managing risk, at the strategic, operational and tactical level. Our risk management practices are designed to be responsive to the ever changing Industry dynamics. The Company has also laid down the procedures to inform Board members about risk assessment and minimisation procedures.

DIRECTORS' REPORT & MANAGEMENT ANALYSIS

The Risk Management policy has been placed on the website of the Company and the web link there to is https://pricol.com/wp-content/uploads/2022/11/Risk-Management-Policy-2021.pdf

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has internal control systems commensurate with the nature of its business, the size, and complexity of its operations and such internal financial controls with reference to the Financial Statements are adequate.

The Company's internal control systems have been continuously monitored taking into account the nature of business and size of operations to provide for:

- Reliability and integrity of financial and operational information;
- Effectiveness and efficiency of operations and assets;
- Compliance with applicable statutes, policies, listing requirements and management policies and procedures.

The Company, through its own Corporate Internal Audit Department, carries out periodic audits at all locations and all functions and brings out any deviation to internal control procedures. The observations arising from audit are periodically reviewed and compliance is being ensured. The summary of the Internal Audit observations are submitted to the Audit Committee. The Audit Committee at its meetings regularly reviews the financial, operating, internal audit & compliance reports to improve performance. The heads of various monitoring / operating departments are present for the Audit Committee meetings to answer queries raised by the Audit Committee.

Based on the framework of internal financial controls and compliance system established and maintained by the Company, work performed by the internal, statutory, cost and secretarial auditors and external agencies including audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2022-23.

FINANCE

During the year the Company has not accepted / renewed any deposit from public. The total deposits remained unpaid or unclaimed as at 31st March, 2023 is Nil. There is no default in repayment of deposits or payment of interest thereon during the year. The Company undertook several steps to keep a control over borrowings and cost of borrowings.

Credit Rating

Consequent to the good financial performance, your Company was able to improve its credit rating as follows.

Credit Agency	Facility	Present Ratings	Previous Ratings
CRISIL	Long Term - INR 14,500 Lakhs	CRISIL A- / Stable	Not applicable
India Ratings and Research	Fund-Based and Non Fund-Based Working Capital Limits - INR 8,000 Lakhs	IND A- / Stable / IND A2+	IND BBB+ / Stable / IND A2
	Long Term Loans - INR 4,560 Lakhs (reduced from INR 15,530 Lakhs)	IND A- / Stable	IND BBB+ / Stable
	Proposed Fund-based and Non Fund - based working capital limits - INR 2,000 Lakhs	WD - Withdrawn (the company did not proceed with the instrument as envisaged)	IND BBB+ / Stable / IND A2
ICRA	Term Loan, Long Term - Fund Based & Long Term - Unallocated	Withdrawn on the request of the company.	BBB (Stable)
	Short Term - Non Fund Based		A3+

DIRECTORS' REPORT & MANAGEMENT ANALYSIS

RELATED PARTY TRANSACTIONS

In line with the requirements of the Act and the SEBI Listing Regulations, the Company has formulated a Policy on Related Party Transactions. During the financial year under review, all related party transactions that were entered by the company were approved by the Audit Committee and were on arm's length basis and were in the ordinary course of the business.

During the year, there were no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with the interest of the Company.

Details of related party transactions entered into by the Company, in terms of Ind AS-24 have been disclosed in the notes to the standalone / consolidated financial statements forming part of this Report & Annual Accounts 2022-23.

DIRECTORS

Independent Director

As per the provisions of Section 149 of the Companies Act, 2013, Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members appointed Independent Directors as mentioned below:

Name of Independent Director	Period of Appointment
Mr. P.Shanmugasundaram	Upto 14th June 2024
Mr. K.Ilango	Upto 14th June 2024
Mr. R.Vidhya Shankar	Upto 31st July 2024 (2nd Term)
Mr. Navin Paul	Upto 21st October 2025
Mrs. Sriya Chari	Upto 26th May 2026 (2nd Term)
Dr. S.K.Sundararaman	Upto 29th May 2028 (2nd Term)

EXECUTIVE DIRECTOR / NON INDEPENDENT DIRECTOR

Members appointed Executive Director / Non Independent Director as mentioned below:

Name of Director	Period of Appointment
Mrs. Vanitha Mohan	Upto 31st March 2024
Mr. P.M.Ganesh	Upto 31st March 2024
Mr. Vikram Mohan	Upto 31st March 2025

Mrs.Vanitha Mohan, a Non-Independent Director retires by rotation at the ensuing Annual General Meeting and is eligible offers herself for re-appointment. Details of Mrs.Vanitha Mohan being recommended for re-appointment is included in the notice of the ensuing Annual General Meeting.

EVALUATION BY THE BOARD, COMMITTEE & INDEPENDENT DIRECTORS

The Board has made a formal annual evaluation of its own performance, Committees of the Board, Independent Directors and Individual Directors of the Company, pursuant to the provisions of the Companies Act, 2013 ('Act') and the SEBI Listing Regulations.

The Board's performance was evaluated based on the criteria like Structure, Governance, Dynamics & Functioning, Approval & Review of Operations, Financials, Internal Controls etc.

The Committees of the Board were evaluated individually based on the terms of reference specified by the Board to the said Committee. The Board of Directors were satisfied with the evaluation process which ensured that the performance of the Board, its Committees, Independent Directors and Individual Directors adhered to their applicable criteria.

The performance of the Independent Directors as well as Individual Directors including the Chairman of the Board were evaluated based on the evaluation criteria laid down under the Nomination and Remuneration Policy and the Code of Conduct as laid down by the Board.

The Nomination and Remuneration at its meeting held on 8th February 2023 evaluated the performance of the individual directors and the Board as a whole and satisfied with their performance.

Independent Directors had a separate meeting on 1st February 2023 and evaluated the performance of the Non-Independent Directors, the Board as a whole and Chairman of the Company, based on the criteria laid down under Nomination and Remuneration policy, Code of Conduct & SEBI's guidance note and satisfied with their performance.

KEY MANAGERIAL PERSONNEL

In terms of Section 203 of the Companies Act, the Key Managerial Personnel of the Company as stipulated under Companies Act, 2013 are Mr.Vikram Mohan, Managing Director, Mr.Priyadarsi Bastia, Chief Financial Officer & Mr.T.G.Thamizhanban, Company Secretary. Mr.Priyadarsi Bastia, has been appointed as Chief Financial Officer with effect from 1st July 2022, in place of Mr. P. Krishnamoorthy.

DIRECTORS' REPORT & MANAGEMENT ANALYSIS

STATUTORY AUDITORS

M/s. VKS Aiyer & Co., Chartered Accountants, Coimbatore (ICAI Firm Registration No: 000066S) (VKS Aiyer), were appointed as Statutory Auditors of the Company, at the AGM held on August 22, 2018, for a term of 5 years, from the conclusion of 7th AGM until the conclusion of the 12th AGM of the Company to be held in the calendar year 2023.

In terms of the provisions of the Companies Act, 2013, an audit firm acting as the statutory auditor of a company is eligible to be appointed as statutory auditors for two terms of five consecutive years each. The first term of VKS Aiyer as statutory auditors of the Company expires at the conclusion of the 12th AGM of the Company scheduled to be held on August 9, 2023.

Considering their performance as Statutory Auditors of the Company during their present tenure, the Audit Committee of the Company, after due deliberation and discussion, recommended the re-appointment of VKS Aiyer as Statutory Auditors of the Company for a second term of five years to hold office from the conclusion of the 12th AGM to be held on August 9, 2023 till the conclusion of the 17th AGM of the Company to be held in the calendar year 2028. The remuneration for the tenure of their second term as Statutory Auditors shall be mutually agreed between the Board of Directors and VKS Aiyer, from time to time. M/s. VKS Aiyer & Co., Chartered Accountants, have confirmed their eligibility for continuing as Statutory Auditors of the Company. The above proposal forms part of the Notice of the AGM for your approval.

The report of the Statutory Auditor forms part of this Report and Annual Accounts 2022-23. The said report does not contain any qualification, reservation, adverse remark or disclaimer. During the year under review, the Auditors did not report any matter under Section 143(12) of the Act, therefore no detail is required to be disclosed under Section 134(3)(ca) of the Act.

COST AUDITOR

In terms of Section 148 of the Act, the Company is required to maintain cost records and have the audit of its cost records conducted by a Cost Accountant. Cost records are prepared and maintained by the Company as required under Section 148(1) of the Act

The Board of Directors at their meeting held on 10th May 2023, on the recommendation of the Audit Committee, appointed Mr.G.Sivagurunathan, Cost Accountant, (ICWAI Membership No.: 23127), as the Cost Auditor for conducting the Cost Audit for the financial year 2023-24, on the remuneration of ₹ 2.75 Lakhs in addition to reimbursement of travel and out-of pocket expense. Mr.G.Sivagurunathan have vast experience in the field of cost audit and have been conducting the audit of the cost records of the Company for the past several years.

A resolution seeking members' ratification of the remuneration payable to Cost Auditor is included in the AGM notice. The Cost Audit Report will be filed within the stipulated period.

SECRETARIAL AUDITOR

The Board had appointed M/s.P.Eswaramoorthy and Company, (FCS No.: 6510, CP No.: 7069) Practicing Company Secretaries to conduct Secretarial Audit of the Company for the financial year 2023-24.

The Secretarial Audit Report for the financial year 2022-2023, as per Section 204 of the Companies Act and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2005, is annexed herewith as **"Annexure A"**. There are no qualifications, observations, adverse remarks or disclaimer in the said report.

SECRETARIAL STANDARDS

The Company has in place proper systems to ensure compliance with the provisions of the applicable secretarial standards issued by The Institute of Company Secretaries of India and such systems are adequate and operating effectively. The Company had complied with the applicable Secretarial Standards.

CSR INITIATIVES

Pricol's Corporate Social Responsibility (CSR) activities reflect its philosophy of enhancing value to the society and the environment around us. CSR activities are carried out through registered trust (ND Foundation) in addition to the CSR activities directly undertaken by the Company. The CSR policy is available on the website of the Company at https://pricol.com/wp-content/uploads/2022/11/CSR-Policy_21.pdf. The Annual Report on CSR activities is annexed herewith as "**Annexure B**".

DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATIONS

To keep pace with the evolving trends and emerging technologies, employees have undergone numerous upskilling programs, which resulted in positive business outcomes. Various employee - employer interactions have improved the employee relations that also resulted in "zero" hours loss due to industrial relations issues through

DIRECTORS' REPORT & MANAGEMENT ANALYSIS

Supervisory form meetings, Goodwill meetings, Shop floor meetings and other employee engagement initiatives. Employees have participated in various external competition to exhibit their talents such as Poke yoke competition, Kaizen improvements, Quality circle competitions, sports tournaments, etc., The number of people Employed as on 31st March 2023 is 5,649.

Employee Engagement

Employee engagement plays a vital role as it is the foundation of any happy, vibrant and productive work culture. The management has introduced various opportunities to improve employee's work-life balance, emotional balance and peace of mind, which has improved to optimise business results. Accordingly number of initiatives such as several recreational club activities, factory family connect programs, Rewards and recognition events, etc, were taken to upkeep the morale of the employee workforce. We believe that a healthy, inclusive, empathetic, tolerant and respectful business culture is absolutely essential in today's 21st century.

DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3) (c) & (ca) of the Companies Act, 2013, the Directors would like to state that:

a) in the preparation of annual accounts, the applicable accounting standards have been followed and that there were no material departures;

b) they had selected such accounting policies and applied them consistently and made judgements and estimates that were 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 and loss of the Company for the year under review;

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

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

e) they had laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and are operating effectively; and

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

DISCLOSURES:

1. Independent Directors have given declarations that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
2. Salient features of the Nomination and Remuneration Policy is disclosed in the Report on Corporate Governance.
3. Qualification, reservation or adverse remark or disclaimer made by Statutory Auditor & Secretarial Auditor in their report: NIL
4. The particulars of Loans, Guarantees and Investments made by the Company under Section 186 of the Companies Act, 2013 are given in Note.66 to the Standalone Financial Statements.
5. Disclosure as required under Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in Note.67 to the Standalone Financial Statements.
6. There are no significant and material orders passed by the Regulators / Courts / Tribunals Which would impact the going concern status and the Company's operations in future.
7. There is no change in nature of business of your Company during the year.
8. 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 : NIL.
9. **Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo :**
   The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 is annexed herewith as **"Annexure C"**.
10. **Annual Return:**
    Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of Companies (Management and Administration) Rules, 2014, Annual Return in Form MGT-7 is available at the Company's website www.pricol.com and the weblink there: https://pricol.com/wp-content/uploads/2023/07/Before-AGM.pdf

DIRECTORS' REPORT & MANAGEMENT ANALYSIS

11. **Particulars of Employees:**
The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is annexed herewith as **"Annexure D"**.

12. **Disclosures of transactions of the listed entity with any person or entity belonging to the promoter / promoter group which hold(s) 10% or more shareholding in the listed entity, in the format prescribed in the relevant accounting standards for annual results:**
Details are given in Note. 65 to the Standalone Financial Statements.

13. **Number of other board of directors or committees in which a director is a member or Chairperson, including separately the names of the listed entities where the person is a director and the category of directorship:**
Disclosed in the Report on Corporate Governance **"Annexure E"**, Point No: 2.

14. **Detailed reasons for the resignation of an independent director who resigns before the expiry of his tenure along with a confirmation by such director that there are no other material reasons other than those provided.**
Not Applicable

15. **Business Responsibility and Sustainability Reporting**
Business Responsibility and Sustainability Reporting as required pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/10/2015 dated 4th November 2015, is annexed herewith as "**Annexure 'F"**.

16. **Details of Subsidiary Companies, Joint Venture and Associate Companies, and their financial position:**
The information as required under the first proviso to sub-section (3) of Section 129 in Form AOC-1 is annexed herewith as **"Annexure G"**.

17. **Particulars of contracts / arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:**
All the related party transaction entered by the Company during the financial year 2022-23 are in the ordinary course of business and at arm's length. Details of material contracts / arrangements / transactions entered at arm's length with the related parties as required under section 134(3) (h) of the Companies Act, 2013, in Form AOC-2 is annexed herewith as **"Annexure H"**.

18. **Details in respect of frauds reported by auditors under section 143(12) of the Companies Act, 2013:**
During the year under review, there were no frauds reported by the auditors to the Audit Committee or the Board under Section 143(12) of the Companies Act, 2013.

19. **List of credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilisation of funds, whether in Indian or abroad:**
Disclosed under the heading "Finance" in the Report.

20. **Key Financial Ratios (Explanations for significant change i.e. change of 25% or more as compared to the immediately previous financial year):**

Key Financial Ratios	2022-23	2021-22	% Change	Explanations, if any
i) Debtors Turnover	**7.52**	7.05	6.71	Not Applicable
ii) Inventory Turnover	**7.39**	6.23	18.74	
iii) Current Ratio	**1.14**	1.11	2.34	
iv) Interest Coverage Ratio	**11.82**	6.65	77.74	Reduction in term loans
v) Debt Equity Ratio	**0.13**	0.23	(41.67)	
vi) Operating Profit Margin	**7.78**	6.36	22.32	Not Applicable
vii) Net Profit Margin (%) or sector-specific equivalent ratios, as applicable.	**6.01**	2.93	104.97	Increase in sales and improved net profit

DIRECTORS' REPORT & MANAGEMENT ANALYSIS

21. **Details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof.**

Particulars	2022-23	2021-22	% Change	if any Explanations,
Return on Net Worth	**0.18**	0.08	127	Improvement in net profit

22. There is no proceedings pending under the Insolvency and Bankruptcy Code, 2016.
23. There was no instance of one-time settlement with any Bank or Financial Institution.
24. During the year, the Company's security(s) are not suspended from trading.

CORPORATE GOVERNANCE

Your Company re-affirms its commitment to good corporate governance practices. The Company complies with corporate governance requirements specified in regulation 17 to 27 and regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, whichever applicable.

Pursuant to Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Report on Corporate Governance which forms a part of this Report, has been annexed herewith as **"Annexure E".**

Chief Executive Officer and Chief Financial Officer have certified to the Board with regard to the financial statements and other matters as required under Regulation 17 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Practicing Company Secretary's Certificate regarding compliance of conditions of Corporate Governance, is made a part of this Directors' Report. All the Board members and Senior Management personnel have affirmed compliance with the code of conduct for the year 2022-23.

CAUTIONARY STATEMENT

Management Discussion and Analysis forming part of this Report is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such statements may be "forward-looking" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied, Important factors that could make a difference to the Company's operations include economic conditions affecting demand / supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and other incidental factors.

ACKNOWLEDGEMENT

Your Directors place on record their sincere thanks and appreciation to Customers, Distributors, Dealers, Suppliers, Shareholders, Bankers and Government authorities for their continued support and co-operation. Your Board also wish to place on record their appreciation to the employees at all levels for their continued co-operation and commitment.

For and on behalf of the Board

Vikram Mohan
Managing Director
(DIN : 00089968)

P.M.Ganesh
Chief Executive Officer
& Executive Director
(DIN: 08571325)

Date : 10th May 2023
Place : Coimbatore

★★★★★

ANNEXURE "A" TO DIRECTORS' REPORT

Form No. MR - 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

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

To
The Members,
Pricol Limited, [CIN: L34200TZ2011PLC022194]
109, Race Course, Coimbatore - 641 018

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the Audit period covering the Financial Year ended **31st March, 2023,** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

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

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

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

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

c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [Not applicable as the Company has not issued any security during the Financial Year under review];

d. The Securities and Exchange Board of India (Share based Employee benefits) Regulations, 2014 [Not applicable as the Company does not have any Scheme for share based employee benefits during the Financial Year under review];

e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 [Not applicable as the Company has not issued and listed any debt securities during the Financial Year under review];

f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client [Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the Financial Year under review];

g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 [Not applicable as the Equity Shares of the Company have not been delisted during the Financial Year under review];

h. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 [Not applicable as the Company has not bought back / proposed to buy back any of its securities during the Financial Year under review]

i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(vi) Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

I have relied on the representation made by the Company and its officers, relating to systems and mechanisms framed by the Company, for ensuring compliance with the other Laws and Regulations as applicable to the Company.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

ANNEXURE "A" TO DIRECTORS' REPORT

(ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, and Standards wherever applicable.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the period under review.

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

I am informed that there were no dissenting members, on any of the matters, discussed at the Board Meetings during the Financial Year under review, whose views were required to be captured and recorded as part of the minutes.

I further report that based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit and on the review of the quarterly compliance reports submitted by the respective department heads and the Company Secretary which is taken on record by the Board of Directors at their meeting(s), I am of the opinion that there are adequate systems and processes in place in the Company which is commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the period covered under the Audit, the Company has not made any specific events / actions having a major bearing on the Company's affairs in pursuance of laws, rules, regulations and guidelines referred to above, except the

(i) Amalgamation of Pricol Wiping Systems India Limited (Wholly Owned Subsidiary company), with PRICOL Limited vide the NCLT Order dated November 29th, 2022.

P. ESWARAMOORTHY AND COMPANY
Company Secretaries
P. Eswaramoorthy
Proprietor
UDIN : F006510E000280586
FCS No.: 6510, CP No.: 7069
Peer Review Cert. No.933/2020

Date : 10th May 2023
Place : Coimbatore

★★★★★

ANNEXURE TO SECRETARIAL AUDIT REPORT OF EVEN DATE ISSUED BY COMPANY SECRETARY IN PRACTICE

To

The Members,
Pricol Limited, [CIN: L34200TZ2011PLC022194]
109, Race Course, Coimbatore - 641 018

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

1. Maintenance of Secretarial Records, devising proper system to ensure compliance with the provisions of all applicable laws and regulations and ensuring that systems are adequate and operate effectively, are the responsibilities of the Management of the Company. My responsibility is to express an opinion on these Secretarial Records based on Audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. My examination was limited to the verification of procedures on a test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

P. ESWARAMOORTHY AND COMPANY
Company Secretaries
P. Eswaramoorthy
Proprietor
UDIN : F006510E000280586
FCS No.: 6510, CP No.: 7069
Peer Review Cert. No.933/2020

Date : 10th May 2023
Place : Coimbatore

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ANNEXURE "B" TO DIRECTORS' REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

(as per annexure attached to the Companies (Corporate Social Responsibility Policy) Rules, 2014)

1. Brief outline on CSR Policy of the Company:

Through Pricol's long standing commitment to service to the society, we strive to attain leadership in our business through a socially and environmentally responsible way, while taking care of the interests of our stakeholders. We work with the primary objective of contributing to the sustainable development of the society and creating a greener and cleaner environment around us. Towards achieving these objectives, Pricol has initiated "We Care", a program which executes various social and environmental development activities in and around its operational locations. The main objective of Pricol's CSR policy is to lay down guidelines for the community centric activities taken up by Pricol for the sustainable development of the society and the environment around it. In alignment with the vision of the Company, Pricol, through its CSR initiatives, will strive to enhance value to the society and the environment through continuous initiatives. Pricol will directly or indirectly take up projects in and around its operational locations in keeping with the laid out guidelines.

2. Composition of CSR Committee:

S. No	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mrs. Vanitha Mohan	Chairman	2	2
2	Mr. Vikram Mohan	Managing Director	2	2
3	Mr. K.Ilango	Independent Director	2	2

3. Provide the weblink where Composition of CSR committee, CSR policy and CSR projects approved by the board are disclosed on the website of the company:

CSR Policy : https://pricol.com/wp-content/uploads/2022/11/CSR-Policy_21.pdf

CSR Committee : https://pricol.com/wp-content/uploads/2022/11/composition-of-board-commitee.pdf

CSR Reports : https://pricol.com/wp-content/uploads/2023/07/CSR-Projects-2022-23.pdf

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.

Impact Assessment of CSR projects is not applicable.

			Amount in ₹
5.	(a)	Average net profit of the company as per section 135(5)	31,11,09,000
	(b)	Two percent of average net profit of the company as per section 135(5)	62,22,000
	(c)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years	—
	(d)	Amount required to be set off for the financial year, if any	—
	(e)	Total CSR obligation for the financial year (b + c - d).	62,22,000
6.	(a)	Amount spent on CSR Projects:	
		(i) On going Project	—
		(ii) Other than On going Project	75,43,507
	(b)	Amount spent in Administrative Overheads.	—
	(c)	Amount spent on Impact Assessment, if applicable.	—
	(d)	Total amount spent for the Financial Year [(a)+(b)+(c)].	75,43,507

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
75,43,507	NA	NA	NA	NA	NA

ANNEXURE "B" TO DIRECTORS' REPORT

(f) Excess amount for set off, if any

S. No.	Particulars	Amount (in ₹)
(i)	Two percent of average net profit of the company as per section 135(5)	62,22,000
(ii)	Total amount spent for the Financial Year	75,43,507
(iii)	Excess amount spent for the financial year ((ii)-(i))	13,21,507
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	—
(v)	Amount available for set off in succeeding financial years ((iii)-(iv))	13,21,507 (2022-23) 28,54,081 (2021-22)

7. Details of Unspent CSR amount for the preceding three financial years:

S. No	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135(6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any		Amount remaining to be spent in succeeding financial years (in ₹)	Deficiency if any
				Amount (in ₹)	Date of transfer		
1	2019-20	NA	NA	NA		NA	NA
2	2020-21	NA					
3	2021-22	NA					
	TOTAL	**NA**	**NA**	**NA**		**NA**	**NA**

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year? : No

If Yes, enter the number of Capital assets created / acquired: **Not applicable**

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					6		
1	2	3	4	5	CSR Registration Number, if applicable	Name	Registered address
Not applicable							

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):

Not Applicable

Date : 28th April 2023
Place : Coimbatore

Vikram Mohan
Managing Director
(DIN: 00089968)

Vanitha Mohan
Chairman CSR Committee
(DIN : 00002168)

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ANNEXURE "C" TO DIRECTORS' REPORT

THE CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

(Statement pursuant to Section 134(3)(m) of The Companies Act, 2013, read with Rule 8(3) of The Companies (Accounts) Rules, 2014)

A. CONSERVATION OF ENERGY:

i) the steps taken or impact on conservation of energy;

The following steps were taken on the energy conservation :

a) To enhance renewable energy, Third party hybrid captive power (Wind & Solar) is being purchased for Coimbatore plants from December'22, thereby these plants run on 90 % Renewable Energy power as well as with saving in per unit cost. During the FY 2022-23, we have purchased 40 Lakhs units from renewable power. We have estimated to purchase 1.20 crore units for FY2023-24.

b) For Driver Information System (DIS) shop floor expansion "Invertor model" 66 Ton air conditioners are installed to save power which works based on occupancy and also ensured that all new air conditioners are having eco-friendly gas.

c) The same invertor model 33 Ton air conditioner is installed in Tool room for shop floor expansion.

d) Energy saving activities at all plants are in regular practice which yields total cost saving of ₹ 41.41 lakhs from various projects as recorded.

e) Conventional ceiling fans are being replaced with BLDC fans which saves 50 % of power during replacement.

ii) the steps taken by the company for utilising alternate sources of energy:

a) 2.62 MW Roof Top solar installed at our plants has generated 33.81 lakh units in FY 2022-23. The power generated were consumed in our plants itself.

b) Under Captive power purchase, Hybrid renewable energy is being procured and used for entire Coimbatore plants TNEB consumption. The yearly green energy requirement of the Company is 1.20 crore units that would be adjusted from renewable energy. For 2022-23 we have realised 40 lakh units from this model.

iii) the capital investment on energy conservation equipment's:

Energy saving products: ₹ 50.04 lakhs

B. TECHNOLOGY ABSORPTION:

I. Research and Development (R&D)

i) Specific areas of R & D:

- The Company has two R & D centers, which are approved by the Department of Scientific and Industrial Research (DSIR), Ministry of Science and Technology, Government of India, New Delhi.
- Established skilled engineering team to extend design and support to existing & new customers.
- All new technologies like Integrated Connected Driver Information System with Thin Film Transistor TFT display, Wi-Fi, Bluetooth, Body Control Module & Telematics, Intelligent Sensors are developed in-house and managed high degree of localisation content for competitiveness and deployed horizontally for retention & growth to attain market leadership.
- There are 13 inventions for which 18 patent has been filed at various jurisdictions in India and abroad. Out of which 14 are granted and the remaining are under review. The Company continues to foster innovation for growth, across all product development functions.
- The Technology roadmaps are continuously evolved and driven to meet the future demands and anticipated technological needs of all our customers (2 Wheeler, 4 Wheeler, Commercial Vehicle, Off Road Vehicle, etc.,) so that we mutually benefit by localising design, development, and manufacturing.
- With the growing demand for safe, secure, connected and smarter vehicles, automotive OEMs are increasingly developing automobiles with integrated information systems that provide a combination of information and entertainment for an enhanced experience which is very safe & secured. In line with the growing OEMs requirements & their road map, we have established P^{smart} CORE (Pricol Smart Core

ANNEXURE "C" TO DIRECTORS' REPORT

Journey) Technology (Platform, Software, Products) Road Map & continuously evolved for the class of products under "Driver Information & Connected Vehicle Solutions" Product group. Road map clearly exhibits our past (2 years), present & future (next 2 years) product & platform evolutions.

- The Platform approach will support our customers to transform their products seamlessly from current generation to next generations based on the vehicle segment & technological demand.
- The product transition journey from Mechanical products, Electro-mechanical products, Electronics products and now we are in the phase of "Solution based Products" with ranges of Technologies & Market demand. Most of the products in the recent times, attracts Royalty element & enriched eco system (internal & external) around us to keep up with the pace of ever-growing expectations of customers in terms of Process, Quality & Technologies.
- We have successfully launched "Interactive Connected Driver Information System (DIS)" for one of the OEMs recently with the following features.
    - Indigenously developed IoT features like Firmware Over The Air (FOTA), Turn By Turn (TBT) Navigation, Enhanced Touch Performance for Automotive Environment & Use Cases, etc.
    - Working on future advanced features like Music Album Information, Map Navigation with Picture-in-Picture concept, Integrated Telematics, etc.
- Proof of Concept (POC) completed for Domain Controller based Standalone Smart Interactive Connected DIS platform with the following advanced features.
    - Integrated Telematics (Connected Vehicles) & Body Control Module
    - Firmware Over The Air (FOTA)
    - Onboard Navigation
    - Music Album Information / Infotainments such as Video & Audio Streaming when in Parking
    - Gateway to Vehicle modules (like ECU) FOTA update
    - Wi-Fi, Bluetooth-BT&BLE
    - Smart Helmet Connectivity
    - Rider & Pillion Rider can enjoy the Music.
    - Voice Connectivity
    - Additional Data logging for Analysis of Rider's & Vehicle Performance
    - Cost Effective Solution for Vehicle Tracking & Monitoring
    - Supports Remote Diagnostics, Video Assist, Voice Over Alert, Camera Connectivity features.
    - Enhanced Vehicle Security through Anti-Theft feature
- Multiple Displays (e-cockpit), Integrated e-Cockpit & e-Mirror Platforms are in Concept Development Stage.
- Connected Vehicle Solutions (CVS), Product Segment has been further enhanced to provide End-To-End Solutions (2G, 4G & 5G) in Automobile (2W, 3W, 4W, ORV&CV) & other Industrial space. Pricol Telematics Control Unit (TCU) with SIBROS integrated Software have been installed & running successfully in various vehicle segments (2W, ORV&CV) at customer side.
- Aggressive, systematic and structured value engineering initiatives taken to minimise wastages and to improve Productivity, Cost & Quality to sustain.
- We have in-house State-of-the-art Tear down and Bench marking facilities for learning & delivery with Adopt, Adapt and Evolve approach to enhance our R&D activities across the products.
- We are continuously expanding the in-house State-of-the-art operationalised Hardware in Loop (HIL) and Software in Loop (SIL) system with reusable test cases to improve the Functional & Software quality of DIS.
- We are continuously expanding the in-house State-of-the-Art Product Reliability & Proto Lab for early sample submission to customers & approval.
- Established the Software Development Process (ASPICE CL2) & Product Development Tools

ANNEXURE "C" TO DIRECTORS' REPORT

(Software & Hardware) and Release System to support High & Complex Products Design & Development.

- Developed Fuel pump (PMDC) module which is required for supply of fuel from fuel tank to engine in fuel injection system required to comply for BS VI emission requirements. Implemented in mass production for OEM customers.
- To enhance reliability of performance, Fuel Pump with BLDC technology is developed from supplier outside India. Mass production supplies started in Dec'2022 to OEM customer for their export vehicles compatible for Ethanol 72.5 % and Water 7.5 %.
- As a part of localisation, Fuel Pump with BLDC technology is co-developed with Indian supplier and samples are under testing at Pricol. Samples submitted to OEM customer and under vehicle level testing.
- Fuel Pump Module (FPM) is under development for OEM customer and samples are expected to be delivered by Aug'2023 for scooter models.
- Design is frozen for moped models and approval for tool development is awaited from OEM customer .
- Since all OEMs started concentrating on development of Electrical Vehicles, we have developed prototype of all the engine driven products to Electrically driven products.
- Electrical oil pump samples are submitted to the overseas customer and under testing at their side.
- Electrical coolant pump with 58 LPM (litre per minute) delivery developed and samples submitted to OEM customer for testing and approval to implement in mass production.
- Test worthy prototype of Electrical coolant pump with 110 LPM is completed and under testing.
- As part of expanding business in Cabin Tilt System (CTS) especially for export customers, consultants from Europe have been engaged to support meeting both specification and reliability requirements of overseas OEMs.
- Electrically operated pump for Cabin Tilt System (CTS) is developed and under testing at Pricol.
- Hybrid (Both Manual and Electrically operated) pump for CTS is developed and is testing at Pricol.
- Consultants are engaged for product design and process design for development of disc brake system for 2-Wheeler applications. Test worthy prototype developed and performance testing on vehicle carried out by OEM customer and found meeting the requirement.

ii) Benefits derived from R&D:

- Pricol has been awarded a new business opportunity by one of the Indian leading Scooter Manufacturers for their Electronic Driver Information System (DIS) for Electric Vehicle Segment. This is the 1st business in Electronic DIS category to Pricol by them.
- We have successfully secured new business opportunities for TFT DIS in Commercial Vehicle (CV) segment.
- Phase-1 Concept 12.3" TFT DIS sample successfully installed at CV segment & we are working for Advanced Driver Assistance System (ADAS) as Phase-2.
- Pricol Telematics Control Unit (TCU) with SIBROS Software were installed & successfully running in 2Wheeler, ORV & CV vehicles in Domestic & International customer side.
- Engineering bandwidth have been extended to support Operations by Alternate Design or Alternate Parts to minimise the Revenue loss due to scarcity of Electronic Components.
- Products with new high-end technology helped to achieve stiff target quality PPM with enhanced reliability goals.
- Helped us to design in an optimised way by using reusable functional models and thus to reduce time to market and enhance quality.
- Tear down and Bench marking study helped to learn emerging technology, new process, new features & cost optimisation.
- Prompted for Intellectual Property Rights (IPR) and triggered innovation to adopt with acceleration.
- Helping us to be a market leader in the Technology driven products like Driver Information Systems, Sensors, Telematics & Fuel Pump modules.

ANNEXURE "C" TO DIRECTORS' REPORT

iii) In-house R & D and Future plan of action:

Continuously driving advanced Technology development to meet customer demand for next 3 years across all R&D verticals like Driver Information & Connected Vehicle Solutions Actuation Control & Fluid Management System.

Expenditure on R&D 2022-23	(₹ Lakhs)
Capital	838.51
Revenue	6,677.03
Total	**7,515.54**

R & D expenditure as a percentage of sales : **4.01 %**

II. Technology Absorption, Adaptation and Innovation

Imported Technology

a) The Company had entered a strategic alliance with Candera, Austria for high end Human Machine Interface (HMI) software creation for connected vehicle solutions. This strategic partnership will empower both companies to respond to automotive product design opportunities in India and globally with collaborative concurrent HMI development, shorter lead time, cost effective solutions – all made possible by having a single HMI tool to support Next Generation Display Systems developed on P^{smart}CORE (Pricol Smart Core Journey) platform.

b) The Company had entered into a strategic technology partnership with Sibros Technologies Inc, a California-based company providing Over-the-Air (OTA) connected vehicle software systems for OEMs worldwide, to deliver deep connected vehicle solutions in the Indian and ASEAN markets. Pricol Telematics Control Unit (TCU) with SIBROS Software were installed & successfully running in 2 Wheeler, ORV & CV vehicles in Domestic & International customer side.

c) The Company had entered into a technology partnership with Dongguan Shenpeng Electronics Co. Ltd., China for introduction of Electric Coolant Pump (ECP) in India in 2017-18. These pumps are used for all Electric Vehicle (EV), Hybrids and ICEs. These pumps have been offered to both domestic& international OEMs for their new projects for vehicle level testing. Customers have completed testing and released mass production schedules.

d) The Company had explored & finalised with PV Clean Mobility Technologies India Private Limited (PVCMT), India, in 2020-21 for exclusive supply of BLDC type Fuel Pumps.

e) We are constantly adding Technology Partners (both for capacity & technological augmentation) to support and enhance our in-house product development capabilities.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year, the Company's foreign exchange earnings were ₹ 13,751.12 Lakhs (₹ 12,880.30 Lakhs in 2021-22). The revenue expenditure in foreign currency was ₹ 50,823.03 Lakhs (₹ 34,738.47 Lakhs in 2021-22) and the capital expenditure was ₹ 2,723.20 Lakhs (₹ 192.92 Lakhs in 2021-22).The Company will continue its efforts to enhance the export sales.

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ANNEXURE "D" TO DIRECTORS' REPORT

Particulars of Remuneration of Directors and Employees pursuant to Section 197(12) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(i) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year

S.No.	Name of Non Whole Time Director	No. of Meetings attended	Ratio
1	Mr. R.Vidhya Shankar	22	2.34
2	Mrs. Sriya Chari	14	1.61
3	Dr. S.K.Sundararaman	14	1.68
4	Mr. P.Shanmugasundaram	18	2.05
5	Mr. K.Ilango	10	1.10
6	Mr. Navin Paul	5	0.66

S.No.	Name of Whole Time Director	Ratio
1	Mrs. Vanitha Mohan, Chairman	52.77
2	Mr. Vikram Mohan, Managing Director	81.26
3	Mr. P.M.Ganesh CEO & Executive Director	15.94

(ii) The percentage increase in remuneration of each Director, CFO, CEO and CS during the financial year

S.No.	Name of Non Whole Time Director	No. of meetings attended		% Increase / (Decrease) in remuneration
		2022-23	2021-22	
1	Mr. R.Vidhya Shankar	**22**	19	260
2	Mrs. Sriya Chari	**14**	13	191
3	Dr. S.K.Sundararaman	**14**	13	180
4	Mr. P.Shanmugasundaram	**18**	17	186
5	Mr. K.Ilango	**10**	8	238
6	Mr. Navin Paul	**5**	5	138

S.No.	Name of Whole Time director/CFO/CEO/CS	% Increase / (Decrease) in remuneration
1	Mrs. Vanitha Mohan, Chairman	38.58
2	Mr. Vikram Mohan, Managing Director	37.58
3	Mr. P.M.Ganesh Chief Executive Officer & Executive Director (From 8th Nov 2021)	NA
4	Mr. P.Krishnamoorthy (CFO) (Upto 30th June 2022)	NA
5	Mr. Priyadarsi Bastia (CFO) (From 1st July 2022)	NA
6	Mr. T.G.Thamizhanban (CS)	24.41

Whole Time Directors receive remuneration by way of Salary, Allowances, Perquisites and Benefits (fixed component) and commission on net profit (variable component), as approved by shareholders. Non-Whole Time Directors receive remuneration by way of sitting fees and commission on net profit, which will be paid broadly on the basis of Board Meetings and Committee Meetings attended by them. Shareholders at their meeting held on 19th August 2021 approved commission upto 1% of the net profit, for a period of 5 years from the financial year ended 31st March 2021 to financial year ended 31st March 2025.

(iii) The percentage increase / (decrease) in the median remuneration of employees in the financial year : 7.90 %

(iv) The number of permanent employees on the rolls of Company : 1,872

(v) Average percentile increase / (decrease) already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration. **: 12.20 %**

(vi) The key parameters for any variable component of remuneration availed by the directors:

The Directors are not eligible for any variable compensation other than Commission as per the provisions of the Act.

(vii) We affirm that the remuneration paid to Directors and Key Managerial Personnel are as per the remuneration policy approved by the Board of Directors of the Company.

ANNEXURE "D" TO DIRECTORS' REPORT

(viii) Statement of top Ten employees in terms of remuneration drawn and the name of every employee receiving remuneration not less than Eight lakh and Fifty thousand rupees per month:

Name & (Age)	Designation (Nature of Duties)	Gross Remuneration (₹ Lakhs)	Qualification & Experience (Years)	Date of Commencement of Employment	Last Employment
Mr. Vikram Mohan (48)	Managing Director (Strategy, Finance, Customer Relationship Management and HR)	499.73	Bachelor of Engineering (Production Engineering) (27)	7th November, 2011	Pricol Corporate Services Limited
Mrs. Vanitha Mohan (70)	Chairman (Internal Audit and Corporate Social Responsibilities)	324.56	Commerce Graduate with PG Diploma in Business Management (37)	1st June,1999	—
Mr. P.M. Ganesh (54)	Chief Executive Officer & Executive Director (Responsible for Overall Operations Business Development, Manufacturing Engineering, Tool Room and Purchase)	98.03	BE, MBA (30)	17th January 2013	Lucas TVS Limited
Mr. Dinesh Govind Dodmane (49)	Chief Technology Officer (CTO) - Driver Information and Connected Vehicle Solutions	79.59	BE (24)	6th February 2020	Tata Motors Limited
Mr. Tarun Tandon (50)	Vice President - Regional Head - North (Responsible for Operations - Plant II, Plant VII & Plant IX)	76.70	BE.,SMP, DMM (29)	16th October 2009	Mahle Filter Systems India Limited
Mr. Senthilkumar.K (48)	Regional Head - South & West zone	70.52	BE., MBA., ME (26)	2nd January 2021	Visteon Electronics India Private Limited
Mr. Kanakaraju.K (54)	Chief Technology Officer (CTO) - Actuation, Control and Fluid Management Systems	68.98	BE (33)	28th August 2015	Rane TRW Steering Systems Private Limited
Mr. Premramesh S.K (52)	Vice President - Head Corporate ME & PMD (Responsible for Manufacturing Engineering & Plant Maintenance)	66.32	BE (32)	8th September 2016	Tractors & Farm Equipment Limited
Mr. K.Ganesh (40)	Branch Manager - Japan Office (Overseeing Business Development activities at Japan)	55.16	MS (Information Technology) (15)	1st March 2011	Denso Corporation, Japan
Mr.Ravi Raja Singh (55)	Vice President - Head Tool Room & PCMS	53.02	PD-PMD (32)	1st June 2007	Fon Fischer Singapore

1. Mrs.Vanitha Mohan and Mr.Vikram Mohan are related to each other. Mrs.Vanitha Mohan is Mr.Vikram Mohan's Mother.
2. Mrs.Vanitha Mohan and Mr.Vikram Mohan owns more than 2% of the equity shares of the Company as on 31st March 2023.
3. Gross remuneration stated above comprises salary, commission, allowances, monetary value of perquisites Company's contribution to provident fund and superannuation fund.
4. No person has received remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company.

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ANNEXURE "E" TO DIRECTORS' REPORT

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE :

Company's Philosophy on Corporate Governance envisages striving for excellence in all facets of its operations through socially and environmentally acceptable means. The Company wants to be a responsible corporate citizen and share the benefits with society and also will make its customers, employees, suppliers and shareholders feel proud of their association with the Company through highest level of fairness and transparency in its dealings.

2. BOARD OF DIRECTORS:

a. Composition of the Board:

As on 31st March 2023, the Company's Board comprised of 9 Directors. The Board consists of 3 (33%) Executive Directors of whom one is a Woman Director and 6 (67%) Non-Executive Directors, of whom all are Independent Directors including one Woman Director. Details are given in the table below:

The members of the Board are well-experienced professionals and industrialists. The day-to-day management and affairs are handled by Mr.Vikram Mohan, Managing Director, subject to the supervision, control and direction of the Board of Directors and is supported by Mrs.Vanitha Mohan, Chairman and Mr.P.M.Ganesh, Chief Executive Officer & Executive Director. The composition of the Company's Board is in conformity with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR).

b. Category of Directors, Attendance and Committee Membership:

Name of the Director	DIN	Category	Attendance Particulars		No. of Committee Positions including Pricol Limited				No. of shares held
			Board Meeting	Last AGM	Member		Chairman		
					*	#	*	#	
Mr. R.Vidhya Shankar	00002498	Non-Executive - Independent	5	✓	4	9	1	4	—
Mrs. Sriya Chari	07383240	Non-Executive - Independent	4	✓	1	3	—	—	—
Dr. S.K.Sundararaman	00002691	Non-Executive - Independent	5	✓	8	11	2	2	—
Mr. P.Shanmugasundaram	00119411	Non-Executive - Independent	5	✓	3	5	3	—	—
Mr. K.Ilango	00124115	Non-Executive - Independent	5	✓	2	5	—	—	9,547
Mr. Navin Paul	00424944	Non-Executive - Independent	4	✓	2	5	—	1	—
Mrs. Vanitha Mohan Chairman	00002168	Executive - Promoter	4	✓	2	3	—	1	57,31,468
Mr. Vikram Mohan Managing Director	00089968	Executive - Promoter	5	✓	1	3	—	1	76,25,506
Mr. P.M.Ganesh Chief Executive Officer & Executive Director	08571325	Executive	5	✓	—	1	—	—	—

As detailed in the table above, none of the directors is a member of more than Ten Board level Committees (*) of public Companies in which they are Directors nor a Chairman of more than five such Committees.

* As per regulation 26 of the SEBI LODR, only Chairman / Member of Audit Committee and Stakeholders Relationship Committee considered.

\# Statutory Committees referred under SEBI LODR and Companies Act, 2013 were considered.

ANNEXURE "E" TO DIRECTORS' REPORT

c. No. of Directorship in other Companies including the Name of Listed companies :

Name of the Director	No. of Directorship in other Companies			Name of other Listed Company (s)	Category of directorship in that Listed Company(s)
	Public Company	Private Company	Foreign Company		
Mr. R. Vidhya Shankar	2	—	—	1. L G Balakrishnan & Bros Limited	1. Independent Director
Mrs. Sriya Chari	1	2	—	1. India Motor Parts & Accessories Limited	1. Independent Director
Dr. S.K. Sundararaman	5	7	—	1. Shiva Mills Limited 2. Shanthi Gears Limited 3. Shiva Texyarn Limited	1. Director 2. Independent Director 3. Managing Director
Mr. P.Shanmugasundaram	2	—	—	1. L G Balakrishnan & Bros Limited 2. LGB Forge Limited	1. Independent Director 2. Independent Director
Mr. K.Ilango	3	2	1	1. Rajshree Sugars & Chemicals Limited	1. Independent Director
Mr. Navin Paul	2	—	—	1. IP Rings Limited	1. Independent Director
Mrs. Vanitha Mohan	—	2	—	Nil	NA
Mr. Vikram Mohan	3	6	3	Nil	NA
Mr. P.M.Ganesh	—	—	—	Nil	NA

d. A chart or a matrix setting out the skills / expertise / competence of the Board of Directors:

To carry out the duties and responsibilities of a director in the Company, following skills / expertise / competence of the Board of Directors were identified and the names of the Directors who possess the skills/expertise / competence:

Knowledge, Skills and Experience

Board Members	Years on Board	Board Experience & Governance	Strategic Planning	Risk and compliance oversight	Financial Knowledge	Auto Component Industry Exposure	Business Management	Human Resource Management	Compliance & Legal Management	Integrity Ethics	Influencer and negotiator	Critical and innovative thinker	Leadership	Gender	Age	Previous board experience	Qualification Mix	Executive / Non Executive	Promoter / Non Promoter
Skills (Governance - G Industry - I Personal - P Others - O)		G	G	G	G	I	I	I	I	P	P	P	P	O	O	O	O	O	O
Essential (E) / Desirable (D)		E	E	E	E	D	E	D	D	E	E	E	E	D	D	D	D	D	D
Mrs. Vanitha Mohan	24	✓	✓	✓	✓	✓	✓	✓	-	✓	✓	✓	✓	F	70	✓	B.Com, PGDBM	E	P
Mr. Vikram Mohan	14	✓	✓	✓	✓	✓	✓	✓	-	✓	✓	✓	✓	M	48	✓	BE	E	P
Mr. R.Vidhya Shankar	18	✓	✓	✓	✓	-	✓	-	✓	✓	✓	✓	✓	M	53	✓	BL	NE	NP
Mrs. Sriya Chari	7	✓	✓	✓	✓	✓	✓	✓	-	✓	✓	✓	✓	F	49	✓	B.Com., MBA	NE	NP
Dr. S.K.Sundararaman	5	✓	✓	✓	✓	-	✓	✓	-	✓	✓	✓	✓	M	50	✓	MBBS, MBA	NE	NP
Mr. P.Shanmugasundaram	4	✓	✓	✓	✓	✓	✓	-	✓	✓	✓	✓	✓	M	74	✓	B.Com., LLB., FCA	NE	NP
Mr. K.Ilango	4	✓	✓	✓	✓	✓	✓	✓	-	✓	✓	✓	✓	M	58	✓	BE	NE	NP
Mr. Navin Paul	2.5	✓	✓	✓	✓	✓	✓	-	-	✓	✓	✓	✓	M	65	✓	B.Sc., MBA	NE	NP
Mr. P.M.Ganesh	1.5	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	M	54	✓	BE, MBA	E	NP

ANNEXURE "E" TO DIRECTORS' REPORT

e. Mrs. Vanitha Mohan and Mr. Vikram Mohan are related to each other. Mrs. Vanitha Mohan is mother of Mr. Vikram Mohan. No other directors are related to each other.

f. Board confirms that in the opinion of the Board, the Independent Directors fulfill the conditions specified for Independent Directors in Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

g. Detailed reasons for the resignation of the Independent Director : Not applicable

h. The Company conducts familiarisation programmes for the Independent Directors and the details of such programmes have been disclosed on the website of the Company and the weblink: https://pricol.com/wp-content/uploads/2023/04/Familiarisation-Programme-for-Independent-Directors-March-2023.pdf An exclusive meeting of the Independent Directors of the Company was held on 1st February 2023 without the attendance of the Non-Independent Directors and members of the management to discuss inter alia the matters specified under Schedule IV of the Companies Act, 2013.

i. **Board Meetings:**

The Company, in consultation with the Directors, prepares and circulates a tentative annual calendar for the meetings of the Board and Audit Committee in order to assist the Directors in planning their schedules to participate in the meetings.

During the year 2022-23, the Board met 5times on 23rd May 2022, 14th June 2022, 4th August 2022, 9th November 2022 and 8th February 2023, the gap between two meetings did not exceed 120 days.

j. **Brief note on Directors seeking appointment / re-appointment at the ensuing AGM:**

Mrs. Vanitha Mohan, Chairman is retiring at the ensuing Annual General Meeting. She is eligible and offers herself for re-appointment.

3. AUDIT COMMITTEE:

a. The Committee is mandated with the same terms of reference as specified in Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also conforms to the provisions of Section 177 of the Companies Act, 2013.

The web link of the Audit Committee Charter is https://pricol.com/wp-content/uploads/2022/11/AuditCommitteeCharter.pdf

b. **Composition, Name of Members / Chairman, Meetings held and Members present during the year 2022-2023:**

Name of the member	Category	Date of Meeting / Members present				
		23-May-22	14-Jun-22	4-Aug-22	9-Nov-22	8-Feb-23
Mr. P. Shanmugasundaram (Chairman)	Non-Executive - Independent	✓	✓	✓	✓	✓
Mr. R. Vidhya Shankar	Non-Executive - Independent	✓	✓	✓	✓	✓
Mrs. Sriya Chari	Non-Executive - Independent	—	✓	✓	✓	✓
Dr. S. K. Sundararaman	Non-Executive - Independent	✓	✓	—	✓	✓
Mrs. Vanitha Mohan	Executive - Promoter	✓	✓	✓	—	✓

c. The Company Secretary acts as the Secretary to the Committee. Chief Executive Officer, Chief Financial Officer, Internal Audit team and the Statutory Auditors of the Company are permanent invitees to the meetings of the Audit Committee. The heads of various monitoring / operating departments are invited to the meetings, as and when required to explain details about the operations.

ANNEXURE "E" TO DIRECTORS' REPORT

4. NOMINATION AND REMUNERATION COMMITTEE:

a. The Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to remuneration for the Directors, Key Managerial Personnel and other employees

b. The Committee shall identify the persons who are qualified to become Directors / Senior Management Personnel of the Company in accordance with the criteria laid down, recommend to the Board their appointment, the remuneration including commission, perquisites and benefits payable to the Directors and their removal. It shall also carry out the evaluation of every Director's performance.

c. **Composition, Name of Members / Chairman, Meetings held and Members present during the year 2022-2023:**

Name of the member	Category	Date of Meeting / Members present				
		12-May-22	14-Jun-22	19-Jul-22	1-Dec-22	8-Feb-23
Mr. R. Vidhya Shankar (Chairman)	Non-Executive - Independent	✓	✓	✓	✓	✓
Mrs. Sriya Chari	Non-Executive - Independent	✓	✓	✓	✓	✓
Mr. P. Shanmugasundaram	Non-Executive - Independent	✓	✓	✓	✓	✓

d. **Nomination and Remuneration Policy :**

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the policy on the nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee and approved by the Board of Directors.

The Objectives of the Policy are:

I. To guide the Board in relation to the appointment and removal of Directors, Key Managerial Personnel and Senior Management.

II. To evaluate the performance of the Directors, Key Managerial Personnel and Senior Management and provide necessary reports to the Board for their further evaluation.

III. To recommend the remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

IV. To provide to the Key Managerial Personnel and Senior Management, rewards linked directly to their effort, performance, dedication and achievement in relation to the Company's operations.

V. To attract, retain, motivate and promote talent and to ensure the long term sustainability of talented managerial persons and create a competitive advantage.

VI. To devise a policy on Board diversity.

VII. To develop a succession plan for the Board and to regularly review the plan.

The Nomination and Remuneration policy of the Company has been disclosed on the website of the Company and the web link thereto is https://pricol.com/wp-content/uploads/2022/11/NRC_policy_20.pdf

e. **Performance evaluation criteria for Independent Directors:**

Performance of Independent Directors has to be evaluated by the Board of Directors, based on the following criteria:

I. Evaluation Criteria laid down under Nomination and Remuneration Policy.

II. Code of Conduct as laid down by the Board and

III. Code of Independent Directors prescribed in Schedule IV read with Section 149 (8)

ANNEXURE "E" TO DIRECTORS' REPORT

5. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Committee comprises of Mrs.Vanitha Mohan, Mr.Vikram Mohan, Mr.R.Vidhya Shankar and Dr. S.K.Sundararaman. The Committee approves the issue of new / duplicate share certificates.

The Committee oversees and reviews all matters connected with share transfers / transmission / demat / remat / issue of share certificates and other issues pertaining to shares. The Committee specifically look into the various aspects of interest of shareholders / stakeholders. The Committee also looks into the investor relations / grievances and redressal of the same, on a periodical basis.

The Committee met 4 times during the year on 10th May 2022, 1st August 2022, 1st November 2022 and 2nd January 2023. Mr. R.Vidhya Shankar chaired all the meetings. Mr.T.G.Thamizhanban, Company Secretary is the Compliance Officer.

During the year, no letters were received as complaint from the investors regarding non-receipt of dividend warrants / annual reports / share certificates / rights issue matters, etc.,

6. RISK MANAGEMENT COMMITTEE:

a. The Committee is mandated with the same terms of reference as specified in Regulation 21 and Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The web link of the risk management policy is https://pricol.com/wp-content/uploads/2022/11/Risk-Management-Policy-2021.pdf

b. Composition, Name of Members / Chairman, Meetings held and Members present during the year 2022-2023:

Name of the member	Category	Date of Meeting / Members present	
		1-Aug-2022	23-Jan-2023
Mr. Vikram Mohan (Chairman)	Executive - Promoter	✓	✓
Mr. K.Ilango	Non-Executive - Independent	✓	✓
Mr. P.M.Ganesh	Executive	✓	✓

7. REMUNERATION TO DIRECTORS:

The remuneration payable to the Executive Directors is determined by the Board on the recommendation of the Nomination and Remuneration Committee with the approval of the shareholders at the Annual General Meeting. The Company pays remuneration by way of Salary, Allowances, Perquisites and Benefits (fixed component) and commission (variable component) to its Executive Directors.

The sitting fees and commission will be distributed broadly on the basis of Board Meetings and Committee Meetings attended by the Non-Executive Directors. The Company has not provided any Stock Options to any of its directors and employees.

The remuneration paid / payable to the Executive Directors for the year 2022 - 23:

₹ Lakhs

Name of the Director	Designation	Service Contract	Salary, perquisites & benefits (Gross)	Commission	Total
Mrs. Vanitha Mohan	Chairman	1st April 2021 to 31st March 2024	140.70	183.86	324.56
Mr. Vikram Mohan	Managing Director	1st April 2022 to 31st March 2025	254.58	245.15	499.73
Mr. P.M.Ganesh	Chief Executive Officer and Executive Director	8th November 2021 to 31st March 2024	98.03	—	98.03

ANNEXURE "E" TO DIRECTORS' REPORT

The remuneration paid / payable to the Non-Executive Directors for the year 2022-2023 and the shares held by them are given below :

₹ Lakhs

Name of the Non-Executive Director	Commission	Sitting Fees	No of Shares held on 31st March 2023
Mr. R.Vidhya Shankar	8.00	6.40	—
Mrs. Sriya Chari	5.50	4.40	—
Dr. S.K.Sundararaman	5.75	4.60	—
Mr. P.Shanmugasundaram	7.00	5.60	—
Mr. K.Ilango	3.75	3.00	9,547
Mr. Navin Paul	2.25	1.80	—

The Company had availed the services of Mr. R. Vidhya Shankar, Advocate who is a Non-Executive-Independent Director, in his professional capacity and paid ₹ 6.30 Lakhs. The said transaction value does not exceed ten per cent of the gross turnover of his legal firm.

8. GENERAL BODY MEETINGS:

Year	Date & Time	Special Resolution	Location
2020 – 9th AGM	16th September 2020, 3.00 PM	a. Re-appointment of Mrs. Sriya Chari as an Independent Director	Through video conference (VC)
2021 – 10th AGM	19th August 2021 3.00 PM	a. Re-appointment and Remuneration to Mrs. Vanitha Mohan, Chairman	Through video conference (VC)
2022 – 11th AGM	10th August 2022 3.00 PM	a. Re-appointment & Remuneration to Mr. Vikram Mohan, Managing Director b. Appointment of Mrs. Vanitha Mohan (70 Years) c. Re-appointment of Dr. S.K.Sundararaman, as an Independent Director	Through video conference (VC)

- Court convened meeting of the members held during the year 2022 - 23 : NIL
- Special resolution passed during the year 2022 - 23, through postal ballot : NIL
- Person who conducted the postal ballot exercise : NA
- During 2023 - 2024, there is no proposal to conduct postal ballot to pass any special resolution.

9. MEANS OF COMMUNICATION:

The quarterly / annual financial results of the Company are published in the Business Line (English), The Hindu (Tamil) & Dinamalar (Tamil). The Financial Results, Annual Reports, Press Releases, Investor Presentation of the Company are uploaded on the Company's website:www.pricol.com and on the Stock Exchange websites:www.bseindia.com and www.nseindia.com.

Management Discussion & Analysis forms part of the Annual Report.

10. GENERAL SHARE HOLDER INFORMATION:

a. Annual General Meeting

Date & Time : Wednesday, 9th August, 2023, 3.00 p.m.

Venue : Company is conducting meeting through VC / OAVM pursuant to the MCA Circular dated 28th Dec 2022 and as such there is no requirement to have a venue for the AGM. For details please refer to the Notice of this AGM.

ANNEXURE "E" TO DIRECTORS' REPORT

b. Financial Year : 1st April 2022 to 31st March 2023

c. Date of Book Closure / Record Date : Not Applicable

d. Financial Calendar :

Financial Reporting for the quarter ended	Financial Calendar
30th June, 2023	Between 15th July and 14th August 2023
30th September, 2023	Between 15th October and 14th November 2023
31st December, 2023	Between 15th January and 14th February 2024
31st March, 2024	Between 15th April and 30th May 2024

e. Particulars of Dividend : No Dividend has been recommended for the Financial Year 2022-23.

Weblink of the Dividend Distribution Policy:
https://pricol.com/wp-content/uploads/2022/11/Pricol_Dividend_Distribution_Policy_2021.pdf

f. Listing on Stock Exchanges :

National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra(E), Mumbai - 400 051

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

g. Stock Code : National Stock Exchange of India Limited : PRICOLLTD

BSE Limited : 540293

h. International Security Identification Number (ISIN) : INE726V01018

i. Listing and Custodial Fee : For the year 2023-24:

i) Annual Listing Fees were paid to National Stock Exchange of India Limited and BSE Limited.

ii) Custodial Fees were paid to Central Depository Services (India) Limited and National Securities Depository Limited.

j. Stock Market Data:

Month	National Stock Exchange of India Limited				BSE Limited			
	Price (₹)		Nifty500 (Points)		Price (₹)		BSE-Small Cap (Points)	
	High	Low	High	Low	High	Low	High	Low
April-22	149.50	128.50	15,477.80	14,617.05	149.50	129.30	30,001.68	28,298.41
May-22	135.85	88.90	14,798.30	13,389.75	135.15	96.45	28,572.71	24,592.41
June-22	133.60	101.40	14,300.00	12,855.55	133.80	103.50	26,944.59	23,261.39
July-22	154.40	127.45	14,677.75	13,192.90	154.30	127.50	27,076.40	24,494.80
August-22	178.50	151.95	15,445.50	14,666.20	178.60	152.00	28,674.75	27,111.96
September-22	195.60	155.65	15,724.45	14,516.30	195.50	155.70	30,185.95	27,616.79
October-22	208.00	177.05	15,433.05	14,585.80	208.00	175.45	29,201.19	28,159.86
November-22	196.00	171.80	15,991.60	15,384.35	195.05	170.70	29,560.28	28,649.73
December-22	216.90	174.80	16,041.65	14,985.40	216.70	175.00	30,104.74	27,051.92
January-23	211.90	185.90	15,575.70	14,675.05	211.95	186.05	29,311.16	27,353.31
February- 23	219.25	181.15	15,154.10	14,465.70	219.00	182.20	28,612.06	27,162.03
March-23	208.25	174.75	14,952.85	14,177.50	208.00	174.50	28,321.36	26,120.32

ANNEXURE "E" TO DIRECTORS' REPORT

k. Registrar and Transfer Agents:

For Physical transfer and Dematerialisation of shares:

The Company has appointed M/s. Integrated Registry Management Services Private Limited, 2nd Floor, "KENCES" Towers, No.1, Ramakrishna street, North Usman Road, T.Nagar, Chennai - 600 017 as Common Transfer Agent for all aspects of investor servicing relating to shares in both physical and demat form.

l. Share Transfer System:

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended, securities can be transferred, transmitted or transpositioned only in dematerialised form. Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. Physical shares received for dematerialisation are processed and completed within the stipulated time, if the documents are complete in all respects.

The Company has obtained from M/s. S.Krishnamurthy & Co., Company Secretaries, Chennai the following certificates:

a. Pursuant to Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on yearly basis, for due compliance of share transfer formalities by the Share Transfer Agent of the Company.

b. Pursuant to SEBI (Depositories and Participants) Regulations, 2018, on quarterly basis, to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) with the total issued / paid-up capital of the Company.

m. Distribution of Shareholding as on 31st March 2023:

Shares held by	No of Holders*	No of Shares*	% of Total Paid-up Capital
1 to 500	57,467	57,25,773	4.70
501 to 1000	3,786	29,83,566	2.45
1001 to 2000	2,183	32,85,174	2.70
2001 to 3000	924	23,45,076	1.92
3001 to 4000	403	14,31,430	1.17
4001 to 5000	339	15,81,270	1.30
5001 to 10000	588	41,72,928	3.42
10001 and above	502	10,03,56,281	82.34
Total	**66,192**	**12,18,81,498**	**100.00**

* Based on PAN consolidation

n. Dematerialisation of shares and liquidity as on 31st March 2023:

Shares of the Company can be held and traded in Electronic form. As stipulated by SEBI, the shares of the Company are accepted in the Stock Exchanges for delivery only in dematerialised form.

Particulars	No of holders	% of No of holders	No of Shares	% of Total paid-up Capital
i. National Securities Depository Limited (NSDL)	29,461	43.64	10,58,61,609	86.86
ii. Central Depository Services (India) Limited (CDSL)	37,592	55.68	1,49,52,678	12.27
Demat Form (i + ii)	**67,053**	**99.32**	**12,08,14,287**	**99.13**
iii. Physical Form	461	0.68	10,67,211	0.87
Total (i + ii + iii)	**67,514**	**100.00**	**12,18,81,498**	**100.00**

ANNEXURE "E" TO DIRECTORS' REPORT

o. Transfer of Unclaimed Shares to Demat Account:

In terms of the Listing Agreement entered with the Stock Exchanges, intimations have been sent to the shareholders to claim the unclaimed shares. Even after the reminders some of the shares have not been claimed by the Shareholders and as per clause 5A of the Listing Agreement entered with the Stock Exchanges these shares have been kept in a separate Demat Account opened for this purpose. The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

Particulars		Unclaimed Shares Suspense Account		Unclaimed Rights Suspense Escrow Account	
		No. of Shareholders	**No. of Shares**	**No. of Shares**	**No. of Shareholders**
Opening	a	764	10,77,370	48	47,478
Transferred from Unclaimed Shares Suspense account upto 31st March 2022	b	519	7,50,025	43	44,905
Closing Balance as on 31st March 2022	c = a - b	245	3,27,345	5	2,573
Claimed during the year 2022-23		6	14,320	Nil	Nil
Transferred from Unclaimed Shares Suspense account during the year 2022-23	d	6	14,320	Nil	Nil
Closing Balance as on 31st March 2023	e = c - d	239	3,13,025	5	2,573

The shareholders are requested to contact the Registrar and Share Transfer Agent for claiming the shares.

p. As on 31st March 2023, there are no Outstanding GDRs / ADRs / Warrants or any Convertible Instruments.

q. Commodity price risk or foreign exchange risk and hedging activities:

Refer Note.55 to Notes to Standalone Financial Statements.

r. Plant locations:

Plant I

132, Mettupalayam Road,
Perianaickenpalayam,
Coimbatore - 641 020,
Tamilnadu, India.

Plant II

Plot No.34 & 35, Sector 4,
IMT Manesar,
Gurugram - 122 050,
Haryana, India

Plant III

4/558, Mettupalayam Road,
Chinnamathampalayam,
Billichi Village, Press Colony Post,
Coimbatore - 641 019,
Tamilnadu, India

Plant V

Global - Raisoni, Industrial Park,
Gat No.180-187, Alandi-Markal Road,
Phulgaon, Haveli Taluka,
Pune - 412 216, Maharashtra, India

Plant VII

Plot No. 45, Sector 11,
Integrated Industrial Estate,
Pantnagar, SIDCUL,
Rudrapur - 263 153,Uttarakhand, India

Plant IX

Plot No.120, Sector - 8,
IMT Manesar, Gurugram - 122 050,
Haryana, India

Plant X

650, Benjamin Road,
Sri City - 517 646
Andhra Pradesh, India

Plant XII

K-7, Additional MIDC Area,
Satara - 415004
Maharashtra, India

ANNEXURE "E" TO DIRECTORS' REPORT

s. **Address for correspondence:**

Registrar & Transfer Agents
M/s.Integrated Registry Management Services Private Limited,
Unit: Pricol Limited
2nd Floor, "Kences Towers",
No.1, Ramakrishna Street, North Usman Road,
T Nagar, Chennai - 600 017, India
Phone: +91 44 28140801 - 03 E mail: srirams@integratedindia.in

Company
Pricol Limited,
Secretarial Department
109, Race Course,
Coimbatore - 641 018, India.
Phone: +91 422 4336238 / 6272
E mail: cs@pricol.com / investor@pricol.com

t. **List of Credit Ratings obtained by the Company** : Details are provided in the Directors Report.

u. **Website address** : www.pricol.com

v. **Name of the Compliance Officer** : Mr.T.G.Thamizhanban, Company Secretary

11. DISCLOSURES :

a. The Company has not entered into any materially significant related party transactions that may have potential conflict with the interest of the Company at large. Details of transactions with related parties are provided in Note.65 to Notes to Standalone Financial Statements in accordance with the provision of Indian Accounting Standards. The Company has formulated a policy on related party transactions which has been placed on the website of the Company and the weblink: https://pricol.com/wp-content/uploads/2023/04/Policy-on-Related-Party-Transactions.pdf

b. There was no instance of non-compliance by the Company on any matters relating to the capital markets, nor was there any penalties, strictures, imposed by stock exchange(s) or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

c. The Company has established a Vigil Mechanism / Whistle Blower Policy to enable the Stakeholders of the Company to report their genuine concerns and grievances. The Policy provides for adequate safeguards against victimisation of stakeholders who avail of the vigil mechanism and direct access to the Chairman of the Audit Committee of the Company, in exceptional cases. The Protected Disclosures, if any reported under this Policy will be appropriately and expeditiously investigated by the Chairman.

The Company hereby affirms that no stakeholders including Director / employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the year. The Whistle Blower Policy has been disclosed on the website of the Company and the weblink: https://pricol.com/wp-content/uploads/2022/11/Whistle-Blower-Policy_20.pdf

d. The Company has complied with all the mandatory requirement of corporate governance norms as specified in Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

e. The Company has formulated a Policy on Subsidiary & Material Subsidiary Company and has placed it on the website of the Company and the weblink: https://pricol.com/wp-content/uploads/2022/11/Material-Subsidiary_policy_20.pdf

f. Disclosure of commodity price risks and commodity hedging activities. Refer Note.55 to Notes to Standalone Financial Statements.

g. During the financial year, the Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).

h. Certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board / Ministry of Corporate Affairs or any such statutory authority, is annexed as part of this report.

i. The board has accepted all the recommendation of the Committees of the Board which is mandatorily required, in the relevant financial year.

j. The Company has complied with all the requirements as specified in sub-paras (2) to (10) of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the Corporate Governance report.

ANNEXURE "E" TO DIRECTORS' REPORT

k. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm / network entity of which the statutory auditor is a part, is as follows:

(₹ Lakhs)

Particulars	Pricol Limited	Subsidiaries
For Audit	**47.50**	—
For Consolidation	**4.00**	—
For Tax Audit & Services	**23.00**	—
For Certification & Others	**1.49**	—
Reimbursement of Expenses	**1.48**	—
Total	**77.47**	—

l. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has in place an Prevention of sexual harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Complaints Committee (CC) had been constituted in compliance with the provisions of above Act, to redress complaints received regarding sexual harassment. Continuous awareness sessions and trainings were conducted for the internal complaint committee members to emphasize the importance of Prevention of Sexual Harassment (POSH). All employees (permanent, contractual, temporary and trainees) are covered under this policy. The Company has not received any sexual harassment complaint during the year 2022-23.

m. Disclosure by listed entity and its subsidiaries of Loans and advances in the nature of loans to firms / Companies in which directors are interested by name and amount - **Nil**

n. Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries. :

Name of Material Subsidiary(s)	Date and Place of incorporation	Name & Date of appointment of the statutory auditors
Pricol Asia Pte Limited	27th August 2012, Singapore	Prudential Public Accounting Corporation, Public Accountants and Chartered Accountants, Singapore 27th August 2012

o. The Company has complied with the following Discretionary requirements as specified in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

- Adopted the best practices to ensure a regime of financial statements with unmodified audit opinion.

p. The Company has complied with all the requirements specified in Regulation 17 to 27 and disseminate the information under a separate section on the website, as required under clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

For and on behalf of the Board

Vikram Mohan
Managing Director
(DIN : 00089968)

P.M.Ganesh
Chief Executive Officer & Executive Director
(DIN: 08571325)

Date : 10th May 2023
Place : Coimbatore

CODE OF CONDUCT

The Company has laid down a code of conduct for all Board members and senior management personnel. The code of conduct is available on the website of the Company under the weblink https://pricol.com/wp-content/uploads/2023/04/Code-of-Conduct-Board-of-Directors-Senior-Management-Personnel.pdf The declaration of the Chief Executive Officer is given below:

DECLARATION

All the Board members and senior management personnel affirmed compliance with the code of conduct of the Company for the financial year ended 31st March 2023.

Date : 10th May 2023
Place : Coimbatore

P.M.Ganesh
Chief Executive Officer
(DIN : 08571325)

ANNEXURE "E" TO DIRECTORS' REPORT

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Under Regulation 34(3) read with Part C (10) (i) of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Members of Pricol Limited
(CIN: L34200TZ2011PLC022194)
109, Race Course,
Coimbatore – 641018

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Pricol Limited having CIN L34200TZ2011PLC022194 and having registered office at 109, Race Course, Coimbatore – 641018 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S.No	DIN/DPIN /PAN	Full Name	Designation	Date of Appointment
1	00002168	Vanitha Mohan	Chairman and Wholetime Director	01/11/2016
2	00089968	Vikram Mohan	Managing Director	01/06/2013
3	00002498	Ramani Vidhya Shankar	Independent Director	01/11/2016
4	00002691	Sangampalayam Kandasami Sundararaman	Independent Director	30/05/2018
5	00119411	Palanisamy Shanmugasundaram	Independent Director	15/06/2019
6	00124115	Kasthurirangaian Ilango	Independent Director	15/06/2019
7	00424944	Navin Paul	Independent Director	22/10/2020
8	07383240	Sriya Chari	Independent Director	01/11/2016
9	08571325	Panchapagesa Muthuswamy Ganesh	Wholetime Director	08/11/2021

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

P. ESWARAMOORTHY AND COMPANY
Company Secretaries
P. Eswaramoorthy
Proprietor
FCS No.: 6510, CP No.: 7069
UDIN:F006510E000280663
Peer review Cert. No.933/2020

Date : 10th May 2023
Place : Coimbatore

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To

The Members of Pricol Limited
(CIN: L34200TZ2011PLC022194)
109, Race Course, Coimbatore – 641018

I have examined all the relevant records of **Pricol Limited** ("hereinafter called as the "Company") for the purpose of certifying compliance with the conditions of Corporate Governance stipulated in Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year ended **31st March, 2023.** I have obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purpose of certification.

The compliance with the conditions of Corporate Governance is the responsibility of the Management. My examination was limited to the procedure and implementation process adopted by the Company for ensuring compliance with the conditions of Corporate Governance.

This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

P. ESWARAMOORTHY AND COMPANY
Company Secretaries
P. Eswaramoorthy
Proprietor
FCS No.: 6510, CP No.: 7069
UDIN:F006510E000280630
Peer review Cert. No.933/2020

Date : 10th May 2023
Place : Coimbatore

★★★★★

ANNEXURE "F" TO DIRECTORS' REPORT

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (BRSR)

[Pursuant to Regulation 34(2)(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

SECTION A: GENERAL DISCLOSURES

I. DETAILS OF THE LISTED ENTITY

1. Corporate Identity Number (CIN) of the Listed Entity	L34200TZ2011PLC022194
2. Name of the Listed Entity	Pricol Limited
3. Year of Incorporation	2011
4. Registered office address	109, Race Course, Coimbatore - 641 018, India.
5. Corporate office address	109, Race Course, Coimbatore - 641 018, India.
6. E-mail id	cs@pricol.com
7. Telephone	04224336000
8. Website	www.pricol.com
9. Financial year for which reporting is being done	2022 - 2023
10. Name of the Stock Exchange(s) where shares are listed	1. BSE Limited (BSE) 2. National Stock Exchange of India Limited (NSE)
11. Paid-up capital	₹ 1,218.81 lakhs
12. Name and contact details of the person who may be contacted in case of any queries on the BRSR report	Mr. T.G. Thamizhanban Company Secretary, Pricol Limited Tel : +0422 4336272 Email : cs@pricol.com
13. Reporting boundary	The disclosures under this report are made on Standalone basis.

II. PRODUCTS / SERVICES

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

S.No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Manufacturing	Electrical & Electronics equipment, General Purpose and Special purpose machinery & equipment, Transport equipment	100

15. Products/Services sold by the entity (accounting for 90% of the entity's Turnover) :

Product/Service	NIC Code	% of total Turnover contributed
Auto components - Oil Pumps - Motor Vehicles - Motor Cycles - Three Wheelers	28132, 29301, 29304 & 30913	95

ANNEXURE "F" TO DIRECTORS' REPORT

III. OPERATIONS

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

S.No.	Location	Number of plants	Number of offices	Total
1	National	8	1	9
2	International*	1	3	4

* Including Subsidiary Entities

17. Markets served by the entity:

a. Number of locations

S.No.	Locations	Number
1	National (No. of States)	28 States & 3 Union Territories
2	International (No. of Countries)	25

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

7.35 % of the total turnover of the entity.

c. A brief on types of customers

Pricol Limited is one of India's leading automotive technology and precision engineered products and solutions providing company that serves to all major global OEM's including TVS Motor Company, Hero MotoCorp, Bajaj Auto, Royal Enfield, Honda Motorcycle and Scooter India, Yamaha Motor India, KTM, Triumph, Piaggio, Ducati, Harley Davidson, Kawasaki, Suzuki Motorcycle India, TATA Motors, Ashok Leyland, Volvo Eicher Commercial Vehicle, Mahindra and Mahindra, PSA Grope, Skoda, Renault Nissan, Maruti Suzuki, Mitsubishi, Force Motors, Swaraj Mazda, Daimler, CNH Industrial, John Deere, Caterpillar, JCB, Escorts, TAFE, Polaris, Generac, Deutz, TATA Hitachi, Hyundai Construction Equipments, Swaraj, Sonalika, Indo Farm Equipment Limited, Kubota. Pricol is a leading supplier of various components for the companies in India and around the world.

IV. EMPLOYEES

18. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

S.No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
	EMPLOYEES					
1.	Permanent (D)	1,055	981	93	74	7
2.	Other than Permanent (E)	66	61	92	5	8
	Total employees (D + E)	**1,121**	**1,042**	**93**	**79**	**7**
	WORKERS					
3.	Permanent (F)	817	594	73	223	27
4.	Other than Permanent (G)	3,711	3,193	86	518	14
	Total workers (F + G)	**4,528**	**3,787**	**84**	**741**	**16**

ANNEXURE "F" TO DIRECTORS' REPORT

b. Differently abled Employees and workers:

S.No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
DIFFERENTLY ABLED EMPLOYEES						
1.	Permanent (D)	2	1	50	1	50
2.	Other than Permanent (E)	—	—	—	—	—
	Total differently abled employees (D + E)	**2**	**1**	**50**	**1**	**50**
DIFFERENTLY ABLED WORKERS						
3.	Permanent (F)	1	—	—	1	100
4.	Other than Permanent (G)	—	—	—	—	—
	Total differently abled workers (F + G)	**1**	**—**	**—**	**1**	**100**

19. Participation / Inclusion / Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B/A)
Board of Directors	9	2	22
Key Management Personnel	5	1	20

20. Turnover rate for permanent employees and workers

	FY '23 (Turnover rate in current FY)			FY '22 (Turnover rate in previous FY)			FY '21 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	21.98	29.85	22.54	4.82	—	4.36	17.25	13.02	16.86
Permanent Workers	5.41	10.21	6.74	1.54	4.58	2.41	6.35	6.36	7.20

ANNEXURE "F" TO DIRECTORS' REPORT

V. HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

21. Names of holding / subsidiary / associate companies / joint ventures

S.No.	Name of the holding/ subsidiary/ associate companies/ joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column (A) participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Pricol Asia Pte. Limited, Singapore	Subsidiary	100 %	No
2	PT Pricol Surya Indonesia	Subsidiary	100 %	No
3	PT Sripri Wiring Systems, Indonesia *	Subsidiary	100 %	No
4	Pricol Asia Exim DMCC, Dubai **	Subsidiary	100 %	No

NOTE: * Subsidiary of PT Pricol Surya Indonesia

** Subsidiary of Pricol Asia Pte. Limited

VI. CSR Details

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

(ii) Turnover * - ₹ 1,431.45 Crores

(iii) Net worth *- ₹ 568.56 Crores

*The Above mentioned turnover and net worth is as per FY21-22.

VII. TRANSPARENCY AND DISCLOSURES COMPLIANCES

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

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2023 Current Financial Year			FY 2022 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes https://pricol.com/contact-us/	—	—	—	—	—	—
Investors (other than shareholders)	NA	—	—	—	—	—	—
Shareholders	Yes, as per SEBI listing regulation	—	—	—	—	—	—
Employees and Workers	Yes (Available on Intranet Portal)	—	—	—	—	—	—
Customers	Yes https://pricol.com/contact-us/	—	—	—	—	—	—
Value Chain Partners	Yes https://pricol.com/contact-us/	—	—	—	—	—	—

ANNEXURE "F" TO DIRECTORS' REPORT

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

S.No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Delay in Customer Compensations	Risk	Delays in recovery of customer compensations every quarter from key customers	1. Active discussions were undertaken with customers to control such delays 2. Regular engagement with customer teams with clear account statements to facilitate the amounts to be recovered 3. Weekly monitoring mechanism has implemented with internal teams	Negative financial implication
2	Availability of Semiconductors	Risk	1. Not able to meet customer demand. 2. Disruption in production schedules. 3. Impact in raw material costs.	1. Negotiations are under place with key suppliers to soften the material availability and delivery 2. Engineering team is working on alternate ICs as risk mitigation plan 3. Prices of ICs continues to remain high though supply situation is recovering, and continuous negotiations are in place with supplier for price reduction and customers for compensation	Negative financial implication
3	Energy	Opportunity	Consumption of Renewable Energy has increased significantly	NA	Positive financial impact
4	Attrition rate	Risk	Due to sudden demand in the market for Product and Process engineers	1. Atmost focus is given to retain talent by addressing all the attrition issues. 2. HR Policies have been suitably renewed inline to market standards and expectations 3. Outreach programs with brand positioning undertaken to attract talent	Negative financial implication
5	Employee Engagement	Opportunity	Increased loyalty and productivity	NA	Neutral financial impact

ANNEXURE "F" TO DIRECTORS' REPORT

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

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

Principle 1 (P1) Businesses should conduct and govern themselves with integrity in a manner that is ethical, transparent and accountable

Principle 2 (P2) Businesses should provide goods and services in a manner that is sustainable and safe

Principle 3 (P3) Businesses should respect and promote the well-being of all employees, including those in their value chains

Principle 4 (P4) Businesses should respect the interests of and be responsive towards all its stakeholders

Principle 5 (P5) Businesses should respect and promote human rights

Principle 6 (P6) Businesses should respect, protect and make efforts to restore the environment

Principle 7 (P7) Businesses when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Principle 8 (P8) Businesses should promote inclusive growth and equitable development

Principle 9 (P9) Businesses should engage with and provide value to their consumers in a responsible manner

Policy and Management

1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs ? (Yes/No)

P1	P2	P3	P4	P5	P6	P7	P8	P9
Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

b. Has the policy been approved by the Board? (Yes/No)

P1	P2	P3	P4	P5	P6	P7	P8	P9
Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

c. Web Link of the Policies, if available

P1	P2	P3	P4	P5	P6	P7	P8	P9
https://pricol.com/wp-content/uploads/2022/11/BusinessResponsibilityPolicy.pdf								

ANNEXURE “F” TO DIRECTORS’ REPORT

2. Whether the entity has translated the policy into procedures? (Yes / No)

P1	P2	P3	P4	P5	P6	P7	P8	P9
Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

3. Do the enlisted policies extend to your value chain partners? (Yes/No)

P1	P2	P3	P4	P5	P6	P7	P8	P9
Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

4. Name of the national and international codes / certifications / labels / standards adopted by your entity and mapped to each principle.

P1	Pricol Limited Code of Conduct
P2	IATF 16949:2016 (QMS Certification for Automotive Parts)
P3	No
P4	ISO 45001:2018 (Safety Management System Certification)
P5	No
P6	ISO 14001:2015 (Environment Management System Certification)
P7	No
P8	No
P9	No

5. Specific commitments, goals and targets set by the entity with defined timelines, if any.

P1	P2	P3	P4	P5	P6	P7	P8	P9
Pricol Limited is committed to implement the following : 1. ISO 50001 Energy Management 2. ISO 27001 Data Security Management System 3. 75 % Renewable Energy by next financial year								

6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.

P1	P2	P3	P4	P5	P6	P7	P8	P9
Pricol Limited ESG Roadmap with specific commitments, goals and targets are under development.								

Governance, Leadership and oversight

7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements

Board oversees the ESG / Sustainability initiatives of the company. Roadmap with specific goals and targets are under development. Once they are in place, implementation of actions would be monitored for their progress and updates will be shared with all the stakeholders on a periodical basis.

8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).

Board of the company continuously evaluates the Company's social, environmental, governance, and economic obligations.

ANNEXURE "F" TO DIRECTORS' REPORT

9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues?

No, currently the board is responsible for decision making on sustainabilty related issues.

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director/ Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other -please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	The Board reviews the Company's policies every year. During this evaluation, the policy's effective implementation is assessed, and required policy and procedure adjustments are adopted.									Annually								
Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances	The Company complies with all legal responsibilities that are relevant to the principles, and in case of any non-compliances, the Board looks into and rectifies the issues.									Annually								

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.

No, currently the policies are periodically evaluated for their efficacy through internal audit mechanism

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Not applicable as all principles are covered by business responsibility policy.

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1

Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	% of persons in respective category covered by the awareness programmes
Board of Directors (BOD)	Nil	Nil	Nil
Key Managerial Personnel	Nil	Nil	Nil
Employees other than BoD and KMPs	215	Key Topics : POSH, Six Sigma, Time Management, Team Building, Reliability Workshop, Operational Excellence, Lean Manufacturing, Communication Skill, Leadership Skill.	NA
Workers	156	Key Topics : POSH, 5S, Team Building, First Aid, Poka Yoke & Kaizen, Behaviour Based Safety, Daily Work Management.	NA

ANNEXURE "F" TO DIRECTORS' REPORT

2. **Details of fines / penalties / punishment / award / compounding fees / settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators / law enforcement agencies / judicial institutions, in the financial year:**

   No fines / penalties / punishment / award / compounding fees / settlement amount were paid in any proceedings (by the entity or by directors / KMPs) with regulators / law enforcement agencies / judicial institutions, in the financial year.

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

   Not Applicable

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

   Yes, Pricol Limited has zero tolerance to any form of corruption or bribery and has an Anti - Corruption and Anti Bribery Policy which commands strict actions against anyone caught engaging in such unethical behaviour. The policy applies to all employees of the Company, its subsidiaries and affiliates at all levels and in all locations around the world. In every sector of action, all employees are required to act with the utmost honesty. All of the Company's facilities must adhere to a variety of anti-bribery and anti-corruption laws and regulations. All agents, suppliers, contractors, and business partners are informed of the Company's zero tolerance policy to bribery and corruption during the commencement of the Company's business engagement with them. Wherever it operates, the Company maintains the highest standards and does not tolerate bribery or corruption. The policy is available to the internal stakeholders on the Company's intranet platform.

   Weblink : https://pricol.com/wp-content/uploads/2023/07/Anti-Bribery-Anti-Corruption-Policy.pdf

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

	FY 2023 (Current Financial Year)	FY 2022 (Previous Financial Year)
Directors	—	—
KMPs	—	—
Employees	—	—
Workers	—	—

6. **Details of complaints with regard to conflict of interest:**

	FY 2023 (Current Financial Year)		FY 2022 (Previous Financial Year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	—	—	—	—
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	—	—	—	—

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

   Not Applicable

Leadership Indicators

1. **Awareness programmes conducted for value chain partners on any of the Principles during the financial year:**

   No trainings provided or conducted for value chain partners during FY2022-23.

ANNEXURE "F" TO DIRECTORS' REPORT

2. **Does the entity have processes in place to avoid / manage conflict of interests involving members of the Board?(Yes/No) If Yes, provide details of the same.**

Yes, Pricol has processes in place to avoid/manage conflict of interests involving members of the board and it is as per the Terms of Appointment of Directors to Board. The Company's Code of Conduct states that the Board members and Senior Management of the Company are needed to abstain themselves from discussion, voting, or otherwise influencing a decision on any matter in which they have or may have a conflict of interest; restrict themselves from serving as a Director of any Company that is in direct competition with the Company, or must take prior approval from the Company's Board of Directors before accepting such position.

PRINCIPLE 2

Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

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

₹ in Lakhs

	FY 2023 Current Financial Year	FY 2022 Previous Financial Year	Details of improvements in environmental and social impacts
Revenue	6,677.03	3,495.01	We have not tracked the investments made in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.
Capex	838.51	323.56	

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

Yes, the Company has a procurement policy in place for the purchase of goods and raw materials. The Company has identified the regional vendors for different components/ materials based on QCDDS (Quality, Cost, Development, Deliver & Services) criteria. Currently company is updating the policy to incorporate agenda of sustainable sourcing by assessing the vendors on the environmental practices as well. It is the one of the major criteria for selection / onboard of supplier.

b. **If yes, what percentage of inputs were sourced sustainably?**

It is difficult to ascertain the percentage of inputs sourced from these suppliers accounting for total inputs due to different kinds of materials being used in manufacturing by the Company.

3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for:**

a. Plastics (including packaging)
b. E-waste
c. Hazardous waste
d. Other waste

We, Pricol Limited, supply the product directly to the OEMs. The Company has limited scope for reclaiming it at the end of its life cycle. However, the company has system in place to

i) reduce the plastic waste, most of our finished good product are sent to OEM in reusable bins,

ii) ensure safe disposal of Plastic packing, E- waste, Hazardous waste are disposed to authorized Pollution Control Board approved vendors and the recycling certificate is obtained from the authorized vendors.

Also, the Company has taken sustainability goals to reduce the waste generation. Currently the Company is not disposing any waste to land, all the waste is disposed through authorized vendor for safe recycling of product.

ANNEXURE "F" TO DIRECTORS' REPORT

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

Yes. To ensure the Net Zero quantity of plastic packing cover disposal to land, we Pricol Limited registered for Importer and Brand owner category, we have action plan to collect back up to 80 to 90% plastic packing cover for FY 2023-2024. The credit certificate will be submitted in eprplastic.cpcb.gov.in

Leadership Indicators

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

The Company's action is to embed the principles of sustainability, to extend possible, into the various stages of product life cycle but as the products are directly supplied to the OEMs, the Company has limited scope for life cycle assessments.

2. If there are any significant social or environmental concerns and /or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

S.No.	Name of Product / Service	Description of the risk / concern	Action Taken
1	Oil Pump	There is no risk or concern involved in the products indicated.	1. Different materials used in the products indicated are recyclable. 2. Parts made out of different materials found to be defective at Pricol are recycled at Pricol end. 3. Products sold to our end customers are recycled as per the procedure laid out by them.
2	Water Pump		
3	Fuel Pump Module		
4	Cabin Tilt System		
5	E - Purge Valve		
6	Driver Information System (DIS)	There is no risk or concern involved in the products indicated.	1. All materials used in the indicated products are recyclable, except Electronic Sub. Assembly & Components (E-Waste). 2. E-Waste is shipped to the appropriate vendor approved by Pollution Control Board, for scraping / recycling. 3. Finished Products sold to OEM are recycled as per the procedure laid out by them.
7	Telematics Control Unit (TCU)		
8	Sensors		

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

S.No.	Indicate input material	Recycled or re-used input material to total material	
		FY 2023 Current Financial Year	FY 2022 Previous Financial Year
1	Waste Water	100 %	100 %
2	Raw Material	Data will be provided in the next year	
3	Finished good packing reuse		

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed:

Since the product is directly supplied to the OEMs, the Company has limited scope for reclaiming it at the end of its life cycle.

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Since the product is directly supplied to the OEMs, the Company has limited scope for reclaiming it at the end of its life cycle.

ANNEXURE "F" TO DIRECTORS' REPORT

PRINCIPLE 3

Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

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

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Employees											
Male	981	981	100 %	981	100 %	—	—	—	—	—	—
Female	74	74	100 %	74	100 %	74	100 %	—	—	74	100 %
Total	**1,055**	**1,055**	**100 %**	**1,055**	**100 %**	**74**	**7 %**	**—**	**—**	**74**	**7 %**
Other than Permanent Employees											
Male	61	61	100 %	61	100 %	—	—	—	—	—	—
Female	5	5	100 %	5	100 %	5	100 %	—	—	5	100 %
Total	**66**	**66**	**100 %**	**66**	**100 %**	**5**	**8 %**	**—**	**—**	**5**	**8 %**

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

Category	% of workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Workers											
Male	594	594	100 %	594	100 %	—	—	—	—	—	—
Female	223	223	100 %	223	100 %	223	100 %	—	—	223	100 %
Total	**817**	**817**	**100 %**	**817**	**100 %**	**223**	**27 %**	**—**	**—**	**223**	**27 %**
Other than Permanent Workers											
Male	3,193	3,193	100 %	3,193	100 %	—	—	—	—	—	—
Female	518	518	100 %	518	100 %	518	100 %	—	—	518	100 %
Total	**3,711**	**3,711**	**100 %**	**3,711**	**100 %**	**518**	**14 %**	**—**	**—**	**518**	**14 %**

2. Details of retirement benefits, for Current Financial Year and Previous Financial Year.

S.No.	Benefits	FY 2023 Current Financial Year			FY 2022 Previous Financial Year		
		No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
1	PF	100 %	100 %	Y	100 %	100 %	Y
2	Gratuity	100 %	100 %	Y	100 %	100 %	Y
3	ESI	100 %	100 %	Y	100 %	100 %	Y

ANNEXURE "F" TO DIRECTORS' REPORT

3. **Accessibility of workplaces**

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

The Company's various locations, including the offices / premises have been equipped with ramps, lifts, and handrails for stairwells to facilitate the movement of differently abled individuals. Thus, Company's premises has been made access friendly.

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

Weblink: https://pricol.com/wp-content/uploads/2023/07/Diversity-Equity-and-Inclusion-Policy.pdf

5. **Return to work and Retention rates of permanent employees and workers that took parental leave.**

The company is under process at framing the parental leave policy.

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

Permanent Workers	Other than Permanent Workers	Permanent Employees	Other than Permanent Employees
Yes. The Company has a Grievance Policy to give its employees a way to voice their concerns arising from employment. The Policy ensures that such grievances are handled quickly, in a fair and impartial manner by a Grievance Committee and in compliance with the Organization's other policies. This comprises employee concerns about a supervisor's, another employee's, or Management's behavior, inaction, or proposed action in relation to them. According to the policy's grievance redress system, the first step in resolving any problem is to communicate openly. An employee should seek informal resolution of any concern with his or her immediate supervisor first. If such informal dialogue fails to resolve the issue, and the employee believes his or her complaint has progressed to the level of a grievance, the employee may file a formal grievance as stated in this policy in order to seek a fair resolution.			

7. **Membership of employees and worker in association(s) or Unions recognised by the listed entity:**

Category	FY 2023 Current Financial Year			FY 2022 Previous Financial Year		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association (s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association (s) or Union (D)	% (D / C)
- Male	981	—	—	847	—	—
- Female	74	—	—	60	—	—
Total Permanent Employees	**1,055**	**—**	**—**	**907**	**—**	**—**
- Male	594	523	88 %	627	556	89 %
- Female	223	218	98 %	247	242	98 %
Total Permanent Workers	**817**	**741**	**91 %**	**874**	**798**	**91 %**

ANNEXURE "F" TO DIRECTORS' REPORT

8. Details of training given to employees and workers:

Category	FY 2023 Current Financial Year					FY 2022 Previous Financial Year				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		Number (B)	% (B/A)	Number (C)	% (C/A)		Number (E)	% (E/D)	Number (F)	% (F/D)
Employees										
Male	981	229	22 %	1,055	100 %	847	394	43 %	907	100 %
Female	74					60				
Total	**1,055**					**907**				
Workers										
Male	594	334	41 %	817	100 %	627	294	34 %	874	100 %
Female	223					247				
Total	**817**					**874**				

Note: Above data is captured for overall training given to employees and workers, bifurcation of Male and female will be captured in upcoming years. Pricol provided Health awareness Sessions behavior based safety, POSH awareness, First AID training as a health and safety / Wellness measure.

9. Details of performance and career development reviews of employees and worker:

Category	FY 2023 Current Financial Year			FY 2022 Previous Financial Year		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	981	981	100 %	847	847	100 %
Female	74	74	100 %	60	60	100 %
Total	**1,055**	**1,055**	**100 %**	**907**	**907**	**100 %**
Workers						
Male	594	594	100 %	627	627	100 %
Female	223	223	100 %	247	247	100 %
Total	**817**	**817**	**100 %**	**874**	**874**	**100 %**

10. Health and Safety Management System:

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

Yes; To Ensure occupational health and safety management system, all manufacturing plants of the Company has been certified with ISO 14001:2015 Environmental Management System & ISO 45001:2018 Occupational Health and Safety (OH&S) Management System Standards. Safety is committed by Top Management, ZERO harm is our aim.

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

We Pricol Limited, committed to Safety First, to identify work-related hazards, All the machine are audited and certified by Environment, Health and Safety (EHS) team in design stage. To control the work related hazard all the activity are reviewed by using HIRA Tool (Hazard Identification and Risk Assessment) and all non-routine activity work related hazard are controlled by Permit to work system. Work-related hazards are audited on yearly basis by the external auditors.

ANNEXURE "F" TO DIRECTORS' REPORT

c. **Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Yes/ No)**

Yes, the company has put in place a Safety committee Meeting and Near Miss reporting system.

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

Yes. We Pricol Limited is creating an environment for employees in which their financial needs are met beyond their salary. All of the Company's employees are offered a variety of health and wellness benefits, including medical insurance and accident insurance for the employee and his immediate family, which provides financial assistance in the event of an accident or serious illness.

11. **Details of safety related incidents, in the following format:**

Safety Incident/Number	Category	FY 2023 Current Financial Year	FY 2022 Previous Financial Year
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	—	—
	Workers	—	—
Total recordable work-related injuries	Employees	—	—
	Workers	—	—
No. of fatalities	Employees	—	—
	Workers	—	—
High consequence work-related injury or ill-health (excluding fatalities)	Employees	—	—
	Workers	—	—

12. **Describe the measures taken by the entity to ensure a safe and healthy work place.**

Safety Policy, Competence, Communications system / policy, Insurance Systems, First Aid, Training, Occupational Health, Inspection Systems, Audits, Procurement, Contractors Control & Risk Assessments: Pricol Limited has established comprehensive safety policies and procedures to address various aspects of health and safety management. This includes ensuring competence and communication among employees, implementing insurance systems, providing first aid services, conducting training programs, focusing on occupational health, implementing inspection systems and audits, managing procurement processes, and controlling risks associated with contractors.

Compliance with statutory requirements: The company ensures that it complies with all preventive healthcare and occupational health and safety requirements mandated by relevant laws and regulations. Pricol Limited aims to proactively identify hazards and determine controls to eliminate or minimize risks to an acceptable level. Additionally, it identifies relevant risks and opportunities related to the occupational health and safety management system's objectives.

Training programs: Pricol Limited provides comprehensive safety training to its employees, including specific training on working at heights, confined space entry, refresher training, on-site emergency response training, and on-the-job safety training. This ensures that employees are equipped with the necessary knowledge and skills to handle various safety situations.

Safety Committee: The company has established a Safety Committee that collaborates with management to achieve the objectives outlined in the Health, Safety, and Environment (HSE) Policy. The committee addresses health, safety, and environmental matters, provides practical solutions to problems, promotes safety awareness among workers, and conducts educational, training, and promotional activities.

The health and safety management systems at Pricol Limited involve active involvement and participation from shop floor workers to management. The company focuses on hazard identification, risk assessment, health and well-being programs, emergency response planning, compliance with local regulations, and management

ANNEXURE "F" TO DIRECTORS' REPORT

systems. Additional measures include wellness initiatives, medical check-ups, workplace audits, cooperation with global health and safety leaders, and floor-based safety control measures.

By implementing these measures, Pricol Limited strives to create a safe and healthy work environment for its employees, ensuring their well-being and minimizing the likelihood and consequences of potential hazards and risks.

13. Number of Complaints on the following made by employees and workers:

	FY 2023 Current Financial Year			FY 2022 Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	—	—	NA	—	—	NA
Health & Safety	—	—	NA	—	—	NA

14. Assessments for the year:

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

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

We Pricol Limited track the accidents in all of our locations. The overall reduction in health and safety incidences is attributed to the strong commitment of both management and workers to ensure a safe working environment by adhering to the Company's set management approach and adopting a health and safety mind-set in the execution of duties.

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of

a. Employees (Y/N) b. Workers (Y/N)

Yes, Pricol offers assistance in the event of a tragic occurrence, such as death, and has a death relief settlement in place for its employees.

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

The Company takes great care to ensure that the statutory dues applicable are deducted and deposited by the value chain partners. All supply chain partners must adhere to it in every way in order to support business responsibility principles and ideals of transparency and accountability.

3. Provide the number of employees / workers having suffered high consequence work- related injury / ill-health / fatalities (as reported in Q.11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2023 Current Financial Year	FY 2022 Previous Financial Year	FY 2023 Current Financial Year	FY 2022 Previous Financial Year
Employees	—	—	—	—
Workers	—	—	—	—

ANNEXURE "F" TO DIRECTORS' REPORT

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No):

No

5. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	All the critical suppliers are evaluated for health and safety working condition practices.
Working Conditions	Only ethical business suppliers are part of our value chain partners. Each of the suppliers signs the Code of conduct of the company.

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

Health and Safety working condition and Environmental Legal requirement will be checked while vendor selection process, only equipped supplier will be part our business and they will be re-evaluated on need basis.

PRINCIPLE 4

Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

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

Key Stakeholders are identified on the basis of the material influence they have on the Company or on how they are materially influenced by the Company's corporate decisions and the consequences of those decisions.

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

S.No.	Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others - please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
1.	Employees	No	Internal web portal, employee newsletters, posters and notice boards.	On need basis	Safety, professional growth of employees, well being, training and awareness.
2.	Investors / Shareholders	No	As Needed: Press releases and press conferences, email advisories, facility visits, in-person meetings, investor conferences, conference calls expectations.	Quarterly. Financial statements, earnings call, exchange notifications, press conferences	1. Educating the investor community about company integrated value creation model and business Plan for the long term. 2. Helping investors voice their concerns regarding company policies, reporting, etc. 3. Understanding shareholder expectations.
3.	Suppliers & service providers	No	1. Supplier & vendor meets 2. Dialogue in the context of industry initiatives, joint events, training courses, presentations	On need basis	Supply of material & services.

ANNEXURE "F" TO DIRECTORS' REPORT

Leadership Indicators

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

   Pricol Limited is in on process of forming a ESG Committee. The ESG committee will be responsible for keeping the Board informed about various developments and seeking input from the Directors. Continuous stakeholder engagement, combined with an in-depth assessment by the ESG committee, will aid the organisation in aligning its business with ESG, allowing it to better serve its stakeholders.

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

   Yes, Pricol Limited has always maintained a regular and proactive engagement with the Company's key stakeholders, allowing it to effectively work on its ESG strategies and be transparent about the outcomes. In response to current regulations and interactions with stakeholders, the Company performs periodic evaluations to update and reissue policies as needed.

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

   Please refer to the following link for information about the Company's community work: https://pricol.com/csr/

PRINCIPLE 5

Businesses should respect and promote human rights.

Essential Indicators

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

   There have been no training program conducted during this year on human rights issues and policies

2. **Details of minimum wages paid to employees and workers, in the following format:**

Category	FY 2023 Current Financial Year					FY 2022 Previous Financial Year				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		Number (B)	% (B/A)	Number (C)	% (C/A)		Number (E)	% (E/D)	Number (F)	% (F/D)
Employees										
Permanent	**1,055**	**—**	**—**	**1,055**	**100 %**	**907**	**—**	**—**	**907**	**100 %**
Male	981	—	—	981	100 %	847	—	—	847	100 %
Female	74	—	—	74	100 %	60	—	—	60	100 %
Other than Permanent	**66**	**—**	**—**	**66**	**100 %**	**57**	**—**	**—**	**57**	**100 %**
Male	61	—	—	61	100 %	51	—	—	51	100 %
Female	5	—	—	5	100 %	6	—	—	6	100 %
Workers										
Permanent	**817**	**—**	**—**	**817**	**100 %**	**874**	**—**	**—**	**874**	**100 %**
Male	594	—	—	594	100 %	627	—	—	627	100 %
Female	223	—	—	223	100 %	247	—	—	247	100 %
Other than Permanent	**3,711**	**553**	**15**	**3,158**	**85 %**	**3,528**	**437**	**12**	**3,091**	**88 %**
Male	3,193	440	14	2,753	86 %	3,079	330	11	2,749	89 %
Female	518	113	22	405	78 %	449	107	24	342	76 %

ANNEXURE "F" TO DIRECTORS' REPORT

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

	Male		Female	
	Number	Median remuneration/ salary/wages of respective category (₹ in Lakhs)	Number	Median remuneration/ salary/wages of respective category (₹ in Lakhs)
Board of Directors (BoD)	7	12.60	2	167.23
Key Managerial Personnels (Chairman, MD, CEO, CFO, CS)	4	70.46	1	324.56
Employees other than BoD and KMP	978	0.53	74	0.38
Workers	594	0.52	223	0.50

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

Yes, the employees can address their complaints or grievances to the Human Resource department. There shall be no retaliation or reprisal taken against any employee or associate who raise concerns. A committee shall be formed (or) delegated to investigate the reported issues. The Committee is responsible for evaluating the reported issues and ensuring that they are addressed and rectified. In collaboration with Senior Management, the Committee will recommend a suitable resolution.

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

To maintain a balanced work environment that is free from employee grievances, in context of which, a sound and resolute grievance redressal forum acts as a vital support system to ensure healthy work atmosphere for all the employees. The management always ensures that there is a formal grievance procedure in place, communicate the procedural changes, investigate all grievances promptly, treat all employees who file grievances equally, preserve confidentiality at all stages of the process, resolve all grievances and always respect no-retaliation strategy. The mechanism works by following the instructions outlined below:

- If the employee is comfortable to discuss the subject matter transparently, employee shall reach out to the immediate supervisor / reporting manager or to location HR, discuss the concern and get it resolved.
- If the employee is uncomfortable to discuss the subject matter transparently, employee shall fill out an employee grievance redressal form (available with location HR / printed forms placed under the feedback box) and drop it in the feedback box anonymously.

6. Number of Complaints on the following made by employees and workers:

	FY 2023 Current Financial Year			FY 2022 Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	—	—	—	—	—	—
Discrimination at workplace	—	—	—	—	—	—
Child Labour	—	—	—	—	—	—
Forced Labour / Involuntary Labour	—	—	—	—	—	—
Wages	—	—	—	—	—	—
Other human rights related issues	—	—	—	—	—	—

ANNEXURE "F" TO DIRECTORS' REPORT

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

   While dealing with the complaints as a part of grievance redressal mechanism every care is taken to conduct the enquiry in a peaceful manner for avoiding any stressful conditions. The entire process is carried out in a highly confidential manner. The Company has a Grievance Policy which states that any staff member questioned about an issue, is bound by a duty of confidentiality at all times and must keep all the information confidential. Harsh or insulting behaviour of anyone participating in or conducting grievance- proceedings will not be encouraged. Any such behaviour will be viewed as misconduct under the Organization's disciplinary policies and strict actions will be taken against such unethical behaviour.

8. **Do human rights requirements form part of your business agreements and contracts? (Yes/No) :**

   No

9. **Assessments for the year:**

   Pricol has assessed 100% of its plants by external auditors who audit the statutory compliances in relation to the indicators mentioned below. The assessments are done on a quarterly basis.

   • Child labour • Forced/involuntary labour

   • Sexual harassment • Discrimination at workplace • Wages

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

    All the plants of the Company were found to be having no negative impacts and as a result no corrective actions were required on the criteria stated above.

Leadership Indicators

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

   Not applicable

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

   Human rights due diligence is yet to be conducted. We are planning to take it up in the coming years.

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

   YES

4. **Details on assessment of value chain partners:**

   Pricol has assessed 100% of its value chain partners in relation to the indicators mentioned below.

   • Child labour • Forced/involuntary labour

   • Sexual harassment • Discrimination at workplace • Wages

5. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above. :**

   Not applicable

ANNEXURE "F" TO DIRECTORS' REPORT

PRINCIPLE 6*

Businesses should respect and make efforts to protect and restore the environment.

(* The data on the Principle 6 are excluding of Plant 12 which is added pursuant to amalgamation of Pricol Wiping System India Limited with Pricol Limited.)

Essential Indicators

1. **Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

Parameter	FY 2023 (Current Financial Year)		FY 2022 (Previous Financial Year)	
	Value	Unit	Value	Unit
Total electricity consumption (A)	75,536.43	GJ	90,087.20	GJ
Total fuel consumption (B)	11,869.23	GJ	9,687.29	GJ
Energy consumption through other sources (C)	—	GJ	—	GJ
Total energy consumption (A+B+C)	**87,405.66**	**GJ**	**99,774.49**	**GJ**
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	0.00000452	GJ/rupee	0.00000652	GJ/rupee
Energy intensity (optional) - the relevant metric may be selected by the entity	—	—	—	—

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. : No

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

   No

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

Parameter	FY 2023 (Current Financial Year)		FY 2022 (Previous Financial Year)	
Water withdrawal by source				
(i) Surface water	—	—	—	—
(ii) Groundwater	83,975.40	m3	95,236.00	m3
(iii) Third party water	26,430.15	m3	35,683.00	m3
(iv) Seawater / desalinated water	—	—	—	—
(v) Others by the entity	382.00	—	—	—
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	**1,10,787.55**	**m3**	**1,30,919.00**	**m3**
Total volume of water consumption (in kilolitres)	**57,272.53**	**m3**	**53,095.47**	**m3**
Water intensity per rupee of turnover (Water consumed / turnover)	0.0000029649	kiloliter/rupees	0.0000034695	kiloliter/rupees
Water intensity (optional) - the relevant metric may be selected by the entity	—	—	—	—

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency (Y/N) If yes, name of the external agency: No

ANNEXURE "F" TO DIRECTORS' REPORT

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

We Pricol Limited are working towards Zero Liquid discharge systems, our industrial process water are treated through effluent treatment system having capacity of 10 Kilolitre / Day, Industrial water are 100% treated with Effluent treatment system, Treated water will reused and Treated sludge from the process are disposed to the authorized pollution control board vendor to reuse as alternate fuel resource in cement industry.

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

Parameter	FY 2023 (Current Financial Year)		FY 2022 (Previous Financial Year)	
	Value	Please specify unit	Value	Please specify unit
Air emissions (other than GHG emissions)				
(i) NOx	147	tCO2e	130	tCO2e
(ii) SOx	—	tCO2e	—	tCO2e
(iii) Particulate Matter (PM)	19	tCO2e	19	tCO2e
(iv) Persistent Organic Pollutants (POP)	—	tCO2e	—	tCO2e
(v) Volatile Organic Compounds (VOC)	1,760	tCO2e	1,758	tCO2e
(vi) Hazardous Air Pollutants (HAP)	—	tCO2e	—	tCO2e

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

Yes, the independent assessment is carried out by below listed external agency for the respective plants.

Plant 1,3 &10 – SMS Labs Service Private Limited.

Plant 2 & 9 – Balwan Singh Universal Analytical Lab.

Plant 7 – Newcon Consultants and Laboratories.

Plant 5 – Mitcon Consultants and Laboratories.

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

Parameter	Unit	FY 2023 (Current Financial Year)		FY 2022 (Current Financial Year)	
		Greenhouse Gas Emissions (Scope 1 Emissions)	Greenhouse Gas Emissions (Scope 2 Emissions)	Greenhouse Gas Emissions (Scope 1 Emissions)	Greenhouse Gas Emissions (Scope 2 Emissions)
Total GHG Emissions	**Metric tonnes of CO2 equivalent**	**817.00**	**14,581.81**	**665.00**	**18,607.40**
CO2	Metric tonnes of CO2 equivalent	806.97	NA	656.95	NA
CH4		0.14	NA	0.12	NA
N2O		9.89	NA	7.93	NA
HFCs		—	NA	—	NA
PFCs		—	NA	—	NA
SF6		—	NA	—	NA
NF3		—	NA	—	NA
Total Scope 1 and Scope 2 emissions per rupee of turnover	Metric tonnes of CO2 equivalent / rupee	0.000007972		0.0000012605	

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency : No

ANNEXURE "F" TO DIRECTORS' REPORT

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

   We Pricol Limited are working strongly towards reducing the Green House Gas emission, with list of projects as mentioned below.

   1. We are operating our plants with 71% renewal energy for FY 2023. We are working towards 100 % renewal energy for FY 2025.
   2. We have generated 33.81 Lakh unit of power per annum from the Roof top solar energy.
   3. We use natural lights wherever possible and we also promote the energy saving equipment to reduce the Greenhouse gas emission.
   4. We have planted around 6,000 Trees across all plants to observe the CO2 and reduce the Greenhouse Gas.
   5. All hazardous wastes are disposed to the authorized pollution control board vendor and all the waste generated are reused as alternate fuel energy for industries.
   6. To reduce the freshwater consumption, we have in-built rainwater storage tank across all buildings.

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

   a. **Total Waste generated**

Parameter	FY 2023 (Current Financial Year)		FY 2022 (Previous Financial Year)	
	Value	Unit	Value	Unit
Hazardous Waste Generated				
Plastic Waste	318.65	tonne	339.56	tonne
E-Waste	38.05	tonne	4.43	tonne
Bio- Medical Waste	—	tonne	—	tonne
Construction and demolition Waste	6.62	tonne	—	tonne
Battery Waste	0.73	tonne	2.40	tonne
Radioactive Waste	—	tonne	—	tonne
Used or Spent Oil	17.28	tonne	14.93	tonne
Waste or Residue Containing Oil	17.50	tonne	0.94	tonne
Spent Solvent	30.15	tonne	54.93	tonne
Process Waste or Residue	21.77	tonne	45.22	tonne
Chemical Sludge	0.08	tonne	0.33	tonne
Oil & Grease skimming	0.62	tonne	—	tonne
Chemical Container Waste	7.21	tonne	4.29	tonne
Other Non - Hazardous Waste Generated				
Food Waste	5.07	tonne	—	tonne
Metal Waste	161.24	tonne	237.39	tonne
Glass Waste	4.69	tonne	2.68	tonne
Paper & Cardboard Waste	369.73	tonne	357.76	tonne
Aluminium Waste	52.35	tonne	44.80	tonne
Miscellaneous Waste	122.83	tonne	—	tonne
Polycarbonate Opaque Purge	3.68	tonne	5.67	tonne
Total Waste Generated	**1,178.25**	**tonne**	**1,115.33**	**tonne**

ANNEXURE "F" TO DIRECTORS' REPORT

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

FY 2023 (Current Financial Year)

Category of waste: Hazardous waste	Total	(i) Recycled	(ii) Re-used	(iii) Other recovery operations
Plastic Waste	248.45	248.45	—	—
E-Waste	38.20	38.20	—	—
Bio- Medical Waste	—	—	—	—
Construction and demolition Waste	3.89	3.89	—	—
Battery Waste	1.21	1.21	—	—
Radioactive Waste	—	—	—	—
Used or Spent Oil	15.98	15.98	—	—
Waste or Residue Containing Oil	17.50	17.50	—	—
Spent Solvent	20.14	20.14	—	—
Process Waste or Residue	16.36	16.36	—	—
Chemical Sludge	—	—	—	—
Oil & Grease skimming	0.005	0.005	—	—
Chemical Container Waste	5.21	5.21	—	—
Food Waste	0.07	0.07	—	—
Metal Waste	163.19	163.19	—	—
Glass Waste	3.28	3.28	—	—
Paper & Cardboard Waste	291.67	291.67	—	—
Aluminium Waste	41.57	41.57	—	—
Miscellaneous Waste	101.91	101.91	—	—
Polycarbonate Opaque Purge	—	—	—	—

FY 2022 (Previous Financial Year)

Category of waste: Hazardous waste	Total	(i) Recycled	(ii) Re-used	(iii) Other recovery operations
Plastic Waste	272.93	272.93	—	—
E-Waste	4.07	4.07	—	—
Bio- Medical Waste	—	—	—	—
Construction and demolition Waste	—	—	—	—
Battery Waste	1.93	1.93	—	—
Radioactive Waste	—	—	—	—
Used or Spent Oil	12.23	12.23	—	—
Waste or Residue Containing Oil	0.93	0.93	—	—
Spent Solvent	30.28	30.28	—	—
Process Waste or Residue	35.96	35.96	—	—
Chemical Sludge	0.32	0.32	—	—
Oil & Grease skimming	—	—	—	—
Chemical Container Waste	3.65	3.65	—	—
Food Waste	4.00	4.00	—	—
Metal Waste	215.69	215.69	—	—
Glass Waste	2.26	2.26	—	—
Paper & Cardboard Waste	296.61	296.61	—	—
Aluminium Waste	44.59	44.59	—	—
Miscellaneous Waste	—	—	—	—
Polycarbonate Opaque Purge	—	—	—	—

ANNEXURE “F” TO DIRECTORS’ REPORT

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

FY 2023 (Current Financial Year)

Category of waste: Hazardous waste	Total	Incineration	Landfilling	Other disposal operations
Plastic Waste E-Waste Bio- Medical Waste Construction and demolition Waste Battery Waste Radioactive Waste Used or Spent Oil Waste or Residue Containing Oil Spent Solvent Process Waste or Residue Chemical Sludge Oil & Grease skimming Chemical Container Waste Food Waste Metal Waste Glass Waste Paper & Cardboard Waste Aluminium Waste Miscellaneous Waste Polycarbonate Opaque Purge	Data will be provided for the next year			

FY 2022 (Previous Financial Year)

Category of waste: Hazardous waste	Total	Incineration	Landfilling	Other disposal operations
Plastic Waste E-Waste Bio- Medical Waste Construction and demolition Waste Battery Waste Radioactive Waste Used or Spent Oil Waste or Residue Containing Oil Spent Solvent Process Waste or Residue Chemical Sludge Oil & Grease skimming Chemical Container Waste Food Waste Metal Waste Glass Waste Paper & Cardboard Waste Aluminium Waste Miscellaneous Waste Polycarbonate Opaque Purge	Data will be provided for the next year			

Note : Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: No

ANNEXURE "F" TO DIRECTORS' REPORT

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

At Pricol, we place a strong emphasis on Waste Management and actively promote the principles of Reduce, Recycle, and Reuse. We categorize waste based on its characteristics, and disposal is carried out by authorized personnel designated by the Pollution Control Board, aligning with our commitment to the zero-landfill concept.

To conserve water Management , we have implemented measures such as collecting and replenishing 100% of rainwater into the ground, enabling us to maximize the reuse of water and minimize our reliance on freshwater sources. Our cumulative rainwater storage capacity is up to 2500 KL, allowing us to effectively capture and utilize this valuable resource. Additionally, we treat and reuse wastewater for specific processes, further optimizing our water usage.

Our Waste to Wealth Projects:-

Zero waste to landfill concepts are implemented in our plant. All the Hazardous waste generated is now being recycled only through authorized recycler.

To Reduce the waste Generation various initiatives are taken as listed below

- By optimizing the space in packing standard which reduced up to 2 ton of carton waste generation.
- By brainstorming ideas from various team, foam rolls (packing material) are reused till end of life cycle and waste generation reduced up to 18,000 Kg Per year.
- By using the recycled material in packing systems carton waste reduced up to 96,000 Kg per year.
- We have optimized the Poly cover size for packing which reduces the plastic waste generation up to 1740 Kg per year.

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

Not Applicable

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

There is no requirement for environmental impact assessment.

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

The Company is in compliance with all applicable environmental laws.

ANNEXURE "F" TO DIRECTORS' REPORT

Leadership Indicators

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

Parameter		FY 2023 (Current Financial Year)		FY 2022 (Previous Financial Year)	
		Value	Unit	Value	Unit
From renewable sources					
Total electricity consumption	(A)	17,689.71	GJ	16,201.38	GJ
Total fuel consumption	(B)	—	GJ	—	—
Energy consumption through other sources	(C)	—	GJ	—	—
Total energy consumed from renewable sources	**(A+B+C)**	**17,689.71**	**GJ**	**16,201.38**	**GJ**
From non-renewable sources					
Total electricity consumption	(D)	57,846.72	GJ	73,885.82	GJ
Total fuel consumption	(E)	11,869.23	GJ	9,687.29	GJ
Energy consumption through other sources	(F)	—	GJ	—	—
Total energy consumed from renewable sources	**(D+E+F)**	**69,715.95**	**GJ**	**83,573.11**	**GJ**

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? **(Y/N)** If yes, name of the external agency : No

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

Parameter	FY 2023 (Current Financial Year)		FY 2022 (Previous Financial Year)	
	Value	Unit	Value	Unit
Water discharge by destination and level of treatment				
(i) To Surface water	**—**	**—**	**—**	**—**
- No treatment	—	—	—	—
- With treatment	—	—	—	—
- Primary treatment	—	—	—	—
- Secondary treatment	—	—	—	—
- Tertiary treatment	—	—	—	—
(ii) To Groundwater	**53,904.35**	**m3**	**77,823.53**	**m3**
- No treatment	558.33	m3	—	m3
- With treatment	53,346.02	m3	77,823.53	m3
- Primary treatment	1,803.39	m3	77,823.53	m3
- Secondary treatment	12,590.00	m3	—	m3
- Tertiary treatment	38,952.63	m3	—	m3

ANNEXURE "F" TO DIRECTORS' REPORT

Parameter	FY 2023 (Current Financial Year)		FY 2022 (Previous Financial Year)	
	Value	Unit	Value	Unit
(iii) To Seawater	**—**	**—**	**—**	**—**
- No treatment	—	—	—	—
- With treatment	—	—	—	—
- Primary treatment	—	—	—	—
- Secondary treatment	—	—	—	—
- Tertiary treatment	—	—	—	—
(iv) Sent to third-parties	**—**	**—**	**—**	**—**
- No treatment	—	—	—	—
- With treatment	—	—	—	—
- Primary treatment	—	—	—	—
- Secondary treatment	—	—	—	—
- Tertiary treatment	—	—	—	—
(v) Others	**—**	**—**	**—**	**—**
- No treatment	—	—	—	—
- With treatment	—	—	—	—
- Primary treatment	—	—	—	—
- Secondary treatment	—	—	—	—
- Tertiary treatment	—	—	—	—
Total water discharged	**53,904.35**	**m3**	**77,823.53**	**m3**

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? **(Y/N)** If yes, name of the external agency : No

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

   Not applicable, we don't have any operations in areas of water stress.

4. **Please provide details of total Scope 3 emissions & its intensity, in the following format:**

   Scope-3 emissions are not considered in Pricol Limited emission calculations presently. We are in the process of doing the same in the upcoming years.

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

   Not applicable

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

S.No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	Water Conservation	The Sewage Water Treatment Plant (STP) data are connected to online continual monitoring system.	Effective use of resources.
2	Energy conservation	Light Motion sensors are installed.	Electric power consumption is reduced.

ANNEXURE "F" TO DIRECTORS' REPORT

7. **Does the entity have a business continuity and disaster management plan?**

   We Pricol limited, have" EMERGENCY PREPARDNESS AND RESPONSE" is to identify potential environmental emergency situations, accidents/ incidence and subsequent prevention, control and mitigation of environmental associated impacts and OHS related risks considering of environmental emergency plan.

   We are having Emergency communication matrix, which addresses the emergency communication matrix and hierarchy of responsibility.

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

   Not applicable

9. **Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**

   All of our value chain partners are accessed for environmental impacts.

PRINCIPLE 7

Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

Essential Indicators

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

   Pricol Limited affiliates with 9 trade and industry chambers/associations.

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

S.No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Confederation of Indian Industries (CII)	National
2	Automotive Components Manufacturers' Association (ACMA)	National
3	Society of Indian Automobile Manufacturers (SIAM)	National
4	Engineering Export Promotion Council of India (EEPC)	National
5	Federation of Indian Chambers of Commerce & Industry (FICCI)	National
6	Quality Circle Forum of India (QCFI)	National
7	Indian Rubber Manufacturers Research Association (IRMRA)	National
8	The Global Association for Electronics Manufacturing (IPC)	National
9	Coimbatore Management Association	State

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

   There were no incidents of anti-competitive behavior involving the Company during the reporting period (2022-23).

Leadership Indicators

1. **Details of public policy positions advocated by the entity:**

   The Company directly or through trade bodies and other associations puts forth a number of suggestions with respect to the industry in general and its activities in particular.

ANNEXURE "F" TO DIRECTORS' REPORT

PRINCIPLE 8

Businesses should promote inclusive growth and equitable development.

Essential Indicators

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

   There is no requirement for the company to do Social Impact Assessment.

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

S.No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In Lacs INR)
Not Applicable						

3. **Describe the mechanisms to receive and redress grievances of the community.**

   Pricol Limited has a CSR Team to monitor the CSR Projects regularly which continuously interacts with the concerned communities in the areas of operation. The grievances as and when they arise are timely addressed & resolved by the CSR Team.

4. **Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

	FY 2023 (Current Financial Year)	FY 2022 (Previous Financial Year)
Directly sourced from MSMEs / small producers	4.5 %	5.25 %
Sourced directly from within the district and neighbouring districts	46 %	32 %

Leadership Indicators

1. **Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):**

S.No.	Details of negative social impact identified	Corrective action taken
1	NIL	NIL

2. **Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:**

   Not Applicable.

3. a. **Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Y/N)** : No

   b. **From which marginalized /vulnerable groups do you procure?** : Not Applicable

   c. **What percentage of total procurement (by value) does it constitute?** : Not Applicable

4. **Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:**

   Not Applicable

5. **Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.**

   Not Applicable

ANNEXURE "F" TO DIRECTORS' REPORT

6. Details of beneficiaries of CSR Projects:

S.No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	Government hospital - Cleaning Program	Immeasurable	NA
2	Tree Plantation	Immeasurable	NA
3	Medical Checkup -Women	500	NA
4	Eye Camp at Govt. Schools	5,600	NA
5	Eye Camp-Public	200	NA
6	Government school building - Renovation	400	NA
7	Wildlife SOS	Non-measurable	NA
8	Children's Park	Non-measurable	NA
9	Road safety mirrors	Immeasurable	NA
10	Contribution to old age home	10	NA
11	Contribution to children education	50	NA
12	Contribution to Siruthuli	Immeasurable	NA

PRINCIPLE 9

Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

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

   Customer response and customer satisfaction are one of the most important factors of Pricol limited. The Company engages with its customers at various platforms to understand their expectations. The Company obtains customer feedback directly via Email communication, Telephone, feedback forms for quality, Customer satisfaction survey each quarter. Customer satisfaction trends are compiled, monitored and reviewed by top management at defined intervals for getting the directives for improvement.

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

   Pricol products conform to our customers specifications and regulatory requirements, including labelling and identification as necessary for safe and responsible use or for end-of-life recycling and safe disposal. Since the products are directly supplied to the OEMs, the Company has limited scope in providing information about Environmental and social parameters relevant to the product, Safe and responsible usage, Recycling and/or safe disposal.

3. **Number of consumer complaints in respect of the following:**

	FY 2023 Current Financial Year			FY 2022 Previous Financial Year		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at the end of year	Remarks
Data privacy	—	—	—	—	—	—
Advertising	—	—	—	—	—	—
Cyber-security	—	—	—	—	—	—
Delivery of essential services	—	—	—	—	—	—
Restrictive Trade Practices	—	—	—	—	—	—
Unfair Trade Practices	—	—	—	—	—	—
Other	—	—	—	—	—	—

Note: Pricol Limited is a tier 1 supplier to automotive OEMs. As a B2B business we do not have any direct interaction with the end consumer and do not receive any such complaints.

ANNEXURE "F" TO DIRECTORS' REPORT

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	—	No Recalls
Forced recalls	—	No Recalls

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

Pricol is in process for implementation and readiness of ISO 27001 Data Security Management System certificate.

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

Not Applicable

Leadership Indicators

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).

Pricol Limited's website has information about all of the products it offers. The web-link for the site is www.pricol.com

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

Since the products of the Company are directly supplied to the OEMs who assemble and send the end product to the general customer, Pricol has no scope for informing and educating the end user about the safe and responsible usage of its products.

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

Since the products of the Company are directly supplied to the OEMs who assemble and send the end product to the general customer, Pricol has limited scope for informing the end user about the risk of disruption/discontinuation of its essential Services.

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

Yes, the products manufactured, designed and tested as per the OEM customer specific requirements including the mandatory standard test required for the product.

5. Provide the following information relating to data breaches:

a. Number of instances of data breaches along-with impact : Nil

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

ANNEXURE "G" TO DIRECTORS' REPORT

Form AOC - 1

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

(Pursuant to first proviso to sub-section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part - "A" - Subsidiaries

Information in respect of each subsidiary

₹ Lakhs

Particulars	PT Pricol Surya Indonesia	PT Sripri Wiring Systems Indonesia (Subsidiary of PT Pricol Surya Indonesia)	Pricol Asia Pte Limited, Singapore	Pricol Asia Exim DMCC, Dubai (Subsidiary of Pricol Asia Pte Limited, Singapore) #
Reporting Period	Apr - Mar	Apr - Mar	Apr - Mar	Apr - Mar
Reporting Currency	Indonesian Rupiah (IDR)	Indonesian Rupiah (IDR)	US Dollar (USD)	US Dollar (USD)
Exchange Rate for 1 reporting currency as on 31st March 2023 (INR)	0.00548	0.00548	82.16050	82.16050
Share Capital	7,288.44	386.79	205.40	11.09
Reserves and Surplus	(1,881.54)	(1,248.81)	5,004.94	(25.62)
Total Assets	6,310.21	13.71	13,250.39	965.38
Total Liabilities	6,310.21	13.71	13,250.39	965.38
Investments	6.06	—	11.09	—
Turnover	3,545.50	—	43,017.70	0.46
Profit / (Loss) before Tax	717.78	—	978.64	(24.61)
Provision for Taxation	177.56	—	159.38	—
Profit / (Loss) after Tax	540.22	—	819.26	(24.61)
Proposed Dividend	—	—	—	—
% of Shareholding	100%	100%	100%	100%

From 18th August 2022

Notes:

1. Names of the subsidiaries which are yet to commence operations : Nil
2. Names of the subsidiaries which have been liquidated or sold during the year : Nil

Part - "B" - Associates and Joint Ventures : Not Applicable

For and on behalf of the Board

Vikram Mohan
Managing Director
(DIN : 00089968)

P.M. Ganesh
Chief Executive Officer
& Executive Director
(DIN : 08571325)

Priyadarsi Bastia
Chief Financial Officer
(ACA No. : 065996)

T.G. Thamizhanban
Company Secretary
(FCS No. : 7897)

Coimbatore
10th May 2023

ANNEXURE "H" TO DIRECTORS' REPORT

Form AOC - 2

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

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

1. **Details of contracts or arrangements or transactions not at arm's length basis**
   Not Applicable. During the year, all transactions with the related parties were entered at arm's length.

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

Sl.No.	Name of the related party and Nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
1.	Pricol Asia Pte Limited, Singapore (Wholly owned subsidiary of Pricol Limited)	Agreement for purchase of goods	One year – 1st April, 2022 to 31st March, 2023	Purchase of goods. Value of transactions during the reporting period is ₹ 43,508.52 Lakhs	Not applicable	NIL

For and on behalf of the Board

Vikram Mohan
Managing Director
(DIN : 00089968)

Coimbatore
10th May 2023

TEN YEARS PERFORMANCE AT A GLANCE

OPERATING RESULTS

₹ Lakhs

Year Ended 31st March		2014 Erstwhile Pricol Limited	2015 Erstwhile Pricol Limited	2016 Erstwhile Pricol Limited	2017 Pricol Limited	2018 Pricol Limited	2019 Pricol Limited	2020 Pricol Limited	2021 Pricol Limited	2022 Pricol Limited (Restated)	**2023 Pricol Limited**
Net Sales & Services - Domestic		68,996.47	78,423.45	97,992.03	1,13,155.51	1,09,564.18	1,22,130.04	1,05,486.58	1,24,499.87	1,34,992.83	**1,73,440.69**
- Export		14,027.83	11,625.45	10,052.82	8,409.61	8,107.26	7,593.97	8,418.29	9,115.46	12,880.30	**13,751.12**
Total Net Sales & Services		83,024.30	90,048.90	1,08,044.85	1,21,565.12	1,17,671.44	1,29,724.01	1,13,904.87	1,33,615.33	1,47,873.13	**1,87,191.81**
Gross Surplus from Operation		6,581.28	2,328.39	10,665.39	13,186.52	15,050.28	9,372.63	8,514.65	17,050.90	17,079.11	**21,190.88**
Other Income		362.25	200.57	699.96	429.46	667.46	846.34	1,263.23	748.68	698.83	**402.36**
Depreciation & Amortisation Expense	(a)	3,066.46	3,525.45	3,417.37	6,599.73	7,156.53	8,019.74	9,269.24	9,095.04	8,054.70	**7,615.88**
Finance Costs	(b)	651.96	789.00	931.19	784.14	1,139.39	1,808.74	3,108.45	4,052.86	2,675.23	**1,827.36**
Profit / (Loss) from operations before Exceptional Items and Tax		3,225.11	(1,785.49)	7,016.79	6,232.11	7,421.82	390.49	(2,599.81)	4,651.68	7,048.01	**12,150.00**
Exceptional Items (Net)		5,163.34	(467.68)	(1,001.62)	—	—	(23,197.75)	(19,072.36)	—	—	**975.00**
Profit / (Loss) Before Tax (PBT)	(c)	8,388.45	(2,253.17)	6,015.17	6,232.11	7,421.82	(22,807.26)	(21,672.17)	4,651.68	7,048.01	**13,125.00**
Tax Provision incl. Deferred Tax		1,688.52	(453.45)	1,695.43	1,564.73	2,074.46	(14.31)	(384.20)	3,191.47	2,709.30	**1,867.11**
Profit / (Loss) After Tax (PAT)	(d)	6,699.93	(1,799.72)	4,319.74	4,667.38	5,347.36	(22,792.95)	(21,287.97)	1,460.21	4,338.71	**11,257.89**
Other Comprehensive Income for the year after tax		NA	NA	NA	(112.87)	160.64	31.09	191.97	13.17	(57.93)	**(232.41)**
Total Comprehensive Income for the year		NA	NA	NA	4,554.51	5,508.00	(22,761.86)	(21,096.00)	1,473.38	4,280.78	**11,025.48**
Dividend (including tax)	(e)	884.48	—	1,140.95	1,140.95	1,142.82	—	—	—	—	**—**
Retained Profit / (Loss)		5,815.45	(1,799.72)	3,178.79	3,413.56	4,365.18	(22,761.86)	(21,096.00)	1,473.38	4,280.78	**11,025.48**
As at 31st March		2014	2015	2016	2017	2018	2019	2020	2021	2022 (Restated)	**2023**
SOURCES OF FUNDS											
Share Capital		945.00	947.97	947.97	947.97	947.97	947.97	947.97	1,218.81	1,218.81	**1,218.81**
Reserves & Surplus		31,133.20	25,805.92	28,984.71	82,612.01	86,979.06	63,074.38	41,978.38	51,132.97	55,562.17	**66,587.65**
Networth	(f)	32,078.20	26,753.89	29,932.68	83,559.98	87,927.03	64,022.35	42,926.35	52,351.78	56,780.98	**67,806.46**
Deferred Tax Liability / (Asset)		810.00	140.00	(100.00)	3,714.00	5,468.55	5,470.94	5,189.85	5,735.66	5,631.66	**4,106.75**
Loan Funds	(g)	4,394.17	6,401.02	5,000.00	10,834.74	12,725.27	26,022.67	34,328.77	22,983.45	12,806.34	**8,920.25**
Total Capital Employed	(h)	37,282.37	33,294.91	34,832.68	98,108.72	1,06,120.85	95,515.96	82,444.97	81,070.89	75,218.98	**80,833.46**

TEN YEARS PERFORMANCE AT A GLANCE (Contd.,)

OPERATING RESULTS

₹ Lakhs

As at 31st March		2014 Erstwhile Pricol Limited	2015 Erstwhile Pricol Limited	2016 Erstwhile Pricol Limited	2017 Pricol Limited	2018 Pricol Limited	2019 Pricol Limited	2020 Pricol Limited	2021 Pricol Limited	2022 Pricol Limited (Restated)	**2023 Pricol Limited**
APPLICATION OF FUNDS											
Gross Fixed Assets		50,415.97	45,570.14	47,033.34	82,983.19	88,957.61	97,175.34	1,06,512.54	1,05,154.81	1,11,157.57	**1,17,008.25**
Accumulated Depreciation		32,317.98	27,963.29	28,987.74	12,604.25	19,474.67	27,401.60	36,652.38	42,083.76	50,439.43	**57,145.04**
Net Fixed Assets		18,097.99	17,606.85	18,045.60	70,378.94	69,482.94	69,773.74	69,860.16	63,071.05	60,718.14	**59,863.21**
Non-Current Investments		6,038.53	5,275.63	9,544.15	11,526.42	15,527.62	4,671.90	4,671.90	5,946.90	6,913.12	**7,033.12**
Other Assets (Net)		13,145.85	10,412.43	7,242.93	16,203.36	21,110.29	21,070.32	7,912.91	12,052.94	7,587.72	**13,937.13**
Net Assets Employed		37,282.37	33,294.91	34,832.68	98,108.72	1,06,120.85	95,515.96	82,444.97	81,070.89	75,218.98	**80,833.46**
Year Ended 31st March		2014	2015	2016	2017	2018	2019	2020	2021	2022 (Restated)	**2023**
PERFORMANCE INDICATORS											
Equity shares (Nos. in Lakhs)	(i)	945.00	947.97	947.97	947.97	947.97	947.97	947.97	1,218.81	1,218.81	**1,218.81**
Face Value of Equity Share (₹)		1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	**1.00**
Earnings per share (EPS) (₹)	(d/i)	7.16	(1.90)	4.56	4.92	5.64	(24.04)	(20.41)	1.34	3.56	**9.24**
Diluted Earnings per share (₹)		7.16	(1.90)	4.56	4.92	5.64	(24.04)	(20.41)	1.34	3.56	**9.24**
Dividend per share (₹)		0.80	—	1.00	1.00	1.00	—	—	—	—	**—**
Networth per share (NWPS) (₹)	(f/i)	33.95	28.22	31.58	88.15	92.75	67.54	45.28	42.95	46.59	**55.63**
Return on Average Networth (RONW) (%)	*	23.21	(6.12)	15.24	5.69	6.24	(30.00)	(39.81)	3.07	7.95	**18.07**
Return on Average Capital Employed (ROCE) (%)	**	24.49	(4.15)	20.39	7.64	8.38	(20.83)	(20.86)	10.65	12.44	**19.16**
Total Debt to Networth	(g/f)	0.14	0.24	0.17	0.13	0.14	0.41	0.80	0.44	0.23	**0.13**
Interest Coverage Ratio	(a+b+c)/b	18.57	2.61	11.13	17.36	13.79	5.65	3.15	4.39	6.65	**11.82**

* RONW = (PAT / {(Previous year Networth + Current Year Networth)/2}) x 100

** ROCE = ((PBT + Interest) / {(Previous Year Capital Employed + Current Year Capital Employed) / 2}) x 100

INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE FINANCIAL STATEMENTS

To the Members of Pricol Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone financial statements of **Pricol Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and notes to the Standalone Financial Statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Standalone Financial Statements").

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

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there is no key audit matter to be communicated in our report.

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

The Company's Management and the Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the annual report for example, Director's Report and Management Analysis including annexures thereon, but does not include the Standalone / Consolidated Financial Statements and our auditor's report thereon.

The other information is expected to be made available to us after the date of this auditor's report.

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 identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the other information, as stated above, which is expected to be received after the date of our audit report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under applicable laws and regulations.

Management's and Board of Director's Responsibilities for the Standalone Financial Statements

The Company's Management and the Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these Standalone Financial Statements that give a true and fair view of the Standalone financial

INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE FINANCIAL STATEMENTS (Contd.,)

position, Standalone financial performance and Standalone cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with relevant rules issued thereunder. 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 Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Management and the 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. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to Standalone Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management and the Board of Directors.
- Conclude on the appropriateness of the Board of Director'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 Standalone Financial Statements that, individually or in

INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE FINANCIAL STATEMENTS (Contd.,)

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore 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 section 143(11) of the Act, we give in **"Annexure 1"**, a statement on the matters specified in paragraphs 3 and 4 of the Order.

(2) (A) 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 Standalone Balance Sheet, the Standalone Statement of Profit and Loss, the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows dealt with by this report are in agreement with the books of account;

d. In our opinion, the aforesaid Standalone Financial Statements comply with the Indian Accounting Standards (Ind As) specified under section 133 of the Act read with relevant rules issued thereunder;

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

f. With respect to the adequacy of the internal financial controls with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, we give our separate report in **"Annexure 2".**

(B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2021, as amended in our opinion and to the best of our information and according to the explanations given to us:

(i) The Company has disclosed the impact of pending litigations as on March 31, 2023 on its financial position in its Standalone Financial Statements – Refer Note 48 on Contingent Liabilities;

(ii) The Company did not have any long-term contracts including derivative contracts. Hence, the question of any material foreseeable losses does not arise;

(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 its knowledge and belief, as disclosed in the Note 70(ii)(A) to the Standalone Financial Statements, no funds

INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE FINANCIAL STATEMENTS (Contd.,)

(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 to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

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

b) The Management has represented that, to the best of its knowledge and belief, as disclosed in Note 70(ii)(B) of Standalone Financial Statements, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- Directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
- Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

c) Based on the audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause iv (a) and (b) contain any material mis-statement.

v) The company has not proposed / paid any dividend during the year.

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

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act: The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Companies Act.

For VKS Aiyer & Co
Chartered Accountants
ICAI Firm Registration No.000066S
CS Sathyanarayanan
Partner
Membership No.028328
UDIN: 23028328BGUEWZ6601

Coimbatore
10th May 2023

★★★★★

INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE FINANCIAL STATEMENTS (Contd.,)

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of **Pricol Limited** on the Standalone financial statements for the year ended 31.03.2023]

In our opinion and to the best of knowledge and belief, the books of accounts and records examined by us and according to the information and explanations given to us, we report that:

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

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

(b) The Company has a regular program of verification of property, plant and equipment, by which all the property, plant and equipment are verified in a phased manner over a period of 3 years. In accordance with the programme certain property, plant and equipment were verified during the year. This periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) The title deeds of all the immovable properties, recorded as property, plant and equipment and investment property (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) are held in the name of the Company.

(d) The Company has not revalued any of its property, plant and equipment and intangible assets during the year.

(e) There were no proceedings initiated or pending against the Company for holding any benami property under Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) The inventories, except for goods-in-transit and materials with Third Party, were physically verified during the year by the Management at reasonable intervals. The coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No Discrepancies were noticed on physical verification between the physical stock and the book records that were 10% or more in the aggregate for each class of inventory. In respect of goods in transit, the goods have been received subsequent to the year-end.

(b) The Company has been sanctioned working capital limits in excess of ₹ 5 crores, in aggregate, from banks or financial institutions on the basis of security of current assets. There is no material deviation between the quarterly returns or statements filed by the Company with such banks or financial institutions and the unaudited books of account of the Company of the respective quarters.

(iii) The Company has made investments in companies during the year, but did not provide any guarantee or security, or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year.

(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 (iii)(a),(c),(d), (e) and (f) of the Order are not applicable.

(b) The investments made are not prejudicial to the Company's interests.

(iv) The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.

(v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.

INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE FINANCIAL STATEMENTS (Contd.,)

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT (Contd.,)

(vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the books of account maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained by the Company. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) In respect of statutory dues:

(a) Undisputed statutory dues, including Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues applicable to the Company have been regularly deposited by it with the appropriate authorities during the year.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.

(b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2023 on account of disputes are given below:

INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE FINANCIAL STATEMENTS (Contd.,)

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT (Contd.,)

₹ Lakhs

Name of the Statute	Nature of dues	Amount	Period to which the amount relates	Forum where dispute is pending	Remarks / Deposits paid under Protest, if any
Central Excise Act / Customs Act	Excise Duty	281.34	1997-98 to 2014-15	CESTAT (Tribunal)	16.77
	Customs Duty	426.16			66.42
	Customs Duty	8.95		Joint Secretary - Ministry of Finance	—
	Excise Duty	124.34		Departmental adjudication	4.57
	Customs Duty	57.84			—
Central Sales Tax Act	CST	301.83	2009-10 to 2013-14	Additional Commissioner	—
	VAT	76.81	2012-13	Appellate Tribunal	4.00
	VAT	87.04	2011-12 to 2015-16	Joint Commissioner Appeals	10.96
	CST	8.97	2012-13 to 2017-18	Assistant Commissioner	—
	CST	3.49	2007-08	Appellate Authority	—
	CST	1.51	2017-18	Superintendent, Audit Circle	—
	CST	3.95	2015-16	Departmental adjudication	—
Goods and Services Tax Act	GST	18.54	2017-18	The Deputy Commissioner, state tax (Appeals)	2.34
		38.65	2017-18 & 2018-19	Commissioner (Appeals)	0.85
		2.34	2022-23	The Deputy Commissioner, state tax (Appeals)	—
		50.29	2017-18	Departmental adjudication	—
		3.97	2017-18	The Superintendent of GST	—
		19.18	2017-18	The Assistant commissioner of GST	—
Employees State Insurance Act, 1948	ESI	88.52	2010-11	ESI Corporation	25.31
	Total	**1,603.72**			**131.22**

(viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

(ix) (a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

(b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

(c) The Company has not taken any term loan during the year and there are no unutilized term loans at the beginning of the year and hence, reporting under clause (ix)(c) of the Order is not applicable.

(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) The Company has not made any investment in or given any new loan or advances to any of its subsidiaries, associates or joint ventures during the year and hence, reporting under clause (ix) (e) of the Order is not applicable.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries or joint ventures or associate companies.

(x) (a) The Company has not raised moneys by way of initial public offer or further public offer

INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE FINANCIAL STATEMENTS (Contd.,)

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT (Contd.,)

(including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable.

(b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.

(xi) (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed 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.

(c) There were no whistleblower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

(xiii) The Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc., as required by the applicable accounting standards.

(xiv)(a) The Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered, the internal audit reports issued till date for the period under audit.

(xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence, reporting under clause (xv) of the Order is not applicable.

(xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a) and (b) of the Order is not applicable.

(c) The company is not a core-investment-company as defined by regulations made by RBI. Hence, reporting under clause (xvi)(c) of the Order is not applicable.

(d) The Group does not have any CIC as part of the group. Hence, reporting under clause (xvi)(d) of the Order is not applicable.

(xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors of the Company during the year.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, (Asset Liability Maturity (ALM) pattern) other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there is no unspent CSR amount for the year.

For VKS Aiyer & Co
Chartered Accountants
ICAI Firm Registration No.000066S
CS Sathyanarayanan
Partner
Membership No.028328
UDIN: 23028328BGUEWZ6601

Coimbatore
10th May 2023

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INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE FINANCIAL STATEMENTS (Contd.,)

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of **Pricol Limited** on the standalone financial statements for the year ended 31.03.2023]

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

We have audited the internal financial controls over financial reporting of **Pricol Limited** ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Opinion

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

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing specified under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, 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

INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE FINANCIAL STATEMENTS (Contd.,)

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT (Contd.,)

made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

For VKS Aiyer & Co
Chartered Accountants
ICAI Firm Registration No.000066S
CS Sathyanarayanan
Partner
Membership No.028328
UDIN: 23028328BGUEWZ6601

Coimbatore
10th May 2023

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STANDALONE BALANCE SHEET AS AT 31st MARCH 2023

	Note.	31-3-2023 ₹ Lakhs	31-3-2022 ₹ Lakhs (Restated)
I. ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipment	2	38,393.69	36,148.56
(b) Right of Use	3	3,330.23	3,895.73
(c) Capital Work-in-progress	4	1,398.56	844.02
(d) Investment Property	5	694.97	1,538.79
(e) Goodwill	6	6,953.80	7,947.20
(f) Other Intangible Assets	7	9,029.47	10,343.84
(g) Intangible Assets under Development	8	62.49	—
(h) Financial Assets			
i) Investments	9	7,033.12	6,913.12
ii) Other Financial Assets	10	731.06	673.12
(i) Other Non-Current Assets	11	1,599.53	1,808.37
Total Non-Current Assets		69,226.92	70,112.75
(2) Current Assets			
(a) Inventories	12	27,049.00	23,597.97
(b) Financial Assets			
i) Investments	13	363.92	213.02
ii) Trade Receivables	14	26,060.01	23,698.07
iii) Cash and Cash equivalents	15	1,533.94	62.13
iv) Bank Balances other than (iii) above	16	54.30	248.85
v) Other Financial Assets	17	29.87	78.71
(c) Other Current Assets	18	1,490.40	1,745.15
Total Current Assets		56,581.44	49,643.90
Non-Current Assets held for Sale	19	1,956.91	—
		1,956.91	—
		58,538.35	49,643.90
TOTAL ASSETS		1,27,765.27	1,19,756.65

STANDALONE BALANCE SHEET AS AT 31st MARCH 2023

	Note.	31-3-2023 ₹ Lakhs	31-3-2022 ₹ Lakhs (Restated)
Standalone Balance Sheet as at 31st March 2023 (Contd.,)			
II. EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	20	1,218.81	1,218.81
(b) Other Equity	21	66,587.65	55,562.17
Total Equity		67,806.46	56,780.98
LIABILITIES			
(1) Non-Current Liabilities			
(a) Financial Liabilities			
i) Borrowings	22	2,675.81	9,310.98
ii) Lease Liabilities	23	1,307.61	1,883.35
iii) Other Financial Liabilities	24	80.97	490.70
(b) Provisions	25	1,302.78	1,044.99
(c) Deferred Tax Liabilities (Net)	26	4,106.75	5,631.66
(d) Other Non-Current Liabilities	27	127.89	—
Total Non-Current Liabilities		9,601.81	18,361.68
(2) Current Liabilities			
(a) Financial Liabilities			
i) Borrowings	28	6,244.44	3,495.36
ii) Lease Liabilities	29	704.53	631.44
iii) Trade Payables	30		
- Total Outstanding dues of Micro Enterprises and Small Enterprises		1,916.89	1,092.03
- Total Outstanding dues of creditors other than Micro Enterprises and Small Enterprises		27,299.05	27,487.19
iv) Other Financial Liabilities	31	10,241.10	9,295.21
(b) Other Current Liabilities	32	2,082.23	1,567.15
(c) Provisions	33	1,111.27	1,045.61
(d) Current Tax Liabilities (Net)	34	85.49	—
Total Current Liabilities		49,685.00	44,613.99
Liabilities in relation to Non-Current Assets held for Sale	35	672.00	—
TOTAL EQUITY AND LIABILITIES		1,27,765.27	1,19,756.65

Significant Accounting Policies & Notes form an integral part of the Financial Statements

As per our report of even date attached
For VKS Aiyer & Co.
Chartered Accountants
ICAI Firm Regn. No. : 000066S
CS Sathyanarayanan
Partner
Membership No.028328
Coimbatore
10th May 2023

For and on behalf of the Board

Vikram Mohan
Managing Director
(DIN : 00089968)

P.M. Ganesh
Chief Executive Officer
& Executive Director
(DIN : 08571325)

Priyadarsi Bastia
Chief Financial Officer
(ACA No. : 065996)

T. G. Thamizhanban
Company Secretary
(FCS No. : 7897)

STANDALONE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH 2023

	Note.	2022-23 ₹ Lakhs	2021-22 ₹ Lakhs (Restated)
INCOME			
Revenue from Operations	36	1,87,191.81	1,47,873.13
Other Operating Revenue	37	5,572.95	4,462.41
Other Income	38	402.36	698.83
Total Income		1,93,167.12	1,53,034.37
EXPENSES			
Cost of Materials Consumed	39	1,32,767.77	1,01,731.98
Purchases of Stock-in-Trade		5,972.32	4,792.08
Changes in inventories of Finished Goods, Stock-in-Trade and Work-in-progress	40	(995.29)	838.81
Employee Benefits Expense	41	22,037.69	18,590.86
Finance Costs	42	1,827.36	2,675.23
Depreciation and Amortisation Expense	43	7,615.88	8,054.70
Other Expenses	44	11,791.39	9,302.70
Total Expenses		1,81,017.12	1,45,986.36
Profit / (Loss) before Exceptional Items and Tax		12,150.00	7,048.01
Add : Exceptional Item	45	975.00	—
Profit / (Loss) Before Tax		13,125.00	7,048.01
Less : Tax Expense			
Current Tax		3,313.86	2,950.00
Deferred Tax	58 (c)	(1,446.75)	(240.70)
Profit / (Loss) for the year	(A)	11,257.89	4,338.71

STANDALONE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH 2023

	Note.	31-3-2023 ₹ Lakhs	31-3-2022 ₹ Lakhs (Restated)
Standalone statement of Profit & Loss for the year ended 31st March 2023 (Contd.,)			
Other Comprehensive Income			
Items that will not be reclassified to profit or loss :			
Remeasurement of post employment benefit obligations		**(310.57)**	(89.23)
Income tax relating to these items	**58 (c)**	**78.16**	31.30
Other Comprehensive Income for the year after tax	**(B)**	**(232.41)**	(57.93)
Total Comprehensive Income for the year	**(A) + (B)**	**11,025.48**	4,280.78
Earnings per Equity Share (Face Value of ₹ 1/-) in Rupees	**46**		
Basic & Diluted		**9.24**	3.56

Significant Accounting Policies & Notes form an integral part of the Financial Statements

As per our report of even date attached
For VKS Aiyer & Co.
Chartered Accountants
ICAI Firm Regn. No. : 000066S
CS Sathyanarayanan
Partner
Membership No.028328
Coimbatore
10th May 2023

For and on behalf of the Board

Vikram Mohan
Managing Director
(DIN : 00089968)

P.M. Ganesh
Chief Executive Officer
& Executive Director
(DIN : 08571325)

Priyadarsi Bastia
Chief Financial Officer
(ACA No. : 065996)

T. G. Thamizhanban
Company Secretary
(FCS No. : 7897)

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH 2023

a) Equity Share Capital

₹ Lakhs

	Balance at the beginning of the current reporting period	Changes in Equity Share Capital during the current year	Balance at the end of the current reporting period
As at 31st March 2023	**1,218.81**	**—**	**1,218.81**
As at 31st March 2022	1,218.81	—	1,218.81

b) Other Equity

₹ Lakhs

	Reserves and Surplus				Other Comprehensive Income	Total
	Securities Premium	Capital Reserve	Retained Earnings	Deficit on Business Combination	Remeasurement of post employment benefit obligation	
Balance as at 1st April 2022 (Restated)	88,642.77	827.33	(33,455.09)	(677.02)	224.18	55,562.17
- Profit / (Loss) for the year 2022-23	—	—	11,257.89	—	—	11,257.89
- Other Comprehensive Income, Net off Income Tax	—	—	—	—	(232.41)	(232.41)
Balance as at 31st March 2023	**88,642.77**	**827.33**	**(22,197.20)**	**(677.02)**	**(8.23)**	**66,587.65**
Balance as at 1st April 2021	88,642.77	—	(37,793.80)	—	284.00	51,132.97
- Profit / (Loss) for the year 2021-22	—	—	4,338.71	—	—	4,338.71
- Adjustment on Business Combination (Refer Note. 53)	—	827.33	—	(677.02)	(1.89)	148.42
- Other Comprehensive Income, Net off Income Tax	—	—	—	—	(57.93)	(57.93)
Balance as at 31st March 2022 (Restated)	88,642.77	827.33	(33,455.09)	(677.02)	224.18	55,562.17

Significant Accounting Policies & Notes form an integral part of the Financial Statements

As per our report of even date attached
For VKS Aiyer & Co.
Chartered Accountants
ICAI Firm Regn. No. : 000066S
CS Sathyanarayanan
Partner
Membership No.028328
Coimbatore
10th May 2023

For and on behalf of the Board

Vikram Mohan
Managing Director
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Chief Financial Officer
(ACA No. : 065996)

T. G. Thamizhanban
Company Secretary
(FCS No. : 7897)

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2023

		Year Ended 31st March 2023 ₹ Lakhs		Year Ended 31st March 2022 ₹ Lakhs (Restated)
A. CASH FLOW FROM OPERATING ACTIVITIES :				
Net Profit / (Loss) Before Tax		**13,125.00**		7,048.01
Adjustments for :				
Exceptional Item	**(975.00)**		—	
Depreciation & Amortisation Expense	**7,615.88**		8,054.70	
Bad Debts / Advances written off (Net off Loss Allowances)	**66.26**		49.23	
Deferred Revenue from Government Grant	**(6.37)**		—	
Excess Provision no longer required written back	**—**		(330.92)	
(Profit) / Loss on sale of Property, Plant and Equipment (Net) / Assets Discarded (Net of Impairment / (Reversals))	**(28.99)**		240.02	
Interest received	**(40.68)**		(47.60)	
Exchange Fluctuation Gain on Re-statement	**(521.82)**		(513.94)	
Gain on Fair Valuation / Disposal of Investments at Fair Value through P&L	**(0.91)**		(2.88)	
Finance Costs	**1,827.36**		2,675.23	
		7,935.73		10,123.84
Operating Profit before working capital changes		**21,060.73**		17,171.85
Adjustments for :-				
(Increase) / Decrease in Trade Receivables	**(2,411.83)**		(4,607.67)	
(Increase) / Decrease in Inventories	**(3,451.03)**		606.28	
(Increase) / Decrease in Other Assets	**444.61**		736.49	
Increase / (Decrease) in Trade Payables	**649.45**		511.30	
Increase / (Decrease) in Other Payables	**1,544.47**		5,350.49	
		(3,224.33)		2,596.89
Cash generated from Operations		**17,836.40**		19,768.74
Direct taxes		**(3,037.93)**		(883.80)
Net cash from operating activities		**14,798.47**		18,884.94
B. CASH FLOW FROM INVESTING ACTIVITIES :				
Purchase of Property, Plant and Equipment & Investment Property	**(8,488.93)**		(4,428.38)	
Sale of Property, Plant and Equipment	**72.24**		206.49	
Adjustment for capital advances	**16.09**		(300.09)	
Purchase of Non-Current Investments	**(120.00)**		(2,241.22)	
Purchase of Current Investments	**(149.99)**		(129.99)	
Advance received against disposal of asset held for sale	**672.00**		—	
Settlement of Claims by the seller of Erstwhile Step-down subsidiary	**975.00**		—	
Interest received	**34.23**		58.14	
Net Cash used in investing activities		**(6,989.36)**		(6,835.05)

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2023

		Year Ended 31st March 2023 ₹ Lakhs		Year Ended 31st March 2022 ₹ Lakhs (Restated)	
Standalone Cash Flow Statement for the Year Ended 31st March 2023 (Contd.,)					
C.	**CASH FLOW FROM FINANCING ACTIVITIES :**				
	Proceeds from / (Repayment of) Current Borrowings (Net)	**4,782.71**		202.45	
	Repayment of Long Term Borrowings	**(8,675.43)**		(15,561.25)	
	Proceeds from Long Term Borrowings	**—**		4,757.00	
	Repayment of Lease Liabilities	**(636.66)**		(553.10)	
	Finance Costs paid	**(1,807.92)**		(2,499.62)	
	Net Cash used in financing activities		**(6,337.30)**		(13,654.52)
D.	**NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)**		**1,471.81**		(1,604.63)
	Cash and cash equivalents as at 1.4.2022 and 1.4.2021 (Opening Balance)		**62.13**		1,650.28
	Add : Adjustment on Business Combination		**—**		16.48
	Cash and cash equivalents as at 31.3.2023 and 31.3.2022 (Closing Balance)(Refer Note. 15)		**1,533.94**		62.13

Changes in Liability arising from financing activities, disclosing changes arising from Cash and Non Cash Flow:

₹ Lakhs

Particulars	Non Current Borrowings (including current maturities)	Current Borrowings	Lease Liability
As at 31-3-2023			
Opening Balance as at 1st April, 2022	12,514.95	291.39	2,514.79
Cash Flows (Net) - Proceeds / (Repayment)	(8,675.43)	4,782.71	(636.66)
Addition during the year - Impact on account of Ind AS 116	—	—	134.01
Exchange Fluctuation Gain on Re-statement	—	(18.91)	—
Amortisation of Loan origination cost	—	—	—
De-recognition of unamortised portion of finance charges	25.54	—	—
Closing Balance as at 31st March 2023	**3,865.06**	**5,055.19**	**2,012.14**
As at 31-3-2022			
Opening Balance as at 1st April, 2021	22,983.45	—	3,051.03
Adjustment on Business Combination	85.83	88.94	—
Cash Flows (Net) - Proceeds / (Repayment)	(10,804.25)	202.45	(553.10)
Addition during the year - Impact on account of Ind AS 116	—	—	16.86
Amortisation of Loan origination cost	112.53	—	—
De-recognition of unamortised portion of finance charges	137.39	—	—
Closing Balance as at 31st March 2022	12,514.95	291.39	2,514.79

Significant Accounting Policies & Notes form an integral part of the Financial Statements

As per our report of even date attached
For VKS Aiyer & Co.
Chartered Accountants
ICAI Firm Regn. No. : 000066S
CS Sathyanarayanan
Partner
Membership No.028328
Coimbatore
10th May 2023

For and on behalf of the Board

Vikram Mohan
Managing Director
(DIN : 00089968)

P.M. Ganesh
Chief Executive Officer
& Executive Director
(DIN : 08571325)

Priyadarsi Bastia
Chief Financial Officer
(ACA No. : 065996)

T. G. Thamizhanban
Company Secretary
(FCS No. : 7897)

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

1.A. Corporate Information:

Pricol Limited is a Company incorporated on 18th May, 2011 and is engaged in the business of manufacturing and selling of Instrument clusters and other allied automobile components to Original Equipment Manufacturers (OEM) and replacement markets. The Equity share of the company are listed on the National Stock Exchange of India Limited (NSE) and the BSE Limited (BSE).

General Information and Statement of Compliance with Ind AS:

These Standalone Financial Statements ('financial statements') of the Company have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs ('MCA') under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time and other relevant provisions of the Act. The Company has uniformly applied the accounting policies during the periods presented. The financial statements for the year ended 31st March 2023 were authorised and approved for issue by the Board of Directors on 10th May 2023.

1. B. Significant Accounting Policies

i. Basis of Preparation:

The financial statements have been prepared on going concern basis in accordance with accounting principles generally accepted in India. The presentation of financial statement is based on Ind AS Schedule III of the Companies Act, 2013.

The financial statements have been prepared & presented on the historical convention and on accrual basis, except for the following material items in the Balance Sheet:

- Financial assets / liabilities are measured either at fair value or at amortised cost depending on their classification;
- Derivative instruments are measured at their fair values;
- Employee defined benefit assets/ liabilities are recognised as the net total of fair value of plan assets, adjusted for actuarial gains / losses and the present value of defined benefit obligations;
- Long term borrowings are measured at amortised cost using the effective interest rate (EIR) method;
- Assets held for sale are measured at lower of cost and fair value less cost to sell;
- Right-of-use of Assets are recognised at the present value of lease payments that are not paid as on that date. This amount is adjusted for any lease payments made at or before the commencement of the lease and initial direct cost incurred, if any.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on the basis stated above and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value-in-use under Ind AS 36. In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurements in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within level 1, that are

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

SIGNIFICANT ACCOUNTING POLICIES (Contd.,)

observable for the asset or liability, either directly or indirectly; and

- Level 3 inputs are unobservable inputs for the asset or liability.

ii. Use of Estimates:

The preparation of financial statements is in conformity with generally accepted accounting principles which require the management of the Company to make judgements, estimates and assumptions that affect the reported amount of revenues, expenses, assets and liabilities and disclosure of contingent liabilities at the end of the reporting period. Although these estimates are based upon 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 period. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Application of accounting policies that require significant accounting estimates involving complex and subjective judgments and the use of assumptions in these Financial statements have been disclosed separately under the heading "Significant accounting Judgements, estimates and assumptions".

iii. Current versus non-current classification:

The entity presents assets and liabilities in the balance sheet based on current / non-current classification.

ASSETS:

An asset is classified as current, when:

- It is expected to be realised or intended to be sold or consumed in normal operating cycle
- It is held primarily for the purpose of trading
- It is expected to be realised within twelve months after the reporting period, or
- It is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months from the reporting period

All other assets are classified as non-current.

LIABILITIES:

A liability is classified as current, when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The entity classifies all other liabilities as non-current.

Current assets and liabilities include the current portion of non-current assets and liabilities respectively. Deferred tax assets and liabilities are always classified as non-current assets and liabilities.

iv. Foreign currency transactions:

Functional and presentation currency

The financial statements are presented in Indian Rupee (₹) which is also the functional and presentation currency of the Company. All amounts have been rounded-off to the nearest lakh with two decimals.

a. Initial recognition

Foreign currency transactions are recorded in the functional currency, by applying the exchange rate between the functional currency and the foreign currency at the date of the transaction.

b. Conversion

Foreign currency monetary items are converted to functional currency using the closing rate. Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or any other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined. Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

SIGNIFICANT ACCOUNTING POLICIES (Contd.,)

profit and loss, within finance costs. All other exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognised in the Statement of Profit and Loss on a net basis.

v. Revenue Recognition:

Sale of goods

Revenue from customers is recognised when the Company satisfies performance obligation by transferring promised goods or services to the customers. Revenue is measured based on transaction price, (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold, and services rendered is net of variable consideration on account of various trade discounts and allowances offered by the Company as part of the contract.

Revenue from sale of goods and associated services is recognised at the point of time when the goods are sold or services rendered.

Sale of services

Service income includes Jobwork income recognised as per the terms of the contract with customers when related services are rendered.

The Company considers any other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the goods, the Company considers the effect of variable consideration, the existence of significant financing components, non cash consideration and consideration payable to the customer, if any. A refund liability (included in other financial liabilities) is recognised for expected volume discounts payable to customers in relation to sales made until the end of the reporting period. No element of financing is deemed present as the sales are made with a credit term of 30 days to 120 days, which is consistent with market practice. The Company's obligation to repair or replace faulty products under the standard warranty terms is recognised as warranty provision.

Export benefits

Export incentive entitlement are recognised as income when the right to receive credit as per the terms of the scheme is established in respect of the exports made and where there is no uncertainty regarding the ultimate collection of the exports proceeds.

Unbilled Revenue

Contract Assets are recognised when there is excess of revenue earned over the contract billing. Contract assets are classified as unbilled receivables when there is an unconditional right to receive payment as per the contractual terms.

Dividend

Dividend income from investments is recognised when the Company's right to receive payment has been established.

Interest Income

Interest income from a financial asset is recognised using effective interest rate (EIR) method. EIR is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Claims

Claims made by the Company including price escalations and those made on the Company are recognised in the Statement of Profit and Loss as and when the claims are accepted / Liability is crystallised.

vi. Property, Plant and Equipment & Depreciation:

Property, Plant and Equipment (PPE), being fixed assets are tangible items that are held for use in the production or supply of goods or services, for rental to others, or for administrative purposes and are expected to be used for more than a period of twelve months. They are measured at cost less accumulated depreciation and any accumulated impairment. Cost comprises of the purchase price including import duties and non-refundable purchase taxes after deducting trade discounts and rebates and any costs attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the Management. Own manufactured assets are capitalised at cost including an

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

SIGNIFICANT ACCOUNTING POLICIES (Contd.,)

appropriate share of overheads. Financing costs (if any) relating to acquisition of assets which take substantial period of time to get ready for intended use are also included to the extent they relate to the period upto such assets are ready for their intended use.

Items such as spare parts, stand-by equipment and servicing equipment are capitalised if they meet the definition of property, plant and equipment.

Depreciation on Property, Plant and Equipment (PPE) are provided under straight line method as per the useful lives and manner prescribed under Schedule II to the Companies Act, 2013, except for leasehold improvements which are amortised as depreciation over the useful life or lease period, which ever is lower and Dies, Tools and Moulds which are depreciated over a period of 3 years.

Where the cost of a part of the PPE is significant to the total cost of the PPE and if that part of the PPE has a different useful life than the main PPE, the useful life of that part is determined separately for depreciation.

The Company has used the following useful lives to provide depreciation on its Property, Plant and Equipment:

Class of Assets	Useful Lives
Factory Buildings	30 years
Improvement to Leasehold Buildings	Useful life or lease period whichever is lower
Plant & Equipments	7.50 / 10 / 15 years (Based on Shift)
Furniture & Fixtures	10 years
Vehicles	8 years
Office Equipments	5 years
Dies, Tools and Moulds	3 years
Computer Equipments - Servers and Networks - End User Devices	 6 years 3 years
Spares	1 - 3 years

The management believes that the useful lives adopted reflect the expected pattern of consumption of future economic benefits.

The depreciation method applied to an asset is reviewed at each financial year-end and if there has been a significant change in the expected pattern of consumption of future economic benefits embodied in the asset, depreciation is charged prospectively to reflect the changed pattern.

The carrying amount of an item of PPE is derecognised on disposal or when no future economic benefits are expected from its use or disposal. Gains or losses arising from derecognition of Property, Plant and Equipment 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.

vii. **Investment Property:**

Investment Property is a land or building, held to earn rentals or for capital appreciation or both, rather than for use in the production or supply of goods or services or for administrative purposes; or sale in the ordinary course of business.

Investment properties (if any), 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 Statement of Profit and Loss as incurred. Investment properties are depreciated using the straight-line method over their estimated useful lives.

The Company has used the following useful lives to provide depreciation on its Investment Property:

Class of Assets	Useful Lives
Buildings	30 years

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

SIGNIFICANT ACCOUNTING POLICIES (Contd.,)

viii. Intangible assets and amortisation:

An intangible asset is an identifiable non-monetary asset without physical substance.

Intangible assets are recognised only if it is probable that future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably.

Computer software licenses are capitalised on the basis of costs incurred to acquire and bring to use the specific software. Operating software is capitalised and amortised along with the related fixed asset.

The Company has used the following useful lives to amortise its intangible assets:

Class of Assets	Useful Lives
Specialised software	4 years
Fees for Technical Know-how	4 years
Intangible Assets acquired on Amalgamation	15 years (Based on technical opinion)
Goodwill acquired on Amalgamation	15 years (Based on technical opinion)

ix. Non-current assets held for sale and discontinued operations:

Non-current assets and Disposal Group are classified as held for sale if their carrying amount is intended to be recovered principally through sale rather than through continuing use. The condition for classification of held for sale is met when the non-current asset or the Disposal Group is available for immediate sale and the same is highly probable of being completed within one year from the date of classification as held for sale. Non-current assets and Disposal Group held for sale are measured at the lower of carrying amount and fair value less cost to sell.

Non-current assets and Disposal Group that ceases to be classified as held for sale shall be measured at the lower of carrying amount before the non-current asset and Disposal Group was classified as held for sale adjusted for any depreciation / amortisation and its recoverable amount at the date when the Disposal Group no longer meets the "Held for sale" criteria.

x. Impairment of Non-Financial assets:

The Company periodically assesses whether there is any indication that an asset or a group of assets comprising a cash generating unit may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. For an asset or group of assets that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost. An impairment loss is reversed only to the extent that the amount of asset does not exceed the net book value that would have been determined if no impairment loss had been recognised.

xi. Impairment of Financial assets:

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires Expected Credit Losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses, if the credit risk on the financial asset has increased significantly since initial recognition.

xii. Fair value measurement:

The Company measures financial instruments at fair value at each Balance Sheet date. Fair value is the

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

SIGNIFICANT ACCOUNTING POLICIES (Contd.,)

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:

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

The principal or the most advantageous market must be accessible by the Company.

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:

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

xiii. Financial instruments:

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

a. Financial assets

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. However, trade receivables that do not contain a significant financing component are measured at transaction price. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

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

- Debt instruments at amortised cost.
- Debt instruments at fair value through other comprehensive income (FVTOCI);
- Debt instruments and equity instruments at fair value through profit or loss (FVTPL);
- 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

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

SIGNIFICANT ACCOUNTING POLICIES (Contd.,)

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

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at 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 instrument at FVTOCI:

A 'debt instrument' is classified as at the FVTOCI 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
- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the Other Comprehensive Income (OCI).

Debt instrument at FVTPL:

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorisation 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 statement of profit and loss.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortised cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Equity investments (other than investments in subsidiaries and joint ventures):

All equity investments within the scope of Ind AS 109, 'Financial Instruments', are measured at fair value either through Statement of Profit and Loss or other comprehensive income. The Company makes an irrevocable election to present in OCI the subsequent changes in the fair value on an instrument-by-instrument basis. The classification is made on initial recognition.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, impairment gains or losses and foreign exchange gains and losses, are recognised in the OCI. Any gains or losses on de-recognition is recognised in the OCI and are not recycled to the Statement of Profit or Loss.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

De-recognition of Financial Assets:

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

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass through' arrangement and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

SIGNIFICANT ACCOUNTING POLICIES (Contd.,)

recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Investment in Subsidiaries, Associates and Joint ventures:

The Company's investment in equity instruments of Subsidiaries, Associates and Joint Venture are accounted for at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, associates and joint venture, the difference between net disposal proceeds and the carrying amounts are recognised in the Statement of Profit and Loss.

b. Financial Liabilities

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and transaction cost (if any) that is attributable to the acquisition of the financial liabilities is also adjusted.

Subsequent measurement

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

- **Loans and borrowings:**

  After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are de-recognised 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.

- **Trade and other payables:**

  These amounts represent liabilities for goods or services provided to the Company which are unpaid at the end of the reporting period. Trade and other payables are presented as current liabilities when the payment is due within a period of 12 months from the end of the reporting period. For all trade and other payables classified as current, the carrying amounts approximate fair value due to the short maturity of these instruments. Other payables falling due after 12 months from the end of the reporting period are presented as non-current liabilities and are measured at amortised cost unless designated as fair value through profit and loss at the inception.

- **Other financial liabilities at fair value through profit or loss:**

  Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Gains or losses on liabilities held for trading are recognised in the profit or loss.

De-recognition of Financial Liabilities:

A financial liability is de-recognised 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 or Loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

xiv. Borrowing costs:

Borrowing costs directly attributable to acquisition/ construction of qualifying assets are capitalised until the time all substantial activities necessary to prepare the qualifying assets for their intended use are complete. A qualifying asset is one that necessarily takes substantial period of time to get

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

SIGNIFICANT ACCOUNTING POLICIES (Contd.,)

ready for its intended use/ sale. All other borrowing costs are charged to statement of profit and loss.

xv. Cash and cash equivalents:

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less.

xvi. Employee benefits:

a. Short Term and other long term employee benefits:

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave, in the period the related service is rendered, at an undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at an undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

b. Post-Employment Benefits

i. Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund and Superannuation Fund. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

ii. Defined Benefit Plans

For defined benefit retirement plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the statement of financial position with a charge or credit recognised in OCI in the period in which they occur. Re-measurement recognised in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment.

xvii. Provisions:

A provision is recognised when an enterprise has a present obligation (legal or constructive) as result of past event and it is probable that an outflow of embodying economic benefits of resources will be required to settle a reliably assessable obligation. Provisions are determined based on best estimate required to settle each obligation at each balance sheet date. 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.

xviii. Contingent liabilities:

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

Contingent Assets are not recognised but are disclosed when the inflow of economic benefits are probable.

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

SIGNIFICANT ACCOUNTING POLICIES (Contd.,)

xix. Earnings per share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares (if any) are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events of bonus issue; bonus element in a rights issue to existing shareholders; share split; and consolidation of shares if any.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

xx. Government Grants:

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed off. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

xxi. Taxes on Income:

Tax expense comprises of current and deferred tax.

a. Current income tax:

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognised directly in other comprehensive income/equity is recognised in other comprehensive income / equity and not in the Statement of Profit and Loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

b. Deferred tax

Deferred tax is provided 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 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.

The carrying amount of deferred tax assets are 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 based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

xxii. Inventories:

Inventories are valued at lower of cost and estimated net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

The basis of determining cost for various categories of inventories is as follows:-

i) Raw Materials, Packing Materials & Stores and Spares: Weighted average basis.

ii) Finished Goods and Work-In-Progress: Cost of Direct Material, Labour & Other Manufacturing Overheads.

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

SIGNIFICANT ACCOUNTING POLICIES (Contd.,)

Stores & Spares which do not meet the definition of Property, Plant and Equipment are accounted as inventories.

xxiii. Leases:

a. The Company as a lessee:

The Company's lease asset classes primarily consist of leases for land, buildings and computer equipments. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

(i) the contract involves the use of an identified asset

(ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and

(iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognises a Right-of-Use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short term and low-value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the option to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The ROU assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated from the commencement date on a straight-line basis over the lower of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option.

Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

b. The Company as a Lessor :

Leases for which the company is a lessor is classified as a finance or operating lease. Wherever the terms of the lease transfers substantially all the risks and ownership to the lessee, the contract is classified as finance lease. All other leases are classified as operating lease.

xxiv. Business Combination:

The Company accounts for each business combination by applying the acquisition method. The acquisition date is the date on which control is transferred to the acquirer. Judgement is applied in determining the acquisition date and determining whether control is transferred from one party to

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

SIGNIFICANT ACCOUNTING POLICIES (Contd.,)

another. Control exists when the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through power over the entity. In assessing control, potential voting rights are considered only if the rights are substantive.

The Company measures goodwill as of the applicable acquisition date at the fair value of the consideration transferred, less the net recognised amount of the identifiable assets acquired and liabilities (including contingent liabilities in case such a liability represents a present obligation and arises from a past event, and its fair value can be measured reliably) assumed. When the fair value of the net identifiable assets acquired and liabilities assumed exceeds the consideration transferred, a bargain purchase gain is recognised as capital reserve.

Consideration transferred includes the fair values of the assets transferred, liabilities incurred by the Company to the previous owners of the acquiree, and equity interests issued by the Company. Consideration transferred also includes the fair value of any contingent consideration (if any). Consideration transferred does not include amounts related to settlement of pre-existing relationships.

Any contingent consideration (if any) is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise subsequent changes in the fair value of the contingent consideration are recognised in the Statement of Profit and Loss.

Transaction costs that the Company incurs in connection with a business combination, such as finder's fees, legal fees, due diligence fees and other professional and consulting fees, are expensed as incurred.

xxv. Exceptional Items:

Exceptional items are disclosed separately in the financial statements where it is necessary to do so to provide further understanding of the financial performance of the Company. These are material items of income or expense that have to be shown separately due to the significance of their nature or amount.

xxvi. Financial guarantee contracts:

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Significant accounting Judgments, estimates and assumptions:

The preparation of financial statements in conformity with the recognition and measurement principles of Ind AS requires management to make judgements, estimates and assumptions that affect the reported balances 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 amount of assets or liabilities affected in future periods.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the areas of estimation uncertainty and critical judgements that the management has made in the process of applying the Company's accounting policies:

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

SIGNIFICANT ACCOUNTING POLICIES (Contd.,)

a) Recognition of deferred tax assets:

The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized.

b) Provision and contingent liability:

On an ongoing basis, the Company reviews pending cases, claims by third parties and other contingencies. For contingent losses that are considered probable, an estimated loss is recorded as an accrual in financial statements. Loss Contingencies that are considered possible are not provided for but disclosed as Contingent liabilities in the financial statements. Contingencies the likelihood of which is remote are not disclosed in the financial statements.

c) Useful lives of depreciable assets:

Management reviews the useful lives of depreciable assets at each reporting period. As at March 31, 2023 management assessed that the useful lives represent the expected utility of the assets to the Company. Further, there is no significant change in the useful lives as compared to previous year.

d) Evaluation of indicators for impairment of assets:

The evaluation of applicable indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

e) Defined benefit obligation:

Management's estimate of the Defined Benefit obligation is based on a number of underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may impact the obligation amount and the annual defined benefit expenses.

f) Fair value measurements:

Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.

g) Allowances for uncollected accounts receivable and advances:

Trade receivables do not carry interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management deems them not collectable. Impairment is made on the expected credit loss model, which is the present value of the cash shortfall over the expected life of the financial assets. The impairment provisions for financial assets are based on assumption about the risk of default and expected loss rates. Judgement in making these assumptions and selecting the inputs to the impairment calculation are based on past history, existing market condition as well as forward looking estimates at the end of each reporting period.

h) Leases:

Significant judgments are required in the assumptions and made in order to determine the ROU asset and lease liability. The assumptions and estimates include application of practical expedients, selection of accounting policy choices, assessment of lease term, determination of applicable incremental borrowing rate, among others.

Recent pronouncements:

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules 2015 , as issued from time to time.On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, as below.

1. Disclosures of Accounting Policies -Amendments to Ind AS 1, Presentation of Financial Statements

   The amendment requires disclosure of material accounting policies in the financial statement rather than significant accounting policies, so as to make the disclosure entity specific.

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

SIGNIFICANT ACCOUNTING POLICIES (Contd.,)

2. Definition of Accounting Estimates -Amendments to Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors

   The definition of "Change in Accounting Estimates" has been replaced with a definition of "Accounting Estimates". Under the new definition accounting estimates are "Monetary amounts in financial statement that are subject to measurement uncertainty". An entity develops an accounting estimate to achieve the objective set out by the accounting policy by using the judgements or assumptions based on latest and reliable information.

The company does not expect the amendments to have any significant impact in the Standalone Financial Statements.

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NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

2. PROPERTY, PLANT AND EQUIPMENT (PPE)

₹ Lakhs

Particulars	Land	Buildings	Improve-ments to Leasehold Buildings	Plant & Equipment	Furniture and Fixtures	Vehicles	Office Equipments	Computer Equipments	Total
Gross Carrying Value									
As at 1st April, 2021	8,568.19	16,172.80	374.46	32,906.22	780.64	279.18	63.05	1,731.51	60,876.05
Additions during 2021-22	1,360.04	82.67	—	3,397.47	7.90	310.29	2.90	279.49	5,440.76
Deletions during 2021-22	—	—	—	1,119.29	9.31	73.46	6.46	11.26	1,219.78
Impaired during 2021-22	—	—	—	51.92	0.06	—	0.18	0.07	52.23
Other Adjustments 2021-22	—	—	—	242.51	—	—	—	307.79	550.30
Adjustment on Business Combination	—	244.26	—	1,033.65	4.79	—	9.45	27.21	1,319.36
As at 31st March, 2022	9,928.23	16,499.73	374.46	36,408.64	783.96	516.01	68.76	2,334.67	66,914.46
Additions during 2022-23	—	556.59	—	6,161.03	71.73	80.87	1.44	673.30	7,544.96
Deletions during 2022-23	0.38	—	—	163.00	—	18.56	—	18.00	199.94
Re-classified as Non-Current Assets held for Sale (Refer Note. 19)	185.59	700.57	—	—	—	—	—	—	886.16
As at 31st March, 2023	**9,742.26**	**16,355.75**	**374.46**	**42,406.67**	**855.69**	**578.32**	**70.20**	**2,989.97**	**73,373.32**

Accumulated Depreciation

₹ Lakhs

Particulars	Land	Buildings	Improve-ments to Leasehold Buildings	Plant & Equipment	Furniture and Fixtures	Vehicles	Office Equipments	Computer Equipments	Total
As at 1st April, 2021	—	4,221.78	177.26	19,201.54	359.36	189.11	39.77	1,393.73	25,582.55
Depreciation for the year 2021-22	—	772.05	36.57	3,887.17	69.16	29.08	6.76	137.45	4,938.24
Withdrawn during the year 2021-22	—	—	—	610.15	2.91	45.47	5.73	9.41	673.67
Other Adjustments 2021-22	—	—	—	122.18	—	—	—	276.05	398.23
Adjustment on Business Combination	—	28.39	—	460.89	1.63	—	6.38	23.26	520.55
As at 31st March, 2022	—	5,022.22	213.83	23,061.63	427.24	172.72	47.18	1,821.08	30,765.90
Depreciation for the year 2022-23	**—**	**777.73**	**36.57**	**3,228.00**	**67.90**	**55.88**	**5.46**	**274.90**	**4,446.44**
Withdrawn during the year 2022-23	—	—	—	122.64	—	17.16	—	16.89	156.69
Re-classified as Non-Current Assets held for Sale (Refer Note. 19)	—	76.02	—	—	—	—	—	—	76.02
As at 31st March, 2023	**—**	**5,723.93**	**250.40**	**26,166.99**	**495.14**	**211.44**	**52.64**	**2,079.09**	**34,979.63**

Net Carrying Value

₹ Lakhs

Particulars	Land	Buildings	Improve-ments to Leasehold Buildings	Plant & Equipment	Furniture and Fixtures	Vehicles	Office Equipments	Computer Equipments	Total
As at 31st March, 2022	9,928.23	11,477.51	160.63	13,347.01	356.72	343.29	21.58	513.59	36,148.56
As at 31st March, 2023	**9,742.26**	**10,631.82**	**124.06**	**16,239.68**	**360.55**	**366.88**	**17.56**	**910.88**	**38,393.69**

Certain Property, Plant and Equipment have been given as security against borrowings availed by the company (Refer Note. 22 & 28).
All immovable properties are held in the name of the Company.

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

3. RIGHT OF USE

₹ Lakhs

Particulars	Land	Buildings	Computer Equipments	Total
Gross Carrying Value				
As at 1st April, 2021	921.00	2,938.72	656.42	4,516.14
Adjustment on Business Combination	954.53	—	—	954.53
Additions during 2021-22	—	—	16.86	16.86
Deletions during 2021-22	—	—	—	—
As at 31st March, 2022	1,875.53	2,938.72	673.28	5,487.53
Additions during 2022-23	—	137.92	—	137.92
Deletions during 2022-23	—	130.03	—	130.03
As at 31st March, 2023	**1,875.53**	**2,946.61**	**673.28**	**5,495.42**

Accumulated Depreciation

₹ Lakhs

As at 1st April, 2021	47.09	781.96	11.12	840.17
Depreciation for the year 2021-22	30.23	453.28	216.75	700.26
Adjustment on Business Combination	51.37	—	—	51.37
Withdrawn during the year 2021-22	—	—	—	—
As at 31st March, 2022	128.69	1,235.24	227.87	1,591.80
Depreciation for the year 2022-23	**25.38**	**453.60**	**224.44**	**703.42**
Withdrawn during the year 2022-23	—	130.03	—	130.03
As at 31st March, 2023	**154.07**	**1,558.81**	**452.31**	**2,165.19**

Net Carrying Value

₹ Lakhs

As at 31st March, 2022	1,746.84	1,703.48	445.41	3,895.73
As at 31st March, 2023	**1,721.46**	**1,387.80**	**220.97**	**3,330.23**

4. CAPITAL WORK-IN-PROGRESS

₹ Lakhs

Particulars	**As at 31st March 2023**	As at 31st March 2022 (Restated)
As at the beginning of the year	**844.02**	1,975.66
As at the end of the year	**1,398.56**	844.02

Capital Work-in-progress ageing as at 31-3-2023

₹ Lakhs

Particulars	Amount in Capital Work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	**1,395.74**	**2.82**	**—**	**—**	**1,398.56**
Projects temporarily suspended	**—**	**—**	**—**	**—**	**—**

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

CAPITAL WORK-IN-PROGRESS (Contd.,)

Capital Work-in-progress ageing as at 31-3-2022

₹ Lakhs

Particulars	Amount in Capital Work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	844.02	—	—	—	844.02
Projects temporarily suspended	—	—	—	—	—

Capital Work-in-progress projects which have exceeded their original budgeted cost and / or Planned time of completion : NIL (Previous Year - NIL)

5. INVESTMENT PROPERTY

₹ Lakhs

Particulars	**Land**	**Building**	**Total**
Gross Carrying Value			
As at 1st April, 2021	650.00	1,243.83	1,893.83
Additions during 2021-22	—	96.49	96.49
Deletions during 2021-22	—	—	—
As at 31st March, 2022	650.00	1,340.32	1,990.32
Additions during 2022-23	295.00	59.73	354.73
Re-classified as Non-Current Assets held for Sale (Refer Note. 19)	757.00	708.04	1,465.04
Deletions during 2022-23	—	—	—
As at 31st March, 2023	**188.00**	**692.01**	**880.01**

Accumulated Depreciation

₹ Lakhs

As at 1st April, 2021	—	390.37	390.37
Depreciation for the year 2021-22	—	61.16	61.16
Withdrawn during the year 2021-22	—	—	—
As at 31st March, 2022	—	451.53	451.53
Depreciation for the year 2022-23	**—**	**51.78**	**51.78**
Re-classified as Non-Current Assets held for Sale (Refer Note. 19)	—	318.27	318.27
Withdrawn during the year 2022-23	—	—	—
As at 31st March, 2023	**—**	**185.04**	**185.04**

Net Carrying Value

₹ Lakhs

As at 31st March, 2022	650.00	888.79	1,538.79
As at 31st March, 2023	**188.00**	**506.97**	**694.97**

For depreciation method and useful lives - Refer Note.1 (B) (vii) of significant accounting policies.

During the year the Company has classified the following property as held for Sale (Refer Note.19)

₹ Lakhs

Particulars of Asset	**Gross Value**	**Carrying Value**
Land	757.00	757.00
Building	708.04	389.77

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

INVESTMENT PROPERTY (Contd.,)

The Company has identified Land and Building at Poochiyur to be in the nature of investment property as they are being held to earn rentals.

i) Amount recognised in Statement of Profit and Loss for investment properties : ₹ **Lakhs**

Particulars	2022-23	2021-22 (Restated)
Rental Income	**64.18**	62.87
Direct operating expenses arising from invesment property that generated rental income during the year		
Less : Depreciation expense	**51.78**	61.16
Less : Repairs and Maintenance - Buildings	**—**	55.48
Profit / (Loss) from Investment Property	**12.40**	**(53.77)**

ii) Fair Value of Land and Building held as Investment Property - ₹ 1,346.29 Lakhs (Previous year - ₹ 2,700.63 Lakhs)

Fair Valuation of Investment property is as per the Registered Valuer.

iii) Contractual obligations to construct investment property or for Repairs & Maintenance or enhancement - ₹ Nil (Previous year - ₹ Nil)

6. GOODWILL ₹ **Lakhs**

Particulars	Amount
Gross Carrying Value	
As at 1st April, 2021	15,479.67
Additions during 2021-22	—
Deletions during 2021-22	—
As at 31st March, 2022	15,479.67
Additions during 2022-23	—
Deletions during 2022-23	—
As at 31st March, 2023	**15,479.67**

Accumulated Amortisation ₹ **Lakhs**

As at 1st April, 2021	6,539.07
Amortisation for the year 2021-22	993.40
Withdrawn during the year 2021-22	—
As at 31st March, 2022	7,532.47
Amortisation for the year 2022-23	**993.40**
Withdrawn during the year 2022-23	—
As at 31st March, 2023	**8,525.87**

Net Carrying Value ₹ **Lakhs**

As at 31st March, 2022	7,947.20
As at 31st March, 2023	**6,953.80**

Refer Note. 52 in relation to Scheme of Amalgamation and accounting treatment.

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

7. OTHER INTANGIBLE ASSETS

₹ Lakhs

Particulars	Computer Software	Technical Knowhow	Brand / Trade Mark	Patents & Developed Technology	Total
Gross Carrying Value					
As at 1st April, 2021	872.64	510.82	4,914.00	14,116.00	20,413.46
Adjustment on Business Combination	7.56	—	—	—	7.56
Additions during 2021-22	22.76	—	—	—	22.76
Deletions during 2021-22	10.11	—	—	—	10.11
Other Adjustments 2021-22	7.90	—	—	—	7.90
As at 31st March, 2022	900.75	510.82	4,914.00	14,116.00	20,441.57
Additions during 2022-23	106.47	—	—	—	106.47
Deletions during 2022-23	209.94	19.32	—	—	229.26
As at 31st March, 2023	**797.28**	**491.50**	**4,914.00**	**14,116.00**	**20,318.78**

Accumulated Amortisation ₹ Lakhs

As at 1st April, 2021	608.76	510.82	1,965.60	5,646.42	8,731.60
Adjustment on Business Combination	6.46	—	—	—	6.46
Amortisation for the year 2021-22	92.97	—	327.60	941.07	1,361.64
Withdrawn during the year 2021-22	6.50	—	—	—	6.50
Other Adjustments 2021-22	4.53	—	—	—	4.53
As at 31st March, 2022	706.22	510.82	2,293.20	6,587.49	10,097.73
Amortisation for the year 2022-23	**152.17**	**—**	**327.60**	**941.07**	**1,420.84**
Withdrawn during 2022-23	209.94	19.32	—	—	229.26
As at 31st March, 2023	**648.45**	**491.50**	**2,620.80**	**7,528.56**	**11,289.31**

Net Carrying Value ₹ Lakhs

As at 31st March, 2022	194.53	—	2,620.80	7,528.51	10,343.84
As at 31st March, 2023	**148.83**	**—**	**2,293.20**	**6,587.44**	**9,029.47**

8. INTANGIBLE ASSETS UNDER DEVELOPMENT

₹ Lakhs

Particulars	**As at 31st March 2023**	As at 31st March 2022 (Restated)
As at the beginning of the year	**—**	—
As at the closing of the year	**62.49**	—

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

	31-3-2023 ₹ Lakhs	31-3-2022 ₹ Lakhs (Restated)
9. INVESTMENTS		
Investments in Equity Instruments, fully paid-up		
In Subsidiaries (at Cost)		
In Equity Shares, unquoted		
a) 10,500 Equity Shares of USD 1,000/- each fully paid-up in PT Pricol Surya Indonesia - (Previous year - 10,500 Equity Shares of USD 1,000/- each) (Extent of holding - 100%)	**6,762.74**	6,762.74
b) 2,50,000 Equity Shares of USD 1/- each fully paid-up in Pricol Asia Pte Limited, Singapore - (Previous year - 2,50,000 Equity Shares of USD 1/- each) (Extent of holding - 100%)	**150.38**	150.38
In Others (At Fair Value through P&L)		
In Equity Shares, unquoted		
a) 96,900 Equity Shares of ₹ 100/- each fully paid-up in Shri Dhanalakshmi Spinntex Private Limited (Previous year - Nil) (Extent of holding - 5.38%)	**120.00**	—
	7,033.12	6,913.12

Aggregate amount of Quoted and Unquoted investments

Investments in Equity Instruments		
Aggregate amount of quoted investments	**—**	—
Aggregate market value of quoted investments	**—**	—
Aggregate amount of unquoted investments	**7,033.12**	6,913.12
Aggregate amount of impairment in value of investments	**—**	—

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

			31-3-2023 ₹ Lakhs		31-3-2022 ₹ Lakhs (Restated)
10.	**OTHER FINANCIAL ASSETS**				
	Unsecured Considered Good				
	Security Deposits		**631.06**		601.54
	Fixed Deposits with Banks (with maturity exceeding 12 months)		**—**		71.58
	Earmarked Balances				
	In Margin Money Account		**100.00**		—
	Unsecured Deposits Considered Doubtful				
	Security Deposits	**76.96**		84.01	
	Less : Allowance for doubtful deposits	**76.96**		84.01	
			—		—
			731.06		673.12

Note : -

Margin Money with banks is towards issue of Bank Guarantee.

11.	**OTHER NON-CURRENT ASSETS**				
	Capital Advances	**360.08**		373.60	
	Less : Allowance for doubtful advances	**12.33**		9.76	
			347.75		363.84
	Advance Tax, Net off Provision		**910.23**		1,100.67
	Deposits with Government Authorities	**427.98**		430.29	
	Less : Allowance for doubtful deposits	**86.43**		86.43	
			341.55		343.86
			1,599.53		1,808.37

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

		31-3-2023 ₹ Lakhs	31-3-2022 ₹ Lakhs (Restated)
12.	**INVENTORIES**		
	Raw Materials & Components	**16,569.43**	14,946.71
	Goods in Transit - Raw Materials & Components	**3,055.35**	2,239.32
	Work-in-progress	**1,160.01**	843.68
	Finished Goods	**5,522.22**	4,717.14
	Stores & Spares	**449.16**	432.17
	Traded Goods	**292.83**	418.95
		27,049.00	23,597.97

Mode of valuation of inventories is stated in Note. 1 (B) (xxii) of significant accounting policies.

Inventories have been given as securities for the borrowings availed by the Company. Refer Note. 28.

Inventories as stated above is net off Provision for / (Reversal) of Non / Slow Moving Inventory of ₹ (172.41) Lakhs Previous year - ₹ (1,439.73) Lakhs.

Carrying amount of inventories pledged as security for liabilities ₹ 26,995.32 Lakhs (Previous year - ₹ 23,519.92 Lakhs).

Amount of write down of inventories recognised as an expenses - ₹ 17.54 Lakhs (Previous year - ₹ 30.29 Lakhs).

Amount of reversal of any write down - Nil (Previous year - Nil).

Cost of Inventory recognised as an expense

Particulars	2022-23 ₹ Lakhs	2021-22 ₹ Lakhs (Restated)
Cost of Materials Consumed	**1,31,646.36**	1,02,759.45
Cost of Traded Goods Sold	**6,098.44**	4,603.42
Stores and Spares	**283.34**	157.79

13. INVESTMENTS **₹ Lakhs**

Sl. No.	Particulars	31-3-2023	31-3-2022
	Investments in Mutual Funds (at Fair Value through P&L)		
	Quoted - Non Trade		
1.	Aditya Birla Sun Life Business Cycle Fund - Regular - Growth	**49.70**	49.50
2.	ICICI Prudential Business Cycle Fund - Growth	**44.32**	42.12
3.	AXIS Multicap Fund - Regular - Growth	**28.38**	29.46
4.	HDFC Multicap Fund - Regular - Growth	**44.06**	40.51
5.	SBI Multicap Fund - Regular Plan - Growth	**50.25**	51.43
6.	ICICI Prudential Transportation & Logistics Fund - Growth	**48.01**	—
7.	HDFC Business Cycle Fund - Regular - Growth	**48.53**	—
8.	Aditya Birla Sun Life Multi Asset Allocation Fund - Regular - Growth	**50.67**	—
	Total	**363.92**	213.02
	Aggregate amount of Quoted Investments	**363.92**	213.02
	Aggregate Market Value of Quoted Investments	**363.92**	213.02

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

		31-3-2023 ₹ Lakhs	31-3-2022 ₹ Lakhs (Restated)
14.	**TRADE RECEIVABLES**		
	Unsecured, Considered Good	**26,269.19**	23,737.54
	Trade Receivables - Credit Impaired	**—**	29.52
	Unbilled Revenue	**—**	210.78
	Less : Allowance for Expected Credit Loss	**209.18**	279.77
		26,060.01	23,698.07

Trade Receivables have been given as securities for the borrowings availed by the Company. Refer Note. 28.

Trade Receivables are non interest bearing and generally on credit terms in the range of 30 - 120 days.

The carrying amount of trade receivables does not include receivables of ₹ 6,128.66 Lakhs (Previous year - ₹ 3,675.92 Lakhs) which are subject to factoring arrangement. Under this arrangement, the Company has transferred the relevant receivables in exchange for cash on non recourse basis. The Company therefore, has de-recognised the receivables under the said arrangement.

The Company's exposure to credit and currency risk and loss allowances related to Trade Receivables are disclosed in Note. 55.

Movement in the allowance for Doubtful Trade Receivables

	31-3-2023	31-3-2022
Balance at the beginning of the period	**279.77**	310.95
Expected Credit Loss Provided / (Reversal)	**(70.59)**	(31.18)
Balance at the end of the period	**209.18**	279.77

The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward looking experience. The Expected Credit Loss is based on the ageing of the receivables that are due and at the rates used in the provision matrix.

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

TRADE RECEIVABLES (Contd.,)

Ageing as on 31-3-2023

₹ Lakhs

Particulars	Outstanding for following periods from due date of payment						
	Not Due	**Less than 6 months**	**6 months -1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) Undisputed Trade receivables – considered good	**22,268.55**	**4,000.64**	—	—	—	—	**26,269.19**
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	—	—	—	—	—	—	—
(iii) Undisputed Trade Receivables – credit impaired	—	—	—	—	—	—	—
(iv) Disputed Trade Receivables – considered good	—	—	—	—	—	—	—
(v) Disputed Trade Receivables – which have significant increase in credit risk	—	—	—	—	—	—	—
(vi) Disputed Trade Receivables – credit impaired	—	—	—	—	—	—	—
(vii) Unbilled Revenue	—	—	—	—	—	—	—
Total	**22,268.55**	**4,000.64**	—	—	—	—	**26,269.19**
Less : Allowance for Expected Credit Loss							**209.18**
Total (Net)	**22,268.55**	**4,000.64**	—	—	—	—	**26,060.01**

Ageing as on 31-3-2022

₹ Lakhs

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	22,292.41	1,352.80	35.97	5.47	2.34	—	23,688.99
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	—	—	—	—	—	—	—
(iii) Undisputed Trade Receivables – credit impaired	—	—	—	29.52	—	—	29.52
(iv) Disputed Trade Receivables – considered good	—	—	—	—	—	—	—
(v) Disputed Trade Receivables – which have significant increase in credit risk	—	—	—	—	1.32	47.23	48.55
(vi) Disputed Trade Receivables – credit impaired	—	—	—	—	—	—	—
(vii) Unbilled Revenue	210.78	—	—	—	—	—	210.78
Total	22,503.19	1,352.80	35.97	34.99	3.66	47.23	23,977.84
Less : Allowance for Expected Credit Loss							279.77
Total (Net)							23,698.07

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

		31-3-2023 ₹ Lakhs		31-3-2022 ₹ Lakhs (Restated)
15. CASH AND CASH EQUIVALENTS				
Balances with Banks				
In Cash Credit Account	**1,356.15**		—	
In Current Account	**98.93**		56.27	
In Deposit Account (with original maturity of 3 months or less)	**71.58**		—	
Cash on hand	**7.28**		5.86	
		1,533.94		62.13
16. BANK BALANCES OTHER THAN ABOVE				
Earmarked Balances				
In Unpaid Dividend Account		**54.30**		54.74
Others				
In Fixed Deposit (with original maturity period of more than 3 months and less than 12 months)		**—**		194.11
		54.30		248.85
17. OTHER FINANCIAL ASSETS				
Unsecured, Considerd Good				
Accrued Income				
Export Incentives		**19.71**		17.54
Interest from Banks		**10.16**		3.71
Receivable from Erstwhile Subsidiary		**—**		57.46
		29.87		78.71
18. OTHER CURRENT ASSETS				
GST Input Credits		**588.56**		760.85
Customs Duty Receivable		**64.83**		94.65
Others				
Advances to Suppliers	**348.74**		375.13	
Less : Allowance for Doubtful Advances	**4.57**		16.29	
		344.17		358.84
Advances for Expenses		**148.02**		261.73
Prepayments		**344.82**		269.08
		1,490.40		1,745.15
19. NON-CURRENT ASSETS HELD FOR SALE				
Land	**942.59**		—	
Building	**1,014.32**		—	
		1,956.91		—

During the year 2022-23, the Company has identified certain assets not in use to be disposed off and is committed to a plan to sell the non current asset. Accordingly, these assets are presented as "Assets held for Sale". These assets do not meet the definition of discontinued operation as per Ind AS 105 "Non-current Assets Held for Sale and Discontinued operation".

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

		31-3-2023 ₹ Lakhs	31-3-2022 ₹ Lakhs (Restated)
20.	**EQUITY SHARE CAPITAL**		
	Authorised		
	79,45,00,000 Equity Shares of ₹ 1/- each (As at 31st March 2022 - 58,20,00,000 Equity Shares of ₹ 1/- each)	**7,945.00**	5,820.00
	Issued, Subscribed and Paid-up		
	12,18,81,498 Equity Shares of ₹ 1/- each (As at 31st March 2022 - 12,18,81,498 Equity Shares of ₹ 1/- each)	**1,218.81**	1,218.81

The authorised share capital of the Company stands increased to ₹ 7,945 Lakhs consequent to Scheme of amalgamation approved by NCLT (Refer Note. 53).

Reconciliation of the Shares Outstanding at the beginning and at the end of the reporting year :

	31-3-2023		31-3-2022	
Equity Shares	**No.of Shares (in Lakhs)**	**₹ Lakhs**	No.of Shares (in Lakhs)	₹ Lakhs
At the beginning / Closing of the year	**1,218.81**	**1,218.81**	1,218.81	1,218.81

a) Terms / rights attached to equity shares :

The Company has only one class of equity shares having a par value of ₹ 1/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.

b) Details of Shareholders holding more than 5% shares in the company :

	31-3-2023		31-3-2022	
	No. of Shares	**% held**	No. of Shares	% held
- Pricol Holdings Limited	**1,10,01,762**	**9.03%**	1,10,01,762	9.03%
- Vijay Mohan	**96,15,636**	**7.89%**	96,15,636	7.89%
- Vikram Mohan	**76,25,506**	**6.26%**	76,25,506	6.26%
- Viren Mohan	**66,58,409**	**5.46%**	66,58,409	5.46%
- PHI Capital Solutions LLP	**69,84,428**	**5.73%**	69,84,428	5.73%
- Minda Corporation Limited & SMC Investments and Advisors Limited	**1,91,40,342**	**15.70%**	—	—

c) Details of Shares held by Holding Company :

There are no Shares held by Holding Company / Subsidiaries of ultimate Holding Company as on 31st March 2023.

d) There are no shares allotted by way of Bonus Shares and there have been no shares bought back in the immediately preceding five years.

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

EQUITY SHARE CAPITAL (contd.,)

e) Promoter and Promoter Group Shareholding :

FOR THE YEAR 2022-23

Sl. No.	Name	No. of Shares as on 31-3-2023 (A)	% of Total Shares	No. of Shares as on 31-3-2022 (B)	% of Total Shares	% Change during the year (A-B) / (B)
1.	Vijay Mohan	**96,15,636**	**7.89%**	**96,15,636**	**7.89%**	**—**
2.	Vijay Mohan (BHUF)	**8,49,728**	**0.70%**	**8,49,728**	**0.70%**	**—**
3.	Vikram Mohan	**76,25,506**	**6.26%**	**76,25,506**	**6.26%**	**—**
4.	Vanitha Mohan	**57,31,468**	**4.70%**	**57,31,468**	**4.70%**	**—**
5.	Viren Mohan	**66,58,409**	**5.46%**	**66,58,409**	**5.46%**	**—**
6.	Manasa Mohan	**1,92,857**	**0.16%**	**1,92,857**	**0.16%**	**—**
7.	Madhura Mohan	**2,33,453**	**0.19%**	**2,33,453**	**0.19%**	**—**
8.	Pricol Holdings Limited	**1,10,01,762**	**9.03%**	**1,10,01,762**	**9.03%**	**—**
9.	Sagittarius Investments Private Limited	**23,65,360**	**1.94%**	**23,65,360**	**1.94%**	**—**
10.	Shrimay Enterprises Private Limited	**2,44,800**	**0.20%**	**2,44,800**	**0.20%**	**—**

FOR THE YEAR 2021-22

Sl. No.	Name	No. of Shares as on 31-3-2022 (A)	% of Total Shares	No. of Shares as on 31-3-2021 (B)	% of Total Shares	% Change during the year (A-B) / (B)
1.	Vijay Mohan	96,15,636	7.89%	96,15,636	7.89%	—
2.	Vijay Mohan (BHUF)	8,49,728	0.70%	8,49,728	0.70%	—
3.	Vikram Mohan	76,25,506	6.26%	76,25,506	6.26%	—
4.	Vanitha Mohan	57,31,468	4.70%	57,31,468	4.70%	—
5.	Viren Mohan	66,58,409	5.46%	66,58,409	5.46%	—
6.	Manasa Mohan	1,92,857	0.16%	1,92,857	0.16%	—
7.	Madhura Mohan	2,33,453	0.19%	2,33,453	0.19%	—
8.	Pricol Holdings Limited	1,10,01,762	9.03%	1,10,01,762	9.03%	—
9.	Sagittarius Investments Private Limited	23,65,360	1.94%	23,65,360	1.94%	—
10.	Shrimay Enterprises Private Limited	2,44,800	0.20%	2,44,800	0.20%	—

Note: The percentage change has been computed with respect to the number of shares held by promoter and promoter group at the beginning of the year.

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

			31-3-2023 ₹ Lakhs		31-3-2022 ₹ Lakhs (Restated)
21.	**OTHER EQUITY**				
	Securities Premium		**88,642.77**		88,642.77
	Capital Reserve				
	Opening Balance	**827.33**		—	
	Add : Adjustment on Business Combination	**—**		827.33	
			827.33		827.33
	Surplus / (Deficit) in the Statement of Profit & Loss				
	Opening Balance	**(33,455.09)**		(37,793.80)	
	Add : Profit / (Loss) for the year	**11,257.89**		4,338.71	
			(22,197.20)		(33,455.09)
	Deficit on Business Combination (Refer Note. 53)				
	Opening Balance	**(677.02)**		—	
	Add : Adjustment on Business Combination	**—**		(677.02)	
			(677.02)		(677.02)
	Other Comprehensive Income				
	Opening Balance	**224.18**		284.00	
	Add : Adjustment on Business Combination	**—**		(1.89)	
	Add : Addition during the year	**(232.41)**		(57.93)	
			(8.23)		224.18
			66,587.65		55,562.17

22. BORROWINGS

	Non-Current portion		Current Maturities	
	31-3-2023 ₹ Lakhs	31-3-2022 ₹ Lakhs	**31-3-2023 ₹ Lakhs**	31-3-2022 ₹ Lakhs
Secured Loans at amortised cost :				
Rupee Term Loan From Banks	**2,675.81**	9,310.98	**1,189.25**	3,229.51
Less : Unamortised portion of Finance Charges	**—**	—	**—**	25.54
	2,675.81	9,310.98	**1,189.25**	3,203.97

₹ Lakhs

Description	As at 31-3-2023	As at 31-3-2022
IndusInd Bank Limited	**—**	1,283.49
ICICI Bank Limited	**—**	6,500.00
ICICI Bank Limited - ECLGS	**2,109.25**	2,596.00
IndusInd Bank Limited - ECLGS	**1,755.81**	2,161.00
Total	**3,865.06**	12,540.49

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

BORROWINGS (contd.,)

Repayment Schedule	2023-24	2024-25	2025-26	2026-27	Security	Interest Rate / Effective Interest Rate (EIR)
ICICI Bank Limited - ECLGS	649.00	649.00	649.00	162.25	Note 1	One year MCLR plus 1.00% EIR - 8.75%
IndusInd Bank Limited - ECLGS	540.25	540.25	540.25	135.06	Note 2	EIR - 9.25%
Total	**1,189.25**	**1,189.25**	**1,189.25**	**297.31**		

Security Details :

Note 1 & 2 : Exclusive Second Charge by way of Mortgage of following assets viz.,

a) Land measuring 6.68 acres in 132, Mettupalayam Road, Perianaickenpalayam, Coimbatore-641 020.

b) Plant II Land and Building located at Plot No. 34 & 35, Sector 4, IMT Manesar, Gurugram.

c) Plant III Land and Building at 4/558, Mettupalayam Road, Chinnamathampalayam, Billichi Village, Press Colony Post, Coimbatore - 641 019.

d) Specific Plant and Machinery installed at Plant III, Chinnamathampalayam Coimbatore and Plant II, IMT Manesar, Gurugram.

For Current Maturities of Long Term Debt (Refer Note. 28).

			31-3-2023 ₹ Lakhs	31-3-2022 ₹ Lakhs (Restated)
23.	**LEASE LIABILITIES**			
	Lease Liabilities - Non-Current (Refer Note. 59)		**1,307.61**	1,883.35
24.	**OTHER FINANCIAL LIABILITIES**			
	Rental Advance Received		**20.59**	19.09
	Derivative Liability (Net)		**—**	400.92
	Security Deposits from Customers		**60.38**	70.69
			80.97	490.70
25.	**PROVISIONS**			
	For Employee Benefits :			
	- Gratuity (Refer Note. 60)		**253.09**	—
	For Central Excise, GST and Customs Demands (Refer Note. 47)		**301.72**	235.35
	For Potential Statutory Liabilities (Refer Note. 47)		**747.97**	809.64
			1,302.78	1,044.99
26.	**DEFERRED TAX LIABILITIES (NET)**			
	Deferred Tax Liability			
	On Property, Plant & Equipment and Others		**4,279.36**	6,516.38
	On Other temporary differences		**269.68**	8.92
		A	**4,549.04**	6,525.30
	Deferred Tax Asset			
	On Disallowance under the Income Tax Act		**410.50**	728.40
	On Other temporary differences		**31.79**	165.24
		B	**442.29**	893.64
	Deferred Tax Liabilities (Net) (Refer to Note. 58 (c))	**A - B**	**4,106.75**	5,631.66

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

		31-3-2023 ₹ Lakhs	31-3-2022 ₹ Lakhs (Restated)
27.	**OTHER NON-CURRENT LIABILITIES**		
	Deferred Income from Government Grants	**127.89**	—

a) For accounting policies - Refer Note. 1(B) (xx)

b) Nature and extent of grant recognised in financial statement :

Customs duty saved on Purchase of PPE through EPCG Licence.

	31-3-2023	31-3-2022
Customs duty saved during the year	**134.26**	—
Less : Amortised during the year	**6.37**	—
Closing Balance as on 31st March 2023	**127.89**	—

c) Unfulfilled condition and other condition attached to the grant :

The export obligation shall be 6 times of the duty saved on import of capital goods on FOB basis within a period of 6 years, to be achieved on following basis:

Block years - 1st to 4th year (1st Block) - 50% and 5th to 6th year (2nd Block) - 50%.

		31-3-2023	31-3-2022
28.	**BORROWINGS**		
	Secured Loans		
	Working Capital Facilities from Banks		
	- In Rupee	**2,500.00**	291.39
	- In Foreign Currency	**2,555.19**	—
	Current Maturities of Long Term Debt (Refer Note. 22)	**1,189.25**	3,203.97
		6,244.44	3,495.36

Working Capital Facilities from ICICI Bank Limited and IndusInd Bank Limited are secured by pari-passu first charge on the current assets of the Company. Working Capital Facilities are further secured by pari-passu second charge on the specific immovable properties situated at Plant I - Perianaickenpalayam, Coimbatore District, Tamilnadu.

Working Capital Facilities from Banks are repayable on demand and carries interest rates varying from 6.50% to 9.95% p.a.

The Statement of current assets filed by the Company with banks are in agreement with the books of accounts and there are no material deviations.

		31-3-2023	31-3-2022
29.	**LEASE LIABILITIES**		
	Lease Liabilities - Current (Refer Note. 59)	**704.53**	631.44
30.	**TRADE PAYABLES**		
	- Total Outstanding Dues of Micro Enterprises and Small Enterprises (Refer Note. 63)	**1,916.89**	1,092.03
	- Total Outstanding Dues of creditors other than Micro Enterprises and Small Enterprises	**27,299.05**	27,487.19
		29,215.94	28,579.22

The Company's exposure to currency risk related to Trade Payables are disclosed in Note. 55.

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

TRADE PAYABLES (Contd.,)

Ageing as on 31-3-2023

₹ Lakhs

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	As on 31-3-2023
(i) MSME						
(a) Micro and Small	**1,791.73**	**120.32**	**4.84**	—	—	**1,916.89**
(b) Medium	**2,022.15**	**48.60**	—	—	—	**2,070.75**
(ii) Others	**18,385.28**	**6,835.41**	**0.72**	—	—	**25,221.41**
(iii) Disputed dues – Micro and Small	—	—	—	—	—	—
(iv) Disputed dues – Medium	—	—	—	—	—	—
(v) Disputed dues - Others	—	—	—	**1.55**	**5.34**	**6.89**
Total	**22,199.16**	**7,004.33**	**5.56**	**1.55**	**5.34**	**29,215.94**

Ageing as on 31-3-2022

₹ Lakhs

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	As on 31-3-2022
(i) MSME						
(a) Micro and Small	1,030.52	60.77	0.49	0.24	0.01	1,092.03
(b) Medium	459.18	—	—	—	0.45	459.63
(ii) Others	18,545.32	8,058.64	34.54	108.26	273.91	27,020.67
(iii) Disputed dues – Micro and Small	—	—	—	—	—	—
(iv) Disputed dues – Medium	—	—	—	—	—	—
(v) Disputed dues - Others	—	—	1.55	5.34	—	6.89
Total	20,035.02	8,119.41	36.58	113.84	274.37	28,579.22

	31-3-2023 ₹ Lakhs	31-3-2022 ₹ Lakhs (Restated)
31. OTHER FINANCIAL LIABILITIES		
Interest accrued and not due on borrowings	**1.52**	7.62
Unpaid Dividend	**54.30**	54.74
Employee Benefits Payable	**2,537.65**	2,011.32
Derivative Liability (Net)	—	72.89
Retention Money Payable	**198.47**	99.71
Payable for Expenses	**2,424.05**	2,177.29
Creditors for Capital Goods	**434.06**	83.80
Acceptances	**4,591.05**	4,787.84
	10,241.10	9,295.21

Acceptances represent bills discounted with recourse in respect of Trade Receivables with Banks.

32. OTHER CURRENT LIABILITIES		
Statutory Dues Payable	**1,846.91**	1,187.29
Contract Liabilities / Advance from Customers	**235.32**	379.86
	2,082.23	1,567.15
33. PROVISIONS		
For Gratuity (Refer Note. 60)	**275.02**	165.94
For Labour Settlement (Refer Note. 47)	**261.72**	261.72
For Warranty Related Claims (Refer Note. 47)	**574.53**	617.95
	1,111.27	1,045.61
34. CURRENT TAX LIABILITIES (NET)	**85.49**	—
35. LIABILITIES IN RELATION TO NON-CURRENT ASSETS HELD FOR SALE		
Advance received against disposal of asset held for sale	**672.00**	—

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

			2022-23 ₹ Lakhs		2021-22 ₹ Lakhs (Restated)
36.	**REVENUE FROM OPERATIONS**				
	Sale of Products and Services				
	Domestic	**1,70,658.18**		1,33,231.44	
	Export	**13,751.12**		12,880.30	
	Traded Goods	**2,511.64**		1,708.20	
	Service Income	**270.87**		53.19	
			1,87,191.81		1,47,873.13
	Disaggregation of Revenue :-				
	1. Within India		**1,73,440.69**		1,34,992.83
	2. Outside India		**13,751.12**		12,880.30
			1,87,191.81		1,47,873.13
	Reconciliation of Revenue recognised in Statement of Profit and Loss Account with contracted price:				
	Revenue from contract with customers as per contract Price		**1,87,617.31**		1,48,200.27
	Less : Trade discounts, Volume Rebates, Refunds etc.,		**425.50**		327.14
	Revenue from contract with customers as per Statement of Profit and Loss		**1,87,191.81**		1,47,873.13
	Contract Balances:				
	Trade Receivables		**26,060.01**		23,487.29
	Contract Assets - Unbilled Revenue		**—**		210.78
	Contact Liabilities - Advance from Customers		**235.32**		379.86

Contract Assets are revenue earned by the Company but remaining unbilled at the close of the year end.

Contract Liabilities are amount received from Customers for which performance obligation are yet to be satisfied.

		2022-23 ₹ Lakhs	2021-22 ₹ Lakhs (Restated)
37.	**OTHER OPERATING REVENUE**		
	Export Incentives	**385.28**	301.66
	Sale of Traded Goods - Others	**5,187.67**	4,160.75
		5,572.95	4,462.41
38.	**OTHER INCOME**		
	Interest Income		
	From Banks	**10.87**	19.36
	From Others	**29.81**	28.24
	On Income Tax Refund	**18.74**	—
	Gain on Fair Valuation of investments at Fair Value through P&L (Includes realised gain on sale of investments ₹ Nil (Previous year - Nil))	**0.91**	2.88
	Lease Rental Receipts	**108.40**	105.64
	Profit on Sale of Property, Plant and Equipment (Net)	**40.17**	—
	Deferred Income from Government Grant (Refer Note. 27)	**6.37**	—
	Gain on Exchange Fluctuation (Net)	**—**	4.45
	Insurance Claim Received	**0.98**	154.37
	Excess Provision no longer required written back	**—**	330.92
	Miscellaneous Income	**186.11**	52.97
		402.36	698.83

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

			2022-23 ₹ Lakhs		2021-22 ₹ Lakhs (Restated)
39.	**COST OF MATERIALS CONSUMED**				
	Materials Consumed		**1,32,767.77**		1,01,731.98
40.	**CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS**				
	Opening Stock				
	Work-in-progress	**843.68**		1,724.18	
	Finished Goods	**4,717.14**		4,864.11	
	Traded Goods	**418.95**		230.29	
			5,979.77		6,818.58
	Less : Closing Stock				
	Work-in-progress	**1,160.01**		843.68	
	Finished Goods	**5,522.22**		4,717.14	
	Traded Goods	**292.83**		418.95	
			6,975.06		5,979.77
			(995.29)		838.81
41.	**EMPLOYEE BENEFITS EXPENSE**				
	Salaries and Wages	**19,724.08**		16,556.76	
	Contribution to Provident and other funds	**1,072.57**		936.22	
	Staff Welfare Expenses	**1,241.04**		1,097.88	
			22,037.69		18,590.86
42.	**FINANCE COSTS**				
	Interest on Borrowings (Net)	**1,551.39**		2,219.41	
	Interest on Lease Obligations (Refer Note. 59)	**235.43**		293.43	
	De-recognition of unamortised portion of finance charges	**25.54**		137.39	
	Other Borrowing Costs	**15.00**		25.00	
			1,827.36		2,675.23

Interest expenses is net off interest income on derivatives ₹ 90.63 Lakhs (Previous year - ₹ 391.12 Lakhs).

Other Borrowing Costs represent processing fee in respect of working capital borrowings.

43.	**DEPRECIATION AND AMORTISATION EXPENSE**				
	Depreciation on PPE (Refer Note. 2)	**4,446.44**		4,938.24	
	Right of Use Asset (Refer Note. 3)	**703.42**		700.26	
	Depreciation on Investment Property (Refer Note. 5)	**51.78**		61.16	
	Amortisation of Intangibles (Refer Note. 6 & 7)	**2,414.24**		2,355.04	
			7,615.88		8,054.70

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

		2022-23 ₹ Lakhs	2021-22 ₹ Lakhs (Restated)
44.	**OTHER EXPENSES**		
	Power & Utilities (Net) (Refer Note. 51)	**2,245.33**	1,768.03
	Stores & Spares Consumed	**283.34**	157.79
	Repairs and Maintenance :		
	- Machinery	**1,062.37**	914.34
	- Building	**109.68**	136.17
	- IT Assets	**503.12**	418.99
	- Others	**181.14**	150.78
	Postage & Telephone	**124.16**	158.23
	Rates, Taxes & Licence	**107.20**	56.43
	Insurance	**318.82**	322.15
	Travelling & Conveyance	**732.99**	264.53
	Freight & Forwarding	**2,340.19**	2,201.24
	Warranty Expenses	**1,024.60**	592.42
	Selling Expenses	**361.42**	249.33
	Bad Debts / Advances Written off (Net off Loss Allowances)	**66.26**	49.23
	Provision for Potential Statutory Expenses	**52.46**	—
	Remuneration to Non-Whole Time Directors	**58.05**	19.20
	Auditors' Remuneration (Refer Note. 50)	**77.47**	77.55
	Professional Charges	**1,606.97**	1,303.03
	Loss on Exchange Fluctuation (Net)	**96.19**	—
	Loss on Sale of Property, Plant and Equipment / Assets Discarded Net of Impairment Loss	**11.18**	195.17
	CSR Expenses (Refer Note. 62)	**75.44**	45.04
	Miscellaneous Expenses	**353.01**	223.05
		11,791.39	9,302.70

45. EXCEPTIONAL ITEMS

Exceptional item represents settlement of claims by the seller of Erstwhile step-down subsidiary Pricol Wiping Systems Czech s.r.o. as per the final settlement agreement dated 21st July, 2022.

		2022-23	2021-22
46.	**EARNINGS PER SHARE**		
	Profit / (Loss) After Tax	**11,257.89**	4,338.71
	Weighted Average No. of Shares Outstanding :		
	Basic & Diluted (Nos. in Lakhs.)	**1,218.81**	1,218.81
	Face Value per Equity Share (in ₹)	**1.00**	1.00
	Basic & Diluted Earnings per share (in ₹)	**9.24**	3.56

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

47. PROVISIONS AS ON THE CLOSING DATE

₹ Lakhs

Particulars	Non-Current Provisions			Current Provisions			Total Provisions
	Excise & Customs Demands	Potential Statutory Liabilities	Total	Labour Settlement	Warranty related claims	Total	
Balance as on 1-4-2021	215.17	822.18	1,037.35	261.72	297.85	559.57	1,596.92
Add : Addition	20.18	16.22	36.40	—	592.42	592.42	628.82
Less : Utilised / Reversed	—	28.76	28.76	—	272.32	272.32	301.08
Balance as on 31-3-2022	235.35	809.64	1,044.99	261.72	617.95	879.67	1,924.66
Add : Addition	66.37	74.95	141.32	—	1,024.60	1,024.60	1,165.92
Less : Utilised / Reversed	—	136.62	136.62	—	1,068.02	1,068.02	1,204.64
Balance as on 31-3-2023	**301.72**	**747.97**	**1,049.69**	**261.72**	**574.53**	**836.25**	**1,885.94**

48. CONTINGENT LIABILITIES AND COMMITMENTS :

i) CONTINGENT LIABILITIES

	31-3-2023 ₹ Lakhs	31-3-2022 ₹ Lakhs (Restated)
a) On account of Pending Litigations :		
Sales Tax Matters (excluding Interest if any)	**—**	—
Excise, GST and Customs Matters (excluding Interest if any)	**784.92**	1,130.87
(Of which ₹ 90.95 Lakhs has been paid under protest (Previous year - ₹ 87.76 Lakhs)		
	784.92	1,130.87

b) Labour related Matters

As at 31st March, 2023, the company has various labour related cases pending before various legal forums, amounting to ₹ 4,666 Lakhs (Previous year - ₹ 3,361 Lakhs.)

c) Others :

	31-3-2023	31-3-2022
Letter of Credit	**1,097.94**	404.66
Guarantees	**230.71**	16.41
Duty saved under EPCG	**134.26**	—
Other Claims not acknowledged as debts	**295.64**	295.64
	1,758.55	716.71

The Company has reviewed all its pending litigations and proceedings and has adequately provided for, where provisions are required or disclosed as contingent liability where applicable, in its financial statements. The amount of provisions / contingent liabilities is based on management estimates and no significant liability is expected to arise out of the same.

ii) COMMITMENTS

	31-3-2023	31-3-2022
Estimated Value of Contracts remaining to be executed on Capital account	**1,785.02**	1,019.60

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

		2022-23 ₹ Lakhs	2021-22 ₹ Lakhs (Restated)
49.	**RESEARCH AND DEVELOPMENT EXPENDITURE :**		
	Capital	**838.51**	323.56
	Revenue	**6,677.03**	3,495.01
		7,515.54	3,818.57

Note : Research and Development expenses of Revenue nature have been classified under the relevant heads of accounts in the Statement of Profit and Loss and the expenditure of capital nature is grouped under PPE.

		2022-23 ₹ Lakhs	2021-22 ₹ Lakhs (Restated)
50.	**PAYMENTS TO STATUTORY AUDITORS (EXCLUSIVE OF GST) :**		
	For Audit	**47.50**	46.25
	For Consolidation	**4.00**	4.00
	For Tax Audit & Services	**23.00**	22.50
	For Certification & Others	**1.49**	3.12
	Reimbursement of Expenses	**1.48**	1.68
		77.47	77.55

51. Power & Utilities is net of Wind Power of ₹ Nil (Previous year - ₹ 65.53 Lakhs) representing units supplied to the grid against which equivalent consumption was made in-house.

52. AMALGAMATION OF ERSTWHILE PRICOL LIMITED WITH THE COMPANY :

The Hon'ble High Court of Judicature at Madras vide its order dated 6th October, 2016 has sanctioned the Scheme of Amalgamation of erstwhile Pricol Limited ('Transferor Company') with erstwhile Pricol Pune Limited ('Transferee Company') with the appointed date as 1st April, 2015. Pursuant to the Scheme of Amalgamation, the Transferee Company was renamed as "Pricol Limited" vide fresh Certificate of Incorporation granted by Ministry of Corporate Affairs on 18th November, 2016.

The Amalgamation was accounted in financial year 2016-17 under the "Purchase Method" as per the then prevailing Accounting Standard 14 – "Accounting for Amalgamation", as per the Scheme of Amalgamation approved by the High Court of Judicature at Madras, which is different from the accounting treatment prescribed under Ind AS 103 - "Business Combinations". The intangible assets, including Goodwill represented by Customer relationship and Assembled work force, are being amortised over its estimated useful life of 15 years from the appointed date.

Had the company followed the accounting treatment prescribed under Ind AS 103, the amortisation charge would have been lower by ₹ 993.40 Lakhs.

53. BUSINESS COMBINATION - PRICOL WIPING SYSTEMS INDIA LIMITED

The National Company Law Tribunal, Chennai Bench vide its order dt. 29th November, 2022 has approved the Scheme of Amalgamation of Pricol Wiping Systems India Limited ("Transferor Company") with Pricol Limited ("Transferee Company"). The appointed date is 1st April, 2021. The certified copy of the said order along with the requisite form was filed with Registrar Of Companies on 21st December,2022 (effective date).

The effect of Scheme of Amalgamation has been accounted in accordance with the Scheme and Appendix "C" of Indian Accounting Standards 103 ("Ind AS 103") - "Business Combinations" by applying the 'Pooling of Interest Method'. Accordingly, the previous year figures have been restated, as applicable.

The financial performance of the Transferor company included in the restated financial statements are given below:

₹ Lakhs

Particulars	**For the Year Ended 31-Mar-2022**
Total Income	4,731.81
Total Expenses	4,559.56
Profit / (Loss) Before Tax	172.25

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

BUSINESS COMBINATION - PRICOL WIPING SYSTEMS INDIA LIMITED (Contd.,)

The carrying value of assets on the appointed date :		As at 1-4-2021 ₹ Lakhs
Non Current Assets		1,716.98
Current Assets		1,000.28
	A	2,717.26
Non Current Liabilities		—
Current Liabilities		1,125.84
	B	1,125.84
Net Assets Transferred	A - B	1,591.42

OTHER EQUITY

The difference between carrying value of assets and liabilities, adjustment of inter company balances and elimination of Investment / Paid-up Capital has been accounted as Deficit on Amalgamation under other equity.

54. FAIR VALUE MEASUREMENTS

i. Financial instruments by category

The carrying value of financial instruments by categories as at 31st March 2023 are as follows: **₹ Lakhs**

Particulars	**Note.**	**FVTPL**	**FVTOCI**	**Cost / Amortised cost**	**Total Carrying value**	**Total Fair value**
Financial assets						
Investments	9 & 13	**483.92**	**—**	**6,913.12**	**7,397.04**	**7,397.04**
Trade receivables	14	**—**	**—**	**26,060.01**	**26,060.01**	**26,060.01**
Cash and cash equivalents	15	**—**	**—**	**1,533.94**	**1,533.94**	**1,533.94**
Other bank balances	16	**—**	**—**	**54.30**	**54.30**	**54.30**
Other Financial assets	10 & 17	**—**	**—**	**760.93**	**760.93**	**760.93**
Financial Liabilities						
Borrowings	22 & 28	**—**	**—**	**8,920.25**	**8,920.25**	**8,920.25**
Trade payables	30	**—**	**—**	**29,215.94**	**29,215.94**	**29,215.94**
Lease Liabilities	23 & 29	**—**	**—**	**2,012.14**	**2,012.14**	**2,012.14**
Other financial liabilities	24 & 31	**—**	**—**	**10,322.07**	**10,322.07**	**10,322.07**

The carrying value of financial instruments by categories as at 31st March 2022 are as follows: ₹ Lakhs

Particulars	Note.	FVTPL	FVTOCI	Cost / Amortised cost	Total Carrying value	Total Fair value
Financial assets						
Investments	9 & 13	213.02	—	6,913.12	7,126.14	7,126.14
Trade receivables	14	—	—	23,698.07	23,698.07	23,698.07
Cash and cash equivalents	15	—	—	62.13	62.13	62.13
Other bank balances	16	—	—	248.85	248.85	248.85
Other Financial assets	10 & 17	—	—	751.83	751.83	751.83
Financial Liabilities						
Borrowings	22 & 28	—	—	12,806.34	12,806.34	12,806.34
Trade payables	30	—	—	28,579.22	28,579.22	28,579.22
Lease Liabilities	23 & 29	—	—	2,514.79	2,514.79	2,514.79
Other financial liabilities	24 & 31	473.81	—	9,312.10	9,785.91	9,785.91

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

FAIR VALUE MEASUREMENTS (Contd.,)

ii. The management assessed that the fair value of cash and cash equivalents, trade receivables, loans, other financial assets, trade payables and other financial liabilities approximate the carrying amount largely due to short-term maturity 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.

Investments in subsidiaries are carried at cost.

iii. Fair values hierarchy

Financial assets and financial liabilities are measured at fair value in the financial statement and are grouped into three levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1 : Quoted prices (unadjusted) in active markets for financial instruments.

Level 2 : Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 : Unobservable inputs for the asset or liability.

Given below are the fair values based on their hierarchy

₹ Lakhs

Particulars	Carrying Amount as on 31-3-2023	As at 31-3-2023			Carrying Amount as on 31-3-2022	As at 31-3-2022		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
Financial Assets measured at Fair value through Profit and Loss excluding investment in subsidiaries								
Investments in Mutual Funds	363.92	363.92	—	—	213.02	213.02	—	—
Investments in Equity Shares	120.00	—	—	120.00	—	—	—	—
Financial Assets not measured at Fair value*								
Trade receivables	26,060.01	—	—	—	23,698.07	—	—	—
Cash and cash equivalents	1,533.94	—	—	—	62.13	—	—	—
Other bank balances	54.30	—	—	—	248.85	—	—	—
Other Financial assets	760.93	—	—	—	751.83	—	—	—
Financial Liabilities not measured at fair value*								
Borrowings								
- Current	6,244.44	—	—	—	3,495.36	—	—	—
- Non-Current	2,675.81	—	—	—	9,310.98	—	—	—
Trade payables	29,215.94	—	—	—	28,579.22	—	—	—
Lease Liabilities	2,012.14	—	—	—	2,514.79	—	—	—
Other financial liabilities	10,322.07	—	—	—	9,785.91	—	473.81	—

* The Company has not disclosed the fair values for short term / current financial instruments (such as short term trade receivables, short term trade payables, Current Loans and Short term borrowings etc), because their carrying amounts are a reasonable approximation of Fair value.

iv. Measurement of fair values :

The basis of measurement in respect of each class of financial assets and liabilities are disclosed in point No. 1 (B) (xii) of significant accounting policies.

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

55. FINANCIAL RISK MANAGEMENT

The Company's activities expose it to market risk, liquidity risk and credit risk. The Company's Board of Directors has overall responsibility for the establishment and monitoring of the Company's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	Exposure arising from	Measurement
Credit risk	Cash and cash equivalents, trade receivables and other financial assets.	Ageing analysis, Credit ratings
Liquidity risk	Borrowings and other liabilities.	Rolling cash flow forecasts
Market risk - Interest rate risk	Long-term borrowings at variable rates.	Cash flow forecasting, Sensitivity analysis
Market risk - Financial Currency Risk	Adverse movements in the exchange rate between the Rupee and any relevant foreign currency.	Internal Foreign Curreny Exposure and risk management policy

a. Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk encompasses both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

Credit risk management

Credit risk rating

The Company assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets.

A: Low credit risk B: Moderate credit risk C: High credit risk

Assets Group	Description of category	Provision for expected credit loss*
Low credit risk	Assets where the counter-party has strong capacity to meet the obligations and where the risk of default is negligible or nil	12 month expected credit loss / life time expected credit loss
Moderate credit risk	Assets where the probability of default is considered moderate, counter-party where the capacity to meet the obligations is not strong	12 month expected credit loss / life time expected credit loss
High credit risk	Assets where there is a high probability of default	12 month expected credit loss / life time expected credit loss / fully provided for

* Life time expected credit loss (if required) is provided for trade receivables and for those financial assets where the credit risk has increased significantly, since the initial recognition.

Based on business environment in which the Company operates, a default on a financial asset is considered when the counterparty fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or litigation decided against the Company. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. Any subsequent recoveries made are recognised in statement of profit and loss.

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

FINANCIAL RISK MANAGEMENT (Contd.,)

Classification of financial assets among risk categories:

As at 31st March 2023

₹ Lakhs

Credit rating	**Particulars**	**Gross Carrying Amount**	**Provisions**	**Carrying Amount net off Provisions**
Low credit risk	Cash and cash equivalents, other bank balances, Current investments, loans, trade receivables and other financial assets	**29,059.24**	**286.14**	**28,773.10**
Moderate credit risk	Nil	**—**	**—**	**—**
High credit risk	Nil	**—**	**—**	**—**

As at 31st March 2022

₹ Lakhs

Credit rating	Particulars	Gross Carrying Amount	Provisions	Carrying Amount net off Provisions
Low credit risk	Cash and cash equivalents, other bank balances, Current investments, loans, trade receivables and other financial assets	25,337.68	363.78	24,973.90
Moderate credit risk	Nil	—	—	—
High credit risk	Nil	—	—	—

Movement of Expected Credit Loss / Allowance for doubtful debts & advances in respect of financial assets

₹ Lakhs

Financial Assets	**Note.**	**Balance as on 1-4-2021**	**Addition / (Deletion)**	**Balance as on 31-3-2022**	**Addition / (Deletion)**	**Balance as on 31-3-2023**
Trade Receivables	14	310.95	(31.18)	279.77	(70.59)	209.18
Non-Current Financial Assets - Others	10	26.10	57.91	84.01	(7.05)	76.96
Total		**337.05**	**26.73**	**363.78**	**(77.64)**	**286.14**

b. Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Company maintains flexibility in funding by maintaining availability under committed facilities. Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

FINANCIAL RISK MANAGEMENT (Contd.,)

Maturities of financial liabilities: **₹ Lakhs**

31-3-2023	**On Demand**	**Less than 1 year**	**1-5 years**	**More than 5 years**	**Total**
Borrowings	**5,055.19**	**1,189.25**	**2,675.81**	**—**	**8,920.25**
Trade payables	**—**	**29,215.94**	**—**	**—**	**29,215.94**
Lease Liabilities	**—**	**704.53**	**1,253.56**	**54.05**	**2,012.14**
Other financial liabilities	**—**	**10,322.07**	**—**	**—**	**10,322.07**
Total	**5,055.19**	**41,431.79**	**3,929.37**	**54.05**	**50,470.40**

₹ Lakhs

31-3-2022	On Demand	Less than 1 year	1-5 years	More than 5 years	Total
Borrowings	291.39	3,203.97	9,310.98	—	12,806.34
Trade payables	—	28,579.22	—	—	28,579.22
Lease Liabilities	—	631.44	1,637.27	246.08	2,514.79
Other financial liabilities	—	9,384.99	400.92	—	9,785.91
Total	291.39	41,799.62	11,349.17	246.08	53,686.26

c. Interest rate risk

The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, 'Financial Instruments - Disclosures', since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates. However, the company's variable rate borrowings are subject to interest rate risk.

Below is the overall exposure of the borrowings:

Interest rate risk exposure **₹ Lakhs**

Particulars	**31-3-2023**	31-3-2022
Fixed rate borrowing	**—**	—
Variable rate borrowing	**8,920.25**	12,806.34
Total	**8,920.25**	12,806.34

Sensitivity

The following table demonstrates the sensitivity to a reasonably possible change (100 basis points) in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on variable rate borrowings, as follows:

Interest sensitivity **₹ Lakhs**

Particulars	**2022-23**	2021-22
Interest rates – increase / decrease by 100 basis points	**82.62**	132.84

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

FINANCIAL RISK MANAGEMENT (Contd.,)

d. Financial Currency Risk

The Company's functional currency is Indian Rupees (₹). The Company undertakes transactions denominated in foreign currencies; consequently, exposure to exchange rate fluctuations arise. Volatility in exchange rates affects the Company's revenue from export markets and the costs of imports.

Adverse movements in the exchange rate between the Rupee and any relevant foreign currency results in increase in the Company's overall debt position in Rupee terms without the Company having incurred additional debt and favourable movements in the exchange rates will conversely result in reduction in the Company's receivables in foreign currency. In order to hedge exchange rate risk, the Company has a policy to hedge cash flows (either using natural hedge or an artificial hedge) upto a specific tenure using forward exchange contracts and hedges based on their Internal Foreign Curreny Exposure and risk management policy as approved by the management and in accordance with the applicable regulations where the Company operates.

The carrying amounts of the Company's monetary assets and monetary liabilities at the end of the reporting period are as follows :

As at 31st March 2023 **₹ Lakhs**

Particulars	EURO	GBP	USD	CHF	JPY	OTHER CURRENCIES
Financial Assets	**1,018.95**	**47.34**	**3,126.58**	**—**	**8.95**	**0.03**
Financial Liabilities	**128.16**	**0.94**	**11,289.39**	**1.54**	**519.19**	**—**

As at 31st March 2022 ₹ Lakhs

Particulars	EURO	GBP	USD	CHF	JPY	OTHER CURRENCIES
Financial Assets	909.73	109.38	2,762.75	—	9.77	0.03
Financial Liabilities	622.65	—	6,580.99	52.96	1,011.93	1.71

The following table details the Company's sensitivity to a 1% increase and decrease in the INR against the relevant foreign currencies net of hedge accounting impact. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year-end for a 1% change in foreign currency rates, with all other variables held constant. A positive number below indicates an increase in profit or equity where INR strengthens 1% against the relevant currency. For a 1% weakening of INR against the relevant currency, there would be a comparable impact on profit or equity, and the balances below would be negative.

Impact on Profit / (Loss) for the year for a 1% change:

₹ Lakhs

Particulars	2022-23	2021-22
increase / decrease by 1%	**77.37**	44.79

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

56. CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is net debt divided by total equity. The Company includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents.

₹ Lakhs

Particulars		31-3-2023	31-3-2022 (Restated)
Borrowings (long-term and short-term, including current maturities of long term borrowings)		**8,920.25**	12,806.34
Less : Cash and cash equivalents		**1,533.94**	62.13
Less : Other Bank Balances - Excluding balances in unpaid dividend account (Balances with maturity of more than 3 months)		**—**	265.69
Less : Margin Money Account		**100.00**	—
Net Debt	**(A)**	**7,286.31**	12,478.52
Equity Share Capital		**1,218.81**	1,218.81
Other Equity		**66,587.65**	55,562.17
Total Equity	**(B)**	**67,806.46**	56,780.98
Net Debt to Equity Ratio	**(A) / (B) X 100**	**10.75%**	21.98%

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2023 and March 31, 2022.

57. Income Tax Assessments are completed upto Assessment year 2020-21.

a) The Company has filed revised returns / made additional claims in respect of certain deductions, exemptions and losses. These claims have been rejected by the Assessing Officer against which the Company has preferred an appeal before various appellate authorities. Certain claims allowed in appeal has been challenged by the Income Tax Department. Necessary adjustments would be made as and when the matters are finally adjudicated.

b) As professionally advised the Company has claimed the loss on disposal of investment in subsidiary (Pricol Espana S.L. Spain) amounting to ₹ 40,798.58 Lakhs as business loss in the return filed for the assessment year 2021-22. The Company has appropriately accounted for current taxes in accordance with - Ind AS 12, Appendix - C "Uncertain tax position".

58. NOTES ON TAXATION :

a. Income tax expense for the year reconciled to the accounting profit

₹ Lakhs

Particulars	As at 31-3-2023	As at 31-3-2022 (Restated)
Profit / (Loss) before Tax	**12,150.00**	7,048.01
Applicable income tax rate	**25.168%**	34.944%
Expected Income tax expense	**3,057.91**	2,462.86
Tax effect on adjustment to reconcile expected income tax expense to reported income tax expense :		
- Effect of concessions (Research and Development and other allowance)	**(211.03)**	(17.05)
- Impact arising on adoption of lower income tax rates on PPE	**(1,509.69)**	—
- Permanent disallowances	**272.18**	428.31
- Others	**257.74**	(164.82)
Tax Expense for the year (including deferred tax)	**1,867.11**	2,709.30

The above workings are based on the provisional computation of tax expenses and are subject to finalisation including that of tax audit.

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

NOTES ON TAXATION (Contd.,)

b. Income tax recognised in other comprehensive income

₹ Lakhs

Deferred tax		
Remeasurement of defined benefit obligation - (Expense) / Income	**78.16**	31.30
Total income tax recognised in OCI	**78.16**	31.30

c. Statement of Changes in Deferred tax assets / Liabilities (Refer Note. 26)

As on 31-3-2023

₹ Lakhs

Particulars	As at 1-4-2022 (Restated)	Recognised in Profit and Loss	Recognised in OCI	As at 31-3-2023
Deferred Tax Liability				
On PPE and others	**6,516.38**	**(2,237.02)**	**—**	**4,279.36**
On Other temporary differences	**8.92**	**260.76**	**—**	**269.68**
	6,525.30	**(1,976.26)**	**—**	**4,549.04**
Deferred Tax Asset				
On disallowance under the Income Tax Act	**728.40**	**(396.06)**	**78.16**	**410.50**
On Other temporary differences	**165.24**	**(133.45)**	**—**	**31.79**
	893.64	**(529.51)**	**78.16**	**442.29**
Total	**5,631.66**	**(1,446.75)**	**(78.16)**	**4,106.75**

As on 31-3-2022

₹ Lakhs

Particulars	As at 1-4-2021	Recognised in Profit and Loss	Recognised in OCI	As at 31-3-2022 (Restated)
Deferred Tax Liability				
On PPE and others	7,324.70	(808.32)	—	6,516.38
On Other temporary differences	96.26	(87.34)	—	8.92
	7,420.96	(895.66)	—	6,525.30
Deferred Tax Asset				
On disallowance under the Income Tax Act	1,645.58	(948.48)	31.30	728.40
On Other temporary differences	39.72	125.52	—	165.24
	1,685.30	(822.96)	31.30	893.64
Adjustment on Business Combination	—	(168.00)	—	—
Total	5,735.66	(240.70)	(31.30)	5,631.66

₹ Lakhs

Particulars	**As at 31-3-2023**	As at 31-3-2022 (Restated)
Tax Losses		
Tax Losses carried forward (including Capital Losses)	**48,369.67**	48,468.25
Tax Losses for which no deferred tax asset were recognised (including Capital Losses)	**48,369.67**	48,468.25

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

NOTES ON TAXATION (Contd.,)

Significant Management Judgements are involved in determining provision for tax, deferred tax and recoverability of deferred tax asset. The recoverability of Deferred Tax Asset is based on estimates of taxable income in future and the management is fairly confident that there will be sufficient future profits to utilise the deferred tax asset.

The Company has chosen to exercise the option of lower tax rate of 25.168% (inclusive of Surcharge and Cess) u/s. 115BAA of the Income Tax Act 1961 as introduced by the Taxation Laws (Amendment) Ordinance 2019. Accordingly, the Company has recognised current tax for the year ended March 31, 2023 and remeasured the deferred tax liabilities and assets on the basis of the rate of tax prescribed by the said section. The impact of this change have been recognised in Statement of Profit and Loss for the year ended March 31,2023. Had the Company continued with the tax rate of the previous periods, the charge in respect of Income Tax and Deferred tax expense for the year ended would have been higher by ₹ 2,245 Lakhs(Assuming all other things remain constant).

The figures for tax losses disclosed above are based on Income Tax returns filed / provisional computation of tax for the financial year 2022-23 and are subject to change based on Income Tax assessments and appeals. (Refer Note. 57)

59. LEASES

DISCLOSURE AS REQUIRED UNDER IND AS 116

Movement of Lease Liability ₹ **Lakhs**

Particulars	As at 31-3-2023	As at 31-3-2022 (Restated)
Opening Balance	**2,514.79**	3,051.03
Additions during the year	**134.01**	16.86
Repayments during the year	**636.66**	553.10
Closing Balance	**2,012.14**	2,514.79
Current	**704.53**	631.44
Non-Current	**1,307.61**	1,883.35

Maturity Analysis of Lease Liabilities on Undiscounted basis		
Within one year	**887.67**	865.89
1 - 5 years	**1,249.49**	2,005.95
More than five years	**57.67**	286.00

The broad range of effective Interest rate for the Lease Liabilities is 10% to 10.50%

The following are the amounts recognised in the Statement of Profit and Loss ₹ **Lakhs**

Particulars	2022-23	2021-22
Depreciation expense of Right of Use Assets	**703.42**	700.26
Interest Expense on Lease Liabilities	**235.43**	293.43
Expense relating to Short Term Lease Liabilities	**28.97**	30.28
Expense relating to Lease of Low Value Assets	**—**	—
Income from Right of Use	**26.83**	27.80

Maturity Analysis in respect of lease contract which are not recorded as lease liability ₹ **Lakhs**

Maturity Analysis		
Within one year	**4.72**	4.72
1 - 5 years	—	—
More than five years	—	—

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

60. EMPLOYEE BENEFITS

Defined contribution plan

The Company's contribution to provident fund, superannuation fund and national pension scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

₹ Lakhs

Particulars	2022-23	2021-22 (Restated)
Employer's Contribution to Provident Fund	**710.39**	606.88
Employer's Contribution to Superannuation Fund	**35.99**	21.25
Employer's Contribution to National Pension Scheme	**26.68**	—

Particulars	2022-23	2021-22
Defined contribution plan contribution towards Key Managerial Personnel	**21.20**	19.28

Defined Benefit Plan

The Company has an obligation towards gratuity, a defined benefit obligation. The benefits are governed by the Payment of Gratuity Act, 1972. The Company makes lumpsum payment to vested employees an amount based on 15 days last drawn basic salary including dearness allowance (if any) for each completed year of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service.

The most recent actuarial valuation of the defined benefit obligation was carried out at the balance sheet date. The present value of the defined benefit obligations and the related current service cost and past service cost were measured using the Projected Unit Credit Method.

Based on the actuarial valuation obtained in this respect, the following table sets out the details of the employee benefit obligation as at balance sheet date:

₹ Lakhs

Particulars	Gratuity (Funded)	
	2022-23	2021-22 (Restated)
i) Reconciliation of opening and closing balances of Defined Benefit Obligation		
Defined Benefit Obligation at beginning of the year	**3,122.18**	3,023.13
Current Service Cost	**219.81**	193.64
Interest Cost	**222.64**	194.56
Remeasurements		
Effect of changes in demographic assumptions	**—**	—
Effect of changes in financial assumptions	**(15.30)**	(123.74)
Effect of experience adjustments	**288.01**	208.09
Benefits Paid	**(299.27)**	(373.50)
Defined Benefit Obligation at year end	**3,538.07**	3,122.18
- Non-Current	**3,279.15**	2,448.05
- Current	**258.92**	674.13

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

EMPLOYEE BENEFITS (Contd.,) ₹ Lakhs

Particulars	Gratuity (Funded) 2022-23	Gratuity (Funded) 2021-22 (Restated)
ii) Reconciliation of opening and closing balances of fair value of Plan Assets		
Fair value of Plan Assets at beginning of year	**2,956.24**	3,068.04
Interest Income	**216.56**	199.93
Remeasurements:		
Return on plan assets (excluding interest income)	**(37.87)**	(4.88)
Transfer from Erstwhile Subsidiary	**4.82**	—
Employer Contribution	**169.48**	66.65
Benefits Paid	**(299.27)**	(373.50)
Fair value of Plan Assets at year end	**3,009.96**	2,956.24
iii) Reconciliation of fair value of Assets and Obligations		
Fair value of Plan Assets	**3,009.96**	2,956.24
Present value of Obligation	**3,538.07**	3,122.18
Amount recognised in Balance Sheet - Surplus / (Deficit)	**(528.11)**	(165.94)
- Non-Current	**(253.09)**	—
- Current	**(275.02)**	(165.94)
iv) Expenses recognised during the year		
In Income Statement		
Current Service Cost	**219.81**	193.64
Interest Cost	**222.64**	194.56
Return on Plan Assets	**(216.56)**	(199.93)
Net (Income) / Expense for the period recognised in Statement of Profit and Loss	**225.89**	188.27
In Other Comprehensive Income		
Remeasurement of net defined benefit liability		
Effect of changes in demographic assumptions	**—**	—
Effect of changes in financial assumptions	**(15.30)**	(123.74)
Effect of experience adjustments	**288.00**	208.10
(Return) on plan assets (excluding interest income)	**37.87**	4.87
Changes in asset ceiling (excluding interest income)	**—**	—
Net (Income)/ Expense for the period recognised in OCI	**310.57**	89.23

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

EMPLOYEE BENEFITS (Contd.,)

₹ Lakhs

Particulars	Gratuity (Funded) 2022-23 (Ultimate)	2021-22 (Ultimate)
v) Actuarial assumptions		
Discount Rate (per annum)	**7.56%**	7.49%
Rate of escalation in Salary (per annum)	**Uniform 8.00%**	Uniform 8.00%
Attrition Rate	**Uniform 4.00%**	Uniform 4.00%
Retirement Age	**58**	58
Pre-retirement mortality	**Indian Assured Lives Mortality (2012-14) Ultimate**	Indian Assured Lives Mortality (2012-14) Ultimate
Disability	**5% of Mortality rate**	5% of Mortality rate

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

vi) The expected future contribution and estimated future benefit payments from the fund are as follows:

Particulars	Amount ₹ Lakhs
a) Expected contribution to the fund during the year ending March 31, 2024	**275.02**
b) Estimated benefit payments from the fund for the year ending March 31:	
Year 1	**679.87**
Year 2	**350.81**
Year 3	**307.33**
Year 4	**369.35**
Year 5	**309.15**
Beyond 5 years	**1,521.55**

vii) Sensitivity Analysis

Significant Actuarial Assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and employee turnover. The sensitivity analysis below, have been determined based on reasonably possible changes of the assumptions occuring at end of the reporting period, while holding all other assumptions constant. The result of Sensitivity analysis is given below:

₹ Lakhs

Particulars	As at 31st March 2023	As at 31st March 2022 (Restated)
Discount rate +100 basis points	**(218.44)**	(169.49)
Discount rate -100 basis points	**246.20**	191.12
Salary Increase Rate +1%	**240.95**	186.72
Salary Increase Rate -1%	**(217.72)**	(168.64)
Attrition Rate +1%	**(22.64)**	(17.48)
Attrition Rate -1%	**24.99**	19.35

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

EMPLOYEE BENEFITS (Contd.,)

viii) These plans typically expose the Company to actuarial risks such as: investment risk, interest risk, longevity risk and salary risk.

Name of the Risk and its Description

Investment risk - The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

Interest risk - A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan debt investments.

Longevity risk - The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk - The present value of the defined plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Disclosure relating to KMPs:

₹ Lakhs

Particulars	Gratuity (Funded)	
	2022-23	2021-22
Expense towards defined benefit plan for Key Management Personnel	**61.76**	51.39

61. SEGMENT REPORTING

As per Ind AS 108 "Operating Segments", segment information has been provided under the Notes to Consolidated Financial Statements.

62. CSR EXPENDITURE

₹ Lakhs

	Particulars	2022-23	2021-22
i)	Gross amount required to be spent by the company during the year	**62.22**	16.50
ii)	Amount spent during the year	**75.44**	45.04
iii)	Details of Related party Transactions		
	- Amount spent through implementing agency	**62.83**	5.22
iv)	Provisions on account of contractual obligation	**—**	—
v)	Amount of shortfall at the end of the year out of the amount required to be spent by the company during the year	**—**	—
vi)	Total of previous years' shortfall amounts	**—**	—

₹ Lakhs

Nature of CSR Activities undertaken by the Company	Healthcare	Women Empowerment Education Healthcare	
For the year 2022-23			
Particulars	Incurred	Yet to be incurred	Total
a) Construction / acquisition of any asset	**—**	**—**	**—**
b) On other purpose other than (a) above	**75.44**	**—**	**75.44**

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

63. DISCLOSURE RELATING TO SUPPLIERS REGISTERED UNDER MICRO, SMALL AND MEDIUM ENTERPRISE DEVELOPMENT ACT, 2006

₹ Lakhs

Particulars	As at 31-3-2023	As at 31-3-2022 (Restated)
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year included in:		
- Principal amount due to micro and small enterprises	**1,916.89**	1,092.03
- Interest due on above	**—**	18.66
Total	**1,916.89**	1,110.69
The amount of interest paid by the buyer in terms of Section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond appointed day.	**69.64**	—
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointment day during the year) but without adding the interest specified under the MSMED Act, 2006.	**—**	18.66
The amount of interest accrued and remaining unpaid at the end of each accounting year.	**—**	18.66
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid for the purpose of disallowance as a deductible under Section 23 of the MSMED Act, 2006.	**—**	—

The Company has disclosed the suppliers who have registered themselves under "Micro, Small and Medium Enterprises Development Act, 2006" to the extent they have confirmed.

64. EVENTS OCCURING AFTER THE BALANCE SHEET DATE

No adjusting or significant non-adjusting events have occurred between 31 March 2023 and the date of authorisation of these Standalone Financial Statements.

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

65. RELATED PARTY DISCLOSURE AS PER INDIAN ACCOUNTING STANDARD 24

i) Names of related parties and description of relationship:

1. Enterprises where control exists

Subsidiary Companies :

PT Pricol Surya Indonesia

Pricol Asia Pte Limited, Singapore

Step Down Subsidiaries :

PT Sripri Wiring Systems, Indonesia - Subsidiary of PT Pricol Surya Indonesia

Pricol Asia Exim DMCC, Dubai - Subsidiary of Pricol Asia Pte Limited, Singapore - From 18th August 2022

2. Related parties and nature of relationship with whom transaction have taken place :

(a) Key Management Personnel

(i) Executive Directors:

Mrs. Vanitha Mohan - (Chairman), Mr.Vikram Mohan - (Managing Director),
Mr. P.M. Ganesh - Chief Executive Officer & Executive Director - From 8th November 2021,
Mr. V. Balaji Chinnappan - (Chief Operating Officer) upto 8th November 2021

(ii) Non-Executive Directors - Independent Director:

Mr. R. Vidhya Shankar, Mrs. Sriya Chari, Dr. S.K. Sundararaman, Mr. P. Shanmugasundaram, Mr. K. Ilango, Mr. Navin Paul

(iii) Others

Mr. Priyadarsi Bastia - Chief Financial Officer - From 1st July 2022,
Mr. T.G. Thamizhanban - Company Secretary,
Mr. P. Krishnamoorthy - Chief Financial Officer - Upto 30th June 2022

(b) Entities in which the Key Managerial Personnel of the company and their relatives are able to exercise control / significant influence:

(i) Partnership firms : Libra Industries

(ii) Private Limited Companies :

Pricol Gourmet Private Limited, PPL Enterprises Private Limited, Pricol Engineering Industries Private Limited, Pricol Travel Private Limited, Pricol Logistics Private Limited, Pricol Automotive Industries Private Limited (Upto 29th March 2022), Infusion Hospitality Private Limited, Shrimay Enterprises Private Limited, Sagittarius Investments Private Limited

(iii) Public Limited Companies :

Pricol Holdings Limited, Pricol Properties Limited, Pricol Corporate Services Limited (Upto 24th December, 2022), Target Manpower Services Limited, (Upto 24th December, 2022), Pricol Retreats Limited, Prinfra Limited

(iv) Trusts :

N D Foundation, Siruthuli, V M Foundation

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

RELATED PARTY DISCLOSURE AS PER INDIAN ACCOUNTING STANDARD 24 (Contd.,)

ii) Related party transactions:

₹ Lakhs

Nature of Transaction	Subsidiaries		Key Management Personnel and their Relatives		Others	
	2022-23	2021-22	**2022-23**	2021-22	**2022-23**	2021-22
Transactions during the year :						
Purchase / Labour Charges	**43,509.21**	29,285.41	—	—	**4,503.01**	2,339.28
Purchase of Fixed Assets	—	—	—	—	—	62.93
Sale of Fixed Assets	—	—	—	—	—	5.60
Sales / Job Work Charges	**457.43**	817.63	—	—	**220.53**	141.95
Receiving of Services	—	—	**6.30**	20.00	**5,277.35**	5,222.71
Remuneration to directors	—	—	**980.37**	716.74	—	—
Remuneration to others	—	—	**94.63**	80.64	—	—
Reimbursement of Expenses Paid	—	11.14	—	—	—	8.87
Rendering of Services	**0.68**	—	—	—	**241.85**	108.83
Reimbursement of Expenses Received	—	—	—	—	—	89.29
Donation / CSR Expenses	—	—	—	—	**62.84**	5.22
Loans and Advances :						
Rental Deposits Received	—	—	—	—	—	16.00
Rental Deposit Paid	—	—	—	—	—	—
Investments:						
a. Made during the year	—	2,241.22	—	—	—	—
b. Disposed during the year	—	—	—	—	—	—
Guarantees:						
a. Made during the year	—	—	—	—	—	—
b. Adjustment on Exchange Fluctuation	—	171.23	—	—	—	—
c. Released during the year	**6,351.61**	2,850.00	—	—	—	—

iii) Amount outstanding as at the balance sheet date :

₹ Lakhs

Nature of Transaction	Subsidiaries		Key Management Personnel and their Relatives		Others	
	31-3-2023	31-3-2022	**31-3-2023**	31-3-2022	**31-3-2023**	31-3-2022
Trade Receivables and Other Receivables	**25.64**	409.33	—	—	**64.29**	162.27
Trade Payables and Other Payables	**8,825.19**	6,795.31	**466.93**	247.34	**1,176.27**	1,150.39
Investments	**6,913.12**	6,913.12	—	—	—	—
Guarantees	—	6,351.61	—	—	—	—

iv) The remuneration of KMP does not include the provision made for gratuity as they are determined on an actuarial basis for the Company as a whole.

v) Disclosure under 34 (3) of SEBI LODR :

Disclosure of transactions of the listed entity with any person or entity belonging to the Promoter / Promoter Groups which holds 10% or more share holding in the listed entity - **NIL**

vi) Debts due by directors or other officers of the Company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member – **NIL**

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

66. DISCLOSURE OF INVESTMENTS, LOANS AND GUARANTEES AS REQUIRED UNDER SECTION 186(4) OF COMPANIES ACT, 2013

a) INVESTMENTS

₹ Lakhs

Name of the Subsidiary	As at 31-3-2023	As at 31-3-2022 (Restated)
PT Pricol Surya Indonesia	**6,762.74**	6,762.74
Pricol Asia Pte Limited, Singapore	**150.38**	150.38

b) LOANS GRANTED

₹ Lakhs

Name of the Subsidiary	As at 31-3-2023	As at 31-3-2022 (Restated)	Purpose
PT Pricol Surya Indonesia	**—**	—	—
Pricol Asia Pte Limited, Singapore	**—**	—	—

c) GUARANTEES OR SECURITIES PROVIDED

Name of the Company	Currency	As at 31-3-2023		As at 31-3-2022 (Restated)		Purpose
		Foreign Currency in Lakhs	₹ Lakhs	Foreign Currency in Lakhs	₹ Lakhs	
PT Pricol Surya Indonesia	**—**	**—**	**—**	—	—	—
Pricol Asia Pte Limited, Singapore	**USD**	**—**	**—**	80.00	6,051.61	Guarantee to overseas suppliers for payment by Pricol Asia Pte Limited, to the supplier

67. DISCLOSURE AS REQUIRED UNDER REGULATION 34(3) OF SEBI LODR

As at 31st March 2023

₹ Lakhs

Name of the Company	Status	Outstanding Amount Loan /Advance	Maximum Loan / Advance outstanding during the year	Investment by the Loanee in Shares of Parent / Subsidiary
PT Pricol Surya Indonesia	Subsidiary	**—**	**—**	**—**
Pricol Asia Pte Limited, Singapore	Subsidiary	**—**	**—**	**—**
PT Sripri Wiring Systems, Indonesia	Subsidiary of PT Pricol Surya Indonesia	**—**	**—**	**—**
Pricol Asia Exim DMCC, Dubai (From 18th August 2022)	Subsidiary of Pricol Asia Pte Limited, Singapore	**—**	**—**	**—**

As at 31st March 2022

₹ Lakhs

Name of the Company	Status	Outstanding Amount Loan /Advance	Maximum Loan / Advance outstanding during the year	Investment by the Loanee in Shares of Parent / Subsidiary
PT Pricol Surya Indonesia	Subsidiary	—	—	—
Pricol Asia Pte Limited, Singapore	Subsidiary	—	—	—
PT Sripri Wiring Systems, Indonesia	Subsidiary of PT Pricol Surya Indonesia	—	—	—

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

68. RATIO ANALYSIS AND ITS ELEMENTS

Ratio	Numerator	Denominator	2022-23	2021-22 (Restated)	% Change	Reason for Variance where the % of change is 25% or more
Current Ratio	Current Assets	Current Liabilities	**1.14**	1.11	**2.34**	Not Applicable
Debt Equity Ratio	Total Debt	Shareholders' Equity	**0.13**	0.23	**(41.67)**	Due to reduction in term loans by ₹ 8,675.43 Lakhs
Debt Service Coverage Ratio	Earnings for debt service = Net Profit after taxes + Depreciation and Amortisation expense + Interest	Debt Service = Interest + Lease Payments + Principal repayment of term loans (Excluding Prepayments)	**6.20**	2.81	**121.13**	Reduction in Interest Cost
Return on Equity Ratio	Net Profit After Taxes	Average Shareholders' Equity	**0.18**	0.08	**127.29**	Improvement in Net Profit
Inventory Turnover Ratio	Net Sales	Average Inventory	**7.39**	6.23	**18.74**	Not Applicable
Trade Receivables Turnover Ratio	Net Sales	Average Trade Receivables	**7.52**	7.05	**6.71**	Not Applicable
Trade Payables Turnover Ratio	Cost of Materials Consumed + Purchases of Stock-in-Trade + Changes in Inventory	Average Trade Payables	**4.77**	3.85	**23.83**	Not Applicable
Net Capital Turnover Ratio	Net Sales	Working Capital = Current Assets - Current Liabilities (Excluding current maturity of long term borrowings)	**23.15**	17.96	**28.91**	Increase in Sales & improvement in working Capital Management
Net Profit Margin %	Net Profit after taxes	Net Sales	**6.01**	2.93	**104.97**	Increase in Sales & improved Net Profit
Return on Capital Employed	Earnings before interest and taxes	Capital Employed = Networth + Total Debt + Deferred Tax Liabilities	**0.17**	0.13	**33.77**	Improvement in Net Profit
Return on Investment	Interest (Finance Income)	Investment	**—**	—	**—**	Not Applicable

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

DISCLOSURE RELATING TO SCHEDULE III AMENDMENT OF COMPANIES ACT 2013

69. DIVIDEND

The Company has not proposed / paid any dividend during the year.

70. ADDITIONAL DISCLOSURE RELATING TO SCHEDULE III AMENDMENT OF COMPANIES ACT 2013

(i) Details of Benami property:

No proceedings have been initiated or are pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

(ii) Utilisation of borrowed funds and share premium:

A) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

a) 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

b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

B) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

a) 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

b) Provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

(iii) Compliance with number of layers of companies:

The Company has complied with the number of layers prescribed under the Companies Act, 2013.

(iv) Undisclosed income:

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(v) Details of crypto currency or virtual currency:

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

(vi) Valuation of Property, Plant & Equipment, intangible asset and investment property:

The Company has not revalued its property, plant and equipment (including Right of Use Assets) or intangible assets or both during the current or previous year.

(vii) Compliance with approved scheme(s) of arrangements:

Refer Note. 52 in relation to the Scheme of Amalgamation with Erstwhile Pricol Limited. The intangible assets, including Goodwill represented by Customer relationship and Assembled work force are being amortised over its estimated useful life of 15 years from the appointed date.

Refer Note. 53 in relation to the Scheme of Amalgamation with Pricol Wiping Systems India Limited, The Scheme has been accounted for in the books of accounts of the Company "in accordance with the scheme" and "in accordance with the IND Accounting Standard".

NOTES TO STANDALONE FINANCIAL STATEMENTS (Contd.,)

ADDITIONAL DISCLOSURE RELATING TO SCHEDULE III AMENDMENT OF COMPANIES ACT 2013 (Contd.,)

(viii) Loans to Related Parties and others:

The Company has not granted any loans or advances in the nature of loans to promoters, directors, KMP's and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person that :

a) are repayable on demand or

b) without specifying any terms or period of repayment.

(ix) Struck off Companies:

Details of transactions with Companies struck off under Section 248 of Companies Act, 2013 or Section 560 of the Companies Act, 1956:

Name of the Company	CIN No.	Nature of transactions	Balance Outstanding	Relationship
—	—	—	—	—

(x) Wilful Defaulter:

The Company had not been declared a wilful defaulter by any bank or financial institution or other lender (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

(xi) The Company does not have Charges or Satisfaction which is yet to be registered with Registrar of Companies (ROC) beyond the statutory period.

71. Previous year's figures are reclassified / recasted wherever necessary to conform to the current year's classification.

72. All figures are in Lakhs unless otherwise stated.

As per our report of even date attached
For VKS Aiyer & Co.
Chartered Accountants
ICAI Firm Regn. No. : 000066S
CS Sathyanarayanan
Partner
Membership No.028328
Coimbatore
10th May 2023

For and on behalf of the Board

Vikram Mohan
Managing Director
(DIN : 00089968)

P.M. Ganesh
Chief Executive Officer
& Executive Director
(DIN : 08571325)

Priyadarsi Bastia
Chief Financial Officer
(ACA No. : 065996)

T. G. Thamizhanban
Company Secretary
(FCS No. : 7897)

INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

To the Members of Pricol Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of **Pricol Limited** ("the Holding Company") and its subsidiaries including its step-down subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at March 31, 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended and notes to the Consolidated Financial Statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, 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 principles generally accepted in India, including the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS"),of the consolidated state of affairs of the Group as at March 31, 2023, their consolidated profit including other comprehensive income, consolidated changes in equity and their consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SAs) 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 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 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 along with the consideration of audit report of other auditors referred to in "Other Matter" paragraph below is sufficient and appropriate to provide a basis for our opinion on the Consolidated Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there is no key audit matter to be communicated in our report.

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

The Holding Company's Board of Directors are responsible for the preparation of other information. The other information comprises the information included in the Annual report, for example, Directors' Report and Management Analysis including Annexures thereon but does not include the Standalone/Consolidated Financial Statements and our auditor's report thereon.

The other information is expected to be made available to us after the date of this auditor's report.

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 identified above when it becomes available and, in doing so, 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.

When we read the other information, as stated above, which is expected to be received after the date of our

INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

audit report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under applicable laws and regulations.

Management's and Board of Director's responsibility for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting standards (Ind AS) specified under section 133 of the Act, read with relevant rules issued thereunder.

The respective Management and 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 Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors 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 respective Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

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

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 judgement 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. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the group has adequate internal financial controls with reference to Consolidated Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

- Conclude on the appropriateness of Board of Director'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 Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the 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 entities or business activities within the Group of which we are Independent Auditors and whose financial information we have audited, 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 such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in the section titled 'Other Matters' in this audit report.

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) evaluating the effect of any identified misstatements in the Consolidated Financial Statements.

We communicate with those charged with governance of the Holding Company 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

a) We did not audit the financial statements of two subsidiaries including one step-down subsidiary incorporated outside India, whose financial statements reflects the total assets of ₹ 14,221.54 Lakhs as at March 31, 2023, total revenues of ₹ 43,017.82 Lakhs and net cash inflows of ₹ 1,590.55 Lakhs for the year ended on that date, which have been prepared in accordance with the accounting principles generally accepted in their respective countries, which have been audited by other auditors under generally accepted auditing

INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

standards applicable in their respective countries. The Holding Company's Management and Board of Directors have converted the financial statements of these subsidiaries located outside India from the accounting principles generally accepted in their respective countries to the accounting principles generally accepted in India. We have audited the conversion adjustments made by the Management and Board of Directors. Our opinion in so far as it relates to the amounts and disclosures included in respect of these subsidiaries (including Step-down subsidiary), and our report in terms of sub-section (3) of section 143 of the Act, is based solely on the audit reports of such other auditors.

b) We did not audit the financial statements of two subsidiaries including one step-down subsidiary incorporated outside India, whose unaudited financial statements reflect total assets of ₹ 5,729.12 Lakhs as at March 31, 2023, total revenues of ₹ 3,545.50 Lakhs and net cash flows amounting to ₹ 409.55 Lakhs for the year ended on that date. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary and our report in terms of sub-sections (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 are not material to the Group.

Our opinion on the Consolidated Financial Statements and our report on the Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and the other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements:

(1) As required by section 143(3) of the Act, we report to the extent applicable, that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements;

b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept by the group so far as it appears from our examination of those books and the reports of the other auditors;

c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows 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 Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with relevant rules issued thereunder;

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

f. With respect to the adequacy of the internal financial controls over financial reporting of the group and the operating effectiveness of such controls, we give our separate report in the **"Annexure"**.

(2) 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, 2021, as amended in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of other auditors on the separate financial statements of the subsidiaries as stated in 'Other Matters' paragraph:

INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

(i) The Consolidated Financial Statements disclose the impact of pending litigations as on March 31, 2023, on the consolidated financial position of the Group - Refer Note. 50 to the Consolidated Financial Statements;

(ii) The Group did not have any long-term contracts including derivative contracts during the financial year. Hence, the question of any material foreseeable losses does not arise;

(iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary company incorporated in India;

(iv) a) The Management has represented that, to the best of it's knowledge and belief, as disclosed in the Note. 64(ii)A to the Consolidated Financial Statements, 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 and its Indian subsidiary to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

- Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the parent or any of its subsidiaries ("Ultimate Beneficiaries") or
- Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in Note. 64(ii)B of Consolidated Financial Statements, no funds (which are material either individually or in the aggregate) have been received by the Company and its Indian subsidiary from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company 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 as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause iv (a) and (b) contain any material mis-statement.

v) The Group has not proposed / paid any dividend during the year.

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

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the Holding Company to its directors during the year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director of the Holding Company is not in excess of the limit laid down under Section 197 of the Companies Act.

(4) With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) order, 2020 ("CARO"/ "the order") issued by the Central Government in terms of Section 143(11) of the Act, based on the CARO reports issued by us for the Company and its Indian subsidiary included in the Consolidated Financial Statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For VKS Aiyer & Co
Chartered Accountants
ICAI Firm Registration No.000066S
CS Sathyanarayanan
Partner
Membership No.028328
UDIN: 23028328BGUEXA4870

Coimbatore
10th May 2023

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INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of **Pricol Limited** on the consolidated financial statements for the year ended 31.03.2023]

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

In conjunction with our audit of the consolidated financial statements of the Holding Company as of and for the year ended March 31, 2023, we have audited the internal financial controls over financial reporting of the Group, which are companies incorporated in India, as of that date.

Opinion

In our opinion, the Group, 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 March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Group 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 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 the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, 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, and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the 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

INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT (Contd.,)

receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

For VKS Aiyer & Co
Chartered Accountants
ICAI Firm Registration No.000066S
CS Sathyanarayanan
Partner
Membership No.028328
UDIN: 23028328BGUEXA4870

Coimbatore
10th May 2023

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CONSOLIDATED BALANCE SHEET AS AT 31st MARCH 2023

		Note.	31-3-2023 ₹ Lakhs	31-3-2022 ₹ Lakhs (Restated)
I.	**ASSETS**			
(1)	**Non-Current Assets**			
	(a) Property, Plant and Equipment	2	39,586.29	37,435.44
	(b) Right of Use	3	3,446.36	3,916.92
	(c) Capital Work-in-progress	4	1,398.56	844.04
	(d) Investment Property	5	694.97	1,538.79
	(e) Goodwill	6	6,953.80	7,947.20
	(f) Other Intangible Assets	7	9,029.46	10,343.83
	(g) Intangible Assets under Development	8	62.49	—
	(h) Financial Assets			
	i) Investments	9	120.00	—
	ii) Other Financial Assets	10	732.52	673.12
	(i) Deferred Tax Assets (Net)	11	34.62	63.26
	(j) Other Non-Current Assets	12	2,321.40	2,184.95
	Total Non-Current Assets		64,380.47	64,947.55
(2)	**Current Assets**			
	(a) Inventories	13	27,167.92	23,647.27
	(b) Financial Assets			
	i) Investments	14	363.92	213.02
	ii) Trade Receivables	15	26,773.74	23,892.08
	iii) Cash and Cash equivalents	16	5,599.68	2,258.59
	iv) Bank Balances other than (iii) above	17	2,794.19	2,810.88
	v) Other Financial Assets	18	29.96	81.49
	(c) Other Current Assets	19	1,559.53	2,024.61
	Total Current Assets		64,288.94	54,927.94
	Non-Current Assets held for Sale	20	1,956.91	—
			1,956.91	—
			66,245.85	54,927.94
	TOTAL ASSETS		1,30,626.32	1,19,875.49

CONSOLIDATED BALANCE SHEET AS AT 31st MARCH 2023

	Note.	31-3-2023 ₹ Lakhs	31-3-2022 ₹ Lakhs (Restated)
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2023 (Contd.,)			
II. EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	21	1,218.81	1,218.81
(b) Other Equity	22	69,209.46	56,399.43
Total Equity		70,428.27	57,618.24
LIABILITIES			
(1) Non-Current Liabilities			
(a) Financial Liabilities			
i) Borrowings	23	2,675.81	9,310.98
ii) Lease Liabilities	24	1,357.95	1,899.81
iii) Other Financial Liabilities	25	80.97	490.70
(b) Provisions	26	1,486.48	1,235.43
(c) Deferred Tax Liabilities (Net)	27	4,106.75	5,631.66
(d) Other Non-Current Liabilities	28	127.89	—
Total Non-Current Liabilities		9,835.85	18,568.58
(2) Current Liabilities			
(a) Financial Liabilities			
i) Borrowings	29	6,244.44	3,495.36
ii) Lease Liabilities	30	754.61	635.68
iii) Trade Payables	31		
- Total Outstanding dues of Micro Enterprises and Small Enterprises		1,916.89	1,092.03
- Total Outstanding dues of creditors other than Micro Enterprises and Small Enterprises		26,346.14	25,902.42
iv) Other Financial Liabilities	32	10,591.94	9,596.95
(b) Other Current Liabilities	33	2,462.21	1,785.05
(c) Provisions	34	1,111.27	1,045.61
(d) Current Tax Liabilities (Net)	35	262.70	135.57
Total Current Liabilities		49,690.20	43,688.67
Liabilities in relation to Non-Current Assets held for Sale	36	672.00	—
TOTAL EQUITY AND LIABILITIES		1,30,626.32	1,19,875.49

Significant Accounting Policies & Notes form an integral part of the Financial Statements

As per our report of even date attached
For VKS Aiyer & Co.
Chartered Accountants
ICAI Firm Regn. No. : 000066S
CS Sathyanarayanan
Partner
Membership No.028328
Coimbatore
10th May 2023

For and on behalf of the Board

Vikram Mohan
Managing Director
(DIN : 00089968)

P.M. Ganesh
Chief Executive Officer
& Executive Director
(DIN : 08571325)

Priyadarsi Bastia
Chief Financial Officer
(ACA No. : 065996)

T. G. Thamizhanban
Company Secretary
(FCS No. : 7897)

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH 2023

	Note.	2022-23 ₹ Lakhs	2021-22 ₹ Lakhs (Restated)
INCOME			
Revenue from Operations	37	1,90,283.12	1,50,006.88
Other Operating Revenue	38	5,572.95	4,462.41
Other Income	39	458.53	882.06
Total Income		1,96,314.60	1,55,351.35
EXPENSES			
Cost of Materials Consumed	40	1,32,411.44	1,01,337.88
Purchases of Stock-in-Trade		5,972.32	4,792.08
Changes in inventories of Finished Goods, Stock-in-Trade and Work-in-progress	41	(1,054.75)	833.11
Employee Benefits Expense	42	22,749.33	19,180.65
Finance Costs	43	1,828.25	2,728.23
Depreciation and Amortisation Expense	44	7,790.78	8,183.90
Other Expenses	45	12,930.23	10,267.56
Total Expenses		1,82,627.60	1,47,323.41
Profit / (Loss) before Exceptional Items and Tax		13,687.00	8,027.94
Add : Exceptional Item	46	975.00	—
Profit / (Loss) Before Tax		14,662.00	8,027.94
Less : Tax Expense			
Current Tax		3,620.32	3,090.33
Deferred Tax	57 (c)	(1,426.85)	(173.23)
Earlier years (Net)		—	1.47
Profit / (Loss) for the year	(A)	12,468.53	5,109.37

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH 2023

	Note.	2022-23 ₹ Lakhs	2021-22 ₹ Lakhs (Restated)
Consolidated Statement of Profit & Loss for the year ended 31st March 2023 (Contd.,)			
Other Comprehensive Income			
Items that will not be reclassified to profit or loss :			
Remeasurement of post employment benefit obligations		**(262.46)**	(73.64)
Income tax relating to these items	**57 (c)**	**67.58**	27.87
Items that will be reclassified to profit or loss :			
Exchange differences on translation of foreign operations		**536.38**	240.69
Other Comprehensive Income for the year after tax	**(B)**	**341.50**	194.92
Total Comprehensive Income for the year	**(A) + (B)**	**12,810.03**	5,304.29
Earnings per Equity Share (Face Value of ₹ 1/-) in Rupees			
Basic & Diluted	**47**	**10.23**	4.19

Significant Accounting Policies & Notes form an integral part of the Financial Statements

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Partner
Membership No.028328
Coimbatore
10th May 2023

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T. G. Thamizhanban
Company Secretary
(FCS No. : 7897)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH 2023

a) Equity Share Capital

₹ Lakhs

	Balance at the beginning of the current reporting period	Changes in Equity Share Capital during the current year	Balance at the end of the current reporting period
As at 31st March 2023	**1,218.81**	**—**	**1,218.81**
As at 31st March 2022	1,218.81	—	1,218.81

₹ Lakhs

b) Other Equity

	Reserves and Surplus			Other Comprehensive Income		Total
	Securities Premium	Capital Reserve	Retained Earnings	Foreign Exchange Translation Reserve	Remeasurement of post employment benefit obligations	
Balance as at 1st April 2022 (Restated)	88,642.77	827.33	(33,694.18)	330.72	292.79	56,399.43
- Profit / (Loss) for the year 2022-23	—	—	12,468.53	—	—	12,468.53
- Other Comprehensive Income, Net off Income Tax	—	—	—	536.38	(194.88)	341.50
Balance as on 31st March 2023	**88,642.77**	**827.33**	**(21,225.65)**	**867.10**	**97.91**	**69,209.46**
Balance as at 1st April 2021	88,642.77	827.33	(38,635.55)	90.03	338.56	51,263.14
- Profit / (Loss) for the year 2021-22	—	—	5,109.37	—	—	5,109.37
- Adjustments on Business Combination (Net) (Refer Note. 48(b))	—	—	(168.00)	—	—	(168.00)
- Other Comprehensive Income, Net off Income Tax	—	—	—	240.69	(45.77)	194.92
Balance as at 31st March 2022 (Restated)	88,642.77	827.33	(33,694.18)	330.72	292.79	56,399.43

Significant Accounting Policies & Notes form an integral part of the Financial Statements

As per our report of even date attached
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CONSOLIDATED CASHFLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2023

			Year Ended 31st March 2023 ₹ Lakhs		Year Ended 31st March 2022 ₹ Lakhs (Restated)
A.	**CASH FLOW FROM OPERATING ACTIVITIES :**				
	Net Profit / (Loss) Before Tax		**14,662.00**		8,027.94
	Adjustments for :				
	Exceptional Item	**(975.00)**		—	
	Depreciation & Amortisation Expense	**7,790.78**		8,183.90	
	Bad Debts / Advances written off (Net off Loss Allowances)	**117.71**		49.23	
	Excess Provision no longer required written back	**—**		(420.09)	
	(Profit) / Loss on sale of Property, Plant and Equipment (Net) / Assets Discarded (Net of Impairment / (Reversals))	**(28.99)**		195.17	
	Interest received	**(96.85)**		(110.70)	
	Deferred Revenue from Government Grant	**(6.37)**		—	
	Effect of Change in Foreign Currency Translation Reserve	**485.69**		175.64	
	Exchange Fluctuation Gain on Re-statement	**(521.82)**		(505.93)	
	Gain on Fair Valuation / Disposal of Investments at Fair Value through P&L	**(0.91)**		(2.88)	
	Finance Costs	**1,828.25**		2,728.23	
			8,592.49		10,292.57
	Operating Profit before working capital changes		**23,254.49**		18,320.51
	Adjustments for :-				
	(Increase) / Decrease in Trade Receivables and Other Receivables	**(2,766.02)**		(3,786.55)	
	(Increase) / Decrease in Inventories	**(3,520.65)**		668.55	
	Increase / (Decrease) in Trade Payables and Other Payables	**3,340.79**		4,336.88	
			(2,945.88)		1,218.88
	Cash generated from Operations		**20,308.61**		19,539.39
	Direct taxes		**(3,679.01)**		(1,274.79)
	Net cash from operating activities		**16,629.60**		18,264.60

CONSOLIDATED CASHFLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2023

		Year Ended 31st March 2023 ₹ Lakhs		Year Ended 31st March 2022 ₹ Lakhs (Restated)	
Consolidated Cash Flow Statement for the year Ended 31st March 2023 (Contd.,)					
B.	**CASH FLOW FROM INVESTING ACTIVITIES :**				
	Purchase of Property, Plant and Equipment & Investment Property	**(8,488.91)**		(4,485.14)	
	Sale of Property, Plant and Equipment	**68.87**		344.26	
	Adjustment for Capital Advances	**45.22**		(314.96)	
	Purchase of Non-Current Investments	**(120.00)**		—	
	Purchase of Current Investments	**(149.99)**		(129.99)	
	Advance received against disposal of asset held for sale	**672.00**		—	
	Settlement of Claims by the seller of Erstwhile Step-down subsidiary	**975.00**		—	
	Interest received	**93.18**		118.53	
	Net Cash used in investing activities		**(6,904.63)**		(4,467.30)
C.	**CASH FLOW FROM FINANCING ACTIVITIES :**				
	Proceeds from / (Repayment of) Current Borrowings (Net)	**4,782.71**		(18.32)	
	Proceeds from / (Repayment of) Non Current Borrowings (Net)	**(8,675.43)**		(12,220.83)	
	Repayment of Lease Liabilities	**(682.35)**		(563.52)	
	Finance Costs paid	**(1,808.81)**		(2,556.56)	
	Net Cash used in financing activities		**(6,383.88)**		(15,359.23)
D.	**NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)**		**3,341.09**		(1,561.93)
	Cash and cash equivalents as at 1.4.2022 &1.4.2021 (Opening Balance)		**2,258.59**		3,820.52
	Cash and cash equivalents as at 31.3.2023 and 31.3.2022 (Closing Balance) (Refer Note. 16)		**5,599.68**		2,258.59

CONSOLIDATED CASHFLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2023

Consolidated Cash Flow Statement for the year Ended 31st March 2023 (Contd.,)

Changes in Liability arising from financing activities, disclosing changes arising from Cash and Non Cash Flow :

₹ Lakhs

Particulars	Non Current Borrowings (including current maturities)	Current Borrowings	Lease Liability
As on 31-3-2023			
Opening Balance as at 1st April, 2022	**12,514.95**	**291.39**	**2,535.49**
Cash Flows (Net) - Proceeds / (Repayment)	**(8,675.43)**	**4,782.71**	**(682.35)**
Additions during the year - Impact on account of Ind AS 116	**—**	**—**	**259.42**
De-recognition of unamortised portion of finance charges	**25.54**	**—**	**—**
Exchange Fluctuation (Gain) / Loss on Re-statement	**—**	**(18.91)**	**—**
Closing Balance as at 31st March 2023	**3,865.06**	**5,055.19**	**2,112.56**
As on 31-3-2022			
Opening Balance as at 1st April, 2021	24,485.86	309.71	3,060.52
Cash Flows (Net) - Proceeds / (Repayment)	(12,220.83)	(18.32)	(563.52)
Additions during the year - Impact on account of Ind AS 116	—	—	38.49
Amortisation of Loan Origination Cost	112.53	—	—
De-recognition of unamortised portion of finance charges	137.39	—	—
Closing Balance as at 31st March 2022	12,514.95	291.39	2,535.49

Significant Accounting Policies & Notes form an integral part of the Financial Statements

As per our report of even date attached
For VKS Aiyer & Co.
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10th May 2023

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Chief Financial Officer
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T. G. Thamizhanban
Company Secretary
(FCS No. : 7897)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

1. A. Corporate Information:

Pricol Limited is a Company incorporated on 18th May, 2011 and is engaged in the business of manufacturing and selling of Instrument clusters and other allied automobile components to Original Equipment Manufacturers (OEM) and replacement markets. The Equity shares of the Holding company are listed on the National Stock Exchange of India Limited (NSE) and the BSE Limited (BSE). Refer Note (iv) below for details of subsidiaries. The Company along with its subsidiaries and Step down subsidiaries is referred to as the Group.

General Information and Statement of Compliance with Ind AS:

These Consolidated Financial Statements ('financial statements') of the Group have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs ('MCA') under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act. The Group has uniformly applied the accounting policies during the periods presented. The Consolidated Financial Statements for the year ended 31 March 2023 were authorised and approved for issue by the Board of Directors on 10th May 2023.

1. B. Significant Accounting Policies

i. Basis of Preparation:

The Consolidated Financial Statements have been prepared on going concern basis in accordance with accounting principles generally accepted in India. The presentation of consolidated financial statement is based on Ind AS Schedule III of the Companies Act, 2013.

The Financial Statements have been prepared & presented on the historical cost convention and on accrual basis, except for the following material items mentioned in the Balance Sheet:

- Financial assets / liabilities are measured either at fair value or at amortised cost depending on their classification;
- Derivative instruments are measured at their fair values;
- Employee defined benefit assets / liabilities are recognised as the net total of fair value of plan assets, adjusted for actuarial gains / losses and the present value of defined benefit obligations;
- Long term borrowings are measured at amortised cost using the effective interest rate (EIR) method;
- Assets held for sale are measured at lower of cost and fair value less cost to sell;
- Right-of-use of Assets are recognised at the present value of lease payments that are not paid as on that date. This amount is adjusted for any lease payments made at or before the commencement of the lease and initial direct cost incurred, if any.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on the basis stated above and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use under Ind AS 36. In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurements in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

SIGNIFICANT ACCOUNTING POLICIES (Contd.,)

- Level 2 inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

ii. Use of Estimates:

The preparation of Consolidated Financial Statements is in conformity with generally accepted accounting principles which require the management of the Group to make judgements, estimates and assumptions that affect the reported amount of revenues, expenses, assets and liabilities and disclosure of contingent liabilities at the end of the reporting period. Although these estimates are based upon 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 period. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Application of accounting policies that require significant accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed separately under the heading "Significant accounting judgements, estimates and assumptions".

iii. Current versus Non-Current classification :

The entity presents assets and liabilities in the balance sheet based on current / non-current classification.

ASSETS :

An asset is classified as current, when:

- It is expected to be realised or intended to be sold or consumed in normal operating cycle
- It is held primarily for the purpose of trading
- It is expected to be realised within twelve months after the reporting period, or
- It is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months from the reporting period

All other assets are classified as non-current.

LIABILITIES :

A liability is classified as current, when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The entity classifies all other liabilities as non-current.

Current assets and liabilities include the current portion of non-current assets and liabilities respectively. Deferred tax assets and liabilities are always classified as non-current assets and liabilities.

iv. Principles of Consolidation :

The Consolidated Financial Statements comprise the financial statements of the Parent and its subsidiaries including step-down subsidiaries. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

  Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

SIGNIFICANT ACCOUNTING POLICIES (Contd.,)

- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or Loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, related Non-Controlling Interest, if any, and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognised in profit or loss.

The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed wherever necessary to ensure consistency with the policies adopted by the group.

The Consolidated Financial Statement comprises the financial statements of the following subsidiaries:

Name of the subsidiary	Country of Incorporation	Extent of holding (%)
PT Pricol Surya Indonesia	Indonesia	100%
Pricol Asia Pte Limited, Singapore	Singapore	100%
PT Sripri Wiring Systems Step-down Subsidiary (Subsidiary of PT Pricol Surya Indonesia)	Indonesia	100%
Pricol Asia Exim DMCC, Dubai (From 18th August, 2022) Step-down Subsidiary (Subsidiary of Pricol Asia Pte Limited, Singapore)	Dubai	100%

v. Foreign currency transactions :

Functional and presentation currency

The financial statements are presented in Indian Rupee (₹) which is also the functional and presentation currency of the Group. All amounts have been rounded-off to the nearest lakh with two decimals.

(a) Initial recognition

Foreign currency transactions are recorded in the functional currency, by applying the exchange rate between the functional currency and the foreign currency at the date of the transaction.

(b) Conversion

Foreign currency monetary items are converted to functional currency using the closing rate. Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or any other similar valuation denominated in a foreign currency are reported using the exchange rates that existed

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

SIGNIFICANT ACCOUNTING POLICIES (Contd.,)

when the values were determined. Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the Statement of Profit and Loss, within finance costs. All other exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognised in the Statement of Profit and Loss on a net basis.

(c) Foreign Operations

The assets and liabilities of foreign operations (subsidiaries, associates and joint ventures) including goodwill and fair value adjustments arising on acquisition, are translated into INR, the functional currency, at the exchange rates at the reporting date. The income and expenses of the foreign operations are translated into INR at the exchange rates at the dates of the transaction or an average rate if it approximates the actual rate at the date of the transaction.

Foreign currency translation differences are recognised in OCI and accumulated in equity, except to the extent that the exchange differences are allocated to Non-Controlling Interest (if any).

When a foreign operation is disposed off in its entirety or partially such that control is lost, the cumulative amount of exchange differences related to that foreign operation recognised in OCI is reclassified to profit or loss as part of the gain or loss on disposal.

vi. Revenue Recognition:

a. Sale of goods

Revenue from customers is recognised when the Group satisfies performance obligation by transferring promised goods or services to the customers. Revenue is measured based on transaction price, (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold, and services rendered is net of variable consideration on account of various trade discounts and allowances offered by the Company as part of the contract.

Revenue from sale of goods and associated services is recognised at the point of time when the goods are sold or services rendered.

b. Sale of services

Service income includes Jobwork income recognised as per the terms of the contract with customers when related services are rendered.

The Group considers any other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the goods, the Group considers the effect of variable consideration, the existence of significant financing components, non-cash consideration and consideration payable to the customer, if any. A refund liability (included in other financial liabilities) is recognised for expected volume discounts payable to customers in relation to sales made until the end of the reporting period. No element of financing is deemed present as the sales are made with a credit term of 30 days to 120 days, which is consistent with market practice. The Group's obligation to repair or replace faulty products under the standard warranty terms is recognised as a warranty provision.

c. Export benefits

Export incentive entitlement are recognized as income when the right to receive credit as per the terms of the scheme is established in respect of the exports made and where there is no uncertainty regarding the ultimate collection of the exports proceeds.

d. Unbilled Revenue

Contract Assets are recognised when there is excess of revenue earned over the contract billing. Contract assets are classified as unbilled receivables when there is a unconditional right to receive payment as per the contractual terms.

e. Dividend

Dividend income from investments is recognised when the Group's right to receive payment has been established.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

SIGNIFICANT ACCOUNTING POLICIES (Contd.,)

f. Interest Income

Interest income from a financial asset is recognised using effective interest rate (EIR) method. EIR is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

g. Claims

Claims made by the Group including price escalations and those made on the Group are recognised in the Statement of Profit and Loss as and when the claims are accepted / Liability is crystallised.

vii. Property, Plant and Equipment and Depreciation:

Property, Plant and Equipment (PPE), being fixed assets are tangible items that are held for use in the production or supply of goods or services, for rental to others, or for administrative purposes and are expected to be used for more than a period of twelve months. They are measured at cost less accumulated depreciation and any accumulated impairment. Cost comprises of the purchase price including import duties and non-refundable purchase taxes after deducting trade discounts and rebates and any costs attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the Management. Own manufactured assets are capitalised at cost including an appropriate share of overheads. Financing costs (if any) relating to acquisition of assets which take substantial period of time to get ready for intended use are also included to the extent they relate to the period upto such assets are ready for their intended use.

Items such as spare parts, stand-by equipment and servicing equipment are capitalised if they meet the definition of property, plant and equipment.

Depreciation on Property, Plant and Equipment (PPE) are provided under straight line method so as to expense the depreciable amount ie., cost less estimated value, over its estimated useful lives as per the useful lives and manner prescribed under Schedule II to the Companies Act, 2013, except for the certain asset class such as leasehold improvements which are amortised as depreciation over the lower of useful life or lease period and Dies, Tools and Moulds which are depreciated over a period of 3 years.

Where the cost of a part of the PPE is significant to the total cost of the PPE and if that part of the PPE has a different useful life than the main PPE, the useful life of that part is determined separately for depreciation.

The Group has used the following useful lives to provide depreciation on its Property, Plant and Equipment:

Class of Assets	Useful Lives
Factory Buildings	20 - 30 years
Improvement to Leasehold Buildings	Useful life or lease period whichever is lower
Plant & Equipments	7.5 - 8 /10 /15 years (Based on Shift)
Furniture & Fixtures	10 years
Vehicles	8 years
Office Equipments	4 - 5 years
Dies, Tools and Moulds	3 years
Computer Equipments	
- Servers and Networks	6 years
- End User Devices	3 years
Spares	1 - 3 years

The management believes that the useful lives adopted reflect the expected pattern of consumption of future economic benefits.

The depreciation method applied to an asset is reviewed at each financial year-end and if there has been a significant change in the expected pattern of consumption of future economic benefits embodied in the asset, depreciation is charged prospectively to reflect the changed pattern.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

SIGNIFICANT ACCOUNTING POLICIES (Contd.,)

The carrying amount of an item of PPE is derecognised on disposal or when no future economic benefits are expected from its use or disposal. Gains or losses arising from derecognition of Property, Plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Consolidated Statement of Profit and Loss when the asset is de-recognised.

viii. Investment Property:

Investment Property is a land or building held to earn rentals or for capital appreciation or both, rather than for use in the production or supply of goods or services or for administrative purposes; or sale in the ordinary course of business.

Investment properties (if any), 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 Group depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in Consolidated Statement of Profit and Loss as incurred. Investment properties are depreciated using the straight-line method over their estimated useful lives.

The Group has used the following useful lives to provide depreciation on its Investment Property:

Class of Assets	Useful Lives
Buildings	30 years

ix. Intangible assets and amortisation:

An intangible asset is an identifiable non-monetary asset without physical substance.

Intangible assets are recognised only if it is probable that future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably.

Computer software licenses are capitalised on the basis of costs incurred to acquire and bring to use the specific software. Operating software is capitalised and amortised along with the related fixed asset.

The Group has used the following useful lives to amortise its intangible assets:

Class of Assets	Useful Lives
Specialised software	4 Years
Fees for Technical Know-how	4 Years
Intangible Assets acquired on Amalgamation	15 Years (Based on technical opinion)
Goodwill acquired on Amalgamation	15 Years (Based on technical opinion)

x. Non-current assets held for sale and discontinued operations:

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. The Management must be committed to the sale, which should be expected to qualify for recognition as completed sale within one year from the date of classification. Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

When the Group is committed to sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in its former subsidiary after the sale.

Non-current assets held for sale / for distribution to owners and disposal groups are measured at the

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

SIGNIFICANT ACCOUNTING POLICIES (Contd.,)

lower of their carrying amount and the fair value less costs to sell / distribute.

Assets and liabilities classified as held for sale / distribution are presented separately in the balance sheet. Property, Plant and Equipment and intangible assets once classified as held for sale / distribution to owners are not depreciated or amortised. Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss before tax from discontinued operations in the Consolidated Statement of Profit and Loss.

When the Group is committed to a sale plan involving disposal of an investment, or a portion of an investment, in an associate or joint venture, the investment or the portion of the investment that will be disposed off is classified as held for sale when the criteria described above are met, and the Group discontinues the use of the equity method in relation to the portion that is classified as held for sale. Any retained portion of an investment in an associate or a joint venture that has not been classified as held for sale continues to be accounted for using the equity method. The Group discontinues the use of the equity method at the time of disposal when the disposal results in the Group losing significant influence over the associate or joint venture.

After the disposal takes place, the Group accounts for any retained interest in the associate or joint venture in accordance with Ind AS 109 unless the retained interest continues to be an associate or a joint venture, in which case the Group uses the equity method.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

Reclassification

When the Group has classified an asset (or disposal group) as held for sale, but the criteria for the same are no longer met, the Group shall cease to classify the asset (or disposal group) as held for sale. The Group measures the non-current asset (or disposal group) at the lower of carrying amount before the non-current asset and Disposal Group was classified as held for sale and its recoverable amount at the date when the Disposal Group no longer meets the "Held for sale" criteria. Financial statements for the periods since classification as held for sale shall be amended if the disposal group or non-current asset that ceases to be classified as held for sale.

xi. Impairment of Non-Financial assets:

The Group periodically assesses whether there is any indication that an asset or a group of assets comprising a cash generating unit may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. For an asset or group of assets that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Statement of Profit and Loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost. An impairment loss is reversed only to the extent that the amount of asset does not exceed the net book value that would have been determined if no impairment loss had been recognised.

xii. Impairment of Financial assets:

The Group assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires Expected Credit Losses to be measured through a loss allowance. The Group recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

SIGNIFICANT ACCOUNTING POLICIES (Contd.,)

amount equal to the life time expected credit losses, if the credit risk on the financial asset has increased significantly since initial recognition.

xiii. Fair value measurement:

The Group measures financial instruments 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:

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

The principal or the most advantageous market must be accessible by the Group.

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 Group 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:

- Level 1 : Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- Level 2 : Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;
- Level 3 : Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable. For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level Input that is significant to the fair value measurement as a whole) at the end of each reporting period.

xiv. Financial instruments:

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

a. Financial assets

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. However, trade receivables that do not contain a significant financing component are measured at transaction price. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement

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

- Debt instruments at amortised cost;
- Debt instruments at fair value through other comprehensive income (FVTOCI);
- Debt instruments and equity instruments at fair value through profit or loss (FVTPL);
- Equity instruments measured at fair value through other comprehensive income (FVTOCI).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

SIGNIFICANT ACCOUNTING POLICIES (Contd.,)

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.

This category is the most relevant to the Group. 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 instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI 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
- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI).

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorisation 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 Statement of Profit and Loss.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortised cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Equity investments (other than investments in subsidiaries and joint ventures)

All equity investments within the scope of Ind AS 109, 'Financial Instruments', are measured at fair value either through Statement of Profit and Loss or other comprehensive income. The Group makes an irrevocable election to present in OCI the subsequent changes in the fair value on an instrument-by-instrument basis. The classification is made on initial recognition.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, impairment gains or losses and foreign exchange gains and losses, are recognised in the OCI. Any gains or losses on de-recognition is recognised in the OCI and are not recycled to the Statement of Profit or Loss.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

De-recognition of Financial Assets

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

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

SIGNIFICANT ACCOUNTING POLICIES (Contd.,)

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

b. Financial Liabilities:

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and transaction cost (if any) that is attributable to the acquisition of the financial liabilities is also adjusted.

Subsequent measurement

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

- **Loans and borrowings**

  After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are de-recognised 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.

- **Trade and other payables**

  These amounts represent liabilities for goods or services provided to the Group which are unpaid at the end of the reporting period. Trade and other payables are presented as current liabilities when the payment is due within a period of 12 months from the end of the reporting period. For all trade and other payables classified as current, the carrying amounts approximate fair value due to the short maturity of these instruments. Other payables falling due after 12 months from the end of the reporting period are presented as non-current liabilities and are measured at amortised cost unless designated as fair value through profit and loss at the inception.

- Other financial liabilities at fair value through profit or loss:

  Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Gains or losses on liabilities held for trading are recognised in the profit or loss.

De-recognition of Financial Liabilities

A financial liability is de-recognised 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 or Loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

xv. Borrowing costs:

Borrowing costs directly attributable to acquisition/ construction of qualifying assets are capitalised until the time all substantial activities necessary to prepare the qualifying assets for their intended use are complete. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use / sale. All other borrowing costs are charged to Statement of Profit and Loss.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

SIGNIFICANT ACCOUNTING POLICIES (Contd.,)

xvi. Cash and cash equivalents:

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less.

xvii. Employee benefits:

a. Short Term and other long term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave, in the period the related service is rendered, at an undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at an undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees upto the reporting date.

b. Post-Employment Benefits

i. Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Group pays specified contributions to a separate entity. The Group makes specified monthly contributions towards Provident Fund and Superannuation Fund. The Group's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

ii. Defined Benefit Plans

For defined benefit retirement plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the statement of financial position with a charge or credit recognised in OCI in the period in which they occur. Re-measurement recognised in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment.

xviii. Provisions:

A provision is recognised when an enterprise has a present obligation (legal or constructive) as result of past event and it is probable that an outflow of embodying economic benefits of resources will be required to settle a reliably assessable obligation. Provisions are determined based on best estimate required to settle each obligation at each balance sheet date. 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.

xix. Contingent liabilities:

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Group does not recognise a contingent liability but discloses its existence in the financial statements.

Contingent Assets are not recognised but are disclosed when the inflow of economic benefits are probable.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

SIGNIFICANT ACCOUNTING POLICIES (Contd.,)

xx. Earnings per share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares (if any) are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events of bonus issue; bonus element in a rights issue to existing shareholders; share split; and consolidation of shares if any.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

xxi. Government Grants:

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed off. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

xxii. Taxes on Income:

Tax expense comprises of current and deferred tax.

a. Current income tax:

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognised directly in other comprehensive income / equity is recognised in other comprehensive income / equity and not in the Statement of Profit and Loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

b. Deferred tax:

Deferred tax is provided 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 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.

The carrying amount of deferred tax assets are 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 based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

xxiii. Inventories:

Inventories are valued at lower of cost and estimated net realisable value. Net realisable value is the estimated selling price in the ordinary course

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

SIGNIFICANT ACCOUNTING POLICIES (Contd.,)

of business less the estimated costs of completion and the estimated costs necessary to make the sale.

The basis of determining cost for various categories of inventories is as follows:-

i) **Raw Materials, Packing Materials & Stores and Spares:** Weighted average basis.

ii) **Finished Goods and Work-In-Progress:** Cost of Direct Material, Labour & Other Manufacturing Overheads.

Stores & Spares which do not meet the definition of Property, Plant and Equipment are accounted as inventories.

xxiv. Leases:

a. The Group as a lessee:

The Group's lease asset classes primarily consist of leases for Land, Buildings, Computer Equipments and Vehicles. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

(i) the contract involves the use of an identified asset

(ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and

(iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognises a Right-of-Use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short term and low-value leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the option to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The ROU assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated from the commencement date on a straight-line basis over the lower of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Group changes its assessment of whether it will exercise an extension or a termination option.

Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

b. The Group as a Lessor:

Leases for which the Group is a lessor is classified as a finance or operating lease.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

SIGNIFICANT ACCOUNTING POLICIES (Contd.,)

Wherever the terms of the lease transfers substantially all the risks and ownership to the lessee, the contract is classified as finance lease. All other leases are classified as operating lease.

xxv. Business Combination:

The Group accounts for each business combination by applying the acquisition method. The acquisition date is the date on which control is transferred to the acquirer. Judgment is applied in determining the acquisition date and determining whether control is transferred from one party to another. Control exists when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through power over the entity. In assessing control, potential voting rights are considered only if the rights are substantive.

The Group measures goodwill as of the applicable acquisition date at the fair value of the consideration transferred, less the net recognised amount of the identifiable assets acquired and liabilities (including contingent liabilities in case such a liability represents a present obligation and arises from a past event, and its fair value can be measured reliably) assumed. When the fair value of the net identifiable assets acquired and liabilities assumed exceeds the consideration transferred, a bargain purchase gain is recognised as capital reserve.

Consideration transferred includes the fair values of the assets transferred, liabilities incurred by the Group to the previous owners of the acquiree, and equity interests issued by the Group. Consideration transferred also includes the fair value of any contingent consideration (if any). Consideration transferred does not include amounts related to settlement of pre-existing relationships.

Any contingent consideration (if any) is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise subsequent changes in the fair value of the contingent consideration are recognised in the Statement of Profit and Loss.

Transaction costs that the Group incurs in connection with a business combination, such as finder's fees, legal fees, due diligence fees and other professional and consulting fees, are expensed as incurred.

xxvi. Exceptional Items:

Exceptional items are disclosed separately in the financial statements where it is necessary to do so to provide further understanding of the financial performance of the Group. These are material items of income or expense that have to be shown separately due to the significance of their nature or amount.

xxvii. Financial Guarantee Contracts:

Financial Guarantee Contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Significant accounting judgments, estimates and assumptions:

The preparation of financial statements in conformity with the recognition and measurement principles of Ind AS requires management to make judgements, estimates and assumptions that affect the reported balances of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

SIGNIFICANT ACCOUNTING POLICIES (Contd.,)

of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the areas of estimation uncertainty and critical judgements that the management has made in the process of applying the Group's accounting policies:

a) Recognition of deferred tax assets:

The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilised.

b) Provision and contingent liability:

On an ongoing basis, the Group reviews pending cases, claims by third parties and other contingencies. For contingent losses that are considered probable, an estimated loss is recorded as an accrual in financial statements. Loss Contingencies that are considered possible are not provided for but disclosed as Contingent liabilities in the financial statements. Contingencies the likelihood of which is remote are not disclosed in the financial statements.

c) Useful lives of depreciable assets:

Management reviews the useful lives of depreciable assets at each reporting period. As at March 31, 2023 management assessed that the useful lives represent the expected utility of the assets to the Group. Further, there is no significant change in the useful lives as compared to previous year.

d) Evaluation of indicators for impairment of assets:

The evaluation of applicable indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

e) Defined benefit obligation:

Management's estimate of the Defined Benefit obligation is based on a number of underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may impact the obligation amount and the annual defined benefit expenses.

f) Fair value measurements:

Group applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.

g) Allowances for uncollected accounts receivable and advances:

Trade receivables do not carry interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management deems them not collectable. Impairment is made on the expected credit loss model, which is the present value of the cash shortfall over the expected life of the financial assets. The impairment provisions for financial assets are based on assumption about the risk of default and expected loss rates. Judgement in making these assumptions and selecting the inputs to the impairment calculation are based on past history, existing market condition as well as forward looking estimates at the end of each reporting period.

h) Leases:

Significant judgments are required in the assumptions and made in order to determine the ROU asset and lease liability. The assumptions and estimates include application of practical expedients, selection of accounting policy choices, assessment of lease term, determination of applicable incremental borrowing rate, among others.

Recent pronouncements:

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

SIGNIFICANT ACCOUNTING POLICIES (Contd.,)

under Companies (Indian Accounting Standards) Rules 2015 , as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, as below.

1. Disclosures of Accounting Policies - Amendments to Ind AS 1, Presentation of Financial Statements

   The amendment requires disclosure of material accounting policies in the financial statement rather than significant accounting policies, so as to make the disclosure entity specific.

2. Definition of Accounting Estimates -Amendments to Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors

   The definition of "Change in Accounting Estimates" has been replaced with a definition of "Accounting Estimates". Under the new definition accounting estimates are "Monetary amounts in financial statement that are subject to measurement uncertainty". An entity develops an accounting estimate to achieve the objective set out by the accounting policy by using the judgements or assumptions based on latest and reliable information.

The group does not expect the amendments to have any significant impact in the Financial Statements.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

2. PROPERTY, PLANT AND EQUIPMENT (PPE)

₹ Lakhs

Particulars	Land	Buildings	Improvements to Leasehold Buildings	Plant & Equipment	Furniture and Fixtures	Vehicles	Office Equipments	Computer Equipments	Total
Gross Carrying Value									
As at 1st April, 2021	9,239.26	17,490.32	374.46	35,831.39	785.43	279.18	347.44	1,760.90	66,108.38
Additions during 2021-22	1,360.04	82.67	—	3,452.91	7.90	310.29	3.29	280.41	5,497.51
Deletions during 2021-22	—	11.39	—	1,372.87	9.31	73.46	31.61	11.26	1,509.90
Impaired during 2021-22	—	—	—	51.93	0.06	—	0.18	0.07	52.24
Other Adjustments 2021-22	—	—	—	242.51	—	—	—	307.79	550.30
Translation Adjustment	30.56	48.88	—	86.15	—	—	12.52	0.65	178.76
As at 31st March, 2022	10,629.86	17,610.48	374.46	38,188.16	783.96	516.01	331.46	2,338.42	70,772.81
Additions during 2022-23	—	556.59	—	6,161.03	71.73	80.87	1.44	673.30	7,544.96
Deletions during 2022-23	0.38	—	—	163.00	6.53	18.56	—	8.10	196.57
Re-classified as Non-Current Assets held for Sale (Refer Note. 20)	185.59	700.57	—	—	—	—	—	—	886.16
Translation Adjustment	26.58	—	42.07	—	67.41	—	—	9.95	146.01
As at 31st March, 2023	**10,470.47**	**17,466.50**	**416.53**	**44,186.19**	**916.57**	**578.32**	**332.90**	**3,013.57**	**77,381.05**

Accumulated Depreciation

₹ Lakhs

Particulars	Land	Buildings	Improvements to Leasehold Buildings	Plant & Equipment	Furniture and Fixtures	Vehicles	Office Equipments	Computer Equipments	Total
As at 1st April, 2021	—	4,960.05	177.28	21,213.55	360.99	189.09	321.45	1,419.18	28,641.59
Depreciation for the year 2021-22	—	826.46	36.57	3,946.27	69.16	29.08	8.19	138.38	5,054.11
Withdrawn during the year 2021-22	—	7.52	—	783.32	2.91	45.47	22.26	9.41	870.89
Other Adjustments 2021-22	—	—	—	122.18	—	—	—	276.05	398.23
Translation Adjustment	—	33.38	—	68.10	—	—	12.20	0.65	114.33
As at 31st March, 2022	—	5,812.37	213.85	24,566.78	427.24	172.70	319.58	1,824.85	33,337.37
Depreciation for the year 2022-23	**—**	**777.73**	**141.67**	**3,228.00**	**106.12**	**55.88**	**5.46**	**275.31**	**4,590.17**
Withdrawn during the year 2022-23	—	—	—	122.64	—	17.16	—	16.89	156.69
Re-classified as Non-Current Assets held for Sale (Refer Note. 20)	—	76.02	—	—	—	—	—	—	76.02
Translation Adjustment	—	—	31.88	—	57.72	—	—	10.33	99.93
As at 31st March, 2023	**—**	**6,514.08**	**387.40**	**27,672.14**	**591.08**	**211.42**	**325.04**	**2,093.60**	**37,794.76**

Net Carrying Value

₹ Lakhs

Particulars	Land	Buildings	Improvements to Leasehold Buildings	Plant & Equipment	Furniture and Fixtures	Vehicles	Office Equipments	Computer Equipments	Total
As at 31st March, 2022	10,629.86	11,798.11	160.61	13,621.38	356.72	343.31	11.88	513.57	37,435.44
As at 31st March, 2023	**10,470.47**	**10,952.42**	**29.13**	**16,514.05**	**325.49**	**366.90**	**7.86**	**919.97**	**39,586.29**

Certain Property, Plant and Equipment have been given as security against borrowings availed by the Holding company (Refer Note. 23 & 29).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

3. RIGHT OF USE

₹ Lakhs

Particulars	Land	Buildings	Computer Equipments	Vehicles	Total
Gross Carrying Value					
As at 1st April, 2021	1,875.52	2,945.67	656.42	14.59	5,492.20
Additions during 2021-22	—	21.64	16.86	—	38.50
Deletions during 2021-22	—	—	—	—	—
Translation Adjustment	—	0.65	—	0.66	1.31
As at 31st March, 2022	1,875.52	2,967.96	673.28	15.25	5,532.01
Additions during 2022-23	—	238.24	—	21.18	259.42
Deletions during 2022-23	—	137.56	—	—	137.56
Translation Adjustment	—	6.31	—	0.58	6.89
As at 31st March, 2023	**1,875.52**	**3,074.95**	**673.28**	**37.01**	**5,660.76**

Accumulated Depreciation

₹ Lakhs

As at 1st April, 2021	98.46	785.76	11.13	5.46	900.81
Depreciation for the year 2021-22	30.23	461.01	216.75	5.60	713.59
Withdrawn during the year 2021-22	—	—	—	—	—
Translation Adjustment	—	0.32	—	0.37	0.69
As at 31st March, 2022	128.69	1,247.09	227.88	11.43	1,615.09
Depreciation for the year 2022-23	**25.38**	**479.66**	**224.44**	**5.11**	**734.59**
Withdrawn during the year 2022-23	—	137.56	—	—	137.56
Translation Adjustment	—	1.75	—	0.53	2.28
As at 31st March, 2023	**154.07**	**1,590.94**	**452.32**	**17.07**	**2,214.40**

Net Carrying Value

₹ Lakhs

As at 31st March, 2022	1,746.83	1,720.87	445.40	3.82	3,916.92
As at 31st March, 2023	**1,721.45**	**1,484.01**	**220.96**	**19.94**	**3,446.36**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

4. CAPITAL WORK-IN-PROGRESS

₹ Lakhs

Particulars	As at 31st March 2023	As at 31st March 2022 (Restated)
As at the beginning of the year	**844.04**	1,975.66
As at the end of the year	**1,398.56**	844.04

Capital Work-in-progress ageing as on 31-3-2023 **₹ Lakhs**

Particulars	**Amount in Capital Work-in-progress for a period of**				**Total**
	Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	
Projects in progress	**1,395.74**	**2.82**	**—**	**—**	**1,398.56**
Projects temporarily suspended	**—**	**—**	**—**	**—**	**—**

Capital Work-in-progress ageing as on 31-3-2022 ₹ Lakhs

Particulars	Amount in Capital Work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	844.04	—	—	—	844.04
Projects temporarily suspended	—	—	—	—	—

Capital Work-in-progress projects which have exceeded their original budgeted cost and / or Planned time of completion : - NIL (Previous year - NIL)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

5. INVESTMENT PROPERTY

₹ Lakhs

Particulars	Land	Building	Total
Gross Carrying Value			
As at 1st April, 2021	650.00	1,243.83	1,893.83
Additions during 2021-22	—	96.49	96.49
Deletions during 2021-22	—	—	—
As at 31st March, 2022	650.00	1,340.32	1,990.32
Additions during 2022-23	295.00	59.73	354.73
Reclassified as Non-Current Assets held for Sale (Refer Note. 20)	757.00	708.04	1,465.04
Deletions during 2022-23	—	—	—
As at 31st March,2023	**188.00**	**692.01**	**880.01**

Accumulated Depreciation ₹ Lakhs

As at 1st April, 2021	—	390.37	390.37
Depreciation for the year 2021-22	—	61.16	61.16
Withdrawn during the year 2021-22	—	—	—
As at 31st March, 2022	—	451.53	451.53
Depreciation for the year 2022-23	—	**51.78**	**51.78**
Reclassified as Non-Current Assets held for Sale (Refer Note. 20)	—	318.27	318.27
Withdrawn during the year 2022-23	—	—	—
As at 31st March, 2023	—	**185.04**	**185.04**

Net Carrying Value ₹ Lakhs

As at 31st March, 2022	650.00	888.79	1,538.79
As at 31st March, 2023	**188.00**	**506.97**	**694.97**

For depreciation method and useful lives - Refer Note.1 (B) (viii) of significant accounting policies.

During the year the Company has classified the following property as held for Sale (Refer Note. 20)

₹ Lakhs

Particulars of Asset	Gross Value	Carrying Value
Land	757.00	757.00
Building	708.04	389.77

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

INVESTMENT PROPERTY (Contd.,)

The Company has identified Land and Building at Poochiyur to be in the nature of investment property as they are being held to earn rentals.

i) Amount recognised in Statement of Profit and Loss for investment properties : **₹ Lakhs**

Particulars	2022-23	2021-22 (Restated)
Rental Income	**64.18**	62.87
Direct operating expenses arising from invesment property that generated rental income during the year		
Less : Depreciation expense	**51.78**	61.16
Less : Repairs and Maintenance - Buildings	**—**	55.48
Profit / (Loss) from Investment Property	**12.40**	(53.77)

ii) Fair Value of Land and Building held as Investment Property - ₹ 1,346.29 Lakhs (Previous year - ₹ 2,700.63 Lakhs)

Fair Valuation of Investment property is as per the Registered Valuer.

iii) Contractual obligations to construct investment property or for Repairs & Maintenance or enhancement - ₹ Nil (Previous year - ₹ Nil)

6. GOODWILL

₹ Lakhs

Particulars	Goodwill #	Goodwill on Consolidation	Total
Gross Carrying Value			
As at 1st April, 2021	15,479.67	559.58	16,039.25
Additions during 2021-22	—	—	—
Deletions during 2021-22	—	—	—
As at 31st March, 2022	15,479.67	559.58	16,039.25
Additions during 2022-23	—	—	—
Deletions during 2022-23	—	—	—
As at 31st March, 2023	**15,479.67**	**559.58**	**16,039.25**

Accumulated Amortisation **₹ Lakhs**

As at 1st April, 2021	6,539.07	559.58	7,098.65
Amortisation for the year 2021-22	993.40	—	993.40
Withdrawn during the year 2021-22	—	—	—
As at 31st March, 2022	7,532.47	559.58	8,092.05
Amortisation for the year 2022-23	**993.40**	—	**993.40**
Withdrawn during the year 2022-23	—	—	—
As at 31st March, 2023	**8,525.87**	**559.58**	**9,085.45**

Net Carrying Value **₹ Lakhs**

As at 31st March, 2022	7,947.20	—	7,947.20
As at 31st March, 2023	**6,953.80**	—	**6,953.80**

Refer Note. 48 (a) in relation to Scheme of Amalgamation and accounting treatment.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

7. OTHER INTANGIBLE ASSETS

₹ Lakhs

Particulars	Computer Software	Technical Knowhow	Brand / Trade Mark	Patents & Developed Technology	Total
Gross Carrying Value					
As at 1st April, 2021	880.18	510.82	4,914.01	14,116.00	20,421.01
Additions during 2021-22	22.76	—	—	—	22.76
Deletions during 2021-22	10.12	—	—	—	10.12
Other Adjustments 2021-22	7.90	—	—	—	7.90
As at 31st March, 2022	900.72	510.82	4,914.01	14,116.00	20,441.55
Additions during 2022-23	106.47	—	—	—	106.47
Deletions during 2022-23	209.94	19.32	—	—	229.26
As at 31st March, 2023	**797.25**	**491.50**	**4,914.01**	**14,116.00**	**20,318.76**

Accumulated Amortisation ₹ Lakhs

As at 1st April, 2021	615.21	510.82	1,965.60	5,646.42	8,738.05
Amortisation for the year 2021-22	92.97	—	327.60	941.07	1,361.64
Withdrawn during the year 2021-22	6.50	—	—	—	6.50
Other Adjustments 2021-22	4.53	—	—	—	4.53
As at 31st March, 2022	706.21	510.82	2,293.20	6,587.49	10,097.72
Amortisation for the year 2022-23	**152.17**	**—**	**327.60**	**941.07**	**1,420.84**
Withdrawn during 2022-23	209.94	19.32	—	—	229.26
As at 31st March, 2023	**648.44**	**491.50**	**2,620.80**	**7,528.56**	**11,289.30**

Net Carrying Value ₹ Lakhs

As at 31st March, 2022	194.51	—	2,620.81	7,528.51	10,343.83
As at 31st March, 2023	**148.81**	**—**	**2,293.21**	**6,587.44**	**9,029.46**

8. INTANGIBLE ASSETS UNDER DEVELOPMENT

₹ Lakhs

Particulars	As at 31st March 2023	As at 31st March 2022 (Restated)
As at the beginning of the year	—	—
As at the closing of the year	**62.49**	—

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

			31-3-2023 ₹ Lakhs		31-3-2022 ₹ Lakhs (Restated)
9.	**INVESTMENTS**				
	In Others (At Fair Value through P&L)				
	In Equity Shares, unquoted				
	a) 96,900 Equity Shares of ₹ 100/- each fully paid-up in Shri Dhanalakshmi Spinntex Private Limited (Previous year - Nil) (Extent of holding - 5.38%)		**120.00**		—
			120.00		—
10.	**OTHER FINANCIAL ASSETS**				
	Unsecured Considered Good				
	Security Deposits		**632.52**		601.54
	Fixed Deposits with Banks (with maturity exceeding 12 months)		**—**		71.58
	Earmarked Balances				
	In Margin Money account		**100.00**		—
	Unsecured Considered Doubtful				
	Security Deposits	**76.96**		84.01	
	Less : Provision for doubtful deposits	**76.96**		84.01	
			—		—
			732.52		673.12
	Note : -				
	Margin Money with banks is towards issue of Bank Guarantee.				
11.	**DEFERRED TAX ASSETS (NET)**				
	In respect of subsidiary in different tax jurisdiction (Refer Note. 57 (c))		**34.62**		63.26
12.	**OTHER NON-CURRENT ASSETS**				
	Capital Advances	**360.08**		402.73	
	Less : Allowance for doubtful advances	**12.33**		9.76	
			347.75		392.97
	Advance Tax, Net off Provision		**1,632.10**		1,448.12
	Deposits with Government Authorities	**427.98**		430.29	
	Less : Allowance for doubtful deposits	**86.43**		86.43	
			341.55		343.86
			2,321.40		2,184.95

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

		31-3-2023 ₹ Lakhs	31-3-2022 ₹ Lakhs (Restated)
13.	**INVENTORIES**		
	Raw Materials & Components	**16,537.32**	14,904.43
	Goods in Transit - Raw Materials & Components	**3,055.35**	2,239.32
	Work-in-progress	**1,181.54**	857.86
	Finished Goods	**5,651.72**	4,794.53
	Stores & Spares	**449.16**	432.18
	Traded Goods	**292.83**	418.95
		27,167.92	23,647.27

Mode of valuation of inventories is stated in Note No. 1 (B) (xxiii) of significant accounting policies.

Inventories have been given as securities for the borrowings availed by the respective companies. Refer Note.29.

Inventories as stated above is net off Provision for / (Reversal) of Non / Slow Moving Inventory of ₹ (172.41) Lakhs - Previous year - ₹ (1,439.73) Lakhs.

Amount of write down of inventories recognised as an expenses - ₹ 17.54 Lakhs (Previous year - ₹ 30.29 Lakhs).

Amount of reversal of any write down - Nil (Previous year - Nil)

Cost of Inventory recognised as an expense **₹ Lakhs**

Particulars	2022-23	2021-22 (Restated)
Cost of Materials Consumed	**1,31,230.57**	1,02,359.65
Cost of Traded Goods Sold	**6,098.44**	4,603.42
Stores and Spares	**283.34**	157.79

14. INVESTMENTS **₹ Lakhs**

Sl.No.	Particulars	31-3-2023	31-3-2022
	Investments in Mutual Funds (at Fair Value through P&L)		
	Quoted - Non Trade		
1.	Aditya Birla Sun Life Business Cycle Fund - Regular - Growth	**49.70**	49.50
2.	ICICI Prudential Business Cycle Fund - Growth	**44.32**	42.12
3.	AXIS Multicap Fund - Regular - Growth	**28.38**	29.46
4.	HDFC Multicap Fund - Regular - Growth	**44.06**	40.51
5.	SBI Multicap Fund - Regular Plan - Growth	**50.25**	51.43
6.	ICICI Prudential Transportation & Logistics Fund	**48.01**	—
7.	HDFC Business Cycle Fund - Regular - Growth	**48.53**	—
8.	Aditya Birla Sun Life Multi Asset Allocqtion Fund - Regular - Growth	**50.67**	—
	Total	**363.92**	213.02
	Aggregate amount of Quoted Investments	**363.92**	213.02
	Aggregate Market Value of Quoted Investments	**363.92**	213.02

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

		31-3-2023 ₹ Lakhs	31-3-2022 ₹ Lakhs (Restated)
15.	**TRADE RECEIVABLES**		
	Unsecured Considered Good	**27,150.16**	24,050.75
	Trade Receivables - Credit Impaired	—	29.52
	Unbilled Revenue	—	210.78
	Less : Allowance for Expected Credit Loss	**376.42**	398.97
		26,773.74	23,892.08

Trade Receivables have been given as securities for the borrowings availed by the Group. Refer Note. 29.

Trade Receivables are non interest bearing and generally on credit terms in the range of 30 - 120 days.

The carrying amount of trade receivables does not include receivables of ₹ 6,128.66 Lakhs (Previous year - ₹ 3,675.92 Lakhs) which are subject to factoring arrangement. Under this arrangement, the Group has transferred the relevant receivables in exchange for cash on non recourse basis. The Group therefore, has de-recognised the receivables under the said arrangement.

The Group's exposure to credit and currency risk and loss allowances related to Trade Receivables are disclosed in Note. 53.

Movement in the allowance for Doubtful Trade Receivables

Balance at the beginning of the period	**398.97**	473.68
Expected Credit Loss Provided / (Reversal)	**(22.55)**	(74.71)
Balance at the end of the period	**376.42**	398.97

The Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward looking experience. The Expected Credit Loss is based on the ageing of the receivables that are due and at the rates used in the provision matrix .

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

TRADE RECEIVABLES (contd.,)

Ageing as on 31-3-2023 **₹ Lakhs**

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	**23,149.52**	**4,000.64**	—	—	—	—	**27,150.16**
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	—	—	—	—	—	—	—
(iii) Undisputed Trade Receivables – credit impaired	—	—	—	—	—	—	—
(iv) Disputed Trade Receivables – considered good	—	—	—	—	—	—	—
(v) Disputed Trade Receivables – which have significant increase in credit risk	—	—	—	—	—	—	—
(vi) Disputed Trade Receivables – credit impaired	—	—	—	—	—	—	—
(vii) Unbilled Revenue	—	—	—	—	—	—	—
Total	**23,149.52**	**4,000.64**	—	—	—	—	**27,150.16**
Less : Allowance for Expected Credit Loss							**376.42**
Total (Net)							**26,773.74**

Ageing as on 31-3-2022 ₹ Lakhs

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	22,605.62	1,352.80	35.97	5.47	2.34	—	24,002.20
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	—	—	—	—	—	—	—
(iii) Undisputed Trade Receivables – credit impaired	—	—	—	29.52	—	—	29.52
(iv) Disputed Trade Receivables – considered good	—	—	—	—	—	—	—
(v) Disputed Trade Receivables – which have significant increase in credit risk	—	—	—	—	1.32	47.23	48.55
(vi) Disputed Trade Receivables – credit impaired	—	—	—	—	—	—	—
(vii) Unbilled Revenue	210.78	—	—	—	—	—	210.78
Total	22,816.40	1,352.80	35.97	34.99	3.66	47.23	24,291.05
Less : Allowance for Expected Credit Loss							398.97
Total (Net)							23,892.08

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

			31-3-2023 ₹ Lakhs		31-3-2022 ₹ Lakhs (Restated)
16.	**CASH AND CASH EQUIVALENTS**				
	Balances with Banks				
	In Cash Credit Account	**1,356.15**		—	
	In Current Account	**4,164.29**		2,252.27	
	In Deposit Account (with original maturity of 3 months or less)	**71.58**		—	
	Cash on hand	**7.66**		6.32	
			5,599.68		2,258.59
17.	**BANK BALANCES OTHER THAN ABOVE**				
	Earmarked Balances				
	In Unpaid Dividend Account		**54.30**		54.74
	Others				
	In Fixed Deposit (with original maturity period of more than 3 months and less than 12 months)		**2,739.89**		2,756.14
			2,794.19		2,810.88
18.	**OTHER FINANCIAL ASSETS**				
	Unsecured, Considered Good				
	Accrued Income				
	Export Incentives		**19.80**		17.54
	Interest from Banks		**10.16**		6.49
	Receivable from Erstwhile Subsidiary		**—**		57.46
			29.96		81.49
19.	**OTHER CURRENT ASSETS**				
	GST Input Credits		**588.56**		964.06
	Customs Duty Receivable		**64.83**		94.65
	Others				
	Advances to Suppliers	**386.24**		445.36	
	Less : Allowance for doubtful advances	**4.57**		16.29	
			381.67		429.07
	Advances for Expenses		**174.05**		261.13
	Prepayments		**350.42**		275.70
			1,559.53		2,024.61
20.	**NON-CURRENT ASSETS HELD FOR SALE**				
	Land	**942.59**		—	
	Building	**1,014.32**		—	
			1,956.91		—

During the year 2022-23, the holding Company has identified certain assets not in use to be disposed off and is committed to a plan to sell the non current asset. Accordingly, these assets are presented as "Assets held for Sale". These assets do not meet the definition of discontinued operation as per Ind AS 105 "Non-current Assets Held for Sale and Discontinued operation".

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

	31-3-2023 ₹ Lakhs	31-3-2022 ₹ Lakhs (Restated)
21. EQUITY SHARE CAPITAL		
Authorised		
79,45,00,000 Equity Shares of ₹ 1/- each	**7,945.00**	5,820.00
(As at 31st March 2022 - 58,20,00,000 Equity Shares of ₹ 1/- each)		
Issued, Subscribed and Paid-up		
12,18,81,498 Equity Shares of ₹ 1/- each	**1,218.81**	1,218.81
(As at 31st March 2022 - 12,18,81,498 Equity Shares of ₹ 1/- each)		

The authorised share capital of the Company stands increased to ₹ 7,945 Lakhs consequent to Scheme of amalgamation approved by NCLT. (Refer Note. 48 (b)).

Reconciliation of the Shares Outstanding at the beginning and at the end of the reporting year :

	31-3-2023		31-3-2022	
Equity Shares	**No.of Shares (in Lakhs)**	**₹ Lakhs**	No.of Shares (in Lakhs)	₹ Lakhs
At the beginning / Closing of the year	**1,218.81**	**1,218.81**	1,218.81	1,218.81

a) Terms / rights attached to equity shares :

The Company has only one class of equity shares having a par value of ₹ 1/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.

b) Details of Shareholders holding more than 5% shares in the company :

	31-3-2023		31-3-2022	
	No. of Shares	**% held**	No. of Shares	% held
- Pricol Holdings Limited	**1,10,01,762**	**9.03%**	1,10,01,762	9.03%
- Vijay Mohan	**96,15,636**	**7.89%**	96,15,636	7.89%
- Vikram Mohan	**76,25,506**	**6.26%**	76,25,506	6.26%
- Viren Mohan	**66,58,409**	**5.46%**	66,58,409	5.46%
- PHI Capital Solutions LLP	**69,84,428**	**5.73%**	69,84,428	5.73%
- Minda Corporation Limited & SMC Investments and Advisors Limited	**1,91,40,342**	**15.70%**	—	—

c) Details of Shares held by Holding Company :

There are no Shares held by Holding Company / Subsidiaries of ultimate Holding Company as on 31st March 2023.

d) There are no shares allotted by way of Bonus Shares and there have been no shares bought back in the immediately preceding five years.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

EQUITY SHARE CAPITAL (Contd.,)

e) Promoter and Promoter Group Shareholding :

FOR THE YEAR 2022-23

Sl. No.	Name	No. of Shares as on 31-3-2023 (A)	% of Total Shares	No. of Shares as on 31-3-2022 (B)	% of Total Shares	% Change during the year (A-B) / (B)
1.	Vijay Mohan	**96,15,636**	**7.89%**	**96,15,636**	**7.89%**	—
2.	Vijay Mohan (BHUF)	**8,49,728**	**0.70%**	**8,49,728**	**0.70%**	—
3.	Vikram Mohan	**76,25,506**	**6.26%**	**76,25,506**	**6.26%**	—
4.	Vanitha Mohan	**57,31,468**	**4.70%**	**57,31,468**	**4.70%**	—
5.	Viren Mohan	**66,58,409**	**5.46%**	**66,58,409**	**5.46%**	—
6.	Manasa Mohan	**1,92,857**	**0.16%**	**1,92,857**	**0.16%**	—
7.	Madhura Mohan	**2,33,453**	**0.19%**	**2,33,453**	**0.19%**	—
8.	Pricol Holdings Limited	**1,10,01,762**	**9.03%**	**1,10,01,762**	**9.03%**	—
9.	Sagittarius Investments Private Limited	**23,65,360**	**1.94%**	**23,65,360**	**1.94%**	—
10.	Shrimay Enterprises Private Limited	**2,44,800**	**0.20%**	**2,44,800**	**0.20%**	—

FOR THE YEAR 2021-22

Sl. No.	Name	No. of Shares as on 31-3-2022 (A)	% of Total Shares	No. of Shares as on 31-3-2021 (B)	% of Total Shares	% Change during the year (A-B) / (B)
1.	Vijay Mohan	96,15,636	7.89%	96,15,636	7.89%	—
2.	Vijay Mohan (BHUF)	8,49,728	0.70%	8,49,728	0.70%	—
3.	Vikram Mohan	76,25,506	6.26%	76,25,506	6.26%	—
4.	Vanitha Mohan	57,31,468	4.70%	57,31,468	4.70%	—
5.	Viren Mohan	66,58,409	5.46%	66,58,409	5.46%	—
6.	Manasa Mohan	1,92,857	0.16%	1,92,857	0.16%	—
7.	Madhura Mohan	2,33,453	0.19%	2,33,453	0.19%	—
8.	Pricol Holdings Limited	1,10,01,762	9.03%	1,10,01,762	9.03%	—
9.	Sagittarius Investments Private Limited	23,65,360	1.94%	23,65,360	1.94%	—
10.	Shrimay Enterprises Private Limited	2,44,800	0.20%	2,44,800	0.20%	—

Note : The percentage change has been computed with respect to the number of shares held by promoter and promoter group at the beginning of the year.

22. OTHER EQUITY		**31-3-2023 ₹ Lakhs**		31-3-2022 ₹ Lakhs (Restated)
Securities Premium		**88,642.77**		88,642.77
Capital Reserve		**827.33**		827.33
Surplus / (Deficit) in the Statement of Profit & Loss				
Opening Balance	**(33,694.18)**		(38,635.55)	
Add : Profit / (Loss) for the year	**12,468.53**		5,109.37	
Add : Adjustment on Business Combination (Net)	**—**		(168.00)	
		(21,225.65)		(33,694.18)
Other Comprehensive Income				
i) Foreign Exchange Translation Reserve Gain / (Loss)				
Opening Balance	**330.72**		90.03	
Add : Addition / Adjustments during the year (Net)	**536.38**		240.69	
		867.10		330.72
ii) Remeasurement of post employment benefit obligations				
Opening Balance	**292.79**		338.56	
Add : Addition / Adjustments during the year	**(194.88)**		(45.77)	
		97.91		292.79
		69,209.46		56,399.43

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

23. BORROWINGS

	Non-Current portion		Current Maturities	
	31-3-2023 ₹ Lakhs	31-3-2022 ₹ Lakhs	**31-3-2023 ₹ Lakhs**	31-3-2022 ₹ Lakhs
Secured Loans at amortised cost :				
Rupee Term Loan From Banks	**2,675.81**	9,310.98	**1,189.25**	3,229.51
Less : Unamortised portion of Finance Charges	**—**	—	**—**	25.54
	2,675.81	9,310.98	**1,189.25**	3,203.97

₹ Lakhs

Description	**As at 31-3-2023**	As at 31-3-2022
IndusInd Bank Limited	**—**	1,283.49
ICICI Bank Limited	**—**	6,500.00
ICICI Bank Limited - ECLGS	**2,109.25**	2,596.00
IndusInd Bank Limited - ECLGS	**1,755.81**	2,161.00
Total	**3,865.06**	12,540.49

Repayment Schedule	2023-24	2024-25	2025-26	2026-27	Security	Interest Rate / Effective Interest Rate (EIR)
ICICI Bank Limited - ECLGS	649.00	649.00	649.00	162.25	Note 1	One year MCLR plus 1.00% EIR - 8.75%
IndusInd Bank Limited - ECLGS	540.25	540.25	540.25	135.06	Note 2	EIR - 9.25%
Total	**1,189.25**	**1,189.25**	**1,189.25**	**297.31**		

Security Details :

Note 1 & 2 : Exclusive Second Charge by way of Mortgage of following assets viz.,

a) Land measuring 6.68 acres in 132, Mettupalayam Road, Perianaickenpalayam, Coimbatore-641 020.

b) Plant II Land and Building located at Plot No. 34 & 35, Sector 4, IMT Manesar, Gurugram.

c) Plant III Land and Building at 4/558, Mettupalayam Road, Chinnamathampalayam, Billichi Village, Press Colony Post, Coimbatore - 641 019.

d) Specific Plant and Machinery installed at Plant III, Chinnamathampalayam Coimbatore and Plant II, IMT Manesar, Gurugram.

For Current Maturities of Long Term Debt (Refer Note. 29).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

			31-3-2023 ₹ Lakhs	31-3-2022 ₹ Lakhs (Restated)
24.	**LEASE LIABILITIES**			
	Lease Liabilities - Non - Current (Refer Note. 59)		**1,357.95**	1,899.81
25.	**OTHER FINANCIAL LIABILITIES**			
	Rental Advance Received		**20.59**	19.09
	Derivative Liability (Net)		**—**	400.92
	Security Deposits from Customers		**60.38**	70.69
			80.97	490.70
26.	**PROVISIONS**			
	For Employee Benefits :			
	- Gratuity (Refer Note. 54)		**436.79**	190.44
	For Central Excise, GST and Customs Demands (Refer Note. 55)		**301.72**	235.35
	For Potential Statutory Liabilities (Refer Note. 55)		**747.97**	809.64
			1,486.48	1,235.43
27.	**DEFERRED TAX LIABILITIES (NET)**			
	Deferred Tax Liability			
	On Property, Plant & Equipment and Others		**4,279.36**	6,516.38
	On Other temporary differences		**269.68**	8.92
		(A)	**4,549.04**	6,525.30
	Deferred Tax Asset			
	On Disallowance under the Income Tax Act		**410.50**	728.40
	On Other temporary differences		**31.79**	165.24
		(B)	**442.29**	893.64
	Deferred Tax Liabilities (Net) (Refer Note. 57 (c))	**(A) - (B)**	**4,106.75**	5,631.66
28.	**OTHER NON - CURRENT LIABILITIES**			
	Deferred Income from Government Grants		**127.89**	—

a) For accounting policies - Refer Note. 1(B) (xxi)

b) Nature and extent of grant recognised in financial statement :

Customs duty on saved on Purchase of PPE through EPCG Licence.

Customs duty saved during the year	**134.26**	—
Less : Amortised during the year	**6.37**	—
Closing Balance as on 31st March 2023	**127.89**	—

c) Unfulfilled condition and other condition attached to the grant :

The export obligation shall be 6 times of the duty saved on import of capital goods on FOB basis within a period of 6 years, to be achieved on following basis :

Block years - 1st to 4th year (1st Block) - 50% and 5th to 6th year (2nd Block) - 50%.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

		31-3-2023 ₹ Lakhs	31-3-2022 ₹ Lakhs (Restated)
29.	**BORROWINGS**		
	Secured Loans		
	Working Capital Facilities from Banks		
	- In Rupee	**2,500.00**	291.39
	- In Foreign Currency	**2,555.19**	—
	Current Maturities of Long Term Debt (Refer Note.23)	**1,189.25**	3,203.97
		6,244.44	3,495.36

Working Capital Facilities from banks are secured by pari-passu first charge on the current assets of the respective Companies. The loans are further secured by second pari-passu charge on the specific immovable properties of the respective Companies.

Working Capital Facilities from Banks are repayable on demand and carries interest rates varying from 6.50% to 9.95% p.a.

		31-3-2023 ₹ Lakhs	31-3-2022 ₹ Lakhs (Restated)
30.	**LEASE LIABILITIES**		
	Lease Liabilities - Current (Refer Note. 59)	**754.61**	635.68
31.	**TRADE PAYABLES**		
	- Total Outstanding Dues of Micro Enterprises and Small Enterprises	**1,916.89**	1,092.03
	- Total Outstanding Dues of creditors other than Micro Enterprises and Small Enterprises	**26,346.14**	25,902.42
		28,263.03	26,994.45

The Group's exposure to currency risk related to Trade Payables are disclosed in Note. 53.

Ageing as on 31-3-2023 **₹ Lakhs**

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	As on 31-3-2023
(i) MSME						
(a) Micro and Small	1,791.73	120.32	4.84	—	—	1,916.89
(b) Medium	2,022.15	48.60	—	—	—	2,070.75
(ii) Others	17,432.37	6,835.41	0.72	—	—	24,268.50
(iii) Disputed dues – Micro and Small	—	—	—	—	—	—
(iv) Disputed dues – Medium	—	—	—	—	—	—
(v) Disputed dues – Others	—	—	—	1.55	5.34	6.89
Total	**21,246.25**	**7,004.33**	**5.56**	**1.55**	**5.34**	**28,263.03**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

TRADE PAYABLES (Contd.,)

Ageing as on 31-3-2022 ₹ Lakhs

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	As on 31-3-2022
(i) MSME						
(a) Micro and Small	1,030.52	60.77	0.49	0.24	0.01	1,092.03
(b) Medium	459.18	—	—	—	0.45	459.63
(ii) Others	16,960.55	8,058.64	34.54	108.26	273.91	25,435.90
(iii) Disputed dues – Micro and Small	—	—	—	—	—	—
(iv) Disputed dues – Medium	—	—	—	—	—	—
(v) Disputed dues – Others	—	—	1.55	5.34	—	6.89
Total	18,450.25	8,119.41	36.58	113.84	274.37	26,994.45

	31-3-2023 ₹ Lakhs	31-3-2022 ₹ Lakhs (Restated)
32. OTHER FINANCIAL LIABILITIES		
Interest accrued and not due on borrowings	**1.52**	7.62
Unpaid Dividend	**54.30**	54.74
Employee Benefits Payable	**2,537.65**	2,011.32
Derivative Liability (Net)	**—**	72.89
Retention Money Payable	**198.47**	99.71
Payable for Expenses	**2,774.89**	2,479.03
Creditors for Capital Goods	**434.06**	83.80
Acceptances	**4,591.05**	4,787.84
	10,591.94	9,596.95

Acceptances represent bills discounted with recourse in respect of Trade Receivables with Banks.

33. OTHER CURRENT LIABILITIES		
Statutory Dues Payable	**2,051.08**	1,187.29
Contract Liabilities / Advance from Customers	**411.13**	597.76
	2,462.21	1,785.05
34. PROVISIONS		
For Gratuity (Refer Note. 54)	**275.02**	165.94
For Labour Settlement (Refer Note. 55)	**261.72**	261.72
For Warranty Related Claims (Refer Note. 55)	**574.53**	617.95
	1,111.27	1,045.61
35. CURRENT TAX LIABILITIES (NET)	**262.70**	135.57
36. LIABILITIES IN RELATION TO NON-CURRENT ASSETS HELD FOR SALE		
Advance received against disposal of asset held for sale	**672.00**	—

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

			2022-23 ₹ Lakhs		2021-22 ₹ Lakhs (Restated)
37.	**REVENUE FROM OPERATIONS**				
	Sale of Products and Services				
	Domestic	**1,71,991.51**		1,33,974.70	
	Export	**15,509.10**		14,270.79	
	Traded Goods	**2,511.64**		1,708.20	
	Service Income	**270.87**		53.19	
			1,90,283.12		1,50,006.88
	Disaggregation of Revenue :-				
	1. Within India		**1,74,774.02**		1,35,736.09
	2. Outside India		**15,509.10**		14,270.79
			1,90,283.12		1,50,006.88
	Reconciliation of Revenue recognised in Statement of Profit and Loss Account with contracted price :				
	Revenue from contract with customers as per contract Price		**1,90,708.62**		1,50,334.02
	Less : Trade discounts, Volume Rebates, Refunds etc.,		**425.50**		327.14
	Revenue from contract with customers as per Statement of Profit and Loss		**1,90,283.12**		1,50,006.88
	Contract Balances:				
	Trade Receivables		**26,773.74**		23,681.30
	Contract Assets - Unbilled Revenue		**—**		210.78
	Contact Liabilities - Advance from Customers		**411.13**		597.76

Contract Assets are revenue earned by the Company but remaining unbilled at the close of the year end.

Contract Liabilities are amount received from Customers for which performance obligation are yet to be satisfied.

		2022-23 ₹ Lakhs	2021-22 ₹ Lakhs (Restated)
38.	**OTHER OPERATING REVENUE**		
	Export Incentives	**385.28**	301.66
	Sale of Traded Goods - Others	**5,187.67**	4,160.75
		5,572.95	4,462.41
39.	**OTHER INCOME**		
	Interest Income		
	From Banks	**67.04**	82.46
	From Others	**29.81**	28.24
	On Income Tax Refund	**18.74**	—
	Gain on Fair Valuation of investments at Fair Value through P&L (Includes realised gain on sale of investments ₹ Nil (Previous year - ₹ Nil))	**0.91**	2.88
	Lease Rental Receipts	**108.40**	105.65
	Profit on Sale of Property, Plant and Equipment (Net)	**40.17**	—
	Gain on Exchange Fluctuation (Net)	**—**	35.40
	Insurance Claim Received	**0.98**	154.37
	Deferred Income from Government Grant (Refer Note. 28)	**6.37**	—
	Excess Provision no longer required written back	**—**	420.09
	Miscellaneous Income	**186.11**	52.97
		458.53	882.06
40.	**COST OF MATERIALS CONSUMED**		
	Materials Consumed	**1,32,411.44**	1,01,337.88

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

			2022-23 ₹ Lakhs		2021-22 ₹ Lakhs (Restated)
41.	**CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS**				
	Opening Stock				
	Work-in-progress	**857.86**		1,756.93	
	Finished Goods	**4,794.53**		4,917.23	
	Traded Goods	**418.95**		230.29	
			6,071.34		6,904.45
	Less : Closing Stock				
	Work-in-progress	**1,181.54**		857.86	
	Finished Goods	**5,651.72**		4,794.53	
	Traded Goods	**292.83**		418.95	
			7,126.09		6,071.34
			(1,054.75)		833.11
42.	**EMPLOYEE BENEFITS EXPENSE**				
	Salaries and Wages	**20,336.59**		17,017.25	
	Contribution to Provident and other funds	**1,118.74**		943.51	
	Staff Welfare Expenses	**1,294.00**		1,219.89	
			22,749.33		19,180.65
43.	**FINANCE COSTS**				
	Interest on Borrowings (Net)	**1,551.39**		2,272.31	
	Interest on Lease Obligations (Refer Note. 59)	**236.32**		293.53	
	De-recognition of unamortised portion of finance charges	**25.54**		137.39	
	Other Borrowing Costs	**15.00**		25.00	
			1,828.25		2,728.23

Interest expenses is net off interest income on derivatives ₹ 90.63 Lakhs (Previous year - ₹ 391.12 Lakhs).

Other Borrowing Costs represent processing fee in respect of working capital borrowings.

44.	**DEPRECIATION AND AMORTISATION EXPENSE**				
	Depreciation on PPE (Refer Note. 2)	**4,590.17**		5,054.11	
	Right of Use Asset (Refer Note. 3)	**734.59**		713.59	
	Depreciation on Investment Property (Refer Note. 5)	**51.78**		61.16	
	Amortisation of Intangibles (Refer Note. 6 & 7)	**2,414.24**		2,355.04	
			7,790.78		8,183.90

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

		2022-23 ₹ Lakhs	2021-22 ₹ Lakhs (Restated)
45.	**OTHER EXPENSES**		
	Power & Utilities (Net of Wind Power of ₹ Nil - Previous year - ₹ 65.53 Lakhs)	**2,279.61**	1,797.61
	Stores & Spares Consumed	**283.34**	157.79
	Repairs and Maintenance :		
	- Machinery	**1,072.86**	922.24
	- Building	**142.71**	174.12
	- IT Assets	**503.12**	417.83
	- Others	**198.17**	160.24
	Postage & Telephone	**130.88**	163.28
	Rates, Taxes & Licence	**134.66**	155.19
	Insurance	**327.67**	330.90
	Travelling & Conveyance	**770.96**	289.38
	Freight & Forwarding	**2,515.63**	2,308.69
	Warranty Expenses	**1,024.60**	583.92
	Selling Expenses	**361.54**	249.33
	Bad Debts / Advances Written off (Net off Loss Allowances)	**117.71**	49.23
	Provision for Potential Statutory Expenses	**52.46**	—
	Remuneration to Non-Whole Time Directors	**58.05**	19.20
	Auditors' Remuneration (Refer Note. 49 (a))	**77.47**	77.55
	Professional Charges	**2,340.14**	1,788.79
	Loss on Exchange Fluctuation (Net)	**45.33**	78.81
	Loss on Sale of Property, Plant and Equipment / Assets Discarded Net of Impairment Loss	**11.18**	195.17
	CSR Expenses	**75.44**	45.04
	Miscellaneous Expenses	**406.70**	303.25
		12,930.23	10,267.56

46. EXCEPTIONAL ITEMS

Exceptional item represents settlement of claims by the seller of Erstwhile step-down subsidiary Pricol Wiping Systems Czech s.r.o. as per the final settlement agreement dated 21st July, 2022.

		2022-23	2021-22
47.	**EARNINGS PER SHARE**		
	Profit / (Loss) After Tax	**12,468.53**	5,109.37
	Weighted Average No. of Shares Outstanding :		
	- Basic & Diluted (Nos. in Lakhs)	**1,218.81**	1,218.81
	Face Value per Equity Share (in ₹)	**1.00**	1.00
	Basic & Diluted Earnings per share (in ₹)	**10.23**	4.19

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

48. a) AMALGAMATION OF ERSTWHILE PRICOL LIMITED WITH THE COMPANY :

The Hon'ble High Court of Judicature at Madras vide its order dated 6th October, 2016 has sanctioned the Scheme of Amalgamation of erstwhile Pricol Limited ('Transferor Company') with erstwhile Pricol Pune Limited ('Transferee Company') with the appointed date as 1st April, 2015. Pursuant to the Scheme of Amalgamation, the Transferee Company was renamed as "Pricol Limited" vide fresh Certificate of Incorporation granted by Ministry of Corporate Affairs on 18th November, 2016.

The Amalgamation was accounted in financial year 2016-17 under the "Purchase Method" as per the then prevailing Accounting Standard 14 – "Accounting for Amalgamation", as per the Scheme of Amalgamation approved by the High Court of Judicature at Madras, which is different from the accounting treatment prescribed under Ind AS 103 - "Business Combinations". The intangible assets, including Goodwill represented by Customer relationship and Assembled work force, are being amortised over its estimated useful life of 15 years from the appointed date.

Had the company followed the accounting treatment prescribed under Ind AS 103, the amortisation charge would have been lower by ₹ 993.40 Lakhs.

b) BUSINESS COMBINATION - PRICOL WIPING SYSTEMS INDIA LIMITED

The National Company Law Tribunal, Chennai Bench vide its order dt. 29th November, 2022 has approved the Scheme of Amalgamation of Pricol Wiping Systems India Limited ("Transferor Company") with Pricol Limited ("Transferee Company"). The appointed date is 1st April, 2021. The certified copy of the said order along with the requisite form was filed with Registrar Of Companies on 21st December,2022 (effective date).

The effect of Scheme of Amalgamation has been accounted in accordance with the Scheme and Appendix "C" of Indian Accounting Standards 103 ("Ind AS 103") - "Business Combinations" by applying the 'Pooling of Interest Method'. Accordingly, the previous year figures have been restated, as applicable.

The financial performance of the Transferor company included in the restated financial statements are given below:

₹ Lakhs

Particulars	**For the Year Ended 31-Mar-2022**
Total Income	4,731.81
Total Expenses	4,559.56
Profit / (Loss) Before Tax	172.25

The carrying value of assets on the appointed date:		As at 1-4-2021 ₹ Lakhs
Non Current Assets		1,716.98
Current Assets		1,000.28
	A	2,717.26
Non Current Liabilities		—
Current Liabilities		1,125.84
	B	1,125.84
Net Assets Transferred	A - B	1,591.42

49. PAYMENTS TO STATUTORY AUDITORS (EXCLUSIVE OF GST) :	**2022-23 ₹ Lakhs**	2021-22 ₹ Lakhs (Restated)
a) PARENT IN INDIA		
For Audit	**47.50**	46.25
For Consolidation	**4.00**	4.00
For Tax Audit & Services	**23.00**	22.50
For Certification & Others	**1.49**	3.12
Reimbursement of Expenses	**1.48**	1.68
Total	**77.47**	77.55
b) FOREIGN SUBSIDIARIES (included in Professional Charges)	**31.45**	19.37

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

	31-3-2023 ₹ Lakhs	31-3-2022 ₹ Lakhs (Restated)
50. CONTINGENT LIABILITIES AND COMMITMENTS :		
i) CONTINGENT LIABILITIES		
In respect of Holding Company		
a) On account of Pending Litigations :		
Sales Tax Matters (excluding Interest if any)	—	—
Excise, GST and Customs Matters (excluding Interest if any)	**784.92**	1,130.87
(Of which ₹ 90.95 Lakhs has been paid under protest (Previous year - ₹ 87.76 Lakhs)		
	784.92	1,130.87

b) Labour related Matters

As at 31st March, 2023, the company has various labour related cases pending before various legal forums, amounting to ₹ 4,666 Lakhs (Previous year - ₹ 3,361 Lakhs).

	31-3-2023 ₹ Lakhs	31-3-2022 ₹ Lakhs (Restated)
c) Others :		
Letter of Credit	**1,097.94**	404.66
Guarantees	**230.71**	16.41
Duty saved under EPCG	**134.26**	—
Other Claims not acknowledged as debts	**295.64**	295.64
	1,758.55	716.71

The Company has reviewed all its pending litigations and proceedings and has adequately provided for, where provisions are required or disclosed as contingent liability where applicable, in its financial statements. The amount of provisions / contingent liabilities is based on management estimates and no significant liability is expected to arise out of the same.

	31-3-2023 ₹ Lakhs	31-3-2022 ₹ Lakhs (Restated)
ii) COMMITMENTS		
Estimated Value of Contracts remaining to be executed on Capital account - in respect of holding company	**1,785.02**	1,019.60

51. SEGMENT REPORTING

The Group primarily operates in the automotive segment. The automotive segment includes manfacture and trading of automotive components. The board of directors of the Company, which has been identified as being the chief operating decision maker (CODM), evaluates the Group's performance, allocate resources based on the analysis of the various performance indicator of the Group as a single unit. Therefore, there is no reportable segment for the Group as per the requirement of Ind AS 108 - 'Operating Segments'.

Information about geographical revenue and non-current assets:

1. **Revenue from Operations:** Based on location of Customers
2. **Non-current assets other than financial instruments, deferred tax assets, post-employment benefit assets, and rights arising under insurance contracts:** Based on Location of the Assets

a) Revenue from Operations including other operating revenue

₹ Lakhs

	2022-23	2021-22
Within India	**1,79,013.64**	1,39,455.25
Outside India	**16,842.43**	15,014.04
	1,95,856.07	1,54,469.29

b) Non-Current Assets	31-3-2023 ₹ Lakhs	31-3-2022 ₹ Lakhs
Within India	**61,462.72**	62,526.52
Outside India	**2,030.61**	1,684.65
	63,493.33	64,211.17

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

52. FAIR VALUE MEASUREMENTS

i. Financial instruments by category

The carrying value of financial instruments by categories as at 31 March 2023 are as follows :

₹ Lakhs

Particulars	Note.	FVTPL	FVTOCI	Cost / Amortised cost	Total Carrying value	Total Fair value
Financial assets						
Investments	9 &14	**483.92**	—	—	**483.92**	**483.92**
Trade receivables	15	—	—	**26,773.74**	**26,773.74**	**26,773.74**
Cash and cash equivalents	16	—	—	**5,599.68**	**5,599.68**	**5,599.68**
Other bank balances	17	—	—	**2,794.19**	**2,794.19**	**2,794.19**
Other Financial assets	10 & 18	—	—	**762.48**	**762.48**	**762.48**
Financial Liabilities						
Borrowings	23 & 29	—	—	**8,920.25**	**8,920.25**	**8,920.25**
Trade Payables	31	—	—	**28,263.03**	**28,263.03**	**28,263.03**
Lease Liabilities	24 & 30	—	—	**2,112.56**	**2,112.56**	**2,112.56**
Other financial liabilities	25 & 32	—	—	**10,672.91**	**10,672.91**	**10,672.91**

The carrying value of financial instruments by categories as at 31st March 2022 are as follows : ₹ Lakhs

Particulars	Note.	FVTPL	FVTOCI	Cost / Amortised cost	Total Carrying value	Total Fair value
Financial assets						
Investments	9 &14	213.02	—	—	213.02	213.02
Trade receivables	15	—	—	23,892.08	23,892.08	23,892.08
Cash and cash equivalents	16	—	—	2,258.59	2,258.59	2,258.59
Other bank balances	17	—	—	2,810.88	2,810.88	2,810.88
Other Financial assets	10 & 18	—	—	754.61	754.61	754.61
Financial Liabilities						
Borrowings	23 & 29	—	—	12,806.34	12,806.34	12,806.34
Trade Payables	31	—	—	26,994.45	26,994.45	26,994.45
Lease Liabilities	24 & 30	—	—	2,535.49	2,535.49	2,535.49
Other financial liabilities	25 & 32	473.81	—	9,613.84	10,087.65	10,087.65

ii. The management assessed that the fair value of cash and cash equivalents, trade receivables, loans, other financial assets, trade payables and other financial liabilities approximate the carrying amount largely due to short-term maturity 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.

iii. Fair values hierarchy

Financial assets and financial liabilities are measured at fair value in the financial statement and are grouped into three levels of a fair value hierarchy.

The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1 : Quoted prices (unadjusted) in active markets for financial instruments.

Level 2 : Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 : Unobservable inputs for the asset or liability.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

FAIR VALUE MEASUREMENTS (Contd.,)

Given below are the fair values based on their hierarchy ₹ **Lakhs**

Particulars	Carrying Amount as on 31-3-2023	As at 31-3-2023			Carrying Amount as on 31-3-2022	As at 31-3-2022		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
Financial Assets measured at Fair value through Profit and Loss								
Investments in Mutual Funds	**363.92**	**363.92**	—	—	213.02	213.02	—	—
Investments in Equity Shares	**120.00**	—	—	**120.00**	—	—	—	—
Financial Assets not measured at Fair value*								
Trade receivables	**26,773.74**	—	—	—	23,892.08	—	—	—
Cash and cash equivalents	**5,599.68**	—	—	—	2,258.59	—	—	—
Other bank balances	**2,794.19**	—	—	—	2,810.88	—	—	—
Other Financial assets	**762.48**	—	—	—	754.61	—	—	—
Financial Liabilities not measured at fair value*								
Borrowings								
- Current	**6,244.44**	—	—	—	3,495.36	—	—	—
- Non-Current	**2,675.81**	—	—	—	9,310.98	—	—	—
Trade Payables	**28,263.03**	—	—	—	26,994.45	—	—	—
Lease Liabilities	**2,112.56**	—	—	—	2,535.49	—	—	—
Other financial liabilities	**10,672.91**	—	—	—	10,087.65	—	473.81	—

* The Group has not disclosed the fair values for short term / current financial instruments (such as short term trade receivables, short term trade payables, Current Loans and Short term borrowings etc.), because their carrying amounts are a reasonable approximation of Fair value.

iv. Measurement of fair values :

The basis of measurement in respect of each class of financial assets and financial liabilities are disclosed in point no. 1(B) (xiii) of significant accounting policies.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

53. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to market risk, liquidity risk and credit risk. The Group's Board of Directors has overall responsibility for the establishment and monitoring of the Group's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	Exposure arising from	Measurement
Credit risk	Cash and cash equivalents, trade receivables, other financial assets.	Ageing analysis, Credit ratings
Liquidity risk	Borrowings and other liabilities.	Rolling cash flow forecasts
Market risk – Interest rate risk	Long-term borrowings at variable rates.	Cash flow forecasting, Sensitivity analysis
Market risk – Financial Currency Risk	Adverse movements in the exchange rate between the Rupee and any relevant foreign currency.	Internal Foreign Curreny Exposure and risk management policy

a. Credit risk

Credit risk refers to the risk that a counter party will default on its contractual obligations resulting in financial loss to the Group. Credit risk encompasses both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The Group has adopted a policy of only dealing with creditworthy counter parties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

Credit risk management

Credit risk rating

The Group assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets.

A: Low credit risk B: Moderate credit risk C: High credit risk

Assets Group	Description of category	Provision for expected credit loss*
Low credit risk	Assets where the counter-party has strong capacity to meet the obligations and where the risk of default is negligible or nil.	12 month expected credit loss / life time expected credit loss
Moderate credit risk	Assets where the probability of default is considered moderate, counter-party where the capacity to meet the obligations is not strong.	12 month expected credit loss / life time expected credit loss
High credit risk	Assets where there is a high probability of default.	12 month expected credit loss / life time expected credit loss / fully provided for

* Life time expected credit loss (if required) is provided for trade receivables and for those financial assets where the credit risk has increased significantly, since the initial recognition.

Based on business environment in which the Group operates, a default on a financial asset is considered when the counterparty fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or litigation decided against the Group. The Group continues to engage with parties whose balances are written off and attempts to enforce repayment. Any subsequent recoveries made are recognised in statement of profit and loss.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

FINANCIAL RISK MANAGEMENT (Contd.,)

Classification of Financial assets among risk categories: **₹ Lakhs**

Credit rating	Particulars	31-3-2023	31-3-2022
Low credit risk	Cash and cash equivalents, other bank balances, current investments, trade receivables and other financial assets	**36,294.01**	29,929.18
Moderate credit risk	Nil	**—**	—
High credit risk	Nil	**—**	—

b. Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Group maintains flexibility in funding by maintaining availability under committed facilities. Management monitors rolling forecasts of the Group's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Group takes into account the liquidity of the market in which the entity operates. In addition, the Group's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

Maturities of financial liabilities: **₹ Lakhs**

31-3-2023	**On Demand**	**Less than 1 year**	**1-5 years**	**More than 5 years**	**Total**
Borrowings	**5,055.19**	**1,189.25**	**2,675.81**	**—**	**8,920.25**
Trade Payables	**—**	**28,263.03**	**—**	**—**	**28,263.03**
Lease Liabilities	**—**	**754.61**	**1,303.90**	**54.05**	**2,112.56**
Other financial liabilities	**—**	**10,672.91**	**—**	**—**	**10,672.91**
Total	**5,055.19**	**40,879.80**	**3,979.71**	**54.05**	**49,968.75**

₹ Lakhs

31-3-2022	On Demand	Less than 1 year	1-5 years	More than 5 years	Total
Borrowings	291.39	3,203.97	9,310.98	—	12,806.34
Trade Payables	—	26,994.45	—	—	26,994.45
Lease Liabilities	—	635.68	1,653.73	246.08	2,535.49
Other financial liabilities	—	9,686.73	400.92	—	10,087.65
Total	291.39	40,520.83	11,365.63	246.08	52,423.93

c. Interest rate risk

The Group's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107 - 'Financial Instruments - Disclosures', since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates. However, the Group's variable rate borrowings are subject to interest rate risk.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

FINANCIAL RISK MANAGEMENT (Contd.,)

Below is the overall exposure of the borrowings:

Interest rate risk exposure **₹ Lakhs**

Particulars	31-3-2023	31-3-2022
Fixed rate borrowing	**—**	—
Variable rate borrowing	**8,920.25**	12,806.34
Total	**8,920.25**	12,806.34

Sensitivity

The following table demonstrates the sensitivity to a reasonably possible change (100 basis points) in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Group's profit before tax is affected through the impact on variable rate borrowings, as follows:

Interest sensitivity **₹ Lakhs**

Particulars	2022-23	2021-22
Interest rates – Increase / Decrease by 100 basis points	**82.62**	132.84

d. Financial Currency Risk

The Group's functional currency is Indian Rupees (₹). The Group undertakes transactions denominated in foreign currencies; consequently, exposure to exchange rate fluctuations arise. Volatility in exchange rates affects the Group's revenue from export markets and the costs of imports.

Adverse movements in the exchange rate between the Rupee and any relevant foreign currency results in increase in the Group's overall debt position in Rupee terms without the Group having incurred additional debt and favourable movements in the exchange rates will conversely result in reduction in the Group's receivables in foreign currency. In order to hedge exchange rate risk, the Group has a policy to hedge cash flows (either using natural hedge or an artificial hedge) upto a specific tenure using forward exchange contracts and hedges based on their Internal Foreign Curreny Exposure and risk management policy as approved by the management and in accordance with the applicable regulations where the Group operates.

The carrying amounts of the Group's monetary assets and monetary liabilities at the end of the reporting year are as follows:

As at 31st March 2023 **₹ Lakhs**

Particulars	Euro	GBP	USD	CHF	JPY	SGD	OTHER CURRENCIES
Financial Assets	**1,234.95**	**52.22**	**5,540.18**	**1.55**	**523.63**	**191.62**	**2.16**
Financial Liabilities	**163.36**	**0.94**	**11,315.48**	**1.54**	**600.14**	**90.32**	**—**

As at 31st March 2022 ₹ Lakhs

Particulars	Euro	GBP	USD	CHF	JPY	SGD	OTHER CURRENCIES
Financial Assets	1,171.55	134.28	3,630.81	53.02	539.26	119.73	0.68
Financial Liabilities	1,120.61	—	6,599.52	135.33	1,291.84	20.93	1.37

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

FINANCIAL RISK MANAGEMENT (Contd.,)

The following table details the Group's sensitivity to a 1% increase and decrease in the INR against the relevant foreign currencies net of hedge accounting impact. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year-end for a 1% change in foreign currency rates, with all other variables held constant. A positive number below indicates an increase in profit or equity where INR strengthens 1% against the relevant currency. For a 1% weakening of INR against the relevant currency, there would be a comparable impact on profit or equity, and the balances below would be negative.

Impact on Profit / (Loss) for the year for a 1% change:

₹ Lakhs

Particulars	2022-23	2021-22
Increase / Decrease by 1%	**46.25**	35.20

54. EMPLOYEE BENEFITS

In respect of Holding Company

Defined contribution plan

The Company's contribution to provident fund, superannuation fund and national pension scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

₹ Lakhs

Particulars	2022-23	2021-22 (Restated)
Employer's Contribution to Provident Fund	**710.39**	606.88
Employer's Contribution to Superannuation Fund	**35.99**	21.25
Employer's Contribution to National Pension Scheme	**26.68**	—

Particulars	2022-23	2021-22
Defined contribution plan contribution towards Key Managerial Personnel	**21.20**	19.28

Defined Benefit Plan

The Company has an obligation towards gratuity, a defined benefit obligation. The benefits are governed by the Payment of Gratuity Act, 1972. The Company makes lumpsum payment to vested employees an amount based on 15 days last drawn basic salary including dearness allowance (if any) for each completed year of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service.

The most recent actuarial valuation of the defined benefit obligation was carried out at the balance sheet date. The present value of the defined benefit obligations and the related current service cost and past service cost were measured using the Projected Unit Credit Method.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

EMPLOYEE BENEFITS (Contd.,)

Based on the actuarial valuation obtained in this respect, the following table sets out the details of the employee benefit obligation as at balance sheet date:

₹ Lakhs

Particulars	Gratuity (Funded) 2022-23	Gratuity (Funded) 2021-22 (Restated)
(i) Reconciliation of opening and closing balances of Defined Benefit Obligation		
Defined Benefit Obligation at beginning of the year	**3,122.18**	3,023.13
Current Service Cost	**219.81**	193.64
Interest Cost	**222.64**	194.56
Remeasurements :		
Effect of changes in demographic assumptions	**—**	—
Effect of changes in financial assumptions	**(15.30)**	(123.74)
Effect of experience adjustments	**288.01**	208.09
Benefits Paid	**(299.27)**	(373.50)
Defined Benefit Obligation at year end	**3,538.07**	3,122.18
- Non-Current	**3,279.15**	2,448.05
- Current	**258.92**	674.13
(ii) Reconciliation of opening and closing balances of fair value of Plan Assets		
Fair value of Plan Assets at beginning of year	**2,956.24**	3,068.04
Interest Income	**216.56**	199.93
Remeasurements :		
Return on plan assets (excluding interest income)	**(37.87)**	(4.88)
Transfer from Erstwhile Subsidiary	**4.82**	—
Employer Contribution	**169.48**	66.65
Benefits Paid	**(299.27)**	(373.50)
Fair value of Plan Assets at year end	**3,009.96**	2,956.24
(iii) Reconciliation of fair value of Assets and Obligations		
Fair value of Plan Assets	**3,009.96**	2,956.24
Present value of Obligation	**3,538.07**	3,122.18
Amount recognised in Balance Sheet (Surplus/(Deficit))	**(528.11)**	(165.94)
- Non-Current	**(253.09)**	—
- Current	**(275.02)**	(165.94)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

EMPLOYEE BENEFITS (Contd.,)

₹ Lakhs

Particulars	Gratuity (Funded)	
	2022-23	2021-22 (Restated)
(iv) Expenses recognised during the year		
In Income Statement		
Current Service Cost	**219.81**	193.64
Interest Cost	**222.64**	194.56
Return on Plan Assets	**(216.56)**	(199.93)
Net (Income)/ Expense for the period recognised in Statement of Profit and Loss	**225.89**	188.27
In Other Comprehensive Income		
Remeasurement of net defined benefit liability		
Effect of changes in demographic assumptions	**—**	—
Effect of changes in financial assumptions	**(15.30)**	(123.74)
Effect of experience adjustments	**288.00**	208.10
(Return) on plan assets (excluding interest income)	**37.87**	4.87
Changes in asset ceiling (excluding interest income)	**—**	—
Net (Income)/ Expense for the period recognised in OCI	**310.57**	89.23

(v) Actuarial assumptions

Particulars	Gratuity (Funded)	
	2022-23	2021-22 (Restated)
Discount Rate (per annum)	**7.56%**	7.49%
Rate of escalation in Salary (per annum)	**Uniform 8%**	Uniform 8%
Attrition Rate	**Uniform 4%**	Uniform 4%
Retirement Age	**58**	58
Pre-retirement mortality	**Indian Assured Lives Mortality (2012-14) Ultimate**	Indian Assured Lives Mortality (2012-14) Ultimate
Disability	**5% of Mortality rate**	5% of Mortality rate

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

(vi) The expected future contribution and estimated future benefit payments from the fund are as follows:

Particulars	Amount ₹ Lakhs
a) Expected contribution to the fund during the year ending March 31, 2024	**275.02**
b) Estimated benefit payments from the fund for the year ending March 31:	
Year 1	**679.87**
Year 2	**350.81**
Year 3	**307.33**
Year 4	**369.35**
Year 5	**309.15**
Beyond 5 years	**1,521.55**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

EMPLOYEE BENEFITS (Contd.,)

(vii) Sensitivity Analysis

Significant Actuarial Assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and employee turnover. The sensitivity analysis below, have been determined based on reasonably possible changes of the assumptions occurring at end of the reporting period, while holding all other assumptions constant. The result of Sensitivity analysis is given below:

₹ Lakhs

Particulars	As at 31 March 2023	As at 31 March 2022
Discount rate +100 basis points	**(218.44)**	(169.49)
Discount rate -100 basis points	**246.20**	191.12
Salary Increase Rate +1%	**240.95**	186.72
Salary Increase Rate -1%	**(217.72)**	(168.64)
Attrition Rate +1%	**(22.64)**	(17.48)
Attrition Rate -1%	**24.99**	19.35

(viii) These plans typically expose the Group to actuarial risks such as: investment risk, interest risk, longevity risk and salary risk.

Name of the Risk and its Description

Investment risk - The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

Interest risk - A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan debt investments.

Longevity risk - The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk - The present value of the defined plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

Disclosure relating to KMPs:

₹ Lakhs

Particulars	Gratuity (Funded)	
	2022-23	2021-22
Expense towards defined benefit plan for Key Management Personnel	**61.76**	51.39

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

EMPLOYEE BENEFITS (Contd.,)

In respect of Subsidiary :

PT Pricol Surya, Indonesia

₹ Lakhs

Particulars	2022-23	2021-22
Funded Status :		
Present Value of Net Obligation	**183.70**	190.44
Movement in the liability recognised in the statement of profit and Loss :		
Obligation at beginning period	**190.44**	183.48
Expense recognised during the year	**35.56**	31.84
Actual benefit payment	**(1.14)**	(18.01)
Amount recognised in Other Comprehensive Income ('OCI')	**(48.11)**	(15.59)
On account of translation differences	**6.95**	8.72
	183.70	190.44
Details of Post Employment benefit expenses recognised in the Statement of comprehensive income :		
Current Service Cost	**21.44**	19.49
Interest Cost	**14.78**	13.06
Past Service Cost and (Gain) or Loss on Settlements	**—**	—
	36.22	32.55
Actuarial Assumptions :		
Discount Rate	**7.50%**	7.50%
Annual Salary increase Rate	**8.00%**	8.00%
Retirement age (year)	**56**	56
Disability Rate	**10.00%**	10.00%

Sensitivity Analysis

₹ Lakhs

Particulars	31-3-2023	31-3-2022
Discount rate +100 basis points	**143.22**	137.99
Discount rate -100 basis points	**171.83**	165.56
Salary Increase Rate +1%	**171.67**	165.41
Salary Increase Rate -1%	**143.12**	137.90

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

55. PROVISIONS AS ON THE CLOSING DATE :

₹ Lakhs

Particulars	Non-Current Provisions			Current Provisions			Total Provisions
	Excise, & Customs Demands	Potential Statutory Liabilities	Total	Labour Settlement	Warranty related claims	Total	
Balance as on 1-4-2021	215.17	822.18	1,037.35	261.72	297.85	559.57	1,596.92
Add : Addition	20.18	16.22	36.40	—	583.92	583.92	620.32
Less : Utilised / Reversed	—	28.76	28.76	—	263.82	263.82	292.58
Balance as on 31-3-2022	235.35	809.64	1,044.99	261.72	617.95	879.67	1,924.66
Add : Addition	66.37	74.95	141.32	—	1,024.60	1,024.60	1,165.92
Less : Utilised / Reversed	—	136.62	136.62	—	1,068.02	1,068.02	1,204.64
Balance as on 31-3-2023	**301.72**	**747.97**	**1,049.69**	**261.72**	**574.53**	**836.25**	**1,885.94**

56. In respect of Holding Company :

Income Tax Assessments are completed upto Assessment year 2020-21.

(a) The Company has filed revised returns / made additional claims in respect of certain deductions, exemptions and losses. These claims have been rejected by the Assessing Officer against which the Company has preferred an appeal before various appellate authorities. Certain claims allowed in appeal has been challenged by the Income Tax Department. Necessary adjustments would be made as and when the maters are finally adjudicated.

(b) As professionally advised the Company has claimed the loss on disposal of investment in subsidiary (Pricol Espana S.L. Spain) amounting to ₹ 40,798.58 Lakhs as business loss in the return filed for the assessment year 2021-22. The Company has appropriately accounted for current taxes in accordance with - Ind AS 12, Appendix - C "Uncertain tax position".

57. NOTES ON TAXATION:

a. Income tax expense for the year reconciled to the accounting profit:

₹ Lakhs

Particulars	As at 31-3-2023	As at 31-3-2022 (Restated)
Profit / (Loss) before Tax	**13,687.00**	7,416.37
Applicable income tax rate	**25.168%**	34.944%
Expected Income tax expense	**3,444.74**	2,591.58
Tax effect on adjustment to reconcile expected income tax expense to reported income tax expense :		
- Effect of concessions (Research and Development and other allowance)	**(211.03)**	(17.05)
- Impact arising on adoption of lower income tax rates on PPE	**(1,509.69)**	—
- Permanent disallowances	**272.18**	428.31
- Others	**197.27**	(85.74)
Tax Expense for the year (including deferred tax)	**2,193.47**	2,917.10

b. Income tax recognised in other comprehensive income

₹ Lakhs

Deferred tax		
Remeasurement of defined benefit obligation - (Expense) / Income	**67.58**	27.87
Total income tax recognised in OCI	**67.58**	27.87

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

NOTES ON TAXATION (Contd.,)

c. Statement of Changes in Deferred tax assets / Liabilities (Refer Note11 and 27)

As on 31-3-2023 **₹ Lakhs**

Particulars	**As at 1-4-2022 (Restated)**	**Recognised in Profit and Loss**	**Recognised in OCI**	**As at 31-3-2023**
Deferred Tax Liability				
On PPE and others	**6,552.77**	**(2,003.73)**	**—**	**4,549.04**
Others	**—**	**1.84**	**—**	**—**
	6,552.77	**(2,001.89)**	**—**	**4,549.04**
Deferred Tax Asset				
On Disallowance under the Income Tax Act	**819.13**	**(441.59)**	**67.58**	**445.12**
On Other temporary differences	**165.24**	**(133.45)**	**—**	**31.79**
	984.37	**(575.04)**	**67.58**	**476.91**
Total	**5,568.40**	**(1,426.85)**	**(67.58)**	**4,072.13**

As on 31-3-2022 **₹ Lakhs**

Particulars	As at 1-4-2021	Recognised in Profit and Loss	Recognised in OCI	As at 31-3-2022 (Restated)
Deferred Tax Liability				
On PPE and others	7,448.74	(895.97)	—	6,552.77
Others	—	4.33	—	—
	7,448.74	(891.64)	—	6,552.77
Deferred Tax Asset				
On Disallowance under the Income Tax Act	1,803.19	(1,011.93)	27.87	819.13
On Unused tax losses	—	—	—	—
On Other temporary differences	39.72	125.52	—	165.24
	1,842.91	(886.41)	27.87	984.37
Adjustment on Business Combination	—	(168.00)	—	—
Total	5,605.83	(173.23)	(27.87)	5,568.40

₹ Lakhs

Particulars	**As at 31-3-2023**	As at 31-3-2022 (Restated)
Tax Losses		
Tax Losses carried forward (including Capital Losses)	**48,369.67**	48,468.25
Tax Losses for which no deferred tax asset were recognised (including Capital Losses)	**48,369.67**	48,468.25

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

NOTES ON TAXATION (Contd.,)

Significant Management Judgements are involved in determining provision for tax, deferred tax and recoverability of deferred tax asset. The recoverability of Deferred Tax Asset is based on estimates of taxable income in future and the management is fairly confident that there will be sufficient future profits to utilise the deferred tax asset.

The Company has chosen to exercise the option of lower tax rate of 25.168% (inclusive of Surcharge and Cess) u/s. 115BAA of the Income Tax Act 1961 as introduced by the Taxation Laws (Amendment) Ordinance 2019. Accordingly, the Company has recognised current tax for the year ended March 31, 2023 and remeasured the deferred tax liabilities and assets on the basis of the rate of tax prescribed by the said section. The impact of this change have been recognised in Statement of Profit and Loss for the year ended March 31,2023. Had the Company continued with the tax rate of the previous periods, the charge in respect of Income Tax and Deferred tax expense for the year ended would have been higher by ₹ 2,245 Lakhs (Assuming all other things remain constant).

The figures for tax losses disclosed above are based on Income Tax returns filed / provisional computation of tax for the financial year 2022-23 and are subject to change based on Income Tax assessments and appeals. (Refer Note. 56)

58. CAPITAL MANAGEMENT

For the purpose of the Group's capital management, capital includes issued equity capital and all other equity reserves. The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Group monitors capital using a gearing ratio, which is net debt divided by total equity. The Group includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents.

₹ Lakhs

Particulars		31-3-2023	31-3-2022 (Restated)
Borrowings (long-term and short-term, including current maturities of long term borrowings)		**8,920.25**	12,806.34
Less : Cash and cash equivalents		**5,599.68**	2,258.59
Less : Other Bank Balances (with maturity more than 3 months) - Excluding Balances in Unpaid Dividend Account		**2,739.89**	2,827.72
Less : Margin Money against Borrowings		**100.00**	—
Net Debt	**(A)**	**480.68**	7,720.03
Equity Share Capital		**1,218.81**	1,218.81
Other Equity		**69,209.46**	56,399.43
Total Equity	**(B)**	**70,428.27**	57,618.24
Net Debt to Equity Ratio	**(A) / (B) X 100**	**0.68%**	13.40%

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2023 and March 31, 2022.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

59. LEASES

DISCLOSURE AS REQUIRED UNDER IND AS 116 :

Movement of Lease Liability

₹ Lakhs

Particulars	As at 31-3-2023	As at 31-3-2022 (Restated)
Opening Balance	**2,535.49**	3,060.52
Additions during the year	**248.57**	38.49
Repayments during the year	**671.50**	563.52
Closing Balance	**2,112.56**	2,535.49
Current	**754.61**	635.68
Non-Current	**1,357.95**	1,899.81

Maturity Analysis of Lease Liabilities on Undiscounted basis		
Within one year	**892.07**	870.13
1 - 5 years	**1,267.37**	2,022.41
Morethan five years	**57.67**	286.00

The broad range of effective Interest rate for the Lease Liabilities is 10% to 10.50%

The following are the amounts recognised in the Statement of Profit and Loss :

₹ Lakhs

Particulars	2022-23	2021-22
Depreciation expense of Right of Use Assets	**734.59**	713.59
Interest Expense on Lease Liabilities	**236.32**	293.53
Expense relating to Short Term Lease Liabilities	**19.43**	31.56
Expense relating to Lease of Low Value Assets	**—**	—
Income from Right of Use	**26.83**	27.80

60. INTEREST IN OTHER ENTITIES

The subsidiaries considered in the Consolidated Financial Statements are set out below:

S. No	Name of the entity	Country of Incorporation	Percentage of Ownership As at 31-3-2023	Percentage of Ownership As at 31-3-2022	Nature of Relationship	Method of Con-solidation	Principal activities
1	PT Pricol Surya Indonesia	Indonesia	**100%**	100%	Subsidiary	Line by Line	Manufacture and sale of Automobile Accessories and Trading of Automobile Spares etc.,
2	Pricol Asia Pte. Limited	Singapore	**100%**	100%	Subsidiary	Line by Line	
3	PT Sripri Wiring Systems	Indonesia	**100%**	100%	Subsidiary of PT Pricol Surya Indonesia	Line by Line	
4	Pricol Asia Exim DMCC, Dubai (From 18th August, 2022)	Dubai	**100%**	—	Subsidiary of Pricol Asia Pte. Limited	Line by Line	

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

61. ADDITIONAL INFORMATION PURSUANT TO SCHEDULE III TO THE COMPANIES ACT, 2013 OF ENTITIES CONSOLIDATED AS SUBSIDIARIES

For the Financial year 2022-23

S. No	Name of the entity	Net Assets		Share in Profit / (Loss)		Share in Other Comprehensive Income (OCI)		Share in Total Comprehensive Income (TCI)	
		As a % of consolidated Net Assets	Amount ₹ Lakhs	As a % of consolidated Profit / (Loss)	Amount ₹ Lakhs	As a % of consolidated OCI	Amount ₹ Lakhs	As a % of consolidated TCI	Amount ₹ Lakhs
	Parent								
1	Pricol Limited	**96.28**	**67,806.46**	**90.29**	**11,257.89**	**(68.06)**	**(232.41)**	**86.07**	**11,025.48**
	Subsidiaries - Foreign								
1	PT Pricol Surya Indonesia	**7.68**	**5,406.90**	**4.03**	**502.69**	**10.98**	**37.53**	**4.22**	**540.22**
2	Pricol Asia Pte. Limited	**7.40**	**5,210.34**	**6.57**	**819.26**	**—**	**—**	**6.40**	**819.26**
	Stepdown Subsidiaries - Foreign								
1	PT Sripri Wiring Systems	**(1.22)**	**(862.02)**	**—**	**—**	**—**	**—**	**—**	**—**
2	Pricol Asia Exim DMCC	**(0.02)**	**(14.53)**	**(0.20)**	**(24.61)**	**—**	**—**	**(0.19)**	**(24.61)**
	Total before intercompany Elimination / Adjustments	**110.12**	**77,547.15**	**100.69**	**12,555.23**	**(57.08)**	**(194.88)**	**96.50**	**12,360.35**
	Intercompany Elimination / Adjustments	**(10.12)**	**(7,118.88)**	**(0.69)**	**(86.70)**	**157.08**	**536.38**	**3.50**	**449.68**
	TOTAL	**100.00**	**70,428.27**	**100.00**	**12,468.53**	**100.00**	**341.50**	**100.00**	**12,810.03**

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

ADDITIONAL INFORMATION PURSUANT TO SCHEDULE III TO THE COMPANIES ACT, 2013 OF ENTITIES CONSOLIDATED AS SUBSIDIARIES (Contd.,)

For the Financial year 2021-22

S. No	Name of the entity	Net Assets		Share in Profit / (Loss)		Share in Other Comprehensive Income (OCI)		Share in Total Comprehensive Income (TCI)	
		As a % of consolidated Net Assets	Amount ₹ Lakhs	As a % of consolidated Profit / (Loss)	Amount ₹ Lakhs	As a % of consolidated OCI	Amount ₹ Lakhs	As a % of consolidated TCI	Amount ₹ Lakhs
	Parent								
1	Pricol Limited	98.55	56,780.98	84.92	4,338.71	(29.71)	(57.93)	80.70	4,280.78
	Subsidiaries - Foreign								
1	PT Pricol Surya Indonesia	8.12	4,679.38	7.27	371.65	6.23	12.16	7.24	383.81
2	Pricol Asia Pte. Limited	6.96	4,011.73	10.28	525.11	—	—	9.90	525.11
	Stepdown Subsidiaries - Foreign								
1	PT Sripri Wiring Systems	(1.43)	(830.54)	(1.17)	(59.64)	—	—	(1.12)	(59.64)
	Total before intercompany Elimination / Adjustments	112.20	64,641.55	101.30	5,175.83	(23.48)	(45.77)	96.72	5,130.06
	Intercompany Elimination / Adjustments	(12.20)	(7,023.31)	(1.30)	(66.46)	123.48	240.69	3.28	174.23
	TOTAL	100.00	57,618.24	100.00	5,109.37	100.00	194.92	100.00	5,304.29

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

62. EVENTS OCCURING AFTER THE BALANCE SHEET DATE

No adjusting or significant non-adjusting events have occurred between 31 March 2023 and the date of authorisation of these Consolidated Financial Statements.

63. RELATED PARTY DISCLOSURE AS PER INDIAN ACCOUNTING STANDARD 24

i) Related parties and nature of relationship with whom transaction have taken place :

(a) Key management personnel

(i) Executive Directors :

Mrs.Vanitha Mohan - (Chairman), Mr.Vikram Mohan - (Managing Director),
Mr. P.M.Ganesh - (Chief Executive Officer & Executive Director) - From 8 th November 2021,
Mr. V. Balaji Chinnappan - (Chief Operating Officer) - Upto 8 th November 2021

(ii) Non-Executive Directors - Independent Director:

Mr.R Vidhya Shankar, Mrs. Sriya Chari, Dr. S.K. Sundararaman, Mr. P. Shanmugasundaram,
Mr. K. Ilango, Mr.Navin Paul

(iii) Others :

Mr. Priyadarsi Bastia - Chief Financial Officer - From 1st July 2022,
Mr. T.G. Thamizhanban - Company Secretary,
Mr. P. Krishnamoorthy - Chief Financial Officer - Upto 30th June 2022

(b) Entities in which the Key Managerial Personnel of the company and their relatives are able to exercise control / significant influence :

(i) Partnership firms : Libra Industries

(ii) Private Limited Companies :

Pricol Gourmet Private Limited, PPL Enterprises Private Limited,
Pricol Engineering Industries Private Limited, Pricol Travel Private Limited,
Pricol Logistics Private Limited, Pricol Automotive Industries Private Limited -(Upto 29th March 2022),
Infusion Hospitality Private Limited, Shrimay Enterprises Private Limited,
Sagittarius Investments Private Limited, VM International Pte. Limited

(iii) Public Limited Companies :

Pricol Holdings Limited, Pricol Properties Limited,
Pricol Corporate Services Limited - (Upto 24th December, 2022),
Target Manpower Services Limited - (Upto 24th December, 2022),
Pricol Retreats Limited, Prinfra Limited

(iv) Trusts :

N D Foundation, Siruthuli, VM Foundation

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

RELATED PARTY DISCLOSURE AS PER INDIAN ACCOUNTING STANDARD 24 (Contd.,)

ii) Related party transactions:

₹ Lakhs

Nature of Transaction	Key Management Personnel and their Relatives		Others	
	2022-23	2021-22	**2022-23**	2021-22
Transactions during the year :				
Purchase / Labour Charges	—	—	**4,503.01**	2,339.28
Purchase of Fixed Assets	—	—	—	62.93
Sale of Fixed Assets	—	—	—	5.60
Sales / Job Work Charges	—	—	**224.14**	149.24
Receiving of Services	**6.30**	20.00	**5,770.80**	5,680.61
Remuneration to Directors	**980.37**	716.74	—	—
Remuneration to Others	**94.63**	80.64	—	—
Reimbursement of Expenses Paid	—	—	—	8.87
Rendering of Services	—	—	**241.85**	108.83
Reimbursement of Expenses Received	—	—	—	89.29
Donation / CSR Expenses	—	—	**62.84**	5.22
Loans and Advances :	—	—	—	—
Rental Deposits Received	—	—	—	16.00
Rental Deposits Paid	—	—	—	—

iii) Amount outstanding as at the balance sheet date :

₹ Lakhs

Nature of Transaction	Key Management Personnel and their Relatives		Others	
	31-3-2023	31-3-2022	**31-3-2023**	31-3-2022
Trade Receivables and Other Receivables	—	—	**66.09**	166.02
Trade Payables and Other Payables	**466.93**	247.34	**1,178.16**	1,169.86

iv) The remuneration of KMP does not include the provision made for gratuity as they are determined on an actuarial basis for the company as a whole.

v) Disclosure under 34 (3) of SEBI LODR :

Disclosure of transactions of the listed entity with any person or entity belonging to the Promoter / Promoter Group which holds 10% or more share holding in the listed entity - **NIL**

vi) Debts due by directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member – **NIL**

64. ADDITIONAL DISCLOSURE RELATING TO SCHEDULE III AMENDMENT OF COMPANIES ACT 2013

(i) Details of Benami property:

No proceedings have been initiated or are pending against the Group for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

(ii) Utilisation of borrowed funds and share premium:

A) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or

b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

ADDITIONAL DISCLOSURE RELATING TO SCHEDULE III AMENDMENT OF COMPANIES ACT 2013 (Contd.,)

B) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

a) 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

b) Provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

(iii) Compliance with number of layers of companies:

The Group has complied with the number of layers prescribed under the Companies Act, 2013.

(iv) Undisclosed income:

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(v) Details of crypto currency or virtual currency:

The Group has not traded or invested in crypto currency or virtual currency during the current or previous year.

(vi) Valuation of PP&E, intangible asset and investment property:

The Group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

(vii) Wilful Defaulter:

The Group had not been declared a wilful defaulter by any bank or financial institution or other lender (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

(viii) Compliance with approved scheme(s) of arrangements:

Refer Note. 48 (a), in relation to the Scheme of Amalgamation with Erstwhile Pricol Limited. The intangible assets, including Goodwill represented by Customer relationship and Assembled work force, are being amortised over its estimated useful life of 15 years from the appointed date.

Refer Note. 48 (b), in relation to the Scheme of Amalgamation with Pricol Wiping Systems India Limited, The Scheme has been accounted for in the books of accounts of the company "in accordance with the scheme" and "in accordance with the IND Accounting Standard".

(ix) Loans to Related Parties and others:

The Group had not granted any loans or advances in the nature of loans to promoters, directors, KMP's and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that

a) are repayable on demand or

b) without specifying any terms or period of repayment.

(x) Struck off Companies:

Details of transactions with Companies struck off under Section 248 of Companies Act, 2013 or Section 560 of the Companies Act, 1956:

Name of the Company	CIN No.	Nature of transactions	Balance Outstanding	Relationship
—	—	—	—	—

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Contd.,)

65. Previous year's figures are reclassified / recasted wherever necessary to conform to the current year's classification.

66. The other matters are as stated in Standalone Financial Statements.

67. All figures are in Lakhs unless otherwise stated.

As per our report of even date attached
For VKS Aiyer & Co.
Chartered Accountants
ICAI Firm Regn. No. : 000066S
CS Sathyanarayanan
Partner
Membership No.028328
Coimbatore
10th May 2023

For and on behalf of the Board

Vikram Mohan
Managing Director
(DIN : 00089968)

P.M. Ganesh
Chief Executive Officer
& Executive Director
(DIN : 08571325)

Priyadarsi Bastia
Chief Financial Officer
(ACA No. : 065996)

T. G. Thamizhanban
Company Secretary
(FCS No. : 7897)

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